Infrastructure Commodities (Mauritius) Ltd

Annual Report

2019

Infrastructure Commodities (Mauritius) Ltd

CONTENTS

CORPORATE INFORMATION

		Date appointed	Date resigned
DIRECTORS	Shaheen Coowar	03-Nov-17	-
	Kuldeepsingh Moheetah	22-Dec-17	28-May-19
	Christopher Graeme Every	15-Feb-18	-
	David William Shasha	15-Feb-18	-
	Sir Bernard Philip Zissman	15-Feb-18	-
	Muhamud Junaid Udhin	28-May-19	-

ADMINISTRATOR AND SECRETARY

Safyr Utilis Fund Services Ltd
7th Floor, Tower 1, NeXTeracom
Cybercity
Ebène
Republic of Mauritius

REGISTERED OFFICE

C/o Safyr Utilis Fund Services Ltd
7th Floor, Tower 1, NeXTeracom
Cybercity
Ebène
Republic of Mauritius

AUDITORS

BDO & Co
10, Frère Félix De Valois Street
Port Louis
Republic of Mauritius

BANKER

SBM Bank (Mauritius) Ltd
SBM Tower
Queen Elizabeth II Avenue
Port Louis
Republic of Mauritius

GROUP OVERVIEW:

Infrastructure Commodities (Mauritius) Limited is a business already invested across a wide range of minerals, metals and resources in assets held in nine specialist funds, of which the Group is a minority holder in every case. Those funds are presently illiquid but will unwind over time in the coming years to deliver substantial cash into the Company to be re-invested in new projects of appropriate nature and scale.

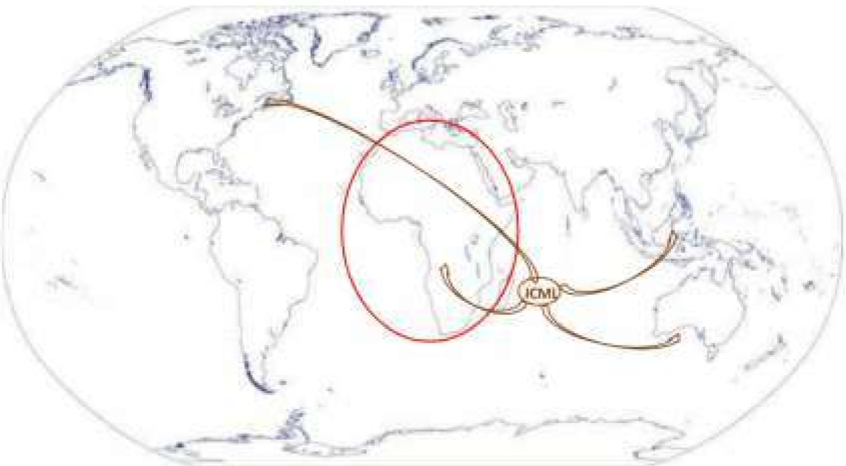
In the meantime, ICML is seeking out suitable projects where it can utilise existing assets, additional fund raising and partnering to create vehicles that will allow development of new projects capable of making a more immediate return for the business and our shareholders.

The infrastructure sector is broad and due to events post the year end we are reporting on in this document will undoubtedly have suffered in the Covid-19 Pandemic of the first half of 2020. The value of our investment portfolio decreased in value by $55.6m as shown in our published March quarter accounts However, it is widely assumed that the journey out of the crisis will involve both private and government investment in infrastructure projects to drive the global economy, which will have a positive effect on our portfolio moving forward.

ICML is focussed upon seeking projects in the metals and minerals sectors that support infrastructure development from construction and transport to communications for example. The Company is flexible in approach and the ways it can use its assets and funds to develop such projects.

The process of selection and diligence of targeted projects is managed internally utilising expertise from specialist technical and commercial advisors who are globally recognised. This approach allows ICML to consider a diverse range of resources and project types bringing flexibility and breadth of capability to the business, which it would not be possible to create in-house without narrowing the focus of the business and carrying substantial overhead.

The objective continues to be to build a diverse revenue earning portfolio of liquid assets. These will be rigorously selected to deliver value to shareholders from markets and sectors that have a projected steady growth path as demand from new technologies and associated industries develop globally in this rapidly expanding global infrastructure sector.



Group Structure and Assets

Infrastructure Commodities (Mauritius) Limited is the parent and operating business of the Group which is responsible for the development of the future projects and investments the Company is targeting to make over coming years. The subsidiary business, Infrastructure Commodities Limited (Marshall Islands) sitting beneath the Mauritius based parent is where the current assets sit and are continuing under management.

The audited investment portfolio valuations at the end of 2019 were worth $447,914,398. These assets are held in nine diverse private equity funds in minority owned positions and are expected to be a source of investable cash as they become liquid over the coming years. The current investments and their focus of activity are:

AGB Resource Capital Limited

takes an equity stake in and management oversight of emerging resources companies, providing essential funding for superior returns. an established niche private equity investor in the mining and energy sectors.

APA Energy Streaming Limited

has its main focuses on two resources, Coal and Uranium and is focused on becoming a leading energy Streaming Company.

Ecumene Mining Limited

has a global network of business relationships that facilitates every aspect of the economic development of natural resources including legal, capital markets, infrastructure, sustainable development, industrial integration, economic planning and social impact.

MCC Royalties Limited

The initial royalty and streaming contracts are for various energy and industrial mineral streams, it is the company's intention to also provide royalty and streaming finance for other renewable energy minerals as the opportunity arises

Indus Infrastructure Partners ILP

Indus Infrastructure Partners 1LP (Indus1LP) was formed to hold and manage the investments of Indus Infrastructure Partners limited (Indus) created to leverage the successful experience of its founders and management. Indus partners with state owned entities in emerging markets that will enable Indus to build a portfolio of mining assets over the next ten years. Indus will use its extensive global network to develop a variety of minerals projects in partnership with the state owned entities.

OTH Mineral Streaming Limited

provides finance for companies that are producing energy commodities via forward purchase streaming contracts, focused essential energy commodities; oil, gas, coal and uranium, plus valuable coal streaming purchase contracts and royalty agreements vended into the business at start up.

Pan Southern Metals Limited

focused on becoming a major supplier to the under-served strategic metals marketplace, streaming contracts in Asia and Africa.

Quantum Investing Management Limited

is a multi-strategy fund that has acquired various assets with the objective of developing them further creating significant additional value before selling on, the assets focused upon investing in companies that provide finance to develop natural resources.

Steppes Private Equity Partners 1LP

Steppes Private Equity Partners 1LP (Steppes PE) is a limited partnership that was established in July 2018 and registered in the Cayman Islands. Steppes PE believes that its partnership structure enables its Partners to take advantage of the market opportunity in natural resources along with the skills of the fund manager who has achieved upper quartile private equity returns historically.

VISION & VALUES

Vision: ICML continues to pursue becoming a globally recognised participant in the infrastructure commodities marketplace, to be recognised as a successful and effective investment partner for resource owners and co-investors. The primary geography targeted is the African regions though not excluding other territories where ICML can achieve excellence and profitable returns for our investors.

Mission: Infrastructure Commodities (Mauritius) Limited (ICML) will select, invest in and develop new clients in the infrastructure commodities sector globally, with particular attention to opportunities arising in the growing markets of Africa. Meanwhile it will continue to manage the substantial asset base aggregated from a series of existing minority positions in mining industry funds which are to be unwound over the coming years releasing investment funds for new projects.

CORPORATE VALUES: ICML operates in the long-term interests of its shareholders to optimise value in existing assets and develop new profit generating opportunities within an ethical, environmentally and socially aware, proactive framework. That framework, ICML Code of Ethics is outlined below and will be maintained prominently in the methods and processes of ICML doing business with clients, associates, contractors and in managing staff wherever they may be located round the world.

ACHIEVING CORPORATE VALUES:

To ensure we achieve the vision and demonstrate the values we seek to our investors and clients we will focus on a series of key areas which will be considered rigorously and implemented throughout what we do. These will include:

Client Focus: Our clients, in which we are investing, and their success are at the heart of our future success and our partnership with them to support and aid their vision for stable growth and profitability will be at the root of ICML's success.

Innovation and Creativity: ICML encourages value creation and initiative from staff, clients, associates but particularly a staff and advisors' team we are building that contributes positively to that process for clients and shareholders.

Responsibility: The Board and staff of ICL will always strive to take responsibility for their direct actions within the legal and social frameworks of the international jurisdictions they operate in around the globe. ICML will also endeavour to influence and encourage clients to take a similar view of their responsibilities.

Quality: We understand the importance of performance and the trust our clients and shareholders place in us. With this in mind, we will strive for continuous improvement and respond vigorously to change wherever possible.

Entrepreneurship: We will utilise our ability to combine the strengths of our management and advisors with speed in responding, reviewing, analysing and confirming any proposed action to every new opportunity that we are presented with and each new challenge they represent.

Dedication: We will strive to be committed in everything we do, whether in providing the latest and best options and services to our clients, in delivering value to our shareholders or contributing to the communities and environments in which we and our clients work globally.

Proactivity: Our Directors, staff and advisors to ICML will demonstrate individual leadership through a positive approach to every task, a "can-do" attitude to conducting our business.
In addition to these principles, as an international business we believe that adhering to the globally accepted United Nations Global Compact is a common language enabling us to be forthright with prospects and investors alike that we recognise the Principles in the four key categories of:

Category 1: HUMAN RIGHTS
Category 2: LABOUR
Category 3: ENVIRONMENT
Category 4: ANTI-CORRUPTION

The detail of these principles is expanded upon in our website to demonstrate clearly our position on these matters.

PROFESSIONALISM - THROUGH COOPERATION AND PARTNERSHIP:

It is fundamental to our business growth, profitability for shareholders and success in acquiring new clients internationally that we are recognised for doing what we say we will do and delivering what we say we will. Equally important is the ability to say "no", to be clear and concise in doing and to provide a proper explanation for that decision in a timely fashion.

External Service Providers and key Partnerships

The Board of ICML made the decision that we will rely upon building strong partnerships to execute certain key functions in the management of the group's activities and fulfilment of the day to day administration. Currently key of these relationships include:
Safyr Utilis: Safyr provides administration and support services for the Company and supports for the functions and reporting requirements of a Stock Exchange of Mauritius listed business.
SGI Limited: SGI manages the legacy assets, in conjunction with the Board of ICML they will continue to manage the assets and the unwinding of those which become liquid over time contributing to the investable funds available for new projects.

The analysis and diligence required for project selection and supporting ongoing projects in time will result in short to long term relationships which will be added to the partnership portfolio from those providing technical, engineering, environmental and geosciences support to ICML in various regions.

CODE OF CONDUCT:

To achieve this our staff and associates' attitude and relationships with investors, clients and suppliers is considered critical. To provide a framework for them the company policy is developed around key principles written down in our Code of Conduct to which all members will adhere.

Provided to all employees and live on our website, the code of conduct covers a number of key areas each broken down to several specific behaviours and expected actions. These areas include:

- **Personal Conduct**
- **Relations with Clients, Co-funder, and Consultants**
- **Relations with Suppliers and Contractors**
- **Responsibilities to Shareholders and Financial Responsibilities to Shareholders and the Financial Community**
- **Employment Practices**
- **Compliance and Enforcement**

Broken out to 29 specific and clearly stated recommendations for behaviours and action in certain circumstances.

In addition, an Anti-Bribery and Corruption policy, to which all team members, suppliers and partners are required to sign up, provides a simple umbrella of protections to the signatory, the company and investors while being clear on acceptable and unacceptable behaviour too.

Managing Risk

We have already mentioned recognition of higher risk in transactions in developing territories and certain parts of the world, which because we are targeting under exploited resources, will come as a part of our day to day business.

The principle on which operations are conducted is to initially complete an extensive and detailed due diligence process with prospective investment projects based upon a common template of search areas and building up the equivalent of bankable report where none exists or cross checking where it does. Throughout this we are ensuring the process is advised by suitably qualified experts in the technical, engineering, geological, environmental, and legal areas relevant to the nature of the project and the geography.

Overlaying the due diligence process, we manage a Risk Policy process that provides a structured format to review and analyse risks against benefits. That policy and process recognises the markets and product sectors in which we are seeking to operate, to create revenues, and liquidity for our investors in the long term. We cannot be risk averse as a business, but risk managed.

Risk oversight is one of the specific responsibilities of the Audit and Risk Committee which oversees the Risk Policy, its implementation, effectiveness, and determination that it is fit for purpose on a regular basis.

Chairman's Report

Sir Bernard Zissman

I am pleased to present to you the Annual Report for the year ended 2019 on behalf of the Board of ICML. As the year ended nobody could have predicted the start to 2020 and the impact of the Covid Pandemic which will inevitably have a significant impact on the global economy. Nonetheless, am pleased to say that your Directors believe they have taken sensible steps to minimise the risks associated with what is to come.

The year ended with a growth in value of the assets we manage, and considerable work done to select and define potentially liquid projects and those offering substantial incremental value from investment that will take our portfolio in to liquidity.

We continued to retain the services of SGI supporting the management of our underlying assets and I am pleased to report that following the usual valuation exercise and audit for the year end we have seen the total value of the assets under management increase from $407,262,585 to $445,805,126.

We continue to seek out for selection what we believe are the right projects to meet our objectives and as Chris Every our CEO will touch on in his report, we have several targets in place and are continuing the process of detailed diligence and negotiations with a view to closing transactions. However, of course we must now be aware of how Covid may impact timing and investment, even if our target projects are still fully committed to proceed.

We have remained in alignment with our objective to only expand the infrastructure of the business when growth allows, managing a controlled burn rate and preserving working capital. Management has taken the precaution to ensure the runway to project revenues and additional funds from liquidating assets has been secured, especially in the light of the possible risks of delays to the liquidation process. To do this we have negotiated extension of the operating facility we hold with TES Management Ltd, initially in November but again since then in 2020 to ensure we are covered for the Pandemic impact in the coming year should we need it.

Your Board remains alert to the need to manage through good governance and has maintained oversight of the Governance policies implemented during the last year through the appropriate sub-committees and Board processes adhering to market regulations and requirements with the valued assistance of our colleagues at Safyr in Mauritius.

Though it is inevitable that valuations of existing assets will be negatively impacted at the beginning of the next trading period, and the coming year holds significant external challenges, your Board and Management believe they are prepared and ready to progress the objectives for new growth. We look forward to reporting on a year of growth at the end of 2020, in an altogether safer and more stable environment.

Chief Executive's Summary

Christopher Every

The year saw steady growth in the underlying asset value of ICML relative to the general growth of listed private equity funds combined with the ongoing search and review of prospective projects in the field.

The asset base saw some changes in structure of the ICML Assets amongst the funds which, as a minority holder we were not directly involved in. In the case of the changes occurring in the fund now called Steppes we saw their preparation of their assets for listing and likewise in the case of MCC Royalties Limited preparing to liquidate their assets in due course. This could have brought us some liquidity options in half one 2020 but with the arrival of the Covid-19 Pandemic they will now be delayed for a period and we will be recognising the impact of these changes in the quarterly reporting as we proceed through the year. However, the overall added value for Steppes and MCC Royalties is ultimately to our advantage. The table below indicates those changes in the portfolio that have occurred in the year.

Asset	Original % of Fund/Asset Owned	% ICML Portfolio by Value Now	Changes From 2018
AGB Resource Capital Limited	5.0%	16.9%	
APA Energy Streaming Limited	1.83%	7.60%	
Steppes PE Partners 1LP	7.0%	18.0%	Acquired in Q1 2019 in exchange for CBLSE Group Limited holding.
Ecumene Mining Limited	5.40%	8.60%	
MCC Royalties Limited	2.80%	16.40%	Future Energy Resources Limited was acquired by MCC Royalties Limited in Q4 2019
Indus Infrastructure Partners 1LP	3.5%	4.00%	
OTH Minerals Limited	5.10%	14.30%	
Pan Southern Metals Limited	3.60%	11.90%	
Quantum Investing Management Limited	4.00%	2.30%	

Our working capital requirements for the coming year remain unchanged as the ICML structure has, by design, not grown and with the advent of Covid-19 at the beginning of the current trading year decisions were made to ensure any impact from the Pandemic can be managed while allowing our prospecting for new investment to continue. We are now covered for the present burn rate of the ICML operation through to the end of 2021 by extension of the operating facility we have had in place since formation and acquisition of ICL in mid-2018.

The objective is to maintain the present structure at the same time as continuing to pursue certain project opportunities which have been under detailed review and negotiation during the last year. Expansion of the monthly burn for the Company will only need to change in direct relation to the closing of new projects. While this remains the objective for management the impact of Covid has been felt in a number of the opportunities we have. However, to date we have been very selective in our targeting of those projects we are seeking to win and careful in ensuring they are right for the business. In spite of many projects now seeking funds we will remain realistic about retaining focus and the value we have already put into discussions, diligence, and negotiations and seek to fulfil our objectives by supporting our targets as far as possible to closure with us in 2020.

In summary we believe ICML has met the objective of continuing to oversee asset management towards the planned unwinding to liquidity as far as our minority holdings allow, while also tightly managing our operating resources allocated. In addition, we have prepared certain selected projects to add to our portfolio over coming months of 2020. We believe this strategy will add value for shareholders as planned and "move the dial" of liquidity, recognising the potential impact of the global economy to the Covid-19 Pandemic may still slow our prospects plans.

The Board of Infrastructure Commodities (Mauritius) Ltd ("the Company" OR "ICML") has an effective and clear structure with responsibilities and accountabilities defined and clearly identified. As a recently listed business we are committed to building a Governance programme that reflects proper, transparent and high standards of business integrity and professionalism in its activities both internally and externally. Remaining flexible to changes necessary to maintain operations within the accepted Codes.

Infrastructure Commodities (Mauritius) Ltd is fully committed to complying with The National Code of Corporate Governance for Mauritius.

The Board assumes the responsibility for leading and controlling the business of ICML in meeting its legal and regulatory requirements.

During the course of the year, the Board adopted policies reflecting commercial and operating plans for additional investments by the business, investing and trading in infrastructure commodities. These include a Board Charter and Code of Ethics as well as policies on Risk and on Bribery & Corruption.

The Board is committed to maintaining this process of ongoing monitoring and development to ensure compliance and relevance to Governance policies.

CODE OF ETHICS STATEMENT

The Board has approved its Charter and Code of Ethics as described below, including the current appropriate job descriptions, senior Governance positions organisational chart and accountabilities.

It is the policy of Infrastructure Commodities (Mauritius) Ltd to ensure the highest standard of business integrity, transparency and professionalism in all its activities and to ensure that the activities within the Company are managed ethically and responsibly to enhance business value for all stakeholders.

As an essential part of this commitment, the Board subscribes to and is fully committed to comply with the Principles as defined in National Code of Corporate Governance for Mauritius ("the Code").

THE BOARD

The ICML Board has an appropriate mix of skills and experience to enable it to carry out its duties and responsibilities in an effective and competent manner.

For the period of this report the Company has a single Operational Board consisting of 2 Executive and 3 Non-Executive members, each of whom contributes to the various Board Committees as a single tier structure. It is expected to add members, both Executive and Non-Executive, selected to strengthen this team in due course but the Operating Board will remain single tier.

The Board of the ICML is accountable to shareholders for the strategic direction of the Company and the pursuit of value creation for shareholders. The Board delegates the implementation of its strategy to its management within a formal delegation framework. However, the Board remains ultimately responsible for corporate governance and the affairs of the Company. The Board has established appropriate Committees as detailed below and has entrusted them with specific responsibilities to oversee the affairs of the Company, with authority to act on behalf of the Board in accordance with their respective Terms of Reference.

The **Corporate Governance Committee**, through its Chairperson, is accountable to the Board for its activities and makes recommendations to the Board on matters falling under its responsibility. The Corporate Governance Committee will meet as and when necessary to discuss the principles of the Code of Corporate Governance and its implementation.

The **Audit and Risk Management Committee** meets at least three times a year and when necessary. In line with its terms of reference, the scope of work of the Committee included; follow up on the internal control functions and risk management, compliance with the New Code of Corporate Governance, review of audited accounts, annual report, budget, declaration of dividend and appointment of auditors and fixing of their remuneration.

BACKGROUND OF THE BOARD OFFICERS

The Board currently consists of five members, two executives and three non-executives. The Board is currently of adequate size for the business needs and of diverse nationality, experience and skill sets. It is expected that the Board will grow in the coming year to reflect the need of the Board to add further specific areas of experience and skills to the group. It is the intention of the Board to appoint a suitably qualified CFO or Finance Director. New members will be appointed according to the policy detailed below.

The current Board consists of:

- Sir Bernard Zissman (Non-Executive Chairman) – UK Based
- Christopher Every (Chief Executive Director) – UK Based
- Shaheen Coowar (Executive Director) – Mauritius Based
- Junaid Udhin (Non-Executive Director) – Mauritius Based
- David Shasha (Non-Executive Director – UK Based

During the period of this report the duly appointed Directors each attended all meetings held for the main Board and those Committees held and relevant to each individually during the period.

Director, Age, Nationality and Qualification	Role	Occupation and Experience
Sir Bernard Zissman (84) British	Non-Executive Chairman	Sir Bernard Zissman is Chairman of AQC Consulting Ltd, Cerebrum Private Equity Ltd, Lambton Tailoring and former Chairman of CDI Group Ltd and a Director of Advantage Business Angels, with long experience in the entrepreneurial SME sector. Served as leading member of Birmingham City Council for thirty years, during which period elected Leader of the Conservative Group, and then Lord Mayor. He led the teams which developed the world-renowned Symphony Hall, and International Convention Centre and the foundation of Birmingham's successful regeneration.
Christopher Every (68) British	Chief Executive Director	Mr. Every is currently the Chief Executive Director of ICL. He has board level experience in both the UK and USA in public and private companies in a wide range of industries, including energy, biotechnology and environmental clean technology areas. He has first-hand experience of leading capital raisings in UK and US markets for both public and private companies. He has a track record of success in establishing successful business teams. Previously, over a decade of consulting, he developed consulting experience in the planning, promotion and delivery of change strategies in private and public business and government organisations. His early blue chip corporate commercial knowledge draws from background experience in sales and marketing in the chemical industries and includes several start-up businesses and significant reorganisation of existing business groups.
Shaheen Coowar (41) Mauritian ICSA	Executive Director	Shaheen is the Head Corporate and Private Wealth Services of Safyr Utilis Ltd. Shaheen has more than 13 years of experience in the Global Business sector. After having spent 2 years at KPMG, she joined Kross Border where she worked until 2008, when she joined Turnstone Corporate as Client Executive. In 2013 Shaheen was promoted as Head of Corporate Services at Ninety East Financials. Shaheen is a holder of a B.A. (Hons) Law and Management Degree, is partly qualified ICSA and is a member of the Mauritius Institute of Directors. She has over 13 years' experience in the Global Business Sector in Mauritius where she has gained extensive experience in Company formation, Corporate secretarial, Corporate Structuring, Fund and Trust administration and Client Servicing. She has been director on the Board of several GBCs, authorised companies and domestic companies.

Junaid Udhin (37) Mauritian ACCA	Non-executive Director	Junaid is an ACCA-qualified accountant and holds a degree in Economics and Finance from the University of Mauritius. Over the past 14 years, Junaid has gained significant experience in fund administration and leadership in the financial services industry. He has evolved at IFS, Cim Global, Deutsche Bank and, prior to joining Safyr Utilis as Head of Business Development, he was General Manager at Harel Mallac Global. In 2016, Junaid was one of the few young Mauritian leaders selected to participate in the US State Department's Young African Leadership Initiative at the Virginia Commonwealth University, Richmond Virginia as a Mandela Washington Fellow.
David Shasha (64) MA Oxon, Solicitor	Independent, Non-executive Director	David Shasha is a corporate and projects lawyer, who worked for law firms in the City of London for almost 40 years. His experience includes advising on privatisations (acting for governments, bidders and financial advisers), mergers and acquisitions, international joint ventures and public and private offerings, in sectors including mining and natural resources, power, financial institutions and telecommunications, in the UK and worldwide. He has broad experience across the mining and natural resources and energy sectors. David was head of Energy & Infrastructure Sector at Simmons & Simmons, London. He has particular expertise in emerging markets, having worked on transactions in many of the countries in Africa, Central and Eastern Europe and South America. Ranked as a leading lawyer in both Chambers and Legal 500.

*Mr. Kuldeepsingh Moheetah has resigned as Director of the Company and Member of the Audit & Risk Committee, effective 28th May 2019.

REMUNERATION OF DIRECTORS

The remuneration and benefits (in USD) to be paid by the company (directly or indirectly) to its directors in their capacity as directors (or in any other capacity) for the financial period 2019 will be GBP 52 000 as set out below:

REMUNERATION OF DIRECTORS (CONTINUED)

	Executive Directors ("ED")		Non-Executive Directors ("NED")			
Year 2019	**Christopher Every**	**Shaheen Coowar**	**David Shasha**	**Bernard Zissman**	**Junaid Udhin**	**Kuldeepsingh Moheetah (Resigned)**
Quarter 1	£ 4000	USD 375	£ 4000	£ 5014	N/A	USD 375
Quarter 2	£ 4000	USD 375	£ 4000	£ 5014	USD 375	N/A
Quarter 3	£ 4000	USD 375	£ 4000	£ 5014	USD 375	N/A
Quarter 4	£ 4000	USD 375	£ 4000	£ 5014	USD 375	N/A

ED's and NED's remunerations consist of an annual fee paid on a monthly basis, quarterly basis, or on an ad hoc basis, as agreed from time to time. The Corporate Governance Committee took note and agreed on the ED's and NED's remunerations.

It is to be noted that remuneration is treated on a case by case basis and that not all EDs or NEDs are remunerated.

As appointees of the company administrator, Mr. Junaid Udhin's remuneration as well as Mrs. Shaheen Coowar's remuneration are incorporated into the fees paid by the company to Safyr Utilis Fund Services Ltd.

No fees are paid or accrued as payable to a third party in lieu of directors' fees.

BOARD MEETINGS ATTENDANCE - 2019

Directors	Board meeting Quarter 1	Board meeting Quarter 2	Board meeting Quarter 3	Board meeting Quarter 4
Sir Bernard Zissman	✓	✓	✓	✓
Christopher Every	✓	✓	✓	✓
David Shasha	✓	✓	✓	✓
Shaheen Coowar	✓	✓	✓	✓
Kuldeepsingh Moheetah	✓	✓	N/A	N/A
Junaid Udhin	N/A	N/A	Apologies	✓

DIRECTORS INTERESTS IN SECURITIES – 2019

The Non-Resident Directors hold the following shares in the Company

- Mr. Christopher Every – 4,112,500 shares
- Sir Bernard Zissman – 150,000 shares
- Mr. David Shasha – 112,500 shares

TERMS OF OFFICE

Sir Bernard Zissman, Mr. David Shasha and Mr. Chris Every have entered into a service contract with the Company for their directorship services. Each of the Company's directors has filled in and signed a declaration and undertaking as provided in Appendix 5 of the SEM Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS

In 2018, as a part of the transaction to purchase of 86.52% of ICL, Mr. Christopher Every became registered holder of 4,000,000 shares in ICML.

Mr. Every has also been a Director of Black Bull Resources Inc. a Company listed on the Toronto Stock Exchange throughout 2018, with which ICML signed an Option Agreement for potential investment in July 2018. Mr. Every has served on the Black Bull Board for several years but is not a stock holder and will not benefit directly should a successful investment by ICML be made in the Black Bull business.

Apart from a nominal sum invested in the purchase of the Black Bull Option Agreement no amount has been paid to any director (or to any company in which he is interested (whether directly or indirectly) or of which he is a director or to any partnership, syndicate or other association of which he is a member) since incorporation of the Company (whether in cash or securities or otherwise) by any person either to induce him to become or to qualify him as a director or otherwise for services rendered by him (or by the associated entity) in connection with the promotion or formation of the Company.

OTHER INTERESTS OF DIRECTORS IN THE REPORTED PERIOD

DIRECTORS	COMPANY	TYPE OF DIRECTORSHIP
Sir Bernard Zissman	A Q C consulting	Executive chairman
	Cerebrum private equity	Executive Chairman
	Klapton Insurance	Non-Executive Chairman
	Advantage Business Angels	Partner
Christopher Every	Spearhead Innovation Ltd	Director (Resigned Nov 2019)
	Hone & Strop Hldgs	Director (Resigned Dec 2019)
	Black Bull Resources Inc.	President & Director Resigned Jul 2019
	AUS Streaming Ltd	Director
	Coomtech Ltd	Director & Founder
	Riverglade Associates Ltd	Sole Director
	TES Management PLC	Director (Appointed 20-01-2020)
Shaheen Coowar	Trans Switch Africa Holdings Ltd,	Director
	Breccotop Ltd,	Director
	Coral Blue (Maurice) Property Ltd,	Director
	Maurlam Ltd,	Director
	Medorys Ltd,	Director
	Bellerive Corporate Management Services (Mauritius) Ltd	Director (Resigned July 2019)
David Shasha	None	
Junaid Udhin	Bellerive Corporate Management Services (Mauritius) Ltd	Director
	Ekrypt (Mauritius) Ltd	Director

APPOINTMENT OF DIRECTORS

The board will continue to ensure that the role and function of the executive directors will be formalised and amended from time to time if required. The executive directors' performance would be evaluated against specified criteria. The previous year encompass a passive management of the investments held and the Board foresee an implementation of a closer review as the company moves from passive management to active management of its acquired new assets. The planned addition of an executive CFO in 2019 did not take place but is intended in 2020 and the board will continue to monitor the primary skill sets needed for the planned growth of the business through new investments.

APPOINTMENT OF DIRECTORS (Continued)

The current board's diversity of professional expertise and demographics make it a highly effective board with regard to Infrastructure Commodities (Mauritius)'s current strategies. The board shall ensure that, in appointing successive board members, the board will continue to reflect, whenever possible, a diverse set of professional and personal backgrounds.

Directors joining the board will receive a formal induction programme to familiarise them with the company's operations, senior management and its business environment, and to induct them in their fiduciary duties and responsibilities. Directors will receive further briefings from time to time on relevant new laws and regulations as well as on changing economic risks.

The information needs of the board will continue to be reviewed annually and directors will continue to have unrestricted access to all company information, records, documents and property to enable them to discharge their responsibilities efficiently. The efficiency and timely methods of informing and briefing board members prior to board meetings will continue to be monitored and improved wherever possible. The Board are also taking the necessary steps to identify and monitor key risk areas, key performance areas and non-financial aspects relevant to Infrastructure Commodities (Mauritius) through the Committee and Board structure allied to development of the Code of Ethics for the overall business. In this context, the directors will be provided with information in respect of key performance indicators, variance reports and industry trends.

A sub-committee is to be appointed by the board, will appraise the performance of the executive directors at least annually. Historically, the team has been small and focused on managing existing resources whilst seeking projects. As projects come on stream and as the team grows, the Board undertake to implement the process. Additionally, this Group will also look at the professional development and the areas where ongoing education of the Board, and its individual members, can be managed and implemented.

Currently the resident directors do not hold service contracts. The non-resident directors hold service contracts with the Company. The appointment of new Directors will be initiated by the Board currently and based upon the targeting of specific skill sets that complement those of the

Executive and/or the Non-Executive members where it is felt strategic and corporate management objectives and governance will benefit. Once a brief is agreed at Board an implementation group of three Directors including one Executive to lead it, will be authorised by the Board to search for the appropriate candidate short list. Following initial selection by the selected Board members the short listed individuals will meet the Board culminating in an appointment being agreed.

Directors have, both individually and through the channels of the Board and Board Committee structure maintained a working understanding of applicable laws in recognition of their legal duties. The Board has and will ensure through relevant committees and advice taken through the Company Secretary, that the company complies with applicable laws and considers adherence to non-binding

Appointment of Directors (Continued)

industry rules and codes and standards. In deciding whether non-binding rules shall be complied with, the board will factor the appropriate and ethical considerations that must be considered. New directors with no or limited board experience will receive appropriate training to inform them of their duties, responsibilities, powers and potential liabilities.

Company Secretary: the functions and services of a Company Secretary are provided to the business by Safyr Utilis Fund Services Ltd which, are an experienced Mauritian Financial Services group with substantial experience of the requirements and governance of Mauritian company legislation, the Stock Exchange of Mauritius, and have a substantial number of SEM public company clients managing a similar role.

As Company Secretary and advisor to the Board, Safyr maintains a record of the interests of members of the Board and will in due course extend that data as listed in the tables above to record the data for new Board members.

Information Management: currently the business's small team and the passive nature of the asset management has meant that information control and security has been readily manageable. However, moving forward as new projects are reviewed and extensive diligence is acquired it will be necessary to consider implementing the supporting systems and accessibility to reflect a concern for security combined with operational access and effectiveness of the system to support the Company operation and strategic needs. Though ultimately a Board decision the process will involve the Audit and Risk Committee to review the plans, costs, and security of the project to be assembled by Executive Management for approval. Given the sensitive nature of the data held by ICML on its direct investments the policy on managing the data will also be developed by management and approved by the respective Board committees. This process is expected to commence in the coming year and reach a first drafting and implementation from Quarter three, subject to the expected development of the business and the economic climate in our industry following the impact of a global health crisis in the first and second quarters of 2020.

BOARD COMMITTEES

1. AUDIT AND RISK COMMITTEE

The members of the Audit and Risk Committee are:

- Sir Bernard Zissman (Chairperson)
- Mrs Shaheen Coowar
- Mr Junaid Udhin

The board has established an Audit and Risk Committee of which one independent non-executive director shall be the chairperson.

BOARD COMMITTEES (Continued)

1. AUDIT AND RISK COMMITTEE (Continued)

The members of the committee are financially literate (and the board will ensure that any future appointees are financially literate). The committee's primary objective will be to provide the board with additional assurance regarding the efficacy and reliability of the financial information used by the directors, to assist them in the discharge of their duties. The committee is required to provide satisfaction to the board that adequate and appropriate financial and operating controls are in place; that significant business, financial and other risks have been identified and are being suitably managed; and that satisfactory standards of governance, reporting and compliance are in operation. The Audit and Risk Committee will be responsible for overseeing the directors' report. In this regard the Audit and Risk Committee will have regard to all factors and risks that may impact on the integrity of the directors' report, and the board will review and comment on the financial statements and the disclosure of sustainability issues included in the directors' report. In addition, the Audit and Risk Committee will have general oversight over and report on the sustainability issues, will review the directors' report to ensure that the information contained therein is reliable and does not contradict the financial aspects of the report and will oversee the provision of assurance over sustainability issues. The Audit and Risk Committee will review the content of the company's interim results and will engage external auditors to provide assurance on the summarised financial information.

Within this context, the board is responsible for the company's systems of internal, financial and operational control. The executive directors will be charged with the responsibility of determining the adequacy, extent and operation of these systems. Comprehensive reviews and testing of the effectiveness of the internal control systems in operation will be performed by the Audit and Risk Committee. These systems are designed to provide reasonable, but not absolute, assurance, as to the integrity and reliability of the financial statements, to safeguard verify and maintain accountability of its assets and to identify and minimise significant fraud, potential liability, loss and material misstatement while complying with applicable laws and regulations. An Audit and Risk Committee charter is to be prepared and reported to the board.

The Audit and Risk Committee will meet at least three times a year. Executives and managers responsible for finance and the external auditors will be in attendance. The Audit and Risk Committee will also review the finance function of the company on an annual basis.

The Audit and Risk Committee may authorise engaging for non-audit services with the appointed external auditors or any other practising firm of auditors, after consideration of the following:

- the essence of the work being performed may not be of a nature that any reasonable and informed observer would construe as being detrimental to good corporate governance or in conflict with that normally undertaken by the accountancy profession;

BOARD COMMITTEES (Continued)

1. AUDIT AND RISK COMMITTEE (Continued)

- the nature of the work being performed will not affect the independence of the appointed external auditors in undertaking the normal audit assignments;
- the work being done may not conflict with any requirement of generally accepted accounting practice or principles of good corporate governance;
- the operational structure, internal standards and processes being adopted by the audit firm in order to ensure that audit independence is maintained if such audit firm is engaged to perform accounting or other non-audit services to its client base. Specifically:
- the Company may not appoint a firm of auditors to improve systems or processes where such firm of auditors will later be required to express a view as to the functionality or effectiveness of such systems or processes;
- the Company may not appoint a firm of auditors to provide services where such firm of auditors will later be required to express a view on the fair representation of information the result of these services to the company; and
- the total fee being earned by an audit firm for non-audit services in any financial year of the Company, expressed as a percentage of the total fee for audit services, may not exceed 35% without the approval of the board;

a firm of auditors will not be engaged to perform any management functions (e.g. acting as curator) without the express prior approval of the board. A firm of auditors may be engaged to perform operational functions, including that of bookkeeping, when such firm of auditors are not the appointed external auditors of the Company and work is being performed under management supervision.

Information relating to the use of non-audit services from the appointed external auditors of the Company shall be disclosed in the notes to the annual financial statements. Separate disclosure of the amounts paid to the appointed external auditors for non-audit services as opposed to audit services, shall be made in the annual financial statements.

The Audit Committee must consider on an annual basis and satisfy itself of the appropriateness of the expertise and experience of the financial director and the Company must confirm this by reporting to shareholders in its annual report that the Audit Committee has executed this responsibility.

With regards to the appointment of directors, the Audit and Risk Committee will undertake background and reference checks before the appointment of directors. The board shall make full disclosures regarding individual directors to enable shareholders to make their own assessment of the directors.

BOARD COMMITTEES (continued)

1. AUDIT AND RISK COMMITTEE (Continued)

The Audit and Risk Committee will report at the Company's annual general meeting how it has discharged its duties during the financial year to be reported on.

Reflecting the nature of ICML's business it was decided to review, strengthen and implements a clearer and more traceable policy and supporting system to manage the risks of Bribery & Corruption across all employees, associates and contractors working for and on behalf of the Company in future. The new level of monitoring and assurance for individual activities on behalf of the Company was installed and fully operational from Q2 of the new financial year 2019.

The Audit and Risk Committee will meet to review results quarterly and at such times as the Committee Chairperson or the Board deem is necessary.

2. RISK MANAGEMENT AND INTERNAL CONTROLS

Risk and internal controls management will be under the responsibility of the Audit and Risk Committee.

The Audit and Risk Committee will participate in management's process of formulating and implementing the risk management plan and will report on the plan adopted by management to the board.

The objective of risk management is to identify, assess, manage and monitor the risks to which the business is exposed, including, but not limited to, information technology risk. The board will be responsible for ensuring the adoption of appropriate risk management policies by management.

The board will also ensure that there are processes in place between itself and management enabling complete, timely, relevant, accurate and accessible risk disclosure to shareholders.

To enable the Audit and Risk Committee to meet its responsibilities, the Audit and Risk Committee will set standards and management will implement systems of internal control and an effective risk-based internal audit, comprising policies, procedures, systems and information to assist in:

- safeguarding assets and reducing the risk of loss, error, fraud and other irregularities;
- ensuring the accuracy and completeness of accounting records and reporting;
- preparing timely, reliable financial statements and information in compliance with relevant legislation and generally accepted accounting policies and practices; and
- increasing the probability of anticipating unpredictable risk.

The board will, in its directors' report, comment on the effectiveness of the system and process of risk management.

BOARD COMMITTEES (continued)

2. RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The board will ensure that management considers and implements the appropriate risk responses and IT strategy.

Subject to the growth of the business in to the planned acquisition of new projects it is planned to review and further develop risk management policy at the level of operating management application such that the Board and management have a common language and approach to recognizing and managing risk of the ICML business and individual projects investigated for investment. To date the initial review of prospects and the potential risks they carry has been part of the presentation of prospects and surrounding discussion at Board meetings. Existing significant risks including trading risks including assets valuation, market movement and cash flow for current operations have been highlighted in both Board and Audit Committee meetings as part of the flow of business. This will become more formalized as the policy is refined and development of new projects demands it.

Key risk areas to be considered and further sub-divided into focal points for tactical assessment:

- Global Economic Risk
- Commodity Price Risk
- Exchange Rate Risk
- Cost of Climate Change
- Sovereign Risk
- Developing Country Risk
- Indigenous People risk
- Jurisdictional Risk
- Mineral/Metal Manufacturing Exchange Replacement Risk
- Asset Ownership Risk
- Asset Performance Risk
- Information Accuracy Risk
- Asset Viability Risk

These and several other risks are discussed in the ICML policy for risk management along with mitigation strategies a previous used draft of which, is presently under review to be completed in quarter 2 of 2020 providing a tool which the business can apply at operational and Board level to evaluate the strategic and tactical actions and decisions to be taken.

BOARD COMMITTEES (continued)

3. CORPORATE GOVERNANCE COMMITTEE

The members of the Corporate Governance Committee are:

- Sir Bernard Zissman
- Mr. David Shasha (Chairperson)
- Mrs Shaheen Coowar

The board has established a Corporate Governance Committee of which one independent non-executive director shall be the chairperson.

The role of the Corporate Governance Committee will be to work on behalf of the board and be responsible for recommendations regarding:

a) ensuring ongoing business progress;

b) ensuring that the reporting requirements on corporate governance, whether in the annual report or on an ongoing basis are in accordance with the Report of Corporate

Governance for Mauritius;

c) determining, developing and agreeing the Company's general policy or executive and senior management remuneration;

d) determining specific remuneration packages for executive directors of the Company, including but not limited to basic salary, benefits in kind, annual bonuses, performance incentives, share incentives, pensions and other benefits;

e) determining any criteria necessary to measure the performance of executive directors in discharging their functions and responsibilities; and

f) determining the level of non-executive and independent non-executive fees to be recommended to the shareholders at the meeting of shareholders.

g) determining the appropriate time, rules and structure for a "whistle blower" policy for all staff once the business grows to add staff and members of the Executive team in the forthcoming year and beyond.

The Committee, in carrying out its tasks, may obtain such outside or other independent professional advice as it considers necessary, at the company's expense.

No member of the Corporate Governance Committee can be involved or vote on committee decisions regarding his/her own remuneration.

BOARD COMMITTEES (continued)

4. Investment Committee

The Company's directors set the investment parameters and objectives, in line with the Company's investment and growth strategy, and will review and approve each sale of purchase of investment assets. The Board will also be responsible for identifying the availability of new investment opportunities that fall within the investment policy and objectives and negotiating the terms of the investment and ongoing management of the investment assets. The Board has set up an Investment Committee comprising of directors and other members as may be appointed by the Board. The Investment Committee's primary role will be to assess identified investment opportunities and to make recommendations to the Board. The initial members of the Investment Committee will be comprised of:

- Mr. Chris Every (Chairperson)
- Mr. Bernard Zissman
- Mr. Junaid Udhin

Further members will be appointed by the Board in due course. The Investment Committee will meet at such time as the Chairperson of the Committee or the Board deem necessary and in the commercial interests of the business.

BOARD RESPONSIBILITIES & OPERATIONS (continued)

Board meetings are held at least quarterly, more frequently as and when the demands of the business dictate it is necessary. Although certain responsibilities are delegated to committees or management executives, the board acknowledges that it is not discharged from its obligations regarding these matters. In particular, the board acknowledges its responsibilities in the following areas:

- The adoption of strategic plans and ensuring that these plans are carried out by management;
- Monitoring of the operational performance of the business against predetermined budgets;
- Monitoring the performance of management at both operational and executive levels;
- Ensuring that the Company complies with all laws, regulations and codes of business practice;
- Ensuring a clear division of responsibilities at board level to ensure a balance of power and authority in terms of Company policies;
- Defining policy detailing the way a director's interest in transactions is to be determined;
- Determine policy for detailing the procedures for appointments to the board;

BOARD COMMITTEES (continued)

BOARD RESPONSIBILITIES & OPERATIONS (Continued)

- The board's independence from the executive management team is ensured by the following:
  - Separation of the roles of the Chairperson and Chief Executive Officer;
  - The board being dominated by non-executive directors;
  - The Audit and Risk Committee and the Corporate Governance Committee having a majority of non-executive directors;
  - All directors having access to the advice and services of the Company secretary; and
  - With prior agreement from the chairperson, all directors are entitled to seek independent professional advice concerning the affairs of the company, at the Company's expense.

The criteria used to assess the independence of the directors are as follows:

- Whether the director is a representative of a shareholder who has the ability to control or significantly influence management or the Board decision;
- Whether the director has a direct or indirect interest in the company which exceeds 5% of the company's total number of shares in issue;
- Whether the director has a direct or indirect interest in the Company which is less than 5% of the Company's total number of shares in issue, but is material to the director's personal wealth;
- Whether the director has been employed by the Company of which it currently forms part of in any executive capacity, or appointed as the designated auditor or partner in the Company's external audit firm, or senior legal advisor for the preceding financial year;
- Whether the director is a member of the immediate family of an individual who is or has during the preceding financial year been employed by the Company in an executive capacity;
- Whether the director is a professional advisor to the company other than in the capacity as a director;
- Whether the director is free from any business or other relationship (contractual or statutory) which could be seen by an objective outsider to interfere with the directors' capacity to act in an independent manner, such as being a director of a material customer or supplier to the Company; and
- Whether the director receives remuneration contingent upon the performance of the Company.

BOARD RESPONSIBILITIES & OPERATIONS (Continued)

BOARD EVALUATION

The Code encourages the Board to undertake a formal, regular and rigorous evaluation of its own performance and individual directors and produce a development plan on an annual basis. The Board and the Company Secretary has an evaluation of the performance of the Board, individual Directors and its policies and procedures.

AUDIT

The audit of ICML and subsidiaries will be carried out annually by an independent auditor appointed to the task by the Audit Committee in competition with alternative suppliers of audit services of suitable size and experience to manage a business of this nature which is a public company listed on a public market. Currently the size and maturity of the business do not demand an internal independent audit structure. However, with the acquisition of future investments and the growth of the management and operating team within ICML it is expected this process will be instigated.

The Company will maintain a policy of reporting on the performance and finances of the business with integrity, delivering a standard of clear, fair and balanced communication on all aspects of the businesses including financial, social, environmental and governance issues.

Currently the Audit Committee makes all data available to the Board following its internal review of the accounts and appropriate reporting on financial performance to the SEM. This includes accounts drawn up in the Company and performance data from the asset manager of the various existing assets held by ICML. The Committee maintains independence from the operating business being led by the Non-Executive Chairman and supported by a Non-Executive member of the Board

The Committee has communicated directly with the auditors to review the relevant reporting period results and accounts with advice on key areas of financial concern to ICML accordingly and brought that advice to the Board which has also benefitted from the Auditors advice for the annual reporting period.

Auditors are appointed on the basis of review and recommendation from the company advisors, Safyr, and this year were reappointed to the role accordingly.

Financial reporting and accounts will adhere to the requirements of IFRS, IAS, and the Companies Act.

BOARD RESPONSIBILITIES & OPERATIONS (Continued)

REPORTING WITH INTEGRITY

The Board will present a fair, balanced and understandable assessment of the organisation's financial, environmental, social and governance position, performance and outlook in its annual report and on its website.

The Directors are required by the Companies Act 2001 to prepare financial statements which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit and loss and cash flow for the financial year.

The Directors have the responsibility to ensure that in preparing the financial statements of the Company and the Group, they have used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all applicable accounting standards have been followed.

The Directors have the responsibility to ensure that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 2001. The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and Group and to prevent and detect fraud and other irregularities. Other responsibilities of the Directors include overseeing the implementation and upholding of good Corporate Governance practices and ensuring that effective systems of internal controls and risk management have been maintained.

RELATIONS WITH SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

The Board is be responsible for ensuring that an appropriate dialogue takes place among the organisation, its shareholders and other key stakeholders. The Board should respect the interests of its shareholders and other key stakeholders within the context of its fundamental purpose.

SHAREHOLDERS' AGREEMENT

There is no shareholders' agreement which affects the governance of the Company by the board and ICML does not have any operational management agreement with third parties affecting control of the Board or management of the business.

ICML KEY SHAREHOLDERS

The key shareholders of ICML are detailed in the table below. It is the intention when the Company becomes fully operational to hold regular meetings with these shareholders to discuss matters of common interest.

BOARD RESPONSIBILITIES & OPERATIONS (Continued)

GENERAL MEETINGS ANNUAL

Meetings are held within six months from the end of the financial year and the notice of the Annual Meeting and related documents are sent to the shareholders of ICML at least 14 days before the meeting. The notice clearly explains the procedures on proxy voting and includes the deadline for receiving proxies.

ICML SHAREHOLDERS AND SIGNIFICANT PERCENTAGE SHAREHOLDINGS

The table below discloses the list of major shareholders of ICML and the relative number of Ordinary Shares held by them as at 31 December 2019:

Shareholders	Total no. of shares held as at 31 December 2019	% Holding
Resilience Capital Group Ltd	35,347,668	12.2%
AVM Advisory Ltd	27,444,444	9.5%
Condor Ventures Ltd	25,963,624	9.0%
AAAL Industries Ltd	25,600,000	8.9%
Greenpark Ltd	24,000,000	8.3%
ECB Services Ltd	23,900,520	8.2%
EAA Holdings Ltd	21,200,000	7.3%
Hamirah Holdings Ltd	17,098,506	5.9%

SHARE OPTION SCHEME

No Option Scheme exists at this time. Post year end, the Board approved the preparation of a share option scheme. It is envisaged that in addition to certain current officers due to receive options joining, as staff and officers are added to the operating team a scheme will be prepared and approved to assist in incentivising the staff and management and driving ICML performance with appropriate targets and milestones for achieving success.

DIVIDEND POLICY

ICML has substantial existing assets which will unwind over time and have the potential to generate investible returns which ICML will utilize in it forward looking investment plans. ICML's primary objective is to seek out and invest in new projects that create liquidity and the opportunity for issue of dividends to shareholders. The policy to implement dividends will be subject to the business generating new revenues capable of paying dividends to shareholders after the costs of operating the business.

THE COMPANY SECRETARY

The Company Secretary Safyr Utilis Fund Services Ltd, formerly known as Safyr Utilis Ltd, provides the board and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interest of the Company. The board is satisfied that the Company secretary maintains an arms-length relationship with the board and is sufficiently qualified and experienced to execute the required duties.

The Company Secretary will provide a central source of guidance and advice to the board, and within the Company, on matters of ethics and good corporate governance and will assist with the appointment of directors to the board. The directors have unlimited access to advice and services of the Company secretary.

The board has considered the competence, qualification and experience of the Company Secretary, Safyr Utilis Fund Services Ltd. The board considers Safyr Utilis Fund Services Ltd fit to fulfil this function and the relationship with the board is considered to be at arm's length. Nothing additional to that published in this report has come to the attention of the board of directors that indicates non-compliance by the Company with applicable laws and regulations. The Company Secretary will be subject to an annual evaluation by the board.

CONFLICT OF INTEREST

Conflicts-of-interest and related-party transactions have been conducted and a register of interests is kept by the Company Secretary and is updated on a regularly. The register is also available to the shareholders of the Company upon request to the Company Secretary.

SUSTAINABILITY AND ENVIRONMENT

As an investor/investment manager and a currently small team the Company has limited direct activity impacting the environment and its sustainability. However, as an investor in the infrastructure commodity businesses globally ICML can and will have significant influence upon the policy, application and direction, of its investee businesses.

From the diligence process in reviewing new investment opportunities through to the longer term implementation of investment with clients ICML will pursue a clear but practical approach to protection of environments and the sustainability of the Company and implementation of environmentally sound, sustainable policy and practices of investee companies. ICML will take steps to understand in the course of due diligence and investing, the policies adopted and application of them by investee companies and the consequences of its investments upon these, while recognizing both global and local needs and legislation on related matters. Further work on policy surrounding this aspect of ICML responsibility will be under development in 2020 and ongoing.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

COMPLIANCE REPORT - YEAR ENDED 31 DECEMBER 2019

Statement of Compliance
(Section 75(3) of the Financial Reporting Act)

Name of Public Interest Entity (PIE): Infrastructure Commodities (Mauritius) Ltd ("the Company" OR "ICML")
Reporting Period: 01 January 2019 - 31 December 2019

We, the Directors of the Company, confirm to our best knowledge that the Company has complied with its obligations and requirements under the National Code of Corporate Governance of Mauritius (2016). The areas of non-application of the Code are as follows:

	Areas of non-application of the Code	Explanation for non-application
Principle 1	**Website**	***The organisation's website does not include the following: • An organisational chart; and • A statement of major accountabilities within the organisation.*** *All the above points shall be included on the website in the succeeding year.*
Principle 4	**Information, information technology and information security policy**	*This process is expected to commence in the coming year and reach a first drafting and implementation from Quarter three, subject to the expected development of the business and the economic climate in our industry following the impact of a global health crisis in the first and second quarters of 2020.*
Principle 5	**Report on whistle-blowing rules and procedures**	*Considering the size and nature of its business activities, the Company does not have a whistle blowing policy in place.*

Chairman

Director

Date: 19th June 2020

The directors present their commentary, together with the audited consolidated financial statements of Infrastructure Commodities (Mauritius) Ltd (the "Company") and its subsidiary (together referred to as the "Group") for the year ended 31 December 2019.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as an investment holding company, investing primarily in infrastructure, energy and mining related companies and is listed on the Stock Exchange of Mauritius.

Listing on the Stock Exchange of Mauritius will allow the Company to undertake a private placement with the aim of acquiring a selected portfolio of private equity companies.

RESULTS AND DIVIDENDS

The results for the year are as shown in the statements of profit or loss and other comprehensive income, and related notes.

The directors do not recommend the payment of any dividend for the year under review.

DIRECTORS

The directors in office during the year were as stated on page 1.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Company's directors are responsible for the preparation and fair presentation of the financial statements of the Company and the Group, comprising of the separate financial statements of the Company and the consolidated financial statements of the Group. These financial statements comprise of the statements of financial position at 31 December 2019, the statements of profit or loss and other comprehensive income, the statements of changes in equity and statements of cash flows for the year then ended and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with International Financial Reporting Standards.

The directors' responsibilities include: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors have made an assessment of the Company's and the Group's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.

AUDITORS

The auditors, BDO & Co, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual Meeting of the shareholders.

By order of the board

Chairman

Director

Date: 19TH June 2020

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

SECRETARY'S CERTIFICATE

For the year ended 31 December 2019

Secretary's certificate under Section 166 (d) of the Companies Act 2001

In accordance with Section 166 (d) of the Mauritius Companies Act 2001, we certify that to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required of the company.

....

SAFYR UTILIS FUND SERVICES LTD
Company secretary

Date: 19th June 2020

SAFYR UTILIS FUND SERVICES LTD
7th Floor, Tower 1, NeXTeracom
Cybercity, Ebene 72201, Republic of Mauritius
Tel: +230 403 4250 | Fax: +230 468 1178 | Web: www.syul.mu
BRN: C08085358 • MC Licence No: MC09000082

Tel: +230 202 3000
Fax: +230 202 9993
www.bdo.mu

BDO & Co Ltd
10, Frère Félix de Valois Street
Port Louis, Mauritius
P.O. Box 799

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD.

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Infrastructure Commodities (Mauritius) Ltd.

Report on the audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of Infrastructure Commodities (Mauritius) Ltd and its subsidiary (the Group), and the Company's separate financial statements on pages 43 to 67 which comprise the statements of financial position as at 31 December 2019, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements on pages 43 to 67 give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019, and of their financial performance and their cash flows for the period then ended in accordance with International Financial Reporting Standards and comply with the Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). 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 of the Company in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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. 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 Matters	Audit response
The Company - Valuation / Impairment of Investment in Subsidiary The Company carries its investment in Subsidiary at fair value based on the net asset of the subsidiary. At 31 December, 2019, the investment in subsidiary amounted to USD 384.9m (2018: USD 355.4m). The amount is significant to the financial statements. We therefore consider investment to be a significant key audit matter.	In our audit approach, we have reviewed the valuation report issued by APC Securities Pty Ltd and discussed with the valuer regarding the resonableness of the basis and assumptions used supporting the net asset value of the subsidiary.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
To the Shareholders of Infrastructure Commodities (Mauritius) Ltd.

Key Audit Matters (continued)

Key Audit Matters	Audit response
The Company - Valuation / Impairment of Investment in Subsidiary (Cont'd)	
The value of the subsidiary is determined by an independent professional valuer. The net asset value is considered to approximate the fair value of the Subsidiary.	Our audit response also consisted of analysing the possible indications of impairment and discussed them with the management and the valuer.
Related Disclosures Refer to note 2.4(g) (accounting policy note) and note 5 (financial statement disclosures).	

Key Audit Matters	Audit response
The Group - Valuation of Investment in financial assets	
The Group revalue its investment in financial assets on each reporting period and carry them at fair value. Valuations are performed by independent professional valuer. The valuation exercise involves significant accounting estimates and a range of judgemental assumptions and therefore valuation of the investment in financial assets is considered as a significant key audit matter.	We have reviewed the valuation report issued by the APC Securities Pty Ltd. We also held discussion with the independent valuer regarding the valuation methods and reviewed the key assumptions used in the valuation reports. We obtained direct confirmations from the investee companies for the number of shares held by the Group and the net asset value per share at 31 December 2019 and the latest share transaction price.
Related Disclosures Refer to note 2.4(g) (accounting policy note) and note 4 (financial statement disclosures).	Our audit response also consisted of analysing the possible indications of impairment and discussed them with the management and the valuer.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report (but does not include the Corporate Governance Report, the financial statements and our auditor's report thereon).

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
To the Shareholders of Infrastructure Commodities (Mauritius) Ltd.

Other information (continued)

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above 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, 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.

Corporate Governance Report

Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the annual report, the public interest entity has, pursuant to section 75 of the Financial Reporting Act, complied with the requirements of the Code.

Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group and the Company's financial reporting process.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
To the Shareholders of Infrastructure Commodities (Mauritius) Ltd

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by directors.
- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
To the Shareholders of infrastructure Commodities (Mauritius) Ltd

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Companies Act 2001

We have no relationship with, or interests in, the Company, other than in our capacity as auditors, business advisers and dealings in the ordinary course of business.

We have obtained all information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Other Matter

This report is made solely to the members of Infrastructure Commodities (Mauritius) Ltd (the "Company"), as a body, in accordance with Section 205 of the Companies Act 2001. 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.

BDO&CO

BDO & CO
Chartered Accountants

RGhanty

Port Louis,
Mauritius.

19th June 2020

Rookaya Ghanty, FCCA
Licensed by FRC

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	THE GROUP 2019 USD	THE GROUP For the period from 15 November 2017 to 31 December 2018 USD	THE COMPANY 2019 USD	THE COMPANY For the period from 15 November 2017 to 31 December 2018 USD
Income					
Profit on sale of financial assets at fair value through profit or loss		**10,153,846**	-	-	-
Other income		**-**	26	-	-
		10,153,846	26	-	-
Expenses					
Legal and professional fee		**121,951**	88,972	**21,950**	88,972
Administrative expenses		**4,463,641**	2,147,320	**79,936**	63,873
General expenses		**60,000**	30,000	**-**	-
Other operating expenses		**43,889**	36,835	**43,889**	36,835
		4,689,481	2,303,127	**145,775**	189,680
Negative goodwill on acquisition of subsidiary	18	**-**	2,351,912	**-**	-
Fair value gain on financial assets at fair value through profit or loss		**28,585,481**	22,921,477	**29,530,170**	20,516,189
Profit from operations		**34,049,846**	22,970,288	**29,384,395**	20,326,509
Finance cost	13	**(49,165)**	(10,423)	**(32)**	-
Profit before tax		**34,000,681**	22,959,865	**29,384,363**	20,326,509
Income tax expense	11	**-**	-	**-**	-
Profit for the year/period		**34,000,681**	22,959,865	**29,384,363**	20,326,509
Other comprehensive income		**-**	-	**-**	-
Total comprehensive income for the year/period		**34,000,681**	22,959,865	**29,384,363**	20,326,509
ATTRIBUTABLE TO:					
Owners of the parent		**29,337,237**	20,327,088	**29,384,363**	20,326,509
Non-controlling interest		**4,663,444**	2,632,777	**-**	-
		34,000,681	22,959,865	**29,384,363**	20,326,509
Earnings per share (weighted average)	15	**0.11**	0.23	**0.11**	0.23

The notes on pages 49 to 67 form an integral part of these financial statements.
Auditors' report on pages 38 to 42.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	Notes	**THE GROUP 2019 USD**	THE GROUP 2018 USD	**THE COMPANY 2019 USD**	THE COMPANY 2018 USD
ASSETS					
Non-current assets					
Financial assets at fair value through profit or loss	4	**447,914,398**	409,175,070	**-**	-
Investment in subsidiary	5	-	-	**384,886,883**	355,356,713
		447,914,398	409,175,070	**384,886,883**	355,356,713
Current assets					
Other receivables	6	**393,767**	13,575	**393,767**	13,575
Cash and cash equivalents	14	**165**	-	**165**	-
		393,932	13,575	**393,932**	13,575
Total assets		**448,308,330**	409,188,645	**385,280,815**	355,370,288
EQUITY AND LIABILITIES					
Equity					
Share capital	7	**289,024,873**	249,944,138	**289,024,873**	249,944,138
Advance against equity	8	**46,190,751**	84,896,486	**46,190,751**	84,896,486
Retained earnings		**49,710,490**	20,327,088	**49,710,872**	20,326,509
Equity attributable to owners of the parent		**384,926,114**	355,167,712	**384,926,496**	355,167,133
Non-controlling interest		**60,879,012**	52,094,873	**-**	-
Total equity		**445,805,126**	407,262,585	**384,926,496**	355,167,133
Non-current liabilities					
Loan payable	9	**994,197**	723,230	**-**	-
Current liabilities					
Other payables	10	**1,509,007**	1,202,830	**354,319**	203,155
Total equity and liabilities		**448,308,330**	409,188,645	**385,280,815**	355,370,288

Approved for issue by the Board of Directors on 19th June 2020..........

Signed on behalf of the Board

....
Director Director

The notes on pages 49 to 67 form an integral part of these financial statements.
Auditors' report on pages 38 to 42.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

THE GROUP	Stated capital	Advance against equity	Retained earnings	Attributable to owners of the parent	Non-controlling interests	Total
	USD	USD	USD	USD	USD	USD
At 01 January 2019	**249,944,138**	**84,896,486**	**20,327,088**	**355,167,712**	**52,094,873**	**407,262,585**
Issue of shares	**39,080,735**	**(39,080,735)**	**-**	**-**	**4,166,860**	**4,166,860**
Pending allotment	**-**	**375,000**	**-**	**375,000**	**-**	**375,000**
Profit for the year	**-**	**-**	**29,337,237**	**29,337,237**	**4,663,444**	**34,000,681**
Change in shareholding not resulting in loss of control	**-**	**-**	**46,165**	**46,165**	**(46,165)**	**-**
At 31 December 2019	**289,024,873**	**46,190,751**	**49,710,490**	**384,926,114**	**60,879,012**	**445,805,126**
Non-controlling interest arising on business combination	-	-	-	-	47,510,856	47,510,856
Issue of shares	249,944,138	-	-	249,944,138	1,951,240	251,895,378
Pending allotment	-	84,896,486	-	84,896,486	-	84,896,486
Profit for the period	-	-	20,327,088	20,327,088	2,632,777	22,959,865
At 31 December 2018	249,944,138	84,896,486	20,327,088	355,167,712	52,094,873	407,262,585

The notes on pages 49 to 67 form an integral part of these financial statements.
Auditors' report on pages 38 to42

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

THE COMPANY	Stated capital	Advance against equity	Retained earnings	Total
	USD	USD	USD	USD
At 01 January 2019	**249,944,138**	**84,896,486**	**20,326,509**	**355,167,133**
Issue of shares	**39,080,735**	**(39,080,735)**	**-**	**-**
Pending allotment	**-**	**375,000**	**-**	**375,000**
Profit for the year	**-**	**-**	**29,384,363**	**29,384,363**
At 31 December 2019	**289,024,873**	**46,190,751**	**49,710,872**	**384,926,496**
Issue of shares	249,944,138	-	-	249,944,138
Pending allotment	-	84,896,486	-	84,896,486
Profit for the period	-	-	20,326,509	20,326,509
At 31 December 2018	249,944,138	84,896,486	20,326,509	355,167,133

The notes on pages 49 to 67 form an integral part of these financial statements.
Auditors' report on pages 38 to 42.

INFRASTRUCTURE COMMODITIES (MAURITIUS) LTD

STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2019

	THE GROUP 2019	THE GROUP 2018	THE COMPANY 2019	THE COMPANY 2018
	USD	USD	USD	USD
Operating activities				
Profit before tax	**34,000,681**	22,959,865	**29,384,363**	20,326,509
Adjustment for:				
Negative goodwill on acquisition	**-**	(2,351,912)	**-**	-
Interest expense	**48,607**	9,120	**-**	-
Profit on sale of financial assets at fair value	**(10,153,846)**	-	**-**	-
Fair value gain on financial assets at fair value through profit or loss	**(28,585,481)**	(22,921,477)	**(29,530,170)**	(20,516,189)
Working capital adjustments:				
Change in other receivables	**(5,192)**	(13,475)	**(5,192)**	(13,475)
Change in other payables	**4,695,396**	2,317,879	**151,164**	203,155
Net cash flows generated from operating activities	**165**	-	**165**	-
Net increase in cash and cash equivalents	**165**	-	**165**	-
Cash and cash equivalents at beginning of period	**-**	-	**-**	-
Cash and cash equivalents at 31 December	**165**	-	**165**	-

The notes on pages 49 to 67 form an integral part of these financial statements.
Auditors' report on pages 38 to 42.

1. LEGAL FORM AND PRINCIPAL ACTIVITY

Infrastructure Commodities (Mauritius) Ltd (the "Company") has been incorporated in the Republic of Mauritius as a private Group limited by shares in accordance with the Companies Act 2001. The Company has been granted a Category 1, Global Business Licence by the Financial Services Commission.

The principal activity of the Company and its subsidiary (together referred to as the "Group") is to act as an investment holding Group with a view to take strategic positions in certain targeted companies who plays a key role in servicing both the financial and non-financial sector within Sub-Saharan Africa.

The financial statements of the Company and its subsidiary for the year ended 31 December 2019 were authorised for issue on the date the financial statements were approved by the Directors as stamped on the statement of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements have been prepared in accordance and comply with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The financial statements have been prepared under the historical cost basis, except that relevant financial assets and financial liabilities are carried at amortised cost; investment in subsidiary is carried at fair value and financial assets at fair value through profit or loss are stated at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are described in Note 3.

The financial statements are presented in United States Dollar ("USD") and all values are rounded to the nearest dollar, except when otherwise indicated.

The financial statements include the consolidated financial statements of the Company and its subsidiary (the “Group”) and the separate financial statements of the Company (the “Company”).

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31 December 2019. Subsidiaries are entities that are controlled by the Group. Control is achieved if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Basis of consolidation (continued)

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements

The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

2.3 Standards, Amendments to published Standards and Interpretations effective in the reporting period

IFRS 16 Leases results in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for virtually all lease contracts. IFRS 16 became effective for the group from 1 January 2019 but has no impact on the Group's financial statements

IFRIC 23 Uncertainty over Income Tax Treatments explains how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. There are no new disclosure requirements but requirement to provide information about judgements and estimates made in preparing the financial statements. The interpretation has no impact on the Group's financial statements.

Prepayment Features with negative compensation (Amendments to IFRS 9) enable entities to measure certain prepayable financial assets with negative compensation at amortised cost. These assets, which include some loan and debt securities, would otherwise have to be measured at fair value through profit or loss. To qualify for amortised cost measurement, the negative compensation must be 'reasonable compensation for early termination of the contract' and the asset must be held within a 'held to collect' business model. The amendments have no impact on the Group's financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Standards, Amendments to published Standards and Interpretations effective in the reporting period (continued)

Long-term Interests in Associates and Joint Ventures (Amendments to IAS 28) clarify the accounting for long-term interests in an associate or joint venture, which in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. Entities must account for such interests under IFRS 9 before applying the loss allocation and impairment requirements in IAS 28. The amendments have no impact on the Group's financial statements.

Annual Improvements to IFRSs 2015-2017 Cycle

- IFRS 3 - clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages.
- IFRS 11 - clarified that party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.
- IAS 12 - clarified that income tax consequences of dividends on financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.
- IAS 23 - clarified that, if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

The amendments have no impact on the Group's financial statements.

Plan Amendment, Curtailment or Settlement (Amendments to IAS 19) clarify that entities must:
- calculate the current service cost and net interest for the remainder of the reporting period after a plan amendment, curtailment or settlement by using the updated assumptions from the date of the change
- recognise any reduction in a surplus immediately in profit or loss, either as part of past service cost or as a gain or loss on settlement. In other words, a reduction in a surplus must be recognised in profit or loss even if that surplus was not previously recognised because of the impact of the asset ceiling
- separately recognise any changes in the asset ceiling through other comprehensive income.

The amendments have no impact on the Group's financial statements.

Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 January 2020 or later periods, but which the Group/Company has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)
IFRS 17 Insurance Contracts
Definition of a Business (Amendments to IFRS 3)
Definition of Material (Amendments to IAS 1 and IAS 8)
Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)

Where relevant, the Group is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 *Financial Instruments: Recognition and Measurement*, is measured at fair value with changes in fair value recognised profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

b) Foreign currencies

Functional and presentation currency
The financial statements are presented in USD (presentation currency) which is also the currency of the primary economic environment in which the Group operates (functional currency). Management has determined the functional currency of the Group to be the USD as the significant income and expenses of the Group are sourced and incurred in USD and the Group's financial performance is assessed in USD. The Group determines its own functional currency and items included in the financial statements of the Group are measured using that functional currency.

Transactions and balances
Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rates prevailing at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences arising on settlement or retranslation of monetary items are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on retranslation of non-monetary items is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

c) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when payment is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

d) Taxes

Current income tax
Current income tax assets and liabilities for the period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

d) Taxes (continued)

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it incurred during the measurement period or in profit or loss.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

e) Current versus non-current classification

The Group presents assets and liabilities in statement of financial position based on current and non-current classification. An asset is current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.
A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

f) Financial assets

The Group classifies its financial assets as discussed below, depending on the purpose for which the asset was acquired. Other than financial assets in a qualifying hedging relationship, the Group's accounting policy for each category is as follows:

Fair value through profit or loss
The Group classifies the following financial assets at fair value through profit or loss (FVPL):
- debt investments that do not qualify for measurement at either amortised cost or FVOCI
- equity investments that are held for trading
- equity investments for which the entity has not elected to recognise fair value gains and losses through OCI; and
- derivative financial instruments not designated as hedging instruments

Amortised cost
The objective of the financial assets at amortised cost is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for the financial assets at amortised cost are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the financial asset at amortised cost is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For financial asset at amortised cost, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the profit or loss. On confirmation that the financial asset at amortised cost will not be collectable, the gross carrying value of the asset is written off against the associated provision.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

f) Financial assets (continued)

Amortised cost (continued)

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Group elects to renegotiate the terms of financial asset at amortised cost with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the profit or loss.

The Group financial assets measured at amortised cost comprise other receivables and cash and cash equivalents in the statement of financial position

g) Financial liabilities

The Group classifies its financial liabilities as discussed below, depending on the purpose for which the liability was acquired. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. They are subsequently carried at amortised cost using the effective interest method (“EIR”).

The Group’s financial liabilities include borrowings and other payables.

Other financial liabilities

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

h) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Summary of significant accounting policies (continued)

i) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has legal right to set off the amounts and intends either to settle on a net basis or realise the asset and seetle the liability simultaneously.

Income and expenses are presened on anet basis only when permitted under IFRS, or for gains and losses arising from a group of similar transactions.

j) Cash and cash equivalents

Cash and cash equivalents are items which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash and cash equivalents include balances held with bank deposits held at call with financial institutions.

k) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows - (cash generating units).

Non-financial assets that sufferred an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

l) Stated capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown.

m) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the Grouping disclosures, the disclosure of contingent liabilities. Uncertainties about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements
In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

a) Determination of functional currency
The primary objective of the Group is to generate returns in USD, its capital-raising currency. The liquidity of the Group is managed on a day-to-day basis in USD. The Group's performance is evaluated in USD. Therefore management considers USD as the currency that most faithfully represents the economic effect of the underlying transactions, events and conditions.

Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

b) Recognition of deferred tax assets
In determining whether to recognise deferred tax assets arising from deductible temporary differences such as tax losses carried forward, the Group made estimates of the timing and extent of future taxable profits against which the deductible temporary differences can be utilised. The estimation of future taxable profits involves a significant degree of estimation uncertainty.

The Group has neither taxable temporary differences nor any tax planning opportunities available that could partly support the recognition of deferred tax assets. Accordingly, no deferred tax asset has been recognised for these losses.

c) Fair value of unquoted investments
Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as liquidity risk, credit risk and volatility. The fair value of the financial assets at fair value through profit or loss has been determined on the basis of the net asset value of the investee Companies based upon the valuation of their underlying investments. These include the use of recent arm's length transactions. Changes in assumptions about these factors, which include discount factor, selling price and cost price, could affect the reported fair value of financial instruments.

4. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

At 31 December 2019, the following instruments were designated as investment in financial assets and were carried at fair value in the statement of financial position.

	THE GROUP	
	2019	2018
	USD	USD
At 01 January	**409,175,070**	-
Acquisition on business combinations	**-**	385,878,593
Additions	**164,080,147**	375,000
Disposal	**(153,926,300)**	-
Fair value gain	**28,585,481**	22,921,477
At 31 December	**447,914,398**	409,175,070

The Group holds equity investments in various companies which have their assets in Europe, Asia, Africa and the Middle East.

The Group had no significant investments where it held 20% or more of the issued share capital of the portfolio companies.

The investments are denominated in United States Dollar.

The valuation policy adheres to the International Private Equity and Venture Capital Valuation Guidelines which are based on the principle of fair value and are consistent with the International Financial Reporting Standards. The valuation of financial assets at fair value through profit or loss has been performed by a professional valuer at 31 December 2019.

Fair value hierarchy

Fair value measurements are classified into a fair value hierarchy by reference to the observability and significance of the inputs used in measuring fair value. The hierarchy prioritises the inputs to valuation techniques used to measure fair value based on their observable or unobservable nature. The three levels are as follows:

Level 1: Valued using quoted price in active markets for identical assets.

Level 2: Valued by reference to valuation techniques using observable inputs other than quoted prices included within level .

Level 3: Valued by reference to valuation techniques using inputs that are not based on observable market data.

	THE GROUP	
	2019	2018
	Level 3	Level 3
	USD	USD
Financial assets at fair value through profit or loss	**447,914,398**	409,175,070

Financial assets at fair value through profit or loss are presented within the section on operating activities as part of changes in working capital in the statement of cash flows

5. INVESTMENT IN SUBSIDIARY

	THE COMPANY 2019	THE COMPANY 2018
Unquoted	**USD**	USD
At 01 January	**355,356,713**	-
Additions	**-**	334,840,524
Fair value gain	**29,530,170**	20,516,189
At 31 December	**384,886,883**	355,356,713

Details pertaining to the investment in subsidiary are as follows:

(a) Name of company	Principal activities	Class of share held	Country of incorporation	Stated Capital 2019	Stated Capital 2018	Proportion of ownership interest 2019 Direct	2019 Indirect	2018 Direct	2018 Indirect	Proportion of ownership interests held by non-controlling interests 2019	2018	Year ended	Country of operation & incorporation
Infrastructure Commodities Limited ("ICL")	Investment Holding	Ordinary	Marshall Islands	**355,085,543**	350,918,685	**86.3%**	**-**	87.2%	-	**13.7%**	12.8%	31 December	Marshall Islands

(b) Summarised financial information of subsidiary that have non-controlling interests before inter-company eliminations are provided below:

	2019	2018
	USD	**USD**
Proportion of non-controlling interests	**13.66%**	12.79%
Financial Position		
Non-current assets	**447,914,398**	409,175,070
Current assets	**210,478**	144,735
Non-current liabilities	**(994,195)**	(723,230)
Current liabilities	**(1,364,786)**	(1,144,410)
Net assets	**445,765,895**	407,452,165
Carrying amounts of non-controlling interests	**60,879,012**	52,094,873
Statement of comprehensive		
Revenue	**38,739,328**	54,119,196
Profit for the year/period	**34,146,870**	50,005,788
Total comprehensive income for the year/period	**34,146,870**	50,005,788
Dividend paid to non- controlling interests	**-**	-

Subsidiaries with material non-controlling interests

(c) Details for subsidiary that have non-controlling interests that are material to the entity:

Name of company	Profit allocated to non-controlling interests during the year/ period 2019	2018	Accumulated non-controlling interests at December 31, 2019	2018
	USD	USD	USD	USD
Infrastructure Commodities Limited ("ICL")	**4,663,444**	2,632,777	**60,879,012**	52,094,873

(d) Summarised cash flow information:

	Operating activities	Investing activities	Financing activities	in cash and cash equivalent
	USD	USD	USD	USD
2019				
ICL	**(270,967)**	**-**	**270,967**	**-**
2018				
ICL	(318,230)	(375,000)	693,230	-

6. OTHER RECEIVABLES

	THE GROUP 2019	THE GROUP 2018	**THE COMPANY 2019**	THE COMPANY 2018
	USD	USD	**USD**	USD
Receivable from related party	**350,100**	100	**350,100**	100
Prepayments	**18,667**	13,475	**18,667**	13,475
	368,767	13,575	**368,767**	13,575

The amount receivable from related party (see Note 20) is interest free, unsecured and receivable on demand.

7. STATED CAPITAL

	THE GROUP AND THE COMPANY 2019	THE GROUP AND THE COMPANY 2018
Issued share capital - Ordinary Shares	**USD**	USD
At 01 January	**249,944,138**	-
Issued share capital	**39,080,735**	249,944,138
At 31 December	**289,024,873**	249,944,138

A reconciliation of the number of shares outstanding at the beginning and end of the period is shown below:

<u>Ordinary shares</u>	**Number of shares 2019**	Number of shares 2018
At 01 January	**249,944,138**	-
Issued shares	**39,080,735**	249,944,138
At 31 December	**289,024,873**	249,944,138

The Group and the Company have one class of Ordinary Shares which carries one vote per share and a right to equal share of dividends and other distributions.

8. ADVANCE AGAINST EQUITY

Advance against equity are converted into stated capital upon issuance of shares by the Group and Company. The Company entered into an share exchange agreement of 334,840,524 shares with the shareholders of ICL. The Company could issue 289,024,873 (2018: 249,944,138) shares and the remaining 45,815,752 (2018: 84,896,486) is standing as advance against equity as at 31 December 2019.

9. LOAN PAYABLE

	THE GROUP 2019	THE GROUP 2018
	USD	USD
Non-current		
Loan	**994,197**	723,230

The subsidiary of the Company, Infrastructure Commodities Limited, has a credit facility with TES Management Limited. On 5th November 2019 there was an amendment to the facility agreement extending the credit limit to USD 1,750,000 and the maturity period to 14th May 2021.Interest is charged at 6% per annum.

The loan is denominated in United States Dollars.

10. OTHER PAYABLES

	THE GROUP 2019 USD	THE GROUP 2018 USD	THE COMPANY 2019 USD	THE COMPANY 2018 USD
Other payable	**1,358,512**	1,144,410	**33,726**	20,000
Accruals	**101,755**	30,350	**61,756**	10,350
Payable to related parties (Note20)	**48,740**	28,070	**258,837**	172,805
	1,509,007	1,202,830	**354,319**	203,155

Other payables are interest free, unsecured and payable on demand.

11. INCOME TAX

The Company, being the holder of a Global Business Licence, is liable to income tax in Mauritius on its taxable profit arising from its world-wide income at the rate of 15%. The Company's foreign sourced income is eligible for a foreign tax credit which is computed as the lower of the Mauritian tax and the foreign tax on the respective foreign sourced income. The foreign tax for a GBL company is based on either the foreign tax charged by the foreign country or a presumed amount of foreign tax: the presumed amount of foreign tax is based on 80% of the Mauritian tax on the relevant foreign sourced income.

Capital gains are outside the scope of the Mauritian tax net while trading profits made by the Company from the sale of shares are exempt from tax. As at 31 December 2019, the Company has tax losses amounted to USD 288,676 (2018: USD 152,833). No deferred tax had been recognised on these losses due to unpredictability of future profit stream to utilise these losses.

The foregoing is based on applicable tax laws and practices in force which may be subject to changes.

	THE GROUP 2019 USD	THE GROUP 2018 USD	THE COMPANY 2019 USD	THE COMPANY 2018 USD
Income tax expense				
Current income tax expense	**-**	-	**-**	-

A reconciliation between income tax credit and the product of accounting loss multiplied by the Company's tax rate for the year ended 31 December 2019 is as follows:

	THE GROUP 2019 USD	THE GROUP 2018 USD	THE COMPANY 2019 USD	THE COMPANY 2018 USD
Profit before tax	**34,000,681**	22,959,865	**29,384,363**	20,326,509
Income tax calculated at 15%	**5,100,102**	3,443,980	**4,407,654**	3,048,976
Deferred tax asset not recognised	**21,819**	22,925	**21,819**	22,925
Exempt income	**(4,429,526)**	(3,077,428)	**(4,429,526)**	(3,077,428)
Tax adjustment	**(692,448)**	(395,004)	**-**	-
Expenses not allowable	**53**	5,527	**53**	5,527
Income tax expense	**-**	-	**-**	-

11. INCOME TAX (CONTINUED)

Following the Finance Act 2018, all Companies categorised as Category 1 Global Business Licence will be now licensed as Global Business Licence, Effective from January 2019, deemed Foreign Tax Credit regime available to GBC 1 Companies will be abolished. There will be an introduction of an 80% exemption regime on the

- Foreign dividend, subject to amount not allowed as deduction in source country
- Foreign source interest derived by a Company other than a bank
- Profit attributable source income derived by a Collective Investment Scheme ("CIS").
- Income derived by Companies engaged in ship and aircraft leasing.

All GBC 1 companies licensed on or before October 16, 2017 will be grand fathered up to June 30, 2021. However this is not applicable for the Company since it was incorporated on 15 November 2017.

12. PORTFOLIO MANAGEMENT EXPENSES

	THE GROUP	
	2019	2018
	USD	USD
Asset management fees	**4,263,706**	2,009,476

The portfolio investments of Infrastructure Commodities Limited are managed under the terms of the portfolio management contract with SGI Capital Limited. The fees are 1% of assets under management payable in shares. The total charges for the period ended 31 December 2019 is USD 4,263,706 (2018: USD 2,009,476).

13. FINANCE COSTS

	THE GROUP	THE GROUP	**THE COMPANY**	THE COMPANY
	2019	2018	**2019**	2018
	USD	USD	**USD**	USD
Exchange loss	**558**	1,303	**32**	-
Interest expense	**48,607**	9,120	**-**	-
	49,165	10,423	**32**	-

14. CASH AND CASH EQUIVALIENTS

	THE GROUP	THE GROUP	**THE COMPANY**	THE COMPANY
	2019	2018	**2019**	2018
	USD	USD	**USD**	USD
Cash at bank	**165**	-	**165**	-

Non cash transactions:

Infrastructure Commodities Limited (the "Subsidiary") issued 3,876,026 shares to one of its shareholders in exchange of the amount due to the shareholder during the year ended 31 December 2019. The issuance of shares and repayment of the amount due of USD 4,166,859 were non-cash transactions.

Reconciliation of liabilities arising from financing activities

THE GROUP	**2018**	**Non cash movement**	**2019**
	USD	**USD**	**USD**
Loan payable	**723,230**	**270,967**	**994,197**

Addition to loan payable relate to expenses finance by TES loan facility directly to the beneficiary or their account at APC Securities Ltd

15. EARNINGS PER SHARE

	THE GROUP 2019 USD	THE GROUP 2018 USD	THE COMPANY 2019 USD	THE COMPANY 2018 USD
Profit attributable to equity holders of the company (USD)	**29,337,237**	20,327,088	**29,384,363**	20,326,509
Weighted average number of shares	**278,956,512**	89,016,742	**278,956,512**	89,016,742
Earnings per share	**0.11**	0.23	**0.11**	0.23

16. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's and the Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's and the Company's overall risk management programme focus on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's and the Company's financial performance.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The types of risk that the Group is exposed in relation to market prices are foreign currency risk.

(b) Credit risk

The Group and the Company take on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. The Group's and the Company's main credit risk concentrations are other receivables and cash at bank.

The Group's and the Company's exposure to credit risk arises from the default of the counterparties, with a maximum exposure equal to the carrying amounts of these financial assets. The maximum exposure to credit risk at the reporting date was:

	THE GROUP 2019 USD	THE GROUP 2018 USD	THE COMPANY 2019 USD	THE COMPANY 2018 USD
Other receivables	**375,100**	100	**375,100**	100
	375,100	100	**375,100**	100

The financial assets are neither past due nor impaired at the reporting date. The cash at bank is maintained with a reputable financial institution.

(c) Liquidity risk

The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility and it monitors its risk to a shortage of funds using cash flow forecasts. Moreover the Group and the Company have various sources of funding including loans from related parties, loans from companies within the Group and capital from shareholders. The related party has undertaken not to recall the balances due until the Group is able to settle part or whole of the amount due.

16. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Liquidity risk (continued)

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at 31 December 2019, based on contractual undiscounted payments:

	THE GROUP 2019	THE GROUP 2018	**THE COMPANY 2019**	THE COMPANY 2018
	USD	USD	**USD**	USD
More than 1 year				
Loan	**1,117,080**	771,837	-	-
Less than 1 year				
Other payables	**1,358,512**	1,144,410	**33,726**	20,000
Accruals	**101,755**	30,350	**61,756**	10,350
Payable to related parties (Note 19)	**48,740**	28,070	**258,837**	172,805
	1,509,007	1,202,830	**354,319**	203,155

17. FAIR VALUES OF FINANCIAL INSTRUMENTS

The Group's financial assets and liabilities include other receivables and other payables. Except where otherwise stated, the carrying amounts of these assets and liabilities approximate their fair values.

18. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust dividend payments to shareholders, return capital to shareholders or issue new shares.

19. BUSINESS COMBINATIONS

(a) Subsidiary acquired in 2018

Name of Company	**Principal activity**	**Date of acquisition**	**Proportion of voting equity interests acquired 2018**
Infrastructure Commodities Limited ("ICL")	Investment Holding	3 July 2018	87%

19. BUSINESS COMBINATIONS (CONTINUED)

(b) Assets acquired and liabilities recognised at the date of acquisition

	USD
Non-Current assets	
Other financial investments	**338,222,587**
Current liabilities	
Other payables	**900,343**
Non-current liabilities	
Loan payable	**129,808**
Net assets acquired	**337,192,436**
Cost of acquisition	**334,840,524**
Negative goodwill on acquisition	**2,351,912**

(c) Impact of acquisition on the results of the Group

As from the acquisition date, Infrastructure Commodities Limited's profit of USD 18,138,557 have been included in the consolidated statement of profit or loss and other comprehensive income for the period ended 31 December 2018.

(d) If the acquisition occurred at start of the financial year, a profit of USD 24,861,633 would have been included in the consolidated statement of profit or loss and other comprehensive income for the period ended 31 December 2018.

20. RELATED PARTY DISCLOSURES

During the year ended 31 December 2019, the Group and the Company transacted with related entities. Details of the nature, volume of transactions and balances with the entities are shown below.

THE COMPANY

Relationship	Nature of transaction	Volume of transaction 2019	2018	Amount receivable/ (payable) 2019	Amount receivable/ (payable) 2018
		USD	USD	**USD**	USD
Shareholder	Unpaid share capital	**-**	-	**100**	100
Key management personnel	Director fees	**69,536**	43,361	**-**	-
	Director- purchase of shares	**375,000**	-	**375,000**	-
	Other services	**20,670**	34,605	**(48,740)**	(28,070)
	Expenses paid on behalf	**27,600**	144,735	**(210,097)**	(144,735)

20. RELATED PARTY DISCLOSURES (CONTINUED)

THE GROUP

Relationship	Nature of transaction	Volume of transaction 2019	2018	Amount receivable/ (payable) 2019	Amount receivable/ (payable) 2018
		USD	USD	**USD**	USD
Shareholder	Unpaid share capital	**-**	-	**100**	100
Key management personnel	Director-purchase of shares	**375,000**	-	**375,000**	-
	Director fees	**69,536**	43,361	**-**	-
	Other services	**20,670**	34,605	**(48,740)**	(28,070)

Terms and conditions of transactions with related parties

Outstanding balances at period end are unsecured and settlement occurs in cash. There have been no guarantees provided to or received from related parties at period end. For the year ended 31 December 2019, the Group and the Company have not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

21. EVENTS AFTER THE REPORTING PERIOD

(i) Subsequent to year end, COVID-19 became a global pandemic and resulted in unprecedented actions by governments around the world to curtail the spread of the disease. These events have resulted in a high level of uncertainty and volatility in the Financial markets and have had enormous impact on businesses and consumers in all sectors. The outcome and timeframe is highly unpredictable and as such, the financial impact on the operations of the investee's of the company cannot be reliably measured. Consequently, in view of the uncertainty of the impact on the investee's operations, the effect on the fair value of those investments cannot be measured at the date of signature of those Financial Statements. Given the potential for rapid spreading of the virus, required disclosures will likely change over time as more information about the epidemic emerges. As a result, the Directors will monitor the developments and ensure that they are providing up-to-date and meaningful disclosure when preparing their year-end reports.

(ii) Based on written resolution of the directors after year end, the Company will forfeit the shares issued to the following shareholders and implement a share option scheme.

Name of Shareholders	Number of shares
Mr. Christopher Graeme EVERY	112,500
Mr. David William SHASHA	112,500
Mr. Bernard Philip Zissman	150,000

22. FINANCIAL SUMMARY OF PUBLISHED RESULTS AND ASSETS AND LIABILITIES

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	THE GROUP 2019	THE GROUP 2018	THE COMPANY 2019	THE COMPANY 2018
ASSETS	**USD**	USD	**USD**	USD
Non current assets	**447,914,398**	409,175,070	**384,886,883**	355,356,713
Current assets	**393,932**	13,575	**393,932**	13,575
Total assets	**448,308,330**	409,188,645	**385,280,815**	355,370,288
EQUITY				
Stated capital	**289,024,873**	249,944,138	**289,024,873**	249,944,138
Advance against equity	**46,190,751**	84,896,486	**46,190,751**	84,896,486
Retained earnings	**49,710,490**	20,327,088	**49,710,872**	20,326,509
Equity attributable to owners of the parent	**384,926,114**	355,167,712	**384,926,496**	355,167,133
Non-controlling interest	**60,879,012**	52,094,873	**-**	-
Total equity	**445,805,126**	407,262,585	**384,926,496**	355,167,133
LIABILITIES				
Non-current liabilities	**994,197**	723,230	**-**	-
Current liabilities	**1,509,007**	1,202,830	**354,319**	203,155
Total liabilities	**2,503,204**	1,926,060	**354,319**	203,155
Total equity and liabilities	**448,308,330**	409,188,645	**385,280,815**	355,370,288

	THE GROUP 2019	THE GROUP 2018	THE COMPANY 2019	THE COMPANY 2018
Revenue	**USD**	USD	**USD**	USD
Fair value gain on financial assets at fair value through profit or loss	**28,585,481**	22,921,477	**29,530,170**	20,516,189
Other income	**-**	26	**-**	-
Profit on sale of equity investments	**10,153,847**	-	**-**	-
Negative goodwill on acquisition	**-**	2,351,912	**-**	-
	38,739,328	25,273,415	**29,530,170**	20,516,189
Expenses	**4689481**	2,303,127	**145,775**	189,680
Operating profit	**34,049,847**	22,970,288	**29,384,395**	20,326,509
Finance cost	**(49,165)**	(10,423)	**(32)**	-
Profit before tax	**34,000,682**	22,959,865	**29,384,363**	20,326,509
Income tax expense	**-**	-	**-**	-
Profit for the year/ period	**34,000,682**	22,959,865	**29,384,363**	20,326,509
Other comprehensive income	**-**	-	**-**	-
Total comprehensive income for the year/period	**34,000,682**	22,959,865	**29,384,363**	20,326,509
Earnings per share (weighted average)	**0.11**	0.23	**0.11**	0.23

23. GOING CONCERN

With the impact of Covid-19 pandemic, the company is facing major challenges but the Directors are confident that sufficient financial resources are available to meet its financial obligation as they fall due and to resume the activities after the world confinement and that sufficient resources will be available to enable it to operate without curtailment of its activities. Directors have assessed the company's ability to continue as a going concern for the next twelve months from the date of signature of these financial statements and believes the going concern assumption to be appropriate. TES and ICL are parties to a Facility agreement whereby the advance has been increased through a variation agreement in order to meet the financial obligation of the Group. Also, a letter confirmation was received from SGI Capital confirming that payment for their fees due under the portfolio management agreement with ICL be made in share of ICL based upon the last reported net asset value of ICL as at the date of issue.

Infrastructure Commodities (Mauritius) Ltd