

URA HOLDINGS PLC

Company number 05329401 (England and Wales)

Corporate Governance Statement – 26 September 2018

The Directors recognise the importance of sound corporate governance. As an AIM-listed company, the Board has adopted the Quoted Companies Alliance Corporate Governance Code (“the QCA Code”) which it believes best suits a Company of this size.

Peter Redmond, the Company’s Chairman, has assumed responsibility for ensuring that the Company has appropriate corporate governance standards and that these standards are applied throughout the Company.

The Board, through its adoption of the QCA Code, believes in the value of putting the necessary systems and processes in place to support the Company’s strategic objectives. The Board is aware of the importance of communicating these strategic objectives to stakeholders and in reporting performance in a manner that encourages constructive dialogue to support the creation of long term shareholder value. The Board recognise their role in setting the strategic direction of the business as well as in establishing the organisation’s risk appetite. This is supported with a strong belief in appropriate accountability and performance measures.

The Board currently consists of three directors, two of which are executive and one is non-executive.

The Board has considered each of the 10 principles contained in the QCA Code and implemented these principles appropriately. In addition, the Company has implemented a code of conduct for dealing in the shares of the Company by directors.

The 10 principles of the QCA Code are listed below together with a short explanation of how the Company applies each of the principles. Where the Company does not fully apply each principle an explanation as to why has also been provided.

Principle One

Business Model and Strategy

The Company is currently an AIM Rule 15 cash shell and the Board has adopted a strategy appropriate for its status.

URA is focused on securing an acquisition that can create significant value for shareholders in the form of capital growth and/or dividends.

Principle Two

Understanding Shareholder Needs and Expectations

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company’s Annual General Meeting (AGM) where the Board make themselves available to deal with any issues in an informal basis after the conclusion of the AGM. Investors also have access to current information on the Company through its website, www.uraholdingsplc.co.uk, and via Peter Redmond, the Chairman, who is available to answer investor relations enquiries.

Principle Three

Stakeholder Responsibilities

The Board recognises that the long term success of the Company is reliant upon the efforts of its directors, consultants and advisers. The Board has put in place a range of processes and systems to ensure that there is close Board oversight and contact with its key resources and relationships. For example, the Board ensures that all key relationships with professional advisers are the responsibility of, or are closely supervised by, one of the directors or the financial controller (Michael Langoulant).

Principle Four

Risk Management

In addition to its other roles and responsibilities the Audit Committee is responsible to the Board for ensuring that procedures are in place, and are being effectively implemented to identify, evaluate and manage the risks faced by the Company.

The Directors have established procedures, as represented by this statement, for the purpose of providing a system of internal control including policies that cover matters such as share dealing and insider legislation.

The main risk faced by the Company is the inability to conclude a reverse takeover (RTO) transaction before 21 December 2018, at which point the admission of the Company's shares to trading on AIM will be cancelled. In these circumstances, the Company would need to re-apply to AIM for admission to trading of its shares on AIM to be able to complete an RTO transaction.

Principle Five

A Well-Functioning Board of Directors

As from 20 December 2017 and since the year end, the Board has comprised, the Chairman, Peter Redmond, Executive Director, Melissa Sturgess and one Non-Executive Director, Alex Gostevskikh. Each director will devote as much time as is required to carry out the roles and responsibilities that the director has agreed to take on. Biographical details of the current directors are set out within Principle Six below. Executive and non-executive directors are subject to re-election intervals as prescribed in the Company's Articles of Association. At each Annual General Meeting one-third of the Directors, who are subject to retirement by rotation shall retire from office. They can then offer themselves for re-election.

The Directors are all employed under letters of appointment with no termination benefits.

The Company has established Audit, Nomination and Remuneration Committees which meet whenever required within the context of the Company being an AIM Rule 15 cash shell. Peter Redmond is Chairman of the Audit and Remuneration Committees and Melissa Sturgess is Chairman of the Nomination Committee.

Board Meetings

The Board has full control of the Company with day-to-day operational control delegated to the Chairman and Executive Director. The full Board meets on occasions it considers necessary. During the year ended 30 June 2018 there were seven Board meetings.

Principle Six

Appropriate Skills and Experience of the Directors

The Board currently consists of three directors and, in addition, the Company uses the services of Michael Langoulant for ad hoc financial advisory services and also to act as Company Secretary.

Alex Gostevskikh is currently the Company's only independent non-executive director. The Company acknowledges that the guidance in the QCA Code is for a company to have at least two independent non-executive directors. However, the Directors are satisfied that the Company's board composition is appropriate given its classification as an AIM Rule 15 cash shell. The Directors shall keep the position under regular review and to the extent additional independence is felt to be required on the Board, it shall be sought.

Brief biographies of the Board are shown below.

Peter Redmond, Chairman

Peter Redmond is a corporate financier with over 30 years of experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years on various stock exchanges, whether by IPO or in many cases via reverse takeovers, across a wide range of sectors, ranging from technology to natural resources. He was a founder director of Cleeve Capital plc (now Satellite Solutions Worldwide Group plc) and Mithril Capital plc (now Be Heard Group plc), both listed on AIM, and took a leading role in the reconstruction and refinancing of AIM-quoted Kennedy Ventures plc and 3Legs Resources plc (now SalvaRx Group plc). He is a director of Hemogenyx plc and Pires Investments plc.

Melissa Sturgess, Executive Director

Melissa Sturgess holds a BSc and an MBA and has many years of experience as a director of AIM and ASX quoted companies. She was most recently a key driver in the successful recapitalisation of Messaging International plc during 2016 which subsequently changed its name to SigmaRoc Plc, acquired a building materials business via a reverse takeover and raised £50 million from a range of investors in the Channel Islands and the UK. She is a director of Ananda Developments plc, LB-Shell plc and Imperial Minerals plc.

Alex Gostevskikh, Non-Executive Director

Alex Gostevskikh MSc MBA, is a geologist with 28 years of experience in international mining and exploration for such commodities as gold, silver, antimony, mercury, and base metals. He has extensive corporate experience through his involvement with a number of listed companies on the AIM, TSE and NYSE markets. Alex is a member of the Mining and Metallurgical Society of America and acts as a Competent Person under the definitions of the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and as a Qualified Person under the AIM Note for Mining, Oil and Gas Companies.

Principle Seven

Evaluation of Board Performance

Internal evaluation of the Board, the Committee and individual directors is important and will develop as the status of the Company changes in the future. The expectation is that Board reviews will be undertaken on annual basis in the form of peer appraisal to determine the effectiveness and performance of the directors in various areas.

Principle Eight

Corporate Culture

Notwithstanding the Company's Rule 15 cash shell status, the Directors are aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole. Therefore, the importance of sound ethical values and behaviour is a factor in the ability of the Company to successfully achieve its objective of completing an acquisition by 21 December 2018 which constitutes a reverse takeover under the AIM Rules.

The Board's current assessment of the culture within the Company is one where there is respect for all individuals, there is open dialogue within the Company and there is a commitment to best practice operations.

Principle Nine

Maintain Appropriate Governance Structures and Processes

Given the Company's current status as a Rule 15 cash shell, the Board has placed on hold its scheduled meeting calendar and only meets when necessary. Notwithstanding the above, the Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and Committee papers are distributed several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management.

Principle Ten

Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements, the Annual General Meeting (AGM) and one-to-one meetings with large existing or potential new shareholders. A range of corporate information (including all Company announcements and presentations) is also available to shareholders, investors and the public on the Company's corporate website, www.uraholdingsplc.co.uk.