Registered number: 05204176

SIGMAROC PLC (formerly Messaging International plc)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2016

SIGMAROC PLC

CONTENTS

SIGMAROC PLC

COMPANY INFORMATION

Directors	David Barrett (Executive Chairman) Max Vermorken (Chief Executive Officer) Garth Palmer (Part-time Executive Director) Dominic Traynor (Non-Executive Director) Gary Drinkwater (Non-Executive Director) Patrick Dolberg (Non-Executive Director)
Company Secretary	Heytesbury Corporate LLP
Registered Office	47 Charles Street London W1J 5EL
Company Number	05204176
Bankers	Arbuthnot Latham 7 Wilson Street London EC2M 2SN
Nominated & Financial Adviser	Strand Hanson Limited 26 Mount Row London W1K 3SQ
Joint Broker	Zeus Capital Limited 41 Conduit Street London W1S 2YQ
Joint Broker	Peterhouse Corporate Finance Limited 3rd Floor New Liverpool House 15 Eldon Street London EC2M 7LD
Independent Auditor	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD
Solicitors	Memery Crystal LLP 44 Southampton Buildings London WC2A 1AP
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR

CHAIRMAN'S REPORT

I am pleased to report on our first financial year as SigmaRoc plc ('SigmaRoc' or the 'Company'), following the Company's change of name and new investment strategy approved at the Company's General Meeting on 22 August 2016 (the 'GM'). At the GM, a consortium of shareholders acquired the Company's subsidiary, TeleMessage Ltd ('TeleMessage'), and a new Board was appointed with the vision to pursue a buy-and-build strategy in the construction materials sector. Approximately eight months into this new incarnation of the Company, I am delighted to advise that we are well on track with the implementation of this strategy.

The heavy construction materials industry is a highly localised industry. Transportation costs are significant and products are manufactured and consumed locally. Competition is typically fierce and solid knowledge of the local competitive environment is essential.

These realities are the drivers of our decentralised niche strategy. SigmaRoc targets quality businesses with untapped potential, run by skilled management, but lacking the freedom to operate their business as an independent localised entity. The financial markets have recognised the potential in this sector and, as a result, SigmaRoc raised an initial £500,000 and a subsequent £50 million (before expenses) to implement its new strategy.

This implementation is progressing faster than anticipated. 2016 was characterised by a very efficient reverse takeover process for the acquisition of LafargeHolcim's operations in the Channel Islands, Ronez Limited ('Ronez'). The financials presented in this Annual Report therefore primarily relate to the costs incurred for the acquisition of the Ronez business.

Acquisition Update and Outlook

The Company completed the acquisition of Ronez from LafargeHolcim, the world's largest cement maker, on 5 January 2017 for cash consideration of £45 million. Ronez is the market leader in all heavy construction materials on Jersey and Guernsey, as owner of quarries, concrete and asphalt plants on both islands.

Three months after completion of the acquisition of Ronez I am happy to report that we have made a solid start to the year. The management team and local staff have been receptive to change and shown a strong willingness to embrace the new structure. Implementation of key operational and reporting changes has progressed at a much faster pace and lower cost than expected. We are now in a good position to realise further potential from the Ronez business.

Ronez's unaudited results for 2016 reported revenue of £24.4 million, earnings before interest, taxation, depreciation & amortisation ('EBITDA') of £4.9 million and profit before tax of £3.1 million. Year-on-year the business is 12% ahead on EBITDA based on the unaudited results for the quarter ended 31 March 2017. The outlook for the year for the Ronez business is therefore very positive.

The SigmaRoc management team is now in a position to refocus its attention on the Company's buy-and-build strategy, having integrated the Ronez business. As announced on 3 April 2017, the first demonstration of this renewed focus on further expansion is the creation of SigmaGsy Limited ('SigmaGsy'), a company dedicated to specialised bulk shipping around the British Isles and the North Sea. The new subsidiary allows SigmaRoc to retain full control over its shipping requirement at competitive rates, while generating a profit through services offered in this specialised sector. This is a small but significant addition to the business and further supports our belief that a focus on niche areas of the construction materials space can generate attractive returns for our shareholders. We anticipate SigmaGsy will add in excess of £200,000 per year to operational EBITDA, starting from the second quarter of this year.

To conclude, SigmaRoc is in a strong position underpinned by a solid and cash generative business, which menas that the Board and management team can now leverage their knowledge of the construction materials industry and further deliver on their buy-and-build strategy. As the year progresses we will continue to keep the market informed of our progress, to the extent possible, taking into consideration the usual confidentiality clauses and regulations that govern transactions. We believe SigmaRoc will continue to deliver value to all its stakeholders and our progress to date is a strong signal of that.

David Barrett
Executive Chairman
24 April 2017

STRATEGIC REPORT

The Directors of the Company present their Strategic Report on the Company for the year ended 31 December 2016.

Strategic approach

The Company's aim is to create value for shareholders through the execution of a buy and build strategy in the construction materials sector, leading to the Company building a diversified stream of income, sourcing stability and growth from niche markets and sectors. The Company's focus is on cash generative assets, located in niche markets that produce aggregates, concrete, precast concrete and other related materials.

The Board comprises three Executive Directors and three Non-Executive Directors.

The Corporate Head Office of the Company is located in London, UK.

Review of business

The results of the Company for the first half of the year represent activities related to its previous operations as Messaging International plc, which via its wholly owned subsidiary TeleMessage Ltd ('TeleMessage') provided enterprise mobile technology services. On 22 August 2016 at a general meeting of the Company shareholders approved certain resolutions that resulted in the disposal of TeleMessage, change of name to SigmaRoc plc, appointment of new board members and adoption of new Company strategy.

SigmaRoc's business model is a buy and build strategy in the construction materials space. The Company's focus is on cash generative assets, located in niche and frontier markets that produce aggregates, concrete, pre-cast concrete and other related materials. The remainder of the year was primarily focused on the acquisition of Ronez Limited ('Ronez') which was successfully completed via reverse takeover and £45 million cash consideration on 5 January 2017 (the 'Ronez RTO').

Ronez is a fully integrated producer of construction materials and operates two hard rock quarries and multiple business lines with associated production units across Jersey and Guernsey, providing a full range of construction materials to the local area, including aggregates, concrete, asphalt and cement. Ronez currently has approximately 3Mt of Proved Mineral Reserves (consented) and 6Mt total Mineral Resources (unconsented). In 2015, Ronez recorded revenue of £26.3 million, EBITDA of £5.0 million and profit before tax of £2.94 million. Ronez unaudited results for 2016 reported revenue of £24.4 million, EBITDA of £4.9 million and profit before tax of £3.1 million.

Financial performance review

The loss for the Company for the year ended 31 December 2016 before taxation amounts to £2,403,617 (31 December 2015: loss £2,013,932).

The Board monitors the activities and performance of the Company on a regular basis. The Board uses financial indicators based on budget versus actual to assess the performance of the Company. The indicators set out below will continue to be used by the Board to assess performance over the period to 31 December 2017.

The three main KPI's for the Company are as follows. These allow the Company to monitor profitability and plan future investment activities:

	2016	**2015**
Cash and cash equivalents	**181,434**	7,316
EBITDA	**(2,409,900)**	(2,001,539)
Capital expenditure	**4,590**	-

Cash has primarily been used to fund the Company's corporate and administrative activities while it pursued the acquisition of Ronez (refer to Statement of Cash Flows on page 15).

EBITDA and capital expenditure will be used to monitor the performance of Ronez Limited in FY2017 onward.

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks. The key business risks affecting the Company are set out below.

STRATEGIC REPORT

Risks are formally reviewed by the Board, and appropriate processes are put in place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the Company.

Dependence on key personnel
The Company is dependent upon its executive management team. Whilst it has entered into contractual agreements with the aim of securing the services of these personnel, the retention of their services cannot be guaranteed. The development and success of the Company depends on its ability to recruit and retain high quality and experienced staff. The loss of the service of key personnel or the inability to attract additional qualified personnel as the Company grows could have an adverse effect on future business and financial conditions.

Uninsured risk
The Company, as a participant in exploration and development programmes, may become subject to liability for hazards that cannot be insured against or third party claims that exceed the insurance cover. The Company may also be disrupted by a variety of risks and hazards that are beyond control, including geological, geotechnical and seismic factors, environmental hazards, industrial accidents, occupation and health hazards and weather conditions or other acts of God.

Funding risk
The only sources of funding currently available to the Company are through the issue of additional equity capital in the Company or through debt financing. The Company's ability to raise further funds will depend on the success of the Company's activities and its investment strategy. The Company may not be successful in procuring funds on terms which are attractive and, if such funding is unavailable, the Company may be required to reduce the scope of its investment activities.

Financial Risks
The Company's operations expose it to a variety of financial risks that can include market risk (including foreign currency, price and interest rate risk), credit risk, and liquidity risk. The Company has a risk management programme in place that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of debt finance and the related finance costs. The Company does not use derivative financial instruments to manage interest rate costs and, as such, no hedge accounting is applied.

Details of the Company's financial risk management policies are set out in Note 3 to the Financial Statements.

This Strategic Report was approved by the Board on 24 April 2017.

Garth Palmer
Director

DIRECTORS' REPORT

The Directors present their annual report on the affairs of SigmaRoc plc for the year ended 31 December 2016.

Principal Activity

The principal activity of the Company is to make investments and/or acquire projects in the construction materials sector.

Dividends

The Directors do not recommend the payment of a dividend for the year (31 December 2015: nil).

Directors & Directors' Interests

The Directors who served during the year ended 31 December 2016 are shown below and had, at that time the following beneficial interests in the shares of the Company:

	31 December 2016		1 January 2016	
	Ordinary Shares	Options	Ordinary Shares	Options
Max Vermorken (1)	2,083,333	-	n/a	n/a
David Barrett (1)	2,083,333	-	n/a	n/a
Dominic Traynor (1)	-	-	n/a	n/a
Horacio Furman (2)	n/a	n/a	68,808,276	-
Irvin Fishman (2)	n/a	n/a	-	-
David Rubner (2)	n/a	n/a	1,088,512	475,000
Guy Levit (3)	n/a	n/a	4,387,608	11,000,000

(1) Appointed on 22 August 2016.
(2) Resigned on 22 August 2016.
(3) Resigned on 1 October 2016.

Further details on options can be found in Note 19 to the Financial Statements.

Corporate Responsibility

Environmental
SigmaRoc undertakes its activities in a manner that minimises or eliminates negative environmental impacts and maximises positive impacts of an environmental nature.

Health and safety
SigmaRoc operates a comprehensive health and safety programme to ensure the wellness and security of its employees. The control and eventual elimination of all work related hazards requires a dedicated team effort involving the active participation of all employees. A comprehensive health and safety programme is the primary means for delivering best practices in health and safety management. This programme is regularly updated to incorporate employee suggestions, lessons learned from past incidents and new guidelines related to new projects with the aim of identifying areas for further improvement of health and safety management. This results in continuous improvement of the health and safety programme. Employee involvement is regarded as fundamental in recognising and reporting unsafe conditions and avoiding events that may result in injuries and accidents.

Internal Controls
The Board recognises the importance of both financial and non-financial controls and has reviewed the Company's control environment and any related shortfalls during the year. Since the Company was established, the Directors are satisfied that, given the current size and activities of the Company, adequate internal controls have been implemented. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in light of the current activity and proposed future development of the Company, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

Further details of corporate governance can be found in the Corporate Governance Report on page 8.

Going Concern
The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and, therefore, continue to adopt the going concern basis in preparing the

Annual Report and Financial Statements. Further details on their assumptions and their conclusion thereon are included in the statement on going concern included in Note 2.2 to the Financial Statements.

Directors' and Officers' Indemnity Insurance
The Company has made qualifying third-party indemnity provisions for the benefit of its Directors and Officers. These were made during the year and remain in force at the date of this report.

Events after the reporting period

Events after the reporting period are set out in Note 23 to the Financial Statements.

Policy and Practice on Payment of Creditors

The Company agrees terms and conditions for its business transactions with suppliers. Payment is then made in accordance with these terms, subject to the terms and conditions being met by the supplier. As at 31 December 2016, the Company had an average of 237 days (2015: 284 days) purchases outstanding in trade payables.

Future Developments

Details of future developments for the Company are disclosed in the Chairman's Report on page 2.

Provision of Information to Auditor

So far as each of the Directors is aware at the time this report is approved:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

PKF Littlejohn LLP has signified its willingness to continue in office as auditor.

This report was approved by the Board on 24 April 2017 and signed on its behalf.

Max Vermorken
Chief Executive Officer

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations, including the AIM Rules for Companies.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Financial Statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company, and of the profit or loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company, and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the Financial Statements may differ from legislation in other jurisdictions.

The Company is compliant with AIM Rule 26 regarding the Company's website.

The Directors confirm that they have complied with the above requirements in preparing the Financial Statements.

This statement was approved by the Board on 24 April 2017 and signed on its behalf.

CORPORATE GOVERNANCE REPORT

The Board of Directors currently comprises three Executive Directors, one of whom is the Chairman and three Non-Executive Directors. As an AIM quoted company, the Company is not required to comply with the UK Code of Corporate Governance (the 'Code'). However, the Directors recognise the importance of sound corporate governance and the Board has implemented, to the extent it considers appropriate in light of the Company's size, stage of development and resources, to implement certain corporate governance recommendationsof the Code and QCA Code.

The Directors have responsibility for the overall corporate governance of the Company and recognise the need for the highest standards of behaviour and accountability. The Board has a wide range of experience directly related to the Company and its activities and its structure ensures that no one individual or group dominates the decision-making process.

Board Meetings
The Board meets regularly throughout the year. The Board is responsible for formulating, reviewing and approving the Company's strategy, financial activities and operating performance.

Board Committees
The Company has established an Audit Committee, Remuneration Committee and AIM Rules and MAR Compliance Committee. In light of the size of the Board, the Directors do not consider it necessary to establish a Nomination Committee. However, this will be kept under regular review.

Audit Committee
The Audit Committee, comprising Gary Drinkwater, Patrick Dolberg and Dominic Traynor, reviews the Company's annual and interim financial statements before submission to the Board for approval. The committee also reviews regular reports from management and the external auditor on accounting and internal control matters. Where appropriate, the committee monitors the progress of action taken in relation to such matters. The committee also recommends the appointment, and reviews the fees, of the external auditor. The committee keeps under review the cost effectiveness and the independence and objectivity of the external auditor. A formal statement of independence is received from the external auditor each year.

Remuneration Committee
The Remuneration Committee, comprising Dominic Traynor and David Barrett, is responsible for reviewing the performance of the Executive Directors and for setting the scale and structure of their remuneration, determining the payment of bonuses, considering the grant of options under any share option scheme and, in particular, the price per share and the application of performance standards which may apply to any such grant, paying due regard to the interests of shareholders as a whole and the performance of the Company.

AIM Rules and MAR Compliance Committee
The AIM Rules and MAR Compliance Committee, comprising Dominic Traynor and Patrick Dolberg, is responsible for monitoring the Company's compliance with the AIM Rules and MAR and to ensure that the Company's Nominated Adviser maintains contact with the Company on a regular basis and vice versa. The committee will ensure that procedures, resources and controls are in place with a view to ensuring the Company's compliance with the AIM Rules and MAR. The committee will also ensure that each meeting of the Board includes a discussion of AIM matters and assesses whether the Directors are aware of their AIM responsibilities from time to time and, if not, to ensure they are appropriately updated on their AIM responsibilities and obligations.

Internal Controls
The Directors acknowledge their responsibility for the Company's systems of internal controls and for reviewing their effectiveness. These internal controls are designed to safeguard the assets of the Company and to ensure the reliability of financial information for both internal use and external publication. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in light of the increased activity and further development of the Company, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

Risk Management
The Board considers risk assessment to be important in achieving its strategic objectives. Project milestones and timelines are regularly reviewed.

Securities Trading
The Company has adopted a share dealing code for dealings in shares by Directors and senior employees which is appropriate for an AIM quoted company. The Directors will comply with Rule 21 of the AIM Rules for Companies relating to Directors' dealings and will take all reasonable steps to ensure compliance by the Company's applicable employees.

Bribery and Anti-Corruption
The Company has adopted an anti-corruption and bribery policy which applies to the Board and employees of the Company. It generally sets out their responsibilities in observing and upholding a zero tolerance position on bribery and corruption in all the jurisdictions in which the Company operates as well as providing guidance to those working for the Company on how to recognise and deal with bribery and corruption issues and the potential consequences. The Company expects all employees, suppliers, contractors and consultants to conduct their day-to-day business activities in a fair, honest and ethical manner, be aware of and refer to this policy in all of their business activities and to conduct business on the Company's behalf in compliance with it. Management at all levels are responsible for ensuring that those reporting to them, internally and externally, are made aware of and understand this policy.

Relations with Shareholders
The Board is committed to providing effective communication with the Shareholders of the Company. Significant developments are disseminated through stock exchange announcements and regular updates of the Company's website. The Board views the Annual General Meeting as a forum for communication between the Company and its shareholders and encourages their participation in its agenda.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIGMAROC PLC

We have audited the financial statements of SigmaRoc plc for the year ended 31 December 2016 which comprise the Statement of Financial Position, the Statement of Comprehensive Income, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor
As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements
In our opinion the financial statements:
- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Alistair Roberts (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

1 Westferry Circus
Canary Wharf
London E14 4HD

24 April 2017

INCOME STATEMENT
For the year ended 31 December 2016

	Note	Year ended 31 December 2016 £	Year ended 31 December 2015 £
Revenue	6	**36,000**	**72,000**
Administrative expenses	7	(1,975,866)	(78,950)
Net finance (expense)/income	10	6,473	11,443
Other net gains/(losses)	11	(469,673)	(2,018,475)
Foreign exchange		(551)	-
Loss before tax		**(2,403,617)**	**(2,013,982)**
Tax expense	12	(115)	(950)
Loss		**(2,403,732)**	**(2,014,932)**
Basic and diluted earnings per share (pence)		**(1.40)**	**(1.74)**

The Notes on pages 16 to 28 form part of these Financial Statements.

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2016

	Note	Year ended 31 December 2016 £	Year ended 31 December 2015 £
Loss		**(2,403,732)**	**(2,014,932)**
Other comprehensive income			
Items that will or may be reclassified to profit or loss			
Currency translation differences		-	68,096
		(2,403,732)	**(1,946,836)**
Total comprehensive loss		**(2,403,732)**	**(1,946,836)**

The Notes on pages 16 to 28 form part of these Financial Statements.

STATEMENT OF FINANCIAL POSITION
As at 31 December 2016 Company number: 05204176

	Note	31 December 2016 £	31 December 2015 £
Non-current assets			
Property, plant and equipment	13	4,515	-
Investment in subsidiary undertakings	14	-	500,000
		4,515	**500,000**
Current assets			
Trade and other receivables	15	154,384	53,000
Cash and cash equivalents	16	181,434	7,316
		335,818	**60,316**
Total assets		**340,333**	**560,316**
Current liabilities			
Trade and other payables	17	1,770,357	61,608
		1,770,357	**61,608**
Total liabilities		**1,770,357**	**61,608**
Net assets/(liabilities)		**(1,430,024)**	**498,708**
Equity			
Share capital	18	270,555	579,361
Share premium	18	266,667	-
Other reserves	20	1,117,178	785,974
Retained earnings		(3,084,424)	(866,627)
Total equity		**(1,430,024)**	**498,708**

The Financial Statements were approved and authorised for issue by the Board of Directors on 24 April 2017 and were signed on its behalf by:

Garth Palmer
Director

The Notes on pages 16 to 28 form part of these Financial Statements.

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2016

	Note	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total £
Balance as at 1 January 2015		**579,361**	**-**	**717,878**	**1,148,305**	**2,445,544**
Loss for the year		-	-	-	(2,014,932)	(2,014,932)
Other comprehensive income for the year						
Items that may be subsequently reclassified to profit or loss						
Currency translation differences		-	-	68,096	-	68,096
Total comprehensive income/(loss) for the year		**-**	**-**	**68,096**	**(2,014,932)**	**(1,946,836)**
Balance as at 31 December 2015		**579,361**	**-**	**785,974**	**(866,627)**	**498,708**
Balance as at 1 January 2016		**579,361**	**-**	**785,974**	**(866,627)**	**498,708**
Loss for the year		-	-	-	(2,403,732)	(2,403,732)
Other comprehensive income for the year						
Items that may be subsequently reclassified to profit or loss						
Currency translation differences		-	-	(185,935)	185,935	-
Total comprehensive income/(loss) for the year		**-**	**-**	**(185,935)**	**(2,217,797)**	**(2,403,732)**
Proceeds from share issues		208,333	291,667	-	-	500,000
Issue costs		-	(25,000)	-	-	(25,000)
TeleMessage disposal		(169,522)	-	169,522	-	-
Capital re-organisation		(347,617)	-	347,617	-	-
Transactions with owners, recognised directly in equity		**(308,806)**	**266,667**	**517,139**	**-**	**475,000**
Balance as at 31 December 2016		**270,555**	**266,667**	**1,117,178**	**(3,084,424)**	**(1,430,024)**

The Notes on pages 16 to 28 form part of these Financial Statements.

STATEMENT OF CASH FLOWS
For the year ended 31 December 2016

	Note	Year ended 31 December 2016 £	Year ended 31 December 2015 £
Cash flows from operating activities			
Loss before taxation		(2,403,617)	(2,013,982)
Adjustments for:			
Depreciation and amortisation		75	-
Impairment of investments		500,000	2,018,475
Net finance (income)/expense		(6,473)	(11,443)
Interest paid		-	-
Increase in trade and other receivables		(101,384)	(14,773)
Increase in trade and other payables		1,708,749	17,687
Cash consumed by operations		**(302,650)**	**(4,036)**
Income taxes paid		(115)	(950)
Net cash flows from operating activities		**(302,765)**	**(4,986)**
Investing activities			
Purchase of property, plant and equipment		(4,590)	-
Finance income		6,473	11,443
Net cash generated by investing activities		**1,883**	**11,443**
Financing activities			
Proceeds from issue of share capital		500,000	-
Transaction costs of share issue		(25,000)	-
Net cash used in financing activities		**475,000**	**-**
Net increase in cash and cash equivalents		**174,118**	**6,457**
Cash and cash equivalents at beginning of period		**7,316**	**859**
Exchange differences on cash and cash equivalents		-	-
Cash and cash equivalents and end of period	16	**181,434**	**7,316**

The Notes on pages 16 to 28 form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2016

1. General Information

The principal activity of SigmaRoc plc (the 'Company') is to make investments and/or acquire projects in the construction materials sector. The Company is incorporated and domiciled in the United Kingdom. The address of its registered office is 47 Charles Street, London, W1J 5EL.

On 22 August 2016 at a general meeting of the Company shareholders voted in favour of changing the name of the Company from Messaging International plc to SigmaRoc plc.

2. Accounting policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below ('Accounting Policies' or 'Policies'). These Policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1. Basis of preparing of financial statements

The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ('IFRS') and IFRIC Interpretations Committee ('IFRS IC') as adopted by the European Union. The Financial Statements have also been prepared under the historical cost convention.

The Financial Statements are presented in UK Pounds Sterling rounded to the nearest pound.

The preparation of Financial Statements in conformity with IFRS's requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's Accounting Policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Information are disclosed in Note 4.

(a) New and amended standards mandatory for the first time for the financial period beginning 1 January 2016

A number of new standards and amendments to standards and interpretations are effective for the financial period beginning on or after 1 January 2016 and have been applied in preparing these Financial Statements.

Amendments to IAS 1 Disclosure Initiative.

Amendments to IAS 1 Presentation of Financial Statements to address perceived impediments to preparers exercising their judgement in presenting their financial reports by making the following changes:

- clarification that information should not be obscured by aggregating or by providing immaterial information, materiality considerations apply the all parts of the Financial Statements, and even when a standard requires a specific disclosure, materiality considerations do apply;
- clarification that the list of line items to be presented in these statements can be disaggregated and aggregated as relevant and additional guidance on subtotals in these statements and clarification that an entity's share of OCI of equity-accounted associates and joint ventures should be presented in aggregate as single line items based on whether or not it will subsequently be reclassified to profit or loss; and
- additional examples of possible ways of ordering the notes to clarify that understandability and comparability should be considered when determining the order of the notes and to demonstrate that the notes need not be presented in the order so far listed in paragraph 114 of IAS 1.

Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation.

Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment;
- introduce a rebuttable presumption that an amortisation method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated; and
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

Amendments to IAS 27 Equity Method in Separate Financial Statements.

Amendments to IAS 27 Separate Financial Statements to permit investments in subsidiaries, joint ventures and associates to be optionally accounted for using the equity method in separate financial statements.

Amendments to IFRS 11 Accounting for Acquisitions of Interest in Joint Operations.

Amendments to IFRS 11 Joint Arrangements to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 Business Combinations) to:

- apply all of the business combinations accounting principles in IFRS 3 and other IFRSs, except for those principles that conflict with the guidance in IFRS 11; and
- disclose the information required by IFRS 3 and other IFRSs for business combinations.

The amendments apply both to the initial acquisition of an interest in a joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not re-measured).

Annual Improvements 2012-2014 Cycle.

Makes amendments to the following standards:

- IFRS 5 — Adds specific guidance in IFRS 5 for cases in which an entity reclassifies an asset from held for sale to held for distribution or vice versa and cases in which held-for-distribution accounting is discontinued.
- IFRS 7 — Additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset, and clarification on offsetting disclosures in condensed interim financial statements.
- IAS 9 — Clarify that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid.
- IAS 34 — Clarify the meaning of 'elsewhere in the interim report' and require a cross-reference.

There are no other new standards and amendments to standards and interpretations effective for the financial period beginning on or after 1 January 2016 that are material to the Company and therefore not applied in preparing these Financial Statements.

(b) New standards, amendments and interpretations in issue but not yet effective or not yet endorsed and not early adopted

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Financial Statements are listed below. The Company intends to adopt these standards, if applicable, when they become effective.

Standard	Impact on initial application	Effective date
IAS 7 (Amendments)	Disclosure Initiative	*1 January 2017
IAS 12 (Amendments)	Recognition of Deferred Tax	*1 January 2017
IFRS 2 (Amendments)	Classification and Measurement of Share-based payments	*1 January 2018
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from Contracts with Customers	*1 January 2018
IFRS 16	Leases	*1 January 2019

* Subject to EU endorsement

The Company is evaluating the impact of the new and amended standards above. The Directors believe that these new and amended standards are not expected to have a material impact on the Company's results or shareholders' funds.

2.2. Going concern

The Financial Statements have been prepared on a going concern basis notwithstanding the loss for year of £2,403,732, net current deficit £1,434,539 and net liabilities of £1,430,024. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the Financial Statements. The Directors' assessment is supported by the following:

- the successful acquisition of Ronez Limited wherein the Company raised £50 million through the issue and allotment of 100,000,000 new ordinary shares of £0.01 each at a price of 40 pence per share raising £40 million and the issue of 10,000,000 convertible loan notes at £1 per note;
- positive cashflow projection of at least 12 months from the signing of the Financial Statements; and
- agreed terms between the Company and Santander UK plc for a £2 million credit facility and advanced discussions for a further £18 million term facility.

2.3. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

2.4. Foreign currencies

a) Functional and presentation currency

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Financial Statements are presented in Pounds Sterling, rounded to the nearest pound, which is the Company's functional currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where such items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within ‘finance income or costs’. All other foreign exchange gains and losses are presented in the income statement within ‘Other net gains/(losses)’.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets measured at fair value, such as equities classified as available for sale, are included in other comprehensive income.

2.5. Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the Income Statement during the financial period in which they are incurred.

Depreciation is provided on all property, plant and equipment to write off the cost less estimated residual value of each asset over its expected useful economic life on a straight line basis at the following annual rates:

Office equipment	50%

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within ‘Other net gains/(losses)’ in the Income Statement.

2.6. Trade receivables

Trade receivables are amounts due from third parties in the ordinary course of business. If collection is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets.

2.7. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.8. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.9. Reserves

Foreign currency translation reserve – the foreign currency translation reserve represents the effect of changes in exchange rates arising from translating the financial statements of subsidiary undertakings into the Company's presentation currency.

Capital redemption reserve – the capital redemption reserve is the amount equivalent to the nominal value of shares redeemed by the Company.

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

Deferred shares – are shares that effectively do not have any rights or entitlements.

2.10. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method.

2.11. Taxation

Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.12. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods or services supplied in course of ordinary business, stated net of discounts, returns and value added taxes. The Company recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for the Company's activities described below.

Revenue from the sale of goods is recognised when delivery has taken place and the transfer of risks and rewards of ownership has been completed. The significant risks and rewards of products sold are transferred according to the specific delivery terms that have been formally agreed with the customer, generally upon delivery when the bill of lading is signed as evidence that they have accepted the product delivered to them.

Revenue from the provision of services is recognised as the services are rendered, in accordance with customer contractual terms.

2.13. Finance income

Interest income is recognised using the effective interest method.

3. Financial risk management

3.1. Financial risk factors

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

Risk management is carried out by the UK based management team under policies approved by the Board of Directors.

a) Market risk

The Company is exposed to market risk, primarily relating to interest rate, foreign exchange and commodity prices. The Company does not hedge against market risks as the exposure is not deemed sufficient to enter into forward contracts. The Company has not sensitised the figures for fluctuations in interest rates, foreign exchange or commodity prices as the Directors are of the opinion that these fluctuations would not have a significant impact on the Financial Statements at the present time. The Directors will continue to assess the effect of movements in market risks on the Company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Group periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The Group considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

c) Liquidity risk

The Company's continued future operations depend on the ability to raise sufficient working capital through the issue of equity share capital or debt. The Directors are reasonably confident that adequate funding will be forthcoming with which to finance operations. Controls over expenditure are carefully managed.

With exception to deferred taxation, financial liabilities are all due within one year.

3.2. Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to enable the Company to continue its construction material investment activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the issue of shares or sell assets to reduce debts.

The Company defines capital based on the total equity of the Company. The Company monitors its level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Critical accounting estimates

The preparation of the Financial Statements in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Statements.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

5. Segment information

The Company operated in one geographical area for the year, being the United Kingdom.

6. Revenue

Revenue of £36,000 (31 December 2015: £72,000) relates to management services provided to TeleMessage Limited which the Company disposed of on 22 August 2016. See Note 21 for more information.

7. Expenses by nature

Administrative expenses	31 December 2016 £	31 December 2015 £
Directors' fees	17,870	16,250
Fees payable to the Company's auditors for the audit of the Company	20,000	17,350
Fees payable to the Company's auditors for tax and other services	1,000	-
Professional & consulting fees	561,254	12,551
Insurance	9,371	4,454
Depreciation	75	-
Travel and subsistence expenses	22,659	-
AIM related costs including public relations	80,387	27,824
Ronez acquisition transaction costs	1,226,700	-
Other expenses	36,550	521
	1,975,866	**78,950**

8. Employees

The Company had no full time employees during the year. The Directors provided professional services as required on a part-time basis. Details of Directors' remuneration are disclosed in Note 9.

9. Directors' remuneration

	31 December 2016 £	31 December 2015 £
Executive Directors		
Guy Levit (3)	2,500	5,000
David Barrett (1)	4,290	-
Max Vermorken (1)	4,290	-
Non-executive Directors		
Dominic Traynor (1)	4,290	-
David Rubner (2)	2,500	5,000
Irvin Fishman (2)	-	5,000
Geoffrey Simmonds (4)	-	1,250
	17,870	**16,250**

(1) Appointed on 22 August 2016.
(2) Resigned on 22 August 2016.
(3) Resigned on 1 October 2016.
(4) Resigned on 31 March 2015.

No pension benefits are provided for any Director.

10. Net finance (expense)/income

	31 December 2016 £	31 December 2015 £
Interest on loan to TeleMessage Limited	6,473	11,443
	6,473	**11,443**

11. Other net gains/(losses)

	31 December 2016 £	31 December 2015 £
Cash received and foreign currency exchange gains relating to disposal of investment in TeleMessage Limited	30,327	-
Impairment of investments in subsidiaries	(500,000)	(2,018,475)
	(469,673)	**(2,018,475)**

12. Taxation

Only a notional income tax charge to the Income Statement arises due to the losses incurred. No deferred tax asset has been recognised on accumulated tax losses, as the recoverability of any assets is not likely in the foreseeable future.

Income tax expense	31 December 2016 £	31 December 2015 £
Tax on loss for the year	115	950
	115	**950**

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to the profits of the consolidated entities as follows:

	31 December 2016 £	31 December 2015 £
Loss before tax	**(2,403,617)**	(2,013,982)
Tax at the applicable rate of 20% (2015: 20%)	**(480,723)**	(402,796)
Effects of:		
Expenditure not deductible for tax	**379,860**	-
Net tax effect of losses carried forward	**100,748**	403,746
Tax charge	**(115)**	**(950)**

13. Property, plant and equipment

	Office equipment £	Total £
Cost		
As at 1 January 2015	**-**	**-**
As at 31 December 2015	**-**	**-**
Additions	4,590	4,590
As at 31 December 2016	**4,590**	**4,590**
Depreciation		
As at 1 January 2015	**-**	**-**
As at 31 December 2015	**-**	**-**
Charge for the year	75	75
As at 31 December 2016	**-**	**-**
Net book value		
As at 31 December 2015	**-**	**-**
As at 31 December 2016	**4,515**	**4,515**

14. Investment in subsidiary undertakings

	31 December 2016 £	31 December 2015 £
Shares in subsidiary undertakings		
At beginning of the year	500,000	2,518,475
Impairment	(500,000)	(2,018,475)
	-	**500,000**

Refer to Note 21 for information on disposal of subsidiary undertaking during the year.

15. Trade and other receivables

	31 December 2016 £	31 December 2015 £
Prepayments	13,113	10,069
VAT receivable	141,271	-
Other receivables	-	42,931
	154,384	**53,000**

16. Cash and cash equivalents

	31 December 2016 £	31 December 2015 £
Cash at bank and on hand	181,434	7,316
	181,434	**7,316**

The vast majority of the Company's cash at bank is held with private banking institutions.

17. Trade and other payables

	31 December 2016 £	31 December 2015 £
Trade payables	998,487	-
Accruals	771,870	18,677
Other payables	-	42,931
	1,770,357	**61,608**

18. Share capital and share premium

	Company			
	Number of shares	**Ordinary shares £**	**Share premium £**	**Total £**
Issued and fully paid				
As at 1 January 2015	115,872,148	579,361	-	579,361
As at 31 December 2015	**115,872,148**	**579,361**	**-**	**579,361**
Capital re-organisation – 22 August 2016	115,872,148	(347,617)	-	(347,617)
TeleMessage disposal – 22 August 2016	(169,521,886)	(169,522)	-	(169,522)
Issue of new shares – 22 August 2016 (1)	208,333,333	208,333	266,667	475,000
As at 31 December 2016	**270,555,743**	**270,555**	**266,667**	**537,222**

(1) Includes issue costs of £25,000

On 22 August 2016 at a general meeting of the Company shareholders voted in favour of:

- a share capital reorganisation to sub-divide each of the issued ordinary shares of £0.005 each into two new ordinary shares of £0.001 each and three deferred shares of £0.001 each ('Deferred Shares'); and

- the re-designation of 169,521,886 ordinary shares of £0.001 each into Deferred Shares.

On 22 August 2016 the Company raised £500,000 (gross) through the issue of 208,333,333 new ordinary shares of £0.0001 each full paid at a price of 0.24 pence each.

19. Share options

As at 31 December 2015 there were 33,161,477 share options held by employees and directors of the Company and 8,396,804 warrants exercisable between 0.63 pence and 0.91 pence each held by Mizrahi Tefahot Bank Ltd. As part of the TeleMessage disposal, all of these options and warrants were cancelled.

As at 31 December 2016 there were no options or warrants in the Company on issue. Refer to Note 23 for details of options and warrants issued after the year-end.

20. Other reserves

	Company			
	Deferred shares	**Foreign currency translation reserve**	**Capital redemption reserve**	**Total**
	£	**£**	**£**	**£**
As at 1 January 2015	**-**	**-**	**600,039**	**-**
Transfer between reserves	-	-	-	-
As at 31 December 2015	**-**	**185,935**	**600,039**	**785,974**
Disposal of TeleMessage	169,522	(185,935)	-	(16,413)
Capital re-organisation	347,617	-	-	347,617
As at 31 December 2016	**517,139**	**-**	**600,039**	**1,117,178**

21. Related parties

TeleMessage disposal

On 22 August 2016 at a general meeting of the Company shareholders voted in favour of selling the entire issued share capital of TeleMessage Limited (‘TeleMessage’) to a consortium which included Guy Levit, Horacio Furman and David Rubner. Consideration for TeleMessage included cash of £38,400, the re-designation of 169,521,886 existing ordinary shares of £0.001 each into Deferred Shares, cancellation of all employee and director options and the cancellation of warrants to and release of certain obligations from Mizrahi Tefahot Bank Ltd.

Prior to its disposal the Company charged management fees of £36,000 (2015: £72,000) and interest of £6,473 (2015: £11,443) to TeleMessage during the year.

Other transactions

Skyeye Consulting Limited, a limited liability company of which Max Vermorken is a director, invoiced a fee of £49,150 (2015: £nil) for the provision of corporate management and consulting services to the Company. A balance of £522 was outstanding at the year-end.

Heytesbury Corporate LLP, a limited liability partnership of which Garth Palmer is a partner, invoiced a fee of £83,695 (2015: £nil) for the provision of corporate management and consulting services to the Company. A balance of £75,000, for services provided in relation to the acquisition of Ronez Limited, was outstanding at the year-end.

Ronaldsons LLP, a limited liability partnership of which Dominic Traynor is a partner, invoiced a fee of £36,100 (2015: £nil) for the provision of legal services to the Company in relation to the acquisition of Ronez Limited. A balance of £36,100 was outstanding at the year-end.

Arram Berlyn Gardner (AH) Limited, a limited liability company, invoiced a fee of £17,580 (2015: £14,167) for the services of Irvin Fishman as a director and for other professional services provided to the Company. No balance was outstanding at the year-end.

22. Ultimate controlling party

The Directors believe there is no ultimate controlling party.

23. Events after the reporting date

On 3 January 2017 at a general meeting of the Company shareholders voted in favour of the following:

- acquisition of Ronez Limited for £45 million cash consideration;
- share consolidation whereby 104 existing ordinary shares were consolidated into 1 new ordinary share;
- the issue and allotment of 100,000,000 new ordinary shares of £0.01 each at a price of 40 pence per share raising £40 million;
- the issue of 10,000,000 convertible loan notes at £1 per note; and
- grant of the following options & warrants:
    - 1,026,014 warrants exercisable at 44p and valid until 4 January 2022;
    - 78,044 warrants exercisable at 25p and valid until 22 August 2021;
    - 390,219 options exercisable at 25p and valid until 5 January 2022; and
    - 12,183,225 options exercisable at 40p and valid until 5 January 2022.

Acquisition of Ronez Limited

Subsequent to shareholder approval noted above, on 5 January 2017 the Company entered into a sale and purchase agreement with Aggregate Industries Limited for the acquisition of the entire share capital of Ronez Limited for cash consideration of £45,181,874.

In accordance with IFRS 3 (Revised) the details of the acquisition are as follows:

Total consideration	**£**
Cash	45,181,874
	45,181,874

Recognised amounts of identifiable assets acquired and liabilities assumed based on Ronez Limited balance sheet as at 5 January 2017	**£**
Non-current assets	
Property, plant & equipment	20,509,789
Intangible assets	1,988,060
	22,497,849
Current assets	
Trade & other receivables	1,935,159
Inventories	2,025,587
Cash & cash equivalents	267,107
Other current assets	339,269
	4,567,122

Current liabilities	
Trade & other payables	1,865,212
Provisions	631,749
	2,496,961
Fair value of total net assets	**24,568,010**