MATHENGINE PLC DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

COMPANY INFORMATION

Directors D J N Nabarro

W G Wells (Appointed 30 July 2014)

Company number 03334206

Registered office No 1 The Yard

Burraton Square Poundbury Dorset

United Kingdom DT1 3GR

Auditors Haines Watts

Sterling House 19/23 High Street

Kidlington Oxon OX5 2DH

Business address No 1 The Yard

Burraton Square Poundbury Dorset

United Kingdom DT1 3GR

Bankers Barclays Bank plc

PO Box 333, 54 Cornmarket Street

Oxford OX1 3HS

Registrars Capita Registrars

Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0LA

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STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2014

The directors present their report and financial statements for the year ended 30 June 2014.

Review of the business and Key Financial Indicators

During the year to 30th June 2014, the value of the Company's assets decreased to £501,959, a small (7%) reduction on the previous year. In Profit and Loss terms, your Company actually lost £78,313 a small improvement (decrease) on the previous year's loss of 8.7%. There was an understated unrealised surplus of £40,535 on investments held so that the "Statement of total recognised gains and losses" shows a total write down of £37,778 for the year.

Your Company of course has no debt and a little more than thirty one per cent (31.9%) of the portfolio value is currently held in cash in a combination of Sterling and Australian Dollars.

The Company's fiscal year felt strange in that though the FTSE index rose by 9.6% to 3,620.4 as at 30th June 2014 there was a constant feeling that markets remained vulnerable and were only supported by investors' faith in the continuation of supply of easy money from quantitive easing.

Since our year end the FTSE has oscillated violently while our portfolio has benefited from exiting our shareholding in DJI Holdings, the China based promoter and distributor of lottery products, for cash, on its listing on AIM at a little more than three times our entry price. A very satisfactory result.

Our investment in UTM Holdings, the supplier of blank ammunition to the US military, will also be exited at the year end, this on an agreed basis of three times our original cost of £50,000. Again, a satisfactory prospect.

We have recently made a significant investment in Vena Solutions, a fast growing, Toronto based, flexible, multi-process software provider of enhanced experience for Excel users, with a world class customer base.

We have kept faith with Bahamas Petroleum, believing that the high likelihood of there being significant oil reserves within that company's exploration blocks, the poor state of the Bahamas finances and the ongoing and seemingly endless turmoil in the Middle East must logically all combine at some point to make this a sensible investment.

On the other hand it is clear in retrospect that we retained our weighting towards the natural resources sector for far too long and our faith in managers we know well and trusted has offered scant protection against the collapse of a once favoured but now toxic sector. I do however believe that EMED is now finally on track to reopen and operate the old Rio Tinto copper mine during the next few months and that with Trafigura and the Yanggu Xiangguang Copper Company sitting on its tail with their combined circa 40% shareholdings matters will mature more positively during the coming months.

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2014

Principal Risks and Uncertainties

The Company's internal controls are designed to meet its particular needs and the financial risks to which it is exposed. In this context the controls can only provide reasonable, not absolute, assurance against material errors, losses or fraud by third parties.

The directors take an active role in assessing the potential financial risks in all areas of the business by reviewing the investments regularly and also through day to day management control.

The Company's principle financial assets are investments and cash which are monitored daily.

Development and Performance

Your Company's Portfolio is managed on a low turnover basis and is currently invested in a total of five listed securities, four in the UK and one in Canada and five unlisted securities, three in the UK, one in Australia and one in Canada.

At the time of writing the Portfolio's three largest listed shareholdings are Bahamian Petroleum Corporation, UTM Holdings (though this will have been disposed of by the year-end) and Vena Solutions.

On behalf of the board

D J N Nabarro **Director**31 October 2014

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2014

The directors present their report and financial statements for the year ended 30 June 2014.

Principal activities and review of the business

The Company's principal activity continues to be that of an investment company with a long term perspective.

Results and dividends

The results for the year are set out on page 7.

The directors cannot recommend the payment of a dividend, as there are insufficient distributable reserves to enable payment.

Future developments

With next year's looming UK General Election, the emergence of populist parties within and weak and potentially deflationary economic data coming out of the Eurozone, Islamic extremist tensions and the Ebola outbreak, these are uncertain times.

Our expectation is that interest rates will stay at their historic lows for far longer than pundits presently predict. The over regulation and fining of the banks at the same time as the Fed has reduced its rate of quantitive easing has led to a reduction in credit availability, so that we will we believe see more damaging and fundamental shifts in consumer behaviour, like those that have so damaged the former bell-weather retailer, Tesco.

Technology continues to develop and change our world at a bewildering pace and our focus is more in that direction than previously.

We are comfortable in this uncertain period to be long on cash

Directors

The following directors have held office since 1 July 2013:

D J N Nabarro

K R Smith (Resigned 30 June 2014) W G Wells (Appointed 30 July 2014)

At the end of the year, my long serving and diligent co-director, Keith Smith, stood down as a director as he is now spending a significant part of his year abroad. I am grateful to him for his consistent support and wise counsel and wish him well in semi-retirement.

In July, I was delighted to be able to appoint William Wells, my step-son, as a non-executive director. Having taken a First in English at Edinburgh University, William trained in M&A at Citigroup and Lincoln International before learning the investment management business at the top-performing, long-only fund Highclere, both in London. He is part way through the rigorous Chartered Financial Analysts qualification and has been accepted for a one year MBA course at the renowned Insead business school during 2015, when he will be splitting his time between Singapore and Fontainebleau, near Paris. I believe his energy, intellect, track record and fresh perceptions will prove invaluable to MathEngine.

I will look forward to meeting as many of you as possible at the AGM on Friday 5th December 2014

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2014

Creditor payment policy

The Company's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the Company's contractual and other legal obligations.

Auditors

In accordance with section 385 of the Companies Act 2006, a resolution proposing that Haines Watts be reappointed as auditors of the Company will be put to the Annual General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

Statement of disclosure to auditors

- (a) so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the board

D J N Nabarro **Director**31 October 2014

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MATHENGINE PLC

We have audited the financial statements of MathEngine plc for the year ended 30 June 2014 set out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 3 - 4, 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 the 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 30 June 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF MATHENGINE PLC

Matters on which we are required to report by exception

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 obtained all the information and explanations that we considered necessary for the purpose of our audit; and

Rodney Style ACA (Senior Statutory Auditor) for and on behalf of Haines Watts

3 November 2014

Chartered Accountants Statutory Auditor

Sterling House 19/23 High Street Kidlington Oxon OX5 2DH

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2014

		2014	2013
	Notes	£	£
Administrative expenses		(28,364)	(21,816)
Operating loss	2	(28,364)	(21,816)
Profit/(Loss) on sale of fixed asset in Profit/(Loss) on broker's insolvency	vestments	- -	(43,241) 11,745
Loss on ordinary activities before interest		(28,364)	(53,312)
Investment income Other interest receivable and similar	3	1,738	1,762
income	3	2,555	4
Amounts written off investments	4	(54,242)	(37,830)
Loss on ordinary activities before taxation		(78,313)	(89,376)
Tax on loss on ordinary activities	5		
Loss for the year	10	(78,313)	(89,376)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 JUNE 2014

N	2014 otes £	2013 £
Loss for the financial year	(78,313)	(89,376)
Unrealised surplus/(deficit) on trade investment	40,535	(281,433)
Total recognised gains and losses relating to the yea	(37,778)	(370,809)
Note of historical cost profits and lo	sses	
	2014 £	2013 £
Reported loss on ordinary activities before taxation	(78,313)	(89,376)
Realisation of investment revaluation gains of previous years	ears 3,136	104,481
Historical cost (loss)/profit on ordinary activities before taxation	(75,177)	15,105
Historical cost (loss)/profit for the year retained after taxation and extraordinary items	(75,177)	15,105

BALANCE SHEET

AS AT 30 JUNE 2014

		2	2014	2	013
	Notes	£	£	£	£
Fixed assets					
Investments	6		474,746		503,790
Current assets					
Debtors	7	12,348		348	
Cash at bank and in hand		27,865		48,599	
		40,213		48,947	
Creditors: amounts falling due within					
one year	8	(13,000)		(13,000)	
Net current assets			27,213		35,947
Total assets less current liabilities			501,959		539,737
Capital and reserves					
Called up share capital	9		2,422,003		2,422,003
Share premium account	10		12,249,614		12,249,614
Revaluation reserve	10		260,039		222,640
Profit and loss account	10		(14,429,697)		(14,354,520)
Shareholders' funds	11		501,959		539,737

Approved by the Board and authorised for issue on 31 October 2014

D J N Nabarro

Director

Company Registration No. 03334206

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2014

£	2014 £	£	2013 £
	(40,364)		(21,584)
3,881		1,766	
	3,881		1,766
-		(59,420)	
15,749		94,796	
		11,744	
	15,749		47,120
	(20,734)		27,302
	-		-
	(20,734)		27,302
	3,881	£ £ (40,364) 3,881	£ £ £ £ (40,364) 3,881 - (59,420) 94,796 11,744 15,749 - (20,734)

NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2014

1	Reconciliation of operating loss to net cash outflow from operating activities		2014	2013	
	uotivitios			£	£
	Operating loss (Increase)/decrease in debtors			(28,364) (12,000)	(21,816) 232
	Net cash outflow from operating activities			(40,364)	(21,584)
2	Analysis of net funds	1 July 2013	Cash flow	Other non- cash changes	30 June 2014
		£	£	£	£
	Net cash: Cash at bank and in hand	48,599	(20,734)	-	27,865
	Bank deposits	-	-	-	
	Net funds	48,599 ———	(20,734)		27,865 ———
3	Reconciliation of net cash flow to movemen	t in net funds		2014	2013
	The second secon	it iii iiot iuiiuo		£	£
	(Decrease)/increase in cash in the year			(20,734)	27,302
	Movement in net funds in the year			(20,734)	27,302
	Opening net funds			48,599	21,297
	Closing net funds			27,865	48,599

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2014

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of fixed asset investments.

The directors have made an assessment of the company's ability to continue as a going concern and have indentified no material uncertainties that may cast a significant doubt on the ability of the company to continue as a going concern for the foreseeable future.

1.2 Investments

Fixed asset investments are stated at current market value.

1.3 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.4 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.5 Liquid resources

Liquid resources are made up of made up of cash deposits.

2	Operating loss	2014	2013
	Operating loss is stated after charging:	£	£
	Loss on foreign exchange transactions	3,778	1,213 ———
	Auditors' remuneration		
	Fees payable to the company's auditor for the audit of the company's		
	annual accounts	4,650	4,500
	Accountancy and taxation	4,471	4,550
		9,121	9,050

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2014

3	Investment income	2014 £	2013 £
	Income from fixed asset investments	1,738	1,762
	Bank interest	5	4
	Other interest	2,550	
		4,293	1,766
			2242
4	Amounts written off investments	2014 £	2013 £
	Amounts written off fixed asset investments:		
	- temporary diminution in value	54,242 ———	37,830
5	Taxation Total current tax	2014 -	2013 -
	Factors affecting the tax charge for the year		
	Loss on ordinary activities before taxation	(78,313)	(89,376)
	Loss on ordinary activities before taxation multiplied by standard rate of		
	UK corporation tax of 20.00% (2013 - 20.00%)	(15,663)	(17,875)
	Effects of:		
	Non deductible expenses	-	150
	Prior period losses utilised	-	(10,730)
	Losses carried forward	3,527	7.500
	Temporary diminution in value of investments Other tax adjustments	12,136	7,566 20,889
		15,663	17,875
	Current tax charge for the year		-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2014

6 Fixed asset investments

	Listed investments £	Unlisted investments £	Total £
Cost or valuation	~	2	2
At 1 July 2013	236,507	400,615	637,122
Transfer from unlisted investments to listed investments	24,000	(24,000)	037,122
Revaluation	(20,215)	60,750	40,535
Disposals	(15,338)	00,730	(15,338)
Disposais	(15,556)		(15,556)
At 30 June 2014	224,954	437,365	662,319
Provisions for diminution in value			
At 1 July 2013	130,427	2,904	133,331
Transfer from unlisted investments to listed investments	1,200	(1,200)	-
Charge for the year	20,131	34,111	54,242
At 30 June 2014	151,758	35,815	187,573
Net book value			
At 30 June 2014	73,196	401,550	474,746
At 30 June 2013	106,079	397,711	503,790
	Market value	Directors' valuation	Total
	£	£	£
At 30 June 2014	73,196	401,550	474,746
At 30 June 2013	106,079	397,711	503,790

The original cost of the fixed asset investments was £402,280 (2013 - £414,481).

Not included in investments above are option positions which at 30 June 2014 amounted to an unrealised profit of £173 (2013 - £754).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2014

7	Debtors	2014	2013
		£	£
	Other debtors	9,450	-
	Prepayments and accrued income	2,898	348
		12,348	348
8	Creditors: amounts falling due within one year	2014	2013
		£	£
	Accruals and deferred income	13,000	13,000
9	Share capital	2014	2013
		£	£
	Allotted, called up and fully paid		
	25,975,467 Ordinary shares of 1p each	259,755	259,755
	216,224,820 Deferred shares of 1p each	2,162,248	2,162,248
		2,422,003	2,422,003

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2014

10 Statement of movements on reserves

	Share premium account £	Revaluation reserve £	Profit and loss account £
Balance at 1 July 2013 Loss for the year Transfer from reveluation reserve to profit and loss account	12,249,614 -	222,640	(14,354,520) (78,313)
Transfer from revaluation reserve to profit and loss account Revaluation during the year		(3,136) 40,535	3,136
Balance at 30 June 2014	12,249,614	260,039	(14,429,697)

No tax has been provided in respect of the amounts allocated to the revaluation reserve.

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11	Reconciliation of movements in shareholders' funds	2014	2013
		£	£
	Loss for the financial year	(78,313)	(89,376)
	Other recognised gains and losses	40,535	(281,433)
	Net depletion in shareholders' funds	(37,778)	(370,809)
	Opening shareholders' funds	539,737	910,546
	Closing shareholders' funds	501,959	539,737

12 Employees

Number of employees

There were no employees during the year apart from the directors.

13 Control

There is no controlling party.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2014

14 Related party relationships and transactions

During the year the company paid £3,000 (2013 - £Nil) in management charges to Cato Strategic Limited. During the year, it also lent £9,550 to Cato Strategic Ltd which was repaid with interest in July 2014. Cato Strategic Limited is a company that is 60% owned by D J N Nabarro, who is a Director of Mathengine Plc.