



URA Holdings PLC

Half Year Results

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URA Holdings PLC

29 March 2018

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URA Holdings Plc

("URA" or "the Company")

Half Year Results

Six months ended 31 December 2017

URA Holdings Plc announces its Half Year Results for the six months ended 31 December 2017.

Chairman's Statement

URA Holdings (formerly Uranium Resources plc), became an AIM Rule 15 cash shell on 20 December 2017 pursuant to which it must make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before 21 June 2018, or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million) failing which, the Company's New Ordinary Shares will then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

URA is agnostic in relation to sectors but the Company will focus on an acquisition that can create significant value for shareholders in the form of capital growth and/or dividends. The Company continues to assess various acquisition opportunities.

There are many companies seeking a listing via a reverse takeover and the Directors remain confident of identifying a suitable opportunity for URA.

The Directors continue to keep the Company's costs to a minimum and are fully aligned with the rest of the Company's shareholders. Melissa Sturgess is the beneficial owner of 8.3% and Peter Redmond is the beneficial owner of 4.2% of the issued share capital of URA.

Concurrent with becoming an AIM Rule 15 cash shell, the Company completed the following corporate transactions/events in December 2017:

- The sale of 100% of its Tanzanian Mtonya uranium exploration interests to Estes Limited ("Estes"), the Company's largest shareholder, for US\$1.2 million. This sale value was 25% higher than the top of the fair market range of Mtonya provided by independent consultants. The sale consideration was applied in partial settlement of the outstanding loans from Estes to the Company.
- A share capital reorganisation wherein the number of shares on issue was reduced on a 15:1 basis with the New Ordinary Shares (being shares on

issue after the share capital reorganisation) having a par value of £0.0015 each.

- Capitalisation of the balance of the Estes loans with the Company (US\$870,000) into 9,280,000 New Ordinary Shares.
- Amounts owing to directors (£35,000) were satisfied by the issue of 7,777,778 New Ordinary Shares.
- A private placement of 200,000,000 New Ordinary Shares that raised £900,000 (gross) in working capital.
- Appointed a new board consisting of Peter Redmond (Chairman), Melissa Sturgess (Executive Director) and Alex Gostevskikh (Non-executive Director).
- Changed its name from Uranium Resources plc to URA Holdings plc.

Financial Results

The Company made a pre-tax loss from continuing operations for the six months ended 31 December 2017 of US\$250,000 (6 months ended 31 December 2016: US\$245,000; Year ended 30 June 2017: profit of US\$79,000, mainly due to the write off of past remuneration due to directors).

Outlook

Following completion of the disposal of Mtonya to Estes and the other corporate events noted above, the Company has become an AIM Rule 15 cash shell. The current Board will pursue a strategy focusing on an acquisition that can create significant value for shareholders in the form of capital growth and/or dividends.

Peter Redmond

Chairman

****ENDS****

For further information please visit www.uraholdingsplc.co.uk or contact:

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**UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE
INCOME FOR THE SIX MONTHS ENDED 31 DECEMBER 2017**

		Half-year ended 31 Dec 2017 (Unaudited) US\$'000s	Half-year ended 31 Dec 2016 (Unaudited) US\$'000s	Year Ended 30 June 2017 (Audited) US\$'000s
	Note			
Continuing operations				
Administrative expenses		(137)	(97)	138
Interest payable and foreign exchange losses		(47)	(148)	(59)
Share based payment expense		(7)	-	-
Profit/(loss) before taxation		(191)	(245)	79
Taxation	4	-	-	-
Profit/(loss) for the period from continuing operations		(191)	(245)	79
Discontinued operations				
Loss after tax on discontinued operations	3	(59)	(44)	(1,677)
Loss for the period		(250)	(289)	(1,598)
Other comprehensive income				
Exchange currency translations		3,284	127	41
Total comprehensive loss attributable to the equity holders of the parent		3,034	(162)	(1,557)
Loss for the period per share (cents)				
Basic and diluted	5	(0.39)	(0.04)	(0.21)

**UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT
31 DECEMBER 2017**

		Half-year ended 31 Dec 2017 (Unaudited) US\$'000s	Half-year ended 31 Dec 2016 (Unaudited) US\$'000s	Year Ended 30 June 2017 (Audited) US\$'000s
	Note			
ASSETS				
Non-current assets				
Exploration & evaluation assets	6	-	2,786	1,200
Total Non-current Assets		-	2,786	1,200
Current assets				
Other receivables		17	-	8
Cash and cash equivalents		1,221	12	6
Total Current Assets		1,238	12	14

Total Assets		1,238	2,798	1,214
LIABILITIES				
Current liabilities				
Borrowings	7	-	(1,820)	(1,912)
Trade and other payables		(155)	(381)	(100)
Total Current Liabilities		(155)	(2,201)	(2,012)
Total Liabilities		(155)	(2,201)	(2,012)
Net Assets		1,083	597	(798)
EQUITY				
Share capital	8	1,923	1,225	1,225
Share premium		23,209	21,776	21,776
Foreign exchange reserve		(3,349)	21	(65)
Retained losses		(20,700)	(22,425)	(23,734)
Total Equity		1,083	597	(798)

**UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR
THE SIX MONTHS ENDED 31 DECEMBER 2017**

	Share capital US\$'000s	Share premium US\$'000s	Foreign exchange reserve US\$'000s	Retained losses US\$'000s	Total shareholders' equity US\$'000s
As at 1 July 2016	1,225	21,776	(106)	(22,136)	759
Total comprehensive income	-	-	127	(289)	(162)
Balance at 31 December 2016	1,225	21,776	21	(22,425)	597
As at 1 July 2017	1,225	21,776	(65)	(23,734)	(798)
Total comprehensive income	-	-	(3,284)	3,034	(250)
Net equity issued	698	1,433	-	-	2,131
Balance at 31 December 2017	1,923	23,209	(3,349)	(20,700)	1,083

**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW FOR THE SIX
MONTHS ENDED 31 DECEMBER 2017**

	Half-year ended	Half-year ended	Year Ended
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	31 Dec 2017 (Unaudited) US\$'000s	31 Dec 2016 (Unaudited) US\$'000s	30 June 2017 (Audited) US\$'000s
Operating activities			
Profit/(loss) for the period	(191)	(245)	79
Salary payable write off	-	-	(326)
Interest payable	8	6	14
Foreign exchange loss/(gain)	39	142	45
Share based payment	7	-	-
(Increase) in receivables	(17)	-	(8)
Increase in payables	93	28	89
Net cash used in operating activities	(61)	(69)	(107)
Investing activities			
Cash disposed on sale of subsidiaries	(2)	-	-
Discontinued operations	(30)	(44)	(93)
Net cash used in investing activities	(32)	(44)	(93)
Financing activities			
Equity issue, net of costs	1,158	-	-
Borrowings	150	98	183
Net cash from financing	1,308	98	183
Increase /(decrease) in cash and cash equivalents	1,215	(15)	(17)
Foreign exchange movements on cash	-	5	1
Cash and cash equivalents at beginning of the period	6	22	22
Cash and cash equivalents at the end of the period	1,221	12	6

**NOTES TO THE UNAUDITED HALF-
YEARLY FINANCIAL REPORT FOR THE SIX MONTHS ENDED 31
DECEMBER 2017**

1. General information

URA Holdings Plc (formerly Uranium Resources Plc) ('the Company' or 'URA') is domiciled in England. The condensed consolidated half-year accounts of the Company for the six months ended 31 December 2017 comprise the Company and its subsidiaries held during the period (together referred to as 'the Group'). As at 31 December 2017 the Company had completed the sale of all its subsidiaries such that the Consolidated Statement of Financial Position as at 31 December 2017 only incorporates the parent company's accounts.

The condensed half-year accounts for the period 1 July 2017 to 31 December 2017 are unaudited. In the opinion of the Directors the condensed half-year accounts for the period presents fairly the financial position, and results from operations and cash flows for the period in conformity with the generally accepted

accounting principles consistently applied. The condensed half-year accounts incorporate unaudited comparative figures for the interim period 1 July 2016 to 31 December 2016 and the audited financial year ended 30 June 2017.

The financial information contained in this half-year report does not constitute statutory accounts as defined by section 434 of the Companies Act 2006.

The comparatives for the full year ended 30 June 2017 are not the Company's full statutory accounts for that year. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditors' report on those accounts was unqualified and did not contain a statement under section 498 (2) - (3) of the Companies Act 2006.

2. Accounting policies

The condensed half-year accounts have been prepared using policies based on International Financial Reporting Standards (IFRS and IFRIC interpretations) issued by the International Accounting Standards Board ("IASB") as adopted for use in the EU. The condensed half-year accounts have been prepared using the accounting policies which are expected to be applied in the Group's statutory financial statements for the year ending 30 June 2018.

Basis of preparation and going concern

At 31 December 2017 the Company had recently completed a £900,000 (gross) equity raising while completing transactions that extinguished all previous borrowings.

The existing cash funds provide the Group with sufficient available resources to meet all of its commitments for the next 12 months and, accordingly these condensed half-year accounts are prepared on a going concern basis.

Standards, amendments and interpretations effective in 2017:

The accounting policies adopted in the preparation of these financial statements are consistent with those followed in the preparation of the prior year's financial statements except for the adoption of new standards and interpretations effective as of 1 July 2017. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective:

- IFRS 9 - Financial instruments (Effective 1 January 2018)
- IFRS 15 - Revenue from Contracts with Customers (Effective 1 January 2018)
- IFRS 16 - Leases (Effective 1 January 2019)

No pronouncements are expected to have a material impact on the Group's earnings or shareholders' funds.

3. Discontinued operations

On 20 December 2017 the Company completed a sale to its largest shareholder, Estes Limited (Estes), of the various subsidiaries that owned all of the Group's Tanzanian located uranium exploration assets. These subsidiaries are reported in this half-year report as discontinued operations.

The sales consideration the Company received from this sale was US\$1,200,000 paid by way of a partial settlement of the Company's loans from Estes. All existing liabilities owed by the discontinued operations were absorbed by Estes. In addition the Company secured warranties from Estes that Estes is responsible for any/all future liabilities/contingent liabilities arising from the discontinued operations.

The carrying amount of assets and liabilities of the discontinued operations as at the date of sale were:

	Consolidated	
	31 Dec 2017	30 June 2017
	US\$'000s	US\$'000s
Exploration and evaluation assets	1,200	1,200
Other receivables	-	8
Cash	2	2
Total assets	1,202	1,210
Trade creditors	(27)	(38)
Net (liabilities)/assets	1,175	1,172

Financial performance and cash-flow information

The financial performance and cash-flow information for the discontinued operations are presented for 6 months ended 31 December 2017 with the comparative figures being the 12 months ended 30 June 2017.

Financial performance from discontinued operations

	Consolidated	
	31 Dec 2017	30 June 2017
	US\$'000s	US\$'000s
Revenue	-	-
Expenses	(27)	(1,401)
Discontinued operations loss before tax	(27)	(1,401)
Taxation	-	-
Loss after tax from discontinued operations	(27)	(1,401)
Loss on the sale of discontinued operations after transaction costs	(32)	-
Loss for the period from discontinued operations	(59)	(1,401)

Cash flows from discontinued operations:

Net cash outflows from operating activities	(30)	(108)
Net cash outflows from investing activities	-	(100)
Net cash outflows from financing activities	-	-
Net cash outflows	(30)	(208)

4. Taxation

The Group no longer has an exposure to potential Tanzanian tax issues following the sale of its Tanzanian subsidiaries in December 2017.

As at 31 December 2017 no tax losses, nor any provision for future tax, have been recorded (31 December 2016 and 30 June 2017 - \$Nil).

5. Loss per share

The basic loss per share has been calculated using the loss for the financial period of \$250,000 (six months ended 31 December 2016: \$289,000; year ended 30 June 2017: \$1,598,000).

The weighted average number of shares on issue for the period has been calculated on the basis of the number of equivalent New Ordinary Shares that were on issue prior to the equity reorganisation plus the New Ordinary Shares issued in the period; giving a weighted average number of shares for the December 2017 half year of 63,555,888. Comparative period calculations for both the half year ended December 2016 and the full year ended June 2017 are based on the average number of pre-reorganisation shares being 757,632,495.

A separate diluted loss per share has not been calculated because any potentially dilutive shares would decrease the basic loss per share, thus being anti-dilutive.

6. Exploration and evaluation assets

	Half-year ended 31 Dec 2017 (Unaudited) US\$'000s	Half-year ended 31 Dec 2016 (Unaudited) US\$'000s	Year Ended 30 June 2017 (Audited) US\$'000s
Cost and net book value			
At beginning of period	1,200	2,800	2,800
Additions	-	28	-
Foreign exchange	-	(42)	(16)
Sale consideration	(1,200)	-	-
Impairment	-	-	(1,584)
Closing balance	-	2,786	1,200

In December 2017 the Company completed the sale of 100% of its Tanzanian located Mtonya uranium project to Estes for gross consideration of US\$1.2 million. The Company no longer holds any exploration and evaluation assets.

7. Borrowings

	Half-year ended 31 Dec 2017 (Unaudited) US\$'000s	Half-year ended 31 Dec 2016 (Unaudited) US\$'000s	Year Ended 30 June 2017 (Audited) US\$'000s
Opening balance	1,912	1,715	1,715
Movements in period	(1,912)	105	297
Closing balance	-	1,820	1,912

In December 2017 and concurrent with the Company selling the Mtonya uranium project the Company entered into an agreement with its

major shareholder, Estes Limited, for the balance owed under a loan facility with Estes to be fully repaid. The loan was extinguished by a combination of the sale proceeds from the sale of Mtonya, with the balance including all outstanding interest being converted into URA shares at a pre-reorganisation share issue price of £0.005 per share.

8. Share capital

	Half-year ended 31 Dec 2017 (Unaudited) US\$'000s	Half-year ended 31 Dec 2016 (Unaudited) US\$'000s	Year Ended 30 June 2017 (Audited) US\$'000s
Allotted, called up and fully paid share capital	1,923	1,225	1,225
Movements in Equity			
	Issue price	Number of shares on issue	
Opening balance of pre-reorganisation shares of 0.1p each			757,632,495
Estes loan settlement by the issue of pre-reorganisation shares	£0.0050		139,200,000
Capital consolidation and reduction; New Ordinary Shares of 0.15p each*			59,788,699
Private placement	£0.0045		200,000,000
Issue to extinguish Director liabilities	£0.0045		7,777,778
Closing New Ordinary Shares on issue			267,566,477

* In December 2017 the Company undertook a share capital reorganisation such that shareholders were issued with one (1) post-reorganisation share of 0.15p each ('New Ordinary Share') for every fifteen (15) pre-reorganisation shares of 0.1p each. During the period pre-reorganisation shares were issued in a partial settlement of the Estes loan. In addition, after completion of the capital reorganisation New Ordinary Shares were issued in settlement of outstanding director liabilities and via a private placement.

9. Share options and share warrants

Share Options

During the period the Company issued the following options to acquire New Ordinary Shares:

- 40,134,992 options exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022 in accordance with the Company's Employee Share Option Plan; of which 13,378,331 remain unallocated while 26,756,661 were issued to the proposed new directors and consultants to the Company;
- 2,675,664 options to the Company's broker, Peterhouse Corporate Finance Ltd, exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022; and
- 2,675,664 options to the Company's nominated adviser and broker, Northland Capital Partners Ltd, exercisable into New Ordinary Shares at an issue price of £0.0045 per New Ordinary Share on or before 19 December 2022.

Share Warrants

During the period the Company issued the following share warrants that are exercisable at £0.09 per New Ordinary Share on or before the earlier of 21 March 2019 or when the Company completes a reverse takeover transaction in accordance with AIM Rule 14:

- 100,000,000 Placing Warrants issued on a 1:2 basis for every share subscribed in the private placement conducted in December 2017; and.
- A maximum of 29,894,417 Bonus Warrants were issued to holders of the pre-reorganisation shares held at the Record Date (20 December 2017). The Bonus Warrants were issued to those shareholders on 1:2 basis for every New Ordinary Share held after the capital reorganisation. The Company's largest shareholder, Estes and the previous directors of the Company (save for James Pratt) undertook not to exercise their entitlement to under the Bonus Warrant issue; leaving a maximum of 11,342,612 Bonus Warrants that may be exercised in the future.

10. Related party transactions

During the period liabilities owing to two directors as at 30 June 2017 (£35,000) were discharged by the issue of 7,777,778 New Ordinary Shares.

The Company entered into related party transactions with its major shareholder, Estes Limited, that have been disclosed in Notes 3, 5 & 6. The only other transactions with the Directors relate to their remuneration and interests in shares and share options.

11. Events after the period end date

There were no significant events after the period end date.

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The company news service from the London Stock Exchange

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