

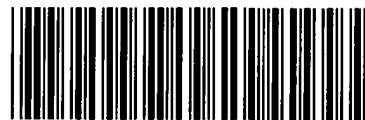
AM03

Notice of administrator's proposals



Companies House

WEDNESDAY



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05/08/2020

#39

COMPANIES HOUSE

1 Company details

Company number 0 5 8 7 5 5 2 5

Company name in full North River Resources Plc

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s) Shane

Surname Crooks

3 Administrator's address

Building name/number 55

Street Baker Street

London

Post town

County/Region

Postcode W 1 U 7 E U

Country

4 Administrator's name

Full forename(s) Mark

Surname Shaw

① Other administrator
Use this section to tell us about
another administrator.

5 Administrator's address

Building name/number 55

Street Baker Street

London

Post town

County/Region

Postcode W 1 U 7 E U

Country

② Other administrator
Use this section to tell us about
another administrator.

AM03 Notice of Administrator's Proposals

6 Statement of proposals



I attach a copy of the statement of proposals

7 Sign and date

Administrator's
Signature

Signature

X



X

Signature date

d

5

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8

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AM03 Notice of Administrator's Proposals



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Shane Crooks
Company name	BDO LLP
Address	5 Temple Square
	Temple Street
Post town	Liverpool
County/Region	
Postcode	L 2 5 R H
Country	
DX	
Telephone	01512 374 500



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed and dated the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

**North River Resources Plc
In Administration
Registration Number: 05875525**

Statement to Creditors pursuant to Rule 3.35 of
the Insolvency (England and Wales) Rules 2016
and Statement of Proposals under Paragraph 49 of
Schedule B1 to the Insolvency Act 1986

Dated: 5 August 2020

BDO

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NORTH RIVER RESOURCES PLC - IN ADMINISTRATION

Registered No: 05875525

In the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD) CR-2020- 002723

Registered office situated at: BDO LLP, 55 Baker Street, London, W1U 7EU

Former registered office situated at: 6th Floor, 60 Gracechurch Street, London, EC3V 0HR**1. Introduction**

Shane Crooks (officeholder number: 15110) and Mark Shaw (officeholder number: 8893), both licensed and authorised by the Institute of Chartered Accountants in England and Wales in the UK and both of BDO LLP, 55 Baker Street, London, W1U 7EU were appointed Joint Administrators of North River Resources Plc ('the Company') on 11 June 2020.

This report is addressed to the creditors of the Company and incorporates the Joint Administrators' proposals.

As set out in greater detail in Section 16 below, these proposals are to be considered by the creditors through a deemed consent procedure. However, where a decision procedure is arranged, creditors may approve the Joint Administrators' proposals with or without modifications, subject to the Joint Administrators' agreement to any such modifications. If the creditors reject the Joint Administrators' proposals, a report will be sent to the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies Court, confirming that the creditors have rejected the proposals. The Court may then discharge the Administration and make consequential directions. Alternatively, it may adjourn the hearing or make some other Order as it thinks fit.

In order to object to the Joint Administrators' proposals, a creditor must deliver to me via email to BRCMT@bdo.co.uk by no later than 19 August 2020, a written notice stating that the creditor objects to the resolutions. Additional information about the deemed consent procedure for approval of the proposals is contained at Appendix 5, Notice of Deemed Consent.

If the Joint Administrators' proposals are agreed by the creditors, the Joint Administrators will continue to manage the affairs, business and property of the Company to the extent that the same have not ceased or been transferred. The Joint Administrators would, at some later date, arrange for the Company to exit from the Administration, by a route as agreed by the creditors. Based on the information presently available, the Joint Administrators are unable accurately to determine the appropriate exit route from the Administration as the outcome of the Administration and sale process currently remains uncertain. Further details are provided later in this report in Section 14.

In addition, I attach a notice of decision by correspondence to allow creditors to consider if a creditors' committee should be formed and to seek approval of the Joint Administrators' remuneration and expenses in the absence of a creditors' committee. The initial decision date is 19 August 2020.

The Joint Administrators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code can be found at <https://www.icaew.com/technical/insolvency/sips-regulations-and-guidance/insolvencycode-of-ethics>.

Creditors may access information setting out creditors' rights in respect of the approval of the Joint Administrators' remuneration at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>.

2. Events leading up to the appointment of the Joint Administrators

The Company was incorporated on 13 July 2006. It was based in London and its previous registered office was located at 60 Gracechurch Street, London, EC3V 0HR. The registered office is now at our London office.

The Company is a holding company for a number of subsidiaries, with all but one of these being dormant. The remaining subsidiary, Namib Lead and Zinc Mining (Pty) Ltd ('NLZM'), a Namibian company, was established to operate a lead and zinc mine in Namibia. The Company holds 90% of the issued share capital of NLZM.

The Company was funded initially via unsecured shareholder loans provided by its two largest shareholders, CL Ventures Lux SARL ('Castlake') and Greenstone Resources LP ('Greenstone'). This allowed the Company to fund, in particular, the activities of NLZM, and we understand that, until the summer of 2019, significant investment was made into NLZM, in order to develop the necessary mine infrastructure and ramping-up the mine. The mine commenced production in or around August of 2019.

In December 2019, further funding was required by NLZM as the mine was still in the early phase of production and was not generating sufficient profits to support its own operations. Following discussions with the two largest shareholders, Castlake agreed to provide an additional \$4.5m facility, secured over various assets of the Company ('the Senior Secured Facility'). Ultimately, \$2.75m of the Senior Secured Facility was drawn-down by the Company, prior to the mine being placed into care and maintenance (see below).

Despite the additional Senior Secured Facility, NLZM continued to be impacted by operational issues at the mine, falling commodity prices and, in the first quarter of 2020, the global Covid-19 pandemic which ultimately led to a lock-down in Namibia. The operation of the mine in these circumstances became unsustainable, and the directors of NLZM took the decision to place the mine into care and maintenance. The ceasing of operations at the mine was an event of default under the Senior Secured Facility, the impact of which, amongst other things, was that the Company was no longer able to draw-down the remaining unutilised part of that facility.

We understand that, despite discussions taking place between the shareholders with a view to a consensual restructuring of the Company, no agreement was ultimately reached. After considering the financial position of the Company, the board concluded that it was necessary to place the Company into Administration.

On 11 June 2020, Shane Crooks and Mark Shaw were appointed Joint Administrators pursuant to Paragraph 22 of Schedule B1 of the Insolvency Act 1986 ('the Act'). Under the provisions of paragraph 100(2) of Schedule B1 to the Act, the Joint Administrators carry out their functions jointly and severally, meaning any actions can be done by one Administrator or by both of them.

3. Statutory information and statement of affairs

Attached at Appendix 1 is certain statutory information in respect of the Company, including a record of the names of the Company's directors and its secretary, together with details of the Company's shareholders.

Attached at Appendix 2 are two statements of affairs of the Company submitted by the directors as at 11 June 2020, the date of the Joint Administrators' appointment. The directors of the Company have been unable to reach a consensus on the estimated value to

include for the investment in NLZM, and therefore four versions of the statement of affairs have been submitted.

The Joint Administrators have reviewed the statements of affairs but have not carried out any audit or detailed verification work at this time. Please note that no independent valuation of the shares in NLZM has been undertaken to support the estimated to realise value contained within these statements of affairs.

4. Achieving the purpose of the Administration

The statutory purpose of an administration consists of three objectives, which must be considered by the Joint Administrators in the cascading order set out below. We address the progress that has been made to date in respect of each objective:

- a) The first objective is rescuing the Company as a going concern (i.e. restructuring the Company's business; resulting in the survival of the Company as a corporate entity). We note that the Company is a non-trading entity which holds shares in a number of subsidiaries, most of which are dormant. It also has substantial liabilities due in respect of the Administration Funding Facility (see below) and the unsecured shareholder loans. Given the extent of these liabilities, it may not be possible to achieve the first objective. We will, however, continue to explore this objective, as appropriate, with the Company's stakeholders.
- b) The second objective is achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration). As detailed in Section 5 below, the Administration proceedings have allowed the Joint Administrators to secure funding to allow the Company's subsidiary, NLZM, to continue to operate in care and maintenance whilst an orderly sale process is undertaken. This should enable realisations from the Company's investment in NLZM to be maximised. It is not yet certain whether the investment will realise sufficient value to enable a distribution to be paid to the Company's unsecured creditors. However, in the event that a distribution is paid to unsecured creditors, the Joint Administrators believe that the second objective may be achieved.
- c) The third and final objective is realising property in order to make a distribution to one or more secured or preferential creditors. There is one secured creditor in the Administration; as the Company had no employees, we are not aware of any preferential creditors. The Joint Administrators consider it likely that the third objective will be achieved. In this regard, this objective overlaps, and is consistent, with that at (b) above. In the event of a sale of the Company's assets, the strategy followed by the Joint Administrators is not likely to be different in practice as between objectives (b) and (c).

5. Management of the Company's affairs since the Joint Administrators' appointment

BDO LLP was introduced to this matter via Castlake's legal advisors a number of weeks prior to the appointment of Joint Administrators, and at a time when the shareholders were in discussions regarding a potential consensual restructuring.

During this pre-appointment stage, we were provided with only limited information regarding the financial position and requirements of the Company. However, it was understood that the only significant asset of the Company was its investment (by way of equity and intra-group loans) in NLZM, and that the overriding objective of any insolvency process would be to preserve and maximise the value in that asset. To achieve this, it would likely be necessary for any Administrators to obtain funding to allow the Company and NLZM to continue to operate whilst options for the Company were explored, including, if needed, a sale process; Castlake had indicated that it was prepared to provide such funding, and initial discussions were undertaken with Castlake in respect of funding options during this period. We comment further below on this.

5.1. Funding agreement

At the outset of the Administration, and given the discussions that had taken place with Castlake prior to the Joint Administrators' appointment, non-binding heads of terms had been agreed with Castlake documenting the terms on which it would be prepared to provide a limited recourse 'Administration Funding Facility' to the Company. In broad summary, this would provide the Company with a new money funding line of up to \$2.32m, secured over the Company's assets, for the purpose of allowing the Company and NLZM to continue to operate.

Upon their appointment, and in the limited time available given the urgent funding need of NLZM, the Joint Administrators sought potential alternative funders, with a view to ensuring that the terms negotiated with Castlake were the best that could be obtained in the circumstances. Greenstone was also offered the opportunity to participate in the funding, and was provided with the non-binding heads of terms that had been agreed with Castlake.

In that limited time available, and given the circumstances facing the Company and NLZM, no alternative funders were identified, and the Joint Administrators therefore proceeded to negotiate the Administration Funding Facility agreement and security documentation with Castlake. Greenstone confirmed that they were not willing to provide funding. During the period in which the Joint Administrators were exploring whether alternative funders existed, and given the funding requirement of NLZM, Castlake agreed to provide the Company with a \$500k drawdown under the existing Senior Secured Facility, on the basis that it would be repaid through the Administration Funding Facility that was being negotiated should it ultimately be put in place.

The Administration Funding Facility and associated documentation was executed on 17 July 2020, with a first drawdown of \$1.4m being requested and received on the same day. Given the \$500k advanced under the Senior Secured Facility during the interim period, the new money line reduced by an equivalent amount (i.e. from \$2.32m to \$1.82m).

5.2. NLZM

As the investment in NLZM was identified as the only significant asset of the Company, steps were required to be taken to ensure that NLZM was protected from any enforcement action from its own creditors, so as to ensure that it remained stable and in good standing. Failure to do so would likely result in a significant deterioration in the value of NLZM.

The placing of the mine into care and maintenance had led to the retrenchment (redundancy) of the vast majority of its local workforce. During the Administration period, NLZM has negotiated and agreed with the employees' union final retrenchment packages for all of the former employees. NLZM required funding from the Company to meet its commitments under the agreed retrenchment packages. Further arrangements have been formalised with NLZM's remaining employees to secure their cooperation.

Additionally, NLZM was party to a Prepayment Facility and Offtake Agreement with Concord Resources Limited ('Concord'). Under the terms of the Offtake Agreement, Concord was the sole customer of NLZM for all of the concentrate produced by the mine. The Prepayment Facility in effect provided NLZM with a working capital facility of \$1.5m, which was being amortised by a deduction against the price of each dry metric tonne of concentrate shipped by NLZM to Concord. Additionally, the Company had guaranteed NLZM's obligations under the Prepayment Facility.

As a result of the Administration, Concord issued a notice of default and acceleration of the debt due under the Prepayment Facility, which created a debt immediately due and payable in NLZM. The balance due to Concord was c\$1.27m. To ensure that NLZM was able to repay

the debt and avoid any enforcement action, the Company has made available to NLZM funds from the Administration Funding Facility sufficient to settle the Prepayment Facility.

5.3. Sale process

As outlined above, if the Joint Administrators are unable to achieve the first statutory purpose of the Administration (i.e. to rescue the Company as a going concern) they will look to achieve the second and/or third objective by realising value from an orderly sale of the Company's investment in NLZM. Whether the second or third objective is achieved is a function of the value yielded, as opposed to the practical steps that the Joint Administrators take. The Joint Administrators' team, together with BDO's specialist mining team based in Perth and the management of NLZM, have prepared a financial model for the business and appropriate marketing materials.

To date, potential buyers have been identified and approached with a teaser document. Any potential buyers interested in learning more about the opportunity will be invited to sign a non-disclosure agreement, following which they will be given access to an on-line data room and, if required (and if practically possible in the current circumstances), an opportunity to inspect the mine.

The sales process is currently at an early stage and the marketing and sales timeline will be based, at least to a certain extent, on the number of parties expressing an interest in the business and any ongoing delays and restrictions caused by the Covid-19 epidemic. However, the current intention is to attempt to seek final and best offers from any purchasers by early September.

If, in the meantime, it is possible to achieve a rescue of the Company as a going concern, that objective will be pursued. It is noted in this regard that the existing funders/largest shareholders of the Company were previously unable to reach agreement on consensual restructuring terms with a view to avoiding administration. The sale process is being explored in parallel given the ongoing funding needs of NLZM.

5.4. Company's bank accounts

The existing bank accounts of the Company have been frozen and balances of \$166k and £13k transferred to the Administration bank accounts, as illustrated on the receipts and payments accounts attached at Appendix 4.

6. Creditors' claims

6.1. Secured creditor

As at the date of the Joint Administrators' appointment, the Company had one secured creditor, CL Ventures Lux SARL, arising from the Senior Secured Facility. The debt was secured by various charges over the shares in the Company's subsidiaries and various intra-group loans due to the Company. As part of the Administration Funding Facility, the secured facility was effectively repaid on 17 July 2020 by a further amount notionally advanced under the facility.

As a result of the new Administration Funding Facility, and assuming that all new monies are drawn under the facility, the Secured Debt could stand at c\$4.42m prior to interest and charges. Additionally, the terms of the Administration Funding Facility provide that, in certain circumstances, up to \$2.32m of Castlake's unsecured shareholder loan could be rolled-up into secured debt. Under a 'Roll-Up Feature', for each \$1 of new money advanced under the Administration Funding Facility, Castlake may effectively convert \$1.275 of existing unsecured debt to secured debt (and therefore if the full \$1.82m of new money is drawn, \$2.32m of unsecured debt could be rolled-up). Creditors will be separately advised in the event that this term is triggered.

6.2. Preferential creditors

Preferential creditor claims are defined as monies due to former employees in respect of arrears of wages, accrued holiday pay and certain pension arrears at the date of Administration.

The Company had no employees and therefore no claims from preferential creditors are anticipated.

6.3. Unsecured creditors

The unsecured trade creditors' claims notified to date total £19,035. Further claims that may be received from trade creditors, based upon the Company's records, are expected to be minimal.

In addition to the claims of trade creditors, there are outstanding unsecured shareholder loans from Greenstone of £6,965,764 and from Castlake of £10,165,998 (according to the Company's books and records).

Concord had a contingent unsecured claim against the Company arising from it having guaranteed the facilities provided to NLZM. These facilities have been repaid, and hence the guarantee liability against the Company has been extinguished.

Creditors who have yet to submit their claims should do so by completing the proof of debt form attached at Appendix 8 and returning it to the Joint Administrators at BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or to BRCMT@bdo.co.uk.

Please note that it is not the duty of the Joint Administrators to adjudicate on the claims of unsecured creditors. If, upon the successful completion of a sale of the Company's assets, it becomes apparent that funds will be available for distribution to unsecured creditors, the Company will exit the Administration by way of Creditors' Voluntary Liquidation and it will be for the Liquidators to adjudicate such claims.

As noted above, at the current stage, it is uncertain what the outcome of the Administration will be. A further update will be provided in the Joint Administrators' six monthly progress report to creditors.

6.4. Prescribed part

Under the provisions of Section 176A of the Insolvency Act 1986, the Joint Administrators must state the amount of funds available to unsecured creditors in respect of the prescribed part. This provision only applies where a company has granted a floating charge to a creditor after 15 September 2003.

The Company did grant a floating charge after 15 September 2003, and therefore the prescribed part will apply in this Administration. Based on present information, the Joint Administrators are unable to estimate the value of the Company's net property and the resultant prescribed part. A further update will be provided in the Joint Administrators' six monthly progress report to creditors.

6.5. Estimated outcome to creditors

The Joint Administrators are not currently in a position to confirm the likely return to creditors, as this will depend on the outcome of the administration.

The Joint Administrators expect to be able to provide an estimate of the likely outcome to creditors in due course.

7. Investigations

The Joint Administrators have a duty to investigate the affairs of the Company to establish if there are any actions that can be pursued for the benefit of the creditors as a whole, including investigations into the conduct of the Company's current and former officers, including de facto and shadow officers.

In this latter respect, the Joint Administrators must submit a confidential report to the Secretary of State regarding the conduct of all directors and de facto/shadow directors during the three years preceding the Administration appointment.

If any creditor holds any information that they wish to bring to our attention, which may assist us in the Administration or which they believe merits further investigation, they should contact the Joint Administrators c/o BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or BRCMT@bdo.co.uk quoting reference NRRPLC.

8. Creditors' committee

Creditors may wish to establish a creditors' committee. A committee must comprise between three and five committee members.

A guide to creditors' committees is available at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>. This provides guidance to allow creditors to know what the purpose of a committee is and be able to assess whether the creditor would like to be a committee member. If creditors wish to establish a creditors' committee, they should provide their consent on the attached Decision Procedure by Correspondence form attached at Appendix 7.

9. Other matters

The Insolvency Service has established a central gateway for considering complaints in respect of insolvency practitioners. In the event that you make a complaint to me but are not satisfied with the response, you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

10. EC Regulation on Insolvency Proceedings

The Joint Administrators are required under the Insolvency (England and Wales) Rules 2016 ('the Rules') to state whether and, if so, the extent the EU Regulation 2015/848 ('the Recast Regulation') applies to the Company. We confirm the Regulation applies to the Company and these are the main proceedings as defined in Article 3(1) of that Regulation.

11. Pre-administration costs

BDO LLP incurred certain costs in preparing and planning for the Administration. Creditors may, under Rule 3.52 of the Rules, approve those costs to be paid from the Administration estate, as an expense of the Administration.

These costs do not form part of our proposals, but are subject to a separate resolution. If a creditors' committee is appointed, it will be responsible for considering and approving these costs, otherwise these costs will be subject to the approval of the general body of creditors.

Allowable costs fall into the following categories:

- (i) The fees charged by the Joint Administrators' firm;
- (ii) The expenses incurred by the Joint Administrators' firm; and

- (iii) The fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner.

In accordance with Rule 3.35(10) of the Rules, the table below summarises the outstanding costs for which approval is sought. No payments in respect of these outstanding sums have been received to date.

Costs Incurred (£)	
(i)	31,598.93
(ii)	10,515.00
(iii)	Nil
Total	42,113.93

11.1. The fees charged by the Joint Administrators' firm

The pre-appointment work of BDO LLP primarily involved liaising with the secured creditor and its legal advisors regarding the proposed Administration, reviewing the information made available in respect of the Company, discussions in respect of the proposed Administration Funding Facility, liaising with legal advisors, and attending upon the board of the Company.

Attached at Appendix 3 is a summary of the time spent dealing with this matter prior to the Joint Administrators' formal appointment.

11.2. The expenses incurred by the Joint Administrators' firm

In preparation for the Administration, BDO LLP has incurred disbursements in relation to the instruction of solicitors, Fieldfisher LLP, who were engaged to provide advice in relation to the proposed Administration Funding Facility and the non-binding heads of terms. Fieldfisher LLP's costs of £10,515 (exclusive of VAT) in this regard remain outstanding.

11.3. The fees charged (to the Joint Administrators' knowledge) by any other person qualified to act as an insolvency practitioner

The Joint Administrators are not aware of any other person qualified to act as an insolvency practitioner having acted in relation to the Company immediately preceding the appointment of the Joint Administrators.

12. Joint Administrators' remuneration

Rule 18.16 of the Rules provides the bases on which Joint Administrators may be remunerated. This permits remuneration to be fixed either as:

- (i) a percentage of the value of the property with which the Joint Administrators have to deal;
- (ii) by reference to the time the Joint Administrators and their staff spend in attending to matters in the Administration in accordance with a fees estimate;
- (iii) a set amount; or
- (iv) a combination of any of the foregoing bases.

In respect of this Administration, the Joint Administrators will seek to have their remuneration approved on a time costs basis, as set out in the fee estimate attached at

Appendix 3. This summarises the time that is currently estimated to be incurred for the whole of the Administration.

Also attached at Appendix 3 is a schedule that summarises the time that has been spent in dealing with this Administration up to 24 July 2020. The time incurred to date shows a total of £187,375, which represents 379 hours at an average charge out rate of £494.

The outcome of the Administration is currently uncertain, i.e. we do not know if there will be funds available for the unsecured creditors aside from the prescribed part; the Joint Administrators will therefore seek approval of their remuneration from the Creditors Committee, if appointed, otherwise it will be a matter for the general body of creditors. Further specific approvals will also be sought, as appropriate, from the secured creditor.

Also included in Appendix 3 is a document that outlines the policy of BDO LLP in respect of fees and disbursements.

Creditors may access information about creditors' rights in respect of the Joint Administrators' remuneration at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>.

13. Joint Administrators' disbursements

13.1. Category 1 disbursements

Where disbursements are recovered in respect of precise sums expended to third parties, there is no necessity for these costs to be authorised. These are known as category 1 disbursements.

Since the commencement of the Administration, we can advise that category 1 disbursements of £88 have accrued, but have not been paid, from the Administration estate. These disbursements relate to statutory advertising.

13.2. Category 2 disbursements

In the Administration to date, category 2 disbursements of AU\$270,079.50 have accrued to 24 July 2020, but have not been paid from the Administration estate. These expenses relate to the work undertaken to date by the BDO mining team in Perth in respect of work in relation to the sale of NLZM. BDO Perth's costs have accrued on a time costs basis, and they have agreed to cap these costs at £160k plus VAT (if applicable). The Joint Administrators require these costs to be authorised.

BDO Perth is assisting the Joint Administrators' specialist M&A colleagues in running the sales process, given its deep sector knowledge. It has been involved in the preparation, review and approval of all marketing materials such as the teaser and information memorandum, and the preparation of the virtual data room. This is a critical part of the sales process to ensure that the intrinsic value of NLZM is highlighted so that its realisable value can be maximised.

In addition, to enhance the marketing and sales process, BDO Perth has undertaken a strategic review of the key value drivers and operational improvements that can be made to the NLZM business, and has prepared a robust financial model that can be interrogated by potential buyers.

Working alongside the Joint Administrators' specialist M&A colleagues, BDO Perth will also identify and approach potential buyers and manage all queries, correspondence, meetings and issues arising during the sales process. They will review and compare all offers received, and will seek to negotiate with potential buyers to ensure that value is maximised from the sale process.

Aside from BDO Perth's costs, no additional category 2 disbursements shall be drawn in this Administration. BDO Perth are treated as a category 2 disbursement as BDO Perth are a separate legal entity under separate ownership from BDO LLP in the UK. Creditors are required to approve BDO Perth's fees as a category 2 disbursement in the same way as if they were treated as remuneration of the Joint Administrators. Should any creditor require any further information about BDO Perth's fees, they should request this in writing from us.

14. Possible outcomes for the Company and creditors

The Act and Rules provide a variety of options regarding the possible exit routes for the Company from the Administration, including a liquidation or dissolution of the Company.

As explained above, the Joint Administrators are currently unable to confirm which of the statutory objectives of the Administration is likely to be achieved. Due to this uncertainty, they are unable to provide a recommendation for a particular exit route at the current time.

Accordingly, if the Joint Administrators are unable to achieve the first objective, they propose the following exit routes depending on varying outcomes:

- (a) Should funds be available for distribution to unsecured creditors, then it is proposed that the Company be moved from Administration to Creditors' Voluntary Liquidation; or
- (b) In the absence of funds being available for distribution to unsecured creditors and no further investigations being required, then it is proposed that the Company move to dissolution.

The Joint Administrators will provide an update with regard to outcomes for creditors and the proposed exit route in their next report to creditors. Should a different exit route appear to be required, the Joint Administrators will seek the approval of creditors to such a route.

15. Statement of proposals under Paragraph 49 of Schedule B1 to the Act

15.1. Formal proposals - the Joint Administrators propose that:

- A. They continue to manage the Company's affairs, business and property in accordance with (as appropriate and relevant) the objectives under paragraphs 3(1)(a), (b) and (c) of Schedule B1 of the Act.
- B. In the event that objective 3(1)(a) cannot be achieved, they exit the Administration by way of one of the following routes, either:
 - i. In the event that funds are available for distribution to unsecured creditors, the Company will move from Administration to Creditors' Voluntary Liquidation under Paragraph 83 of Schedule B1 of the Act, and Shane Crooks and Mark Shaw will be the Joint Liquidators and will act jointly and severally; or
 - ii. In the absence of funds being available for distribution to unsecured creditors, the Company will be dissolved under Paragraph 84 of Schedule B1 to the Insolvency Act 1986.

(NB. Under paragraph 83(7) of Schedule B1 to the Act and Rule 3.60(6)(b) creditors may nominate different Liquidators in relation to (i) above, but in the absence of such nomination the Joint Administrators would become the Joint Liquidators.)

15.2. Other resolutions for approval:

- C. That the creditors appoint a Creditors' Committee to assist the Joint Administrators in their conduct of the Administration, including consideration and approval of the Joint Administrators' fees (such committee must comprise of between 3 and 5 creditors).
- D. That, in the absence of a Creditors' Committee, creditors resolve that:
 - i. The Joint Administrators' pre-appointment fees of £31,598.93 plus VAT be approved and paid from the Administration estate;
 - ii. The Joint Administrators' pre-appointment expenses of £10,515 plus VAT be approved and paid from the Administration estate;
 - iii. The remuneration of the Joint Administrators is approved on a time costs basis as set out in the fee estimate; and
 - iv. The category 2 disbursements relating to the time costs of BDO Perth, limited to £160,000 plus VAT, be approved and paid from the Administration estate.

16. Notices of decision procedures

Resolutions (A) and (B) will be dealt with using the 'Deemed Consent Procedure' as set out in the Rules, unless sufficient creditors' requests are received to hold a physical meeting. A creditor or a combination of creditors having 10% or more of the total unsecured debts of the Company may object to these resolutions if we receive their objections by the Decision Date. Otherwise, the resolutions will be treated as being approved on the Decision Date, 19 August 2020:

Creditors including those claiming a small debt (£1,000 or less) who wish to object must send us a proof of debt form with a written notice of their objection. Whilst creditors who have a small debt of £1,000 or less must send us a proof of debt in order to object to the resolutions, they may receive dividends in relation to their unsecured claim without sending a proof of debt.

Resolutions (C) and (D) will be dealt with using the 'Qualifying Decisions Procedure' as set out in the Rules. This will involve a postal resolution procedure. Creditors are requested to use the attached postal resolution form attached at Appendix 7 to vote on these resolutions and to send the completed form to BRCMT@bdo.co.uk.

The Decision Date for postal resolutions is 19 August 2020. You should return the postal resolution form to the Joint Administrators by 4pm on the business day before this date. If you have not already done so, you will need to send us a proof of debt for your postal resolutions to be included in the Decision. Creditors with a 'small debt' of £1,000 or less must send a proof of debt for their postal resolution to count, even though they may receive dividends without sending a proof of debt.

Additional information regarding the postal resolution procedure is set out in Appendix 6, Notice of Arranging a Decision Procedure for Creditors by Correspondence.

Please note that it is not compulsory for creditors to participate in the decision procedures; this will not in any way affect your rights to recover any sums owing as an unsecured claim against the Company.

Should you have any queries in relation to these proposals, please contact BRCMT@bdo.co.uk.

Please note, the affairs, business and property of the Company are being managed by the Joint Administrators who act as agents of the Company and without personal liability.

Dated: 5 August 2020



.....
Shane Crooks
Joint Administrator

North River Resources Plc

Statutory information

North River Resources Plc**Statutory information**

Registered Number: 05875525

Date of Incorporation: 13 July 2006

Address of Registered Office: c/o BDO LLP
55 Baker Street
London
W1U 7EU

Formerly:
6th Floor
60 Gracechurch Street
London
EC3V 0HR

Directors: Mr James Edward Beams
Mr Ricardo Alberto De Armas Paredes
Mr Daniel Alain Saintdon
Mr Kenneth John Sangster
Mr Mark Raymond Sawyer

Company Secretary: Mr Ben Harber

Nominal Share Capital: 547,573,868,907 Deferred Shares Nominal Value: 0.0008p
54,437,170 Ordinary Shares Nominal Value: 0.2p

Registered Shareholders	No. of 0.2p ordinary shares held
Beaufort Nominees Limited	3
John Barry Eggleton Esq	14
Jeremy Taylor Esq	28
Graham John Santi Esq	40
Alexander Durrant Geddes Esq	66
Exors Of Allan Bronstorpe Raincourt	93
Gareth Thomas Esq	120
Thomas Neil Esq	120
Alexander Adams Esq	200
James Brearley Crest Nominees	200
Raymond Thomas Ashworth Esq	200
Rene Nominees (Iom) Limited	200
John Alexander Le Sage Esq	212
J P Morgan Securities LLC	280
Clive Richard Panchaud	325
The Bank Of New York (Nominees)	380
DB London (Investor Services)	433
Jeremy Robert Taylor Esq	484
Forest Nominees Limited	500
Smith & Williamson Nominees Limited	600
William Clark Byrd	600
Paul Nother Esq	720
Dennis Shaw Esq	800
Paul Phillips	800

Registered Shareholders	No. of 0.2p ordinary shares held
State Street Nominees Limited	800
Halb Nominees Limited	802
Peter Manley Esq	964
Terry Thomas Barratt Esq	1,200
Puma Nominees Limited	1,349
Walter Sanderson Nominees Limited	1,480
Daycrest Nominees	1,502
Andrew Ross Childs	1,750
Morgan Stanley Client Securities	1,874
Luckyvillia Holdings Ltd	2,000
Vestra Nominees Limited	2,000
Euroclear Nominees Limited	2,280
James Capel (Nominees) Limited	2,280
Svs Securities (Nominees) Ltd	2,327
Nordea Bank Abp	2,400
Mount Royal Pty Ltd	2,666
Secure Nominees Limited	2,920
Svs (Nominees) Limited	2,966
Mohammed Mahfooz	4,500
Bofa Securities Inc	4,800
Ferlim Nominees Limited	4,865
CGWL Nominees Limited	5,105
J M Finn Nominees Limited	6,112
Transact Nominees Limited	6,116
Idealing Nominees Limited	7,556
Goodbody Stockbrokers Nominees	7,623
W B Nominees Limited	9,703
Sunvest Corporation Ltd	12,400
Bbhisl Nominees Limited	13,333
Lynchwood Nominees Limited	13,600
Ken Sangster	20,000
Pershing Nominees Limited	25,421
Keith Marshall	40,000
Mantra Resources Limited	40,000
Wealth Nominees Limited	50,321
Alliance Trust Savings Nominees Ltd	56,951
Vidacos Nominees Limited	58,651
Roy Nominees Limited	73,613
Brewin Nominees Limited	80,299
Jim Nominees Limited	84,430
North River Resources Plc	116,666
Lawshare Nominees Limited	118,111
Platform Securities Nominees	120,937
Barclays Direct Investing Nominees	136,772
Aurora Nominees Limited	150,452
Huntress (CI) Nominees Limited	165,095
James Beams	194,300
Share Nominees Ltd	216,377
Securities Services Nominees	228,395
HSDL Nominees Limited	228,563
Hargreaves Lansdown (Nominees)	241,002
HSBC Global Custody Nominee (UK)	355,982
Redmayne (Nominees) Limited	495,150
Interactive Investor Services	612,076
Rock (Nominees) Limited	648,131
190 Individual Shareholders	656,043
Taurus Mineral Limited	1,066,666
CL Ventures Lux Sarl	24,010,037
Greenstone Resources LP	24,010,038
Total Ordinary Shares Held	54,437,170

Trading results

All values in the statutory accounts are consolidated for the group as a whole. As a holding company, the Company has no trading results.

North River Resources Plc**Statement of affairs**



Rule 3.30
Insolvency
(England and
Wales) Rules
2016

Statement of affairs

Name of Company North River Resources Plc	Company number 05875525
In the High Court of Justice Business and Property Courts in England and Wales Insolvency and Companies List (Chd) <small>[full name of court]</small>	Court case number CR-2020-002723


Statement of Affairs of North River Resources Plc ('the Company') whose registered office is situated at 6th Floor 60 Gracechurch Street, London, EC3V 0HR to be changed to c/o BDO LLP, 55 Baker Street, London, W1U 7EU.

On the 11 June 2020, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the Company as at 11 June 2020, the date that the Company entered Administration.

Full name MARK RAYMOND SAWTEL

Signed 

Dated 23/7/2020



A - Summary of Assets

Assets	Book Value	Valuation Lower Estimated to Realise	Valuation Upper Estimated to Realise
Assets subject to fixed charge:			
Assets subject to Castle Lake Ventures (Snr Debt) Loan			
- 90% Shares in NLZM (n.1)	2,154,417	11,112,214	22,224,427
- Shares in NRRN	0	0	0
- Shares in WAGE	472,750	0	0
- Loan Acc NLZM - Interest bearing (subord NAD100m)	34,408,638	0	0
- Loan Acc NLZM - Interest free (subord NAD 128m)	6,024,660	0	0
- Loan Acc Working Cap (ST) - Interest free	201,440	0	0
- Loan Acc NRRN - Interest free (Subord)	2,270,789	0	0
- Loan Acc Wage - Interest free (Subord)	6,014,825	0	0
Fixed Charge Liability:		11,112,214	22,224,427
Castlake Senior Secured Facility - December 2019	1,614,386	1,614,386	1,614,386
Surplus/(Deficit) Under Fixed Charge		9,497,828	20,610,041
Uncharged assets:			
- Shares in NRR Energy Minerals Limited	240	-	-
- Shares in NRR Mozambique Limited	-	-	-
- Shares in North River Resources (Mavuzi) Limitada	-	-	-
- Bank Acc - Investec GBP 47618501	260	260	260
- Bank Acc - Investec USD 55152352	130,910	130,910	130,910
- Bank Acc - Investec GBP 55293763	12,426	12,426	12,426
- Loan to NRR Mozambique Limited	76,723	-	-
- Prepayment to BCP Law	6,000	4,000	4,000
- Vat Claimable	28,201	28,201	28,201
- Royalty agreement for Murrupula (N.2)	-	-	-
Estimated total assets available for preferential		9,673,625	20,785,839

Note.1 The administrators have initiated a process to determine the market value of NLZM. The value is therefore indicated as a range of possibilities with the minimum and maximum values in columns 2 and 3.

Note.2 NLZM disinvested in a subsidiary North River Resources (Murrupula) Limitada in exchange for potential royalties should the Resource be developed in the future. Nil value is attributed to it.



A1 - Summary of Liabilities

		Estimated to realise	Estimated to realise
	£	£	£
Estimated total assets available for preferential Creditors (carried from page A)		9,673,625	20,785,839
Liabilities	£ N/A		
Preferential creditors:-		£ 9,673,625	20,785,839
Estimated deficiency/surplus as regards preferential creditors			
Estimated prescribed part of net property where applicable (to carry forward)	£ N/A		
Estimated total assets available for floating charge holders		£ 9,673,625	20,785,839
Debts secured by floating charges	£ N/A		
Estimated deficiency/surplus of assets after floating charges		£ 9,673,625	20,785,839
Estimated prescribed part of net property where applicable (brought down)	£ N/A		
Total assets available to unsecured creditors		£ 9,673,625	20,785,839
Unsecured non-preferential claims(excl employee and consumer creditors)	£		
- Greenstone SH Loan	6,965,764		
- Castlelake SH Loan	9,278,712		
- CL unsecured new loan 1mill	887,203		
- Future Premium Directors & Officers Insurance (estimate)	24,000		
- Sundry creditors (detail below)	43,312		
Estimated deficiency/surplus as regards non-preferential creditors (excluding any shortfall to floating charge holders)		£ -7,525,365	3,586,848
Shortfall to floating charge holders (brought down)			
Estimated deficiency/surplus as regards creditors			
Issued and called up capital	£ 4,489,464		
Estimated total deficiency/surplus as regards members		-12,014,829	-902,616

Statement of Affairs of North River Resources Plc, Company number: 05875525 made up to 10 June 2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Throgmorton UK Ltd	4th Floor, Bridge House, George Street, Reading. RG1 8LS	15459.74	None		
Shakespeare Martineau	60 Gracechurch Street, London. EC3V 0HR	7478.40	None		
Link Asset Services	The Registry, 34 Beckenham Road, Beckenham. BR3 4TU	437.05	None		
WG Relocations Ltd	1 Shire Place, Northampton. NN3 8DE	24	none		
UHY Hacker Young LLP	4 Thomas More Square, London E1W 1YW	18,990	none		
Sai and Caldeira	Avenida Julius Nyerere , 3412, Mozambique	922.35	none		
	Total	43,312			

Signature




Date

23/7/20

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Castle Lake Ventures Luxembourg SARL	534 RUE DE NEUDORF L2220 LUXEMBOURG	1,614,386 887,203	Snr Debt Secured Snr Debt Unsecured	10 December 2019	
		9,278,712	SH Loan		
Greenstone Resources LP	PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3PP	6,965,764	SH Loan		
	The balances include interest per the contracts capitalised till 11 June 2020.				

Signature  Date 23/7/20

COMPANY EMPLOYEES OR FORMER EMPLOYEES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

CONSUMER CREDITORS PAYING IN ADVANCE FOR THE SUPPLY OF GOODS OR SERVICES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

COMPANY SHAREHOLDERS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value per share	Details of Shares held
See attached Excel	Ordinary Share capital	54,437,170	0.2p	GBP 108,874
	Deferred Share Capital	547,573,868,907	0.0008p	GBP 4,380,591
TOTALS				

Signature
117

Mr. Jager

Date 23/7/22

Rule 3.30
Insolvency
(England and
Wales) Rules
2016

Statement of affairs

Name of Company North River Resources Plc	Company number 05875525
In the High Court of Justice Business and Property Courts in England and Wales Insolvency and Companies List (Chd) [full name of court]	Court case number CR-2020-002723

Statement of Affairs of North River Resources Plc ('the Company') whose registered office is situated at 6th Floor 60 Gracechurch Street, London, EC3V 0HR to be changed to c/o BDO LLP, 55 Baker Street, London, W1U 7EU.

On the 11 June 2020, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the Company as at 11 June 2020, the date that the Company entered Administration.

Full name Daniel Alain Saint Don

Signed 

July 30, 2020

Dated _____



A - Summary of Assets

		Valuation Lower	Valuation Upper
Assets	Book Value	Estimated to Realise	Estimated to Realise
	£	£	£
Assets subject to fixed charge:			
Assets subject to Castle Lake Ventures (Snr Debt) Loan			
- 90% Shares in NLZM (n.1)	2,154,417	10,000,000	30,000,000
- Shares in NRRN	0	0	0
- Shares in WAGE	472,750	0	0
- Loan Acc NLZM - Interest bearing (subord NAD100m)	34,408,658	0	0
- Loan Acc NLZM - Interest free (subord NAD 128m)	6,024,660	0	0
- Loan Acc Working Cap (ST) - Interest free	201,440	0	0
- Loan Acc NRRN - Interest free (Subord)	2,270,789	0	0
- Loan Acc Wage - Interest free (Subord)	6,014,825	0	0
Fixed Charge Liability:		10,000,000	30,000,000
Castlelake Senior Secured Facility - December 2019	1,614,386	1,614,386	1,614,386
Surplus/(Deficit) Under Fixed Charge		8,385,614	28,385,614
Uncharged assets:			
- Shares in NRR Energy Minerals Limited	240	-	-
- Shares in NRR Mozambique Limited	-	-	-
- Shares in North River Resources (Mavuzi) Limitada	-	-	-
- Bank Acc - Investec GBP 47618501	260	260	260
- Bank Acc - Investec USD 55152352	130,910	130,910	130,910
- Bank Acc - Investec GBP 55293763	12,426	12,426	12,426
- Loan to NRR Mozambique Limited	76,723	-	-
- Prepayment to BCP Law	6,000	4,000	4,000
- Vat Claimable	28,201	28,201	28,201
Royalty agreement for Murrupula (N.2)	-	-	-
Estimated total assets available for preferential		8,561,412	28,561,412

Note.1 The administrators have initiated a process to determine the market value of NLZM. The value is therefore indicated as a range of possibilities with the minimum and maximum values in columns 2 and 3.
Note.2 NLZM disinvested in a subsidiary North River Resources (Murrupula) Limitada in exchange for potential royalties should the Resource be developed in the future. Nil value is attributed to it.



A1 - Summary of Liabilities

Estimated total assets available for preferential
Creditors (carried from page A)

Liabilities

Preferential creditors:-

Estimated deficiency/surplus as regards preferential
creditors

Estimated prescribed part of net property where
applicable (to carry forward)

Estimated total assets available for floating charge
holders

Debts secured by floating charges

Estimated deficiency/surplus of assets after floating
charges

Estimated prescribed part of net property where
applicable (brought down)

Total assets available to unsecured creditors

Unsecured non-preferential claims(excl. employee and consumer creditors)

- Greenstone SH Loan
- Castl lake SH Loan
- CL unsecured new loan 1mill
- Future Premium Directors & Officers Insurance (estimate)
- Sundry creditors (detail below)

Consumer creditors paying in advance (total no.
creditors:

Estimated deficiency/surplus as regards non-
preferential creditors

(excluding any shortfall to floating charge holders)

Shortfall to floating charge holders (brought down)

Estimated deficiency/surplus as regards creditors

Issued and called up capital

Estimated total deficiency/surplus as regards
members

	Estimated to realise	Estimated to realise
£	£	£
	8,561,412	28,561,412
£ N/A		
	£ 8,561,412	28,561,412
£ N/A		
	£ 8,561,412	28,561,412
£ N/A		
	£ 8,561,412	28,561,412
£ N/A		
	£ 8,561,412	28,561,412
	£ 8,561,412	28,561,412
£ 6,965,764		
£ 9,278,712		
887,203		
24,000		
43,312		
	£ -8,637,579	11,362,421
£ 4,489,464		
	£ -13,127,043	6,872,957

Statement of Affairs of North River Resources Plc, Company number: 05875525 made up to 10 June 2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Throgmorton UK Ltd	4th Floor, Bridge House, George Street, Reading. RG1 8LS	15459.74	None		
Shakespeare Martineau	60 Gracechurch Street, London. EC3V 0HR	7478.40	None		
Link Asset Services	The Registry, 34 Beckenham Road, Beckenham. BR3 4TU	437.05	None		
WG Relocations Ltd	1 Shire Place, Northampton. NN3 8DE	24	none		
UHY Hacker Young LLP	4 Thomas More Square, London E1W 1YW	18,990	none		
Sal and Caldeira	Avenida Julius Nyerere , 3412, Mozambique	922.35	none		
	Total	43,312			

Signature _____ Date _____

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Castle Lake Ventures Luxembourg SARL	534 RUE DE NEUDORF L2220 LUXEMBOURG	1,614,386 887,203	Snr Debt Secured Snr Debt Unsecured	10 December 2019	
		9,278,712	SH Loan		
Greenstone Resources LP	1ST FLOOR ROYAL CHAMBERS ST JULIAN'S AVENUE ST PETER PORT GUERNSEY GY1 3JX	6,965,764	SH Loan		
	The balances include interest per the contracts capitalised till 11 June 2020.				

Signature _____ Date _____

COMPANY EMPLOYEES OR FORMER EMPLOYEES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

CONSUMER CREDITORS PAYING IN ADVANCE FOR THE SUPPLY OF GOODS OR SERVICES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

COMPANY SHAREHOLDERS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value per share	Details of Shares held
See attached Excel	Ordinary Share capital	54,437,170	0.2p	GBP 108,874
	Deferred Share Capital	547,573,868,907	0.0008p	GBP 4,380,591
TOTALS				

Signature _____ Date _____

Rule 3.30
Insolvency
(England
and Wales)
Rules 2016

Statement of affairs

Name of Company

North River Resources Plc

Company number

05875525

In the High Court of Justice
Business and Property Courts in England and Wales
Insolvency and Companies List (Chd)

[full name of court]

Court case number

CR-2020-002723

Statement of Affairs of North River Resources Plc ('the Company') whose registered office is situated at 6th Floor 60 Gracechurch Street, London, EC3V 0HR to be changed to c/o BDO LLP, 55 Baker Street, London, W1U 7EU.

On the 11 June 2020, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the Company as at 11 June 2020, the date that the Company entered Administration.

Full
name

James Brans

Signed



Dated

23 July 2020

A - Summary of Assets

		Valuation Lower	Valuation Upper
Assets	Book Value	Estimated to Realise	Estimated to Realise
	£	£	£
Assets subject to fixed charge:			
Assets subject to Castle Lake Ventures (Snr Debt) Loan			
- 90% Shares in NLZM (n.1)	2,154,417	10,000,000	20,000,000
- Shares in NRRN	0	0	0
- Shares in WAGE	472,750	0	0
- Loan Acc NLZM - Interest bearing (subord NAD100m)	34,408,658	0	0
- Loan Acc NLZM - Interest free (subord NAD 128m)	6,024,660	0	0
- Loan Acc Working Cap (ST) - Interest free	201,440	0	0
- Loan Acc NRRN - Interest free (Subord)	2,270,789	0	0
- Loan Acc Wage - Interest free (Subord)	6,014,825	0	0
		10,000,000	20,000,000
Fixed Charge Liability:			
Castl lake Senior Secured Facility - December 2019	1,614,386	1,614,386	1,614,386
		8,385,614	18,385,614
Surplus/(Deficit) Under Fixed Charge			
Uncharged assets:			
- Shares in NRR Energy Minerals Limited	240	-	-
- Shares in NRR Mozambique Limited	-	-	-
- Shares in North River Resources (Mavuzi) Limitada	-	-	-
- Bank Acc - Investec GBP 47618501	260	260	260
- Bank Acc - Investec USD 55152352	130,910	130,910	130,910
- Bank Acc - Investec GBP 55293763	12,426	12,426	12,426
- Loan to NRR Mozambique Limited	76,723	-	-
- Prepayment to BCP Law	6,000	4,000	4,000
- Vat Claimable	28,201	28,201	28,201
- Royalty agreement for Murrupula (N.2)	-	-	-
Estimated total assets available for preferential		8,561,412	18,561,412

Note.1 The administrators have initiated a process to determine the market value of NLZM. The value is therefore indicated as a range of possibilities with the minimum and maximum values in columns 2 and 3.
 Note.2 NLZM disinvested in a subsidiary North River Resources (Murrupula) Limitada in exchange for potential royalties should the Resource be developed in the future. Nil value is attributed to it.



A1 - Summary of Liabilities

Estimated total assets available for preferential Creditors (carried from page A)

Liabilities

Preferential creditors:-

Estimated deficiency/surplus as regards preferential creditors

Estimated prescribed part of net property where applicable (to carry forward)

Estimated total assets available for floating charge holders

Debts secured by floating charges

Estimated deficiency/surplus of assets after floating charges

Estimated prescribed part of net property where applicable (brought down)

Total assets available to unsecured creditors

Unsecured non-preferential claims(excl. employee and consumer creditors)

- Greenstone SH Loan
- Castlelake SH Loan
- CL unsecured new loan 1mll
- Future Premium Directors & Officers Insurance (estimate)
- Sundry creditors (detail below)

Estimated deficiency/surplus as regards non-preferential creditors

(excluding any shortfall to floating charge holders)

Shortfall to floating charge holders (brought down)

Estimated deficiency/surplus as regards creditors

Issued and called up capital

Estimated total deficiency/surplus as regards members

	Estimated to realise	Estimated to realise
£	£	£
	8,561,412	18,561,412
£ N/A		
	£ 8,561,412	18,561,412
£ N/A		
	£ 8,561,412	18,561,412
£ N/A		
	£ 8,561,412	18,561,412
£ N/A		
	£ 8,561,412	18,561,412
6,965,764		
9,278,712		
887,203		
24,000		
43,312		
	£ -8,637,579	1,362,421
4,489,464		
	-13,127,043	-3,127,043

Statement of Affairs of North River Resources Plc, Company number: 05875525 made up to 10 June 2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Throgmorton UK Ltd	4th Floor, Bridge House, George Street, Reading. RG1 8LS	15459.74	None		
Shakespeare Martineau	60 Gracechurch Street, London. EC3V 0HR	7478.40	None		
Link Asset Services	The Registry, 34 Beckenham Road, Beckenham. BR3 4TU	437.05	None		
WG Relocations Ltd	1 Shire Place, Northampton. NN3 8DE	24	none		
UHY Hacker Young LLP	4 Thomas More Square, London E1W 1YW	18,990	none		
Sal and Caldeira	Avenida Julius Nyerere., 3412, Mozambique	922.35	none		
	Total	43,312			

Signature



Date 23 July 2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Castle Lake Ventures Luxembourg SARL	534 RUE DE NEUDORF L2220 LUXEMBOURG	1,614,386 887,203	Snr Debt Secured Snr Debt Unsecured	10 December 2019	
		9,278,712	SH Loan		
Greenstone Resources LP	1ST FLOOR ROYAL CHAMBERS ST JULIAN'S AVENUE ST PETER PORT GUERNSEY GY1 3JX	6,965,764	SH Loan		
	The balances include interest per the contracts capitalised till 11 June 2020.				

Signature



Date

23 July 2020

COMPANY EMPLOYEES OR FORMER EMPLOYEES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature



Date

23 July 2020

CONSUMER CREDITORS PAYING IN ADVANCE FOR THE SUPPLY OF GOODS OR SERVICES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements *and* customers claiming amounts paid in advance of the supply of goods or services *and* creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature



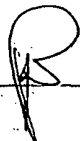
Date 23 July 2020

COMPANY SHAREHOLDERS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value per share	Details of Shares held
See attached Excel	Ordinary Share capital	54,437,170	0.2p	GBP 108,874
	Deferred Share Capital	547,573,868,907	0.0008p	GBP 4,380,591
TOTALS				

Signature



Date

23 July 2020

Rule 3.30
Insolvency
(England
and Wales)
Rules 2016

Statement of affairs

Name of Company

North River Resources Plc

Company number

05875525

In the High Court of Justice
Business and Property Courts in England and Wales
Insolvency and Companies List (Chd)

[full name of court]

Court case number

CR-2020-002723

Statement of Affairs of North River Resources Plc ('the Company') whose registered office is situated at 6th Floor 60 Gracechurch Street, London, EC3V 0HR to be changed to c/o BDO LLP, 55 Baker Street, London, W1U 7EU.

On the 11 June 2020, the date that the Company entered Administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the Company as at 11 June 2020, the date that the Company entered Administration.

Full
name

KENNETH JOHN SANISTER

Signed



Dated

24 / 3 / 2020



A - Summary of Assets

Assets

Assets subject to fixed charge:

Assets subject to Castle Lake Ventures (Snr Debt) Loan

- 90% Shares in NLZM (n.1)
- Shares in NRRN
- Shares in WAGE
- Loan Acc NLZM - Interest bearing (subord NAD100m)
- Loan Acc NLZM - Interest free (subord NAD 128m)
- Loan Acc Working Cap (ST) - Interest free
- Loan Acc NRRN - Interest free (Subord)
- Loan Acc Wage - Interest free (Subord)

Fixed Charge Liability:

Castlake Senior Secured Facility - December 2019

Surplus/(Deficit) Under Fixed Charge

Uncharged assets:

- Shares in NRR Energy Minerals Limited
- Shares in NRR Mozambique Limited
- Shares in North River Resources (Mavuzi) Limited
- Bank Acc - Investec GBP 47618501
- Bank Acc - Investec USD 55152352
- Bank Acc - Investec GBP 55293763
- Loan to NRR Mozambique Limited
- Prepayment to BCP Law
- Vat Claimable
- Royalty agreement for Murrupula (N.2)

Estimated total assets available for preferential

Note.1 The administrators have initiated a process to determine the market value of NLZM. The value is therefore indicated as a range of possibilities with the minimum and maximum values in columns 2 and 3.

Note.2 NLZM disinvested in a subsidiary North River Resources (Murrupula) Limited in exchange for potential royalties should the Resource be developed in the future. Nil value is attributed to it.

	Book Value	Valuation Lower	Valuation Upper
	£	Estimated to Realise	Estimated to Realise
	£	£	£
Assets subject to fixed charge:			
Assets subject to Castle Lake Ventures (Snr Debt) Loan			
90% Shares in NLZM (n.1)	2,154,417	11,112,214	22,224,427
Shares in NRRN	0	0	0
Shares in WAGE	472,750	0	0
Loan Acc NLZM - Interest bearing (subord NAD100m)	34,488,656	0	0
Loan Acc NLZM - Interest free (subord NAD 128m)	6,024,660	0	0
Loan Acc Working Cap (ST) - Interest free	201,440	0	0
Loan Acc NRRN - Interest free (Subord)	2,270,789	0	0
Loan Acc Wage - Interest free (Subord)	6,014,825	0	0
		11,112,214	22,224,427
Fixed Charge Liability:			
Castlake Senior Secured Facility - December 2019	1,614,386	1,614,386	1,614,386
		9,497,828	20,610,041
Uncharged assets:			
Shares in NRR Energy Minerals Limited	240		
Shares in NRR Mozambique Limited	-		
Shares in North River Resources (Mavuzi) Limited	-		
Bank Acc - Investec GBP 47618501	260	260	260
Bank Acc - Investec USD 55152352	130,910	130,910	130,910
Bank Acc - Investec GBP 55293763	12,426	12,426	12,426
Loan to NRR Mozambique Limited	76,723		
Prepayment to BCP Law	6,000	4,000	4,000
Vat Claimable	28,201	28,201	28,201
Royalty agreement for Murrupula (N.2)	-		
Estimated total assets available for preferential		9,673,623	20,785,839



A1 - Summary of Liabilities

Estimated total assets available for preferential Creditors
(carried from page A)

Liabilities

Preferential creditors:-

Estimated deficiency/surplus as regards preferential creditors

Estimated prescribed part of net property where applicable (to carry forward)

Estimated total assets available for floating charge holders

Debts secured by floating charges

Estimated deficiency/surplus of assets after floating charges

Estimated prescribed part of net property where applicable (brought down)

Total assets available to unsecured creditors

Unsecured non-preferential claims (excl. employee and consumer creditors)

- Greenstone SH Loan
- Castlelake SH Loan
- CL unsecured new loan 1mll
- Future Premium Directors & Officers Insurance (estimate)
- Sundry creditors (detail below)

Estimated deficiency/surplus as regards non-preferential creditors
(excluding any shortfall to floating charge holders)

Shortfall to floating charge holders (brought down)

Estimated deficiency/surplus as regards creditors
issued and called up capital

Estimated total deficiency/surplus as regards members

		Estimated to realise £	Estimated to realise £
	E	9,673,625	20,785,839
E N/A			
	E	9,673,625	20,785,839
E N/A			
	E	9,673,625	20,785,839
E N/A			
	E	9,673,625	20,785,839
E N/A			
	E	9,673,625	20,785,839
	E	9,673,625	20,785,839
	E	6,965,764	
		9,278,712	
		887,203	
		24,000	
		43,312	
	E	-7,925,365	3,586,848
	E	4,489,464	
		-12,014,829	-902,616

Statement of Affairs of North River Resources Plc, Company number: 05875525 made up to 10 June 2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
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Shakespeare Martineau	60 Gracechurch Street, London. EC3V 0HR	7478.40	None		
Link Asset Services	The Registry, 34 Beckenham Road, Beckenham. BR3 4TU	437.05	None		
WG Relocations Ltd	1 Shire Place, Northampton. NN3 8DE	24	none		
UHY Hacker Young LLP	4 Thomas More Square, London E1W 1YW	18,990	none		
Sal and Caldeira	Avenida Julius Nyerere, 3412, Mozambique	922.35	none		
	Total	43,312			

Signature



Date 24/7/2020

COMPANY CREDITORS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
Castle Lake Ventures Luxembourg SARL	534 RUE DE NEUDORF L2220 LUXEMBOURG	1,614,386 887,203	Snr Debt Secured Snr Debt Unsecured	10 December 2019	
		9,278,712 6,965,764	SH Loan SH Loan		
Greenstone Resources LP	1ST FLOOR ROYAL CHAMBERS ST JULIAN'S AVENUE ST PETER PORT GUERNSEY GY1 3JX				
	The balances include interest per the contracts capitalised till 11 June 2020.				

Signature _____

Date 24/7/2020

COMPANY EMPLOYEES OR FORMER EMPLOYEES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

CONSUMER CREDITORS PAYING IN ADVANCE FOR THE SUPPLY OF GOODS OR SERVICES

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of creditor or Claimant	Address (with postcode)	Amount of debt £	Details of any security held by creditor	Date security given	Value of security £
None					

Signature _____ Date _____

COMPANY SHAREHOLDERS

Note: You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the Company's possession.

Name of Shareholder	Address (with postcode)	No. of shares held	Nominal Value per share	Details of Shares held
See attached Excel	Ordinary Share capital	54,437,170	0.2p	GBP 108,874
	Deferred Share Capital	547,573,868,907	0.0008p	GBP 4,380,591
TOTALS				

Signature



Date

24/7/2020

North River Resources Plc**SIP9 time cost report, fees estimate and BDO LLP policy in respect of fees and expenses**

North River Resources Plc - In Administration

Detailed Time Charged and Rates Applicable for the Period Until 11 June 2020

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		GRAND TOTAL		AVERAGE RATE
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	£
A. Pre Appointment Matters													
07. General Advice	14.15	11,329.88	18.15	9,111.30							32.30	20,441.18	
99. Other Matters	14.25	11,157.75									14.25	11,157.75	
A. Sub Total	28.40	22,487.63	18.15	9,111.30							46.55	31,598.93	678.82
	28.40	22,487.63	18.15	9,111.30									

Net Total: 46.55 31,598.93

North River Resources Plc - In Administration

Detailed Time Charged and Rates Applicable for the Period From 11 June 2020 to 24 July 2020

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		GRAND TOTAL		AVERAGE RATE £
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
B. Steps on Appointment													
02. Statutory Documentation			8.55	3,868.70			15.95	4,121.45	15.45	1,297.80	39.95	9,287.95	
09. Preparation of Proposals			9.65	4,844.30			17.80	4,763.80	3.00	510.00	30.45	10,118.10	
99. Other Matters	4.00	3,132.00	2.75	1,380.50			1.60	465.60			8.35	4,978.10	
B. Sub Total	4.00	3,132.00	20.95	10,093.50			35.35	9,350.85	18.45	1,807.80	78.75	24,384.15	309.64
C. Planning and Strategy													
02. Review Financial Position	8.00	6,264.00	50.15	25,175.30			1.50	436.50			59.65	31,875.80	
05. Review Options Available	0.35	178.85	1.75	878.50							2.10	1,057.35	
07. Strategy Planning	6.50	5,089.50	15.20	7,630.40							21.70	12,719.90	
99. Other Matters	13.25	10,374.75	10.00	3,616.00							23.25	13,990.75	
C. Sub Total	28.10	21,907.10	77.10	37,300.20			1.50	436.50			106.70	59,643.80	558.99
D. General Administration													
01. Insurance Matters			1.45	727.90							1.45	727.90	
02. VAT			0.50	251.00							0.50	251.00	
03. Taxation	9.50	9,409.50	2.30	1,154.60			0.40	116.40			12.20	10,680.50	
04. Instruct/Liaise Solicitors	31.00	24,273.00									31.00	24,273.00	
05. Investigations	2.00	1,566.00	1.25	627.50							3.25	2,193.50	
07. Receipts/Payments Accounts	0.30	153.30	3.05	1,312.40			10.10	2,161.05	2.05	137.75	15.50	3,764.50	
09. Statutory Matters	1.50	1,174.50	4.85	2,434.70							6.35	3,609.20	
10. Contractual Matters			0.40	200.80							0.40	200.80	
13. General Meetings			0.85	426.70							0.85	426.70	
14. General Discussions	3.25	2,657.25	4.25	2,133.50							7.50	4,790.75	
15. Gen. Admin/Correspondence	2.75	2,400.75	0.20	49.40			5.15	1,474.65	10.15	848.70	18.25	4,773.50	
D. Sub Total	50.30	41,634.30	19.10	9,318.50			15.65	3,752.10	12.20	986.45	97.25	55,691.35	572.66
E. Assets Realisation / Dealing													
02. Evaluation/Reconciliation			0.30	150.60							0.30	150.60	
03. Asset Tracing			2.15	1,079.30							2.15	1,079.30	
04. Agent Instruction/Liaising			2.25	1,129.50							2.25	1,129.50	
05. Sales Info. Preparation			4.25	2,133.50							4.25	2,133.50	
06. Property Related Matters			0.95	476.90							0.95	476.90	
14. Sale of Business/Assets	19.00	16,443.00	24.80	9,173.60					21.50	5,412.50	65.30	31,029.10	
99. Other Matters			2.10	1,054.20							2.10	1,054.20	
E. Sub Total	19.00	16,443.00	36.80	15,197.60					21.50	5,412.50	77.30	37,053.10	479.34

North River Resources Plc - In Administration

Detailed Time Charged and Rates Applicable for the Period From 11 June 2020 to 24 July 2020

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR EXECUTIVE		EXECUTIVE		GRAND TOTAL		AVERAGE RATE £
	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	Hours	Total £	
G. Employee Matters													
02. Dealing with Employees			3.30	1,656.60							3.30	1,656.60	
99. Other Matters			2.70	1,355.40							2.70	1,355.40	
G. Sub Total			6.00	3,012.00							6.00	3,012.00	502.00
H. Creditor Claims													
04. Non-Preferential Creditors	3.00	2,349.00	0.85	413.95	0.15	28.80					4.00	2,791.75	
06. Other Creditors			3.35	1,681.70							3.35	1,681.70	
99. Other Matters	0.50	391.50	0.50	251.00							1.00	642.50	
H. Sub Total	3.50	2,740.50	4.70	2,346.65	0.15	28.80					8.35	5,115.95	612.69
I. Reporting													
01. Statutory Reporting			0.80	401.60							0.80	401.60	
02. Reporting to Appointor	0.50	391.50									0.50	391.50	
99. Other Matters			3.35	1,681.70							3.35	1,681.70	
I. Sub Total	0.50	391.50	4.15	2,083.30							4.65	2,474.80	532.22
	105.40	86,248.40	168.80	79,351.75	0.15	28.80	52.50	13,539.45	52.15	8,206.75			

Net Total:	379.00	187,375.15
Other Disbursements:		88.00
Grand Total:		187,463.15

Fee Estimate as at 5 August 2020

Joint Administrators' Fees	Actual Fees to Date	Future Estimated Fee	Total Hours	Blended Rate	Total Estimated Fee
Summary Activity	(£)	(£)		(£)	(£)
A. Pre Appointment Matters	31,598.93	-	46.55	678.82	31,598.93
Total	31,598.93	-	46.55		31,598.93
B. Steps on Appointment	24,384.15	8,261.00	96.75	337.42	32,645.15
C. Planning and Strategy	59,643.80	17,397.50	138.70	555.45	77,041.30
D. General Administration	55,691.35	32,574.00	164.25	537.38	88,265.35
E. Assets Realisation/Dealing	37,053.10	73,149.75	250.30	440.28	110,202.85
F. Trading Related Matters	-	-	-	-	-
G. Employee Matters	3,012.00	-	6.00	502.00	3,012.00
H. Creditor Claims	5,115.95	3,744.00	17.35	510.66	8,859.95
I. Reporting	2,474.80	14,162.50	40.15	414.38	16,637.30
J. Distribution and Closure	-	14,190.25	29.25	485.14	14,190.25
Total	187,375.15	163,479.00	742.75		350,854.15

Expenses Estimate

Officeholder CAT 1 Disbursements	500.00	2.1
Officeholder CAT 2 Disbursements	160,000.00	2.2

Other Expenses

Agents' Costs	Uncertain	2.3
Valuers' Costs	Nil	2.4
Legal Costs	230,000.00	2.5

The table above is our estimate of the Joint Administrator's fees on a time costs basis for this appointment, together with the anticipated expenses. This estimate and the expenses are prepared on the basis of the information available to us at the date of this estimate, and assume that no major unanticipated factors arise. In the following pages we provide a summary of the work that we believe is necessary. Where applicable, all fees and disbursements will be subject to VAT at the prevailing rate.

In any work of this nature we may have recourse to engage specialists to assist us, for example in ensuring that we obtain appropriate value for the estate assets and also to protect the legal interests of the estate, including where necessary taking action to recover sums due to the estate. The specialists we engage will invoice us and that will be an expense of the estate. These expenses are not subject to creditor approval but will nevertheless have an effect on the funds available for creditors.

1. Joint Administrators' fees

Fees (remuneration) may be sought on four different bases and a guide for creditors is attached. The four bases are: time costs; a percentage of the assets realised; a fixed amount; or a combination of the first three bases. In this case we are seeking fees on a time cost basis and have estimated a fee of £350,854.15.

Where possible, the Joint Administrators will delegate work to our staff, so that work is conducted by suitably qualified and experienced members of staff at different hourly costs. The current charge out rates per hour of staff within my firm's London office is below:

GRADE	£
Partner	783-873
Director - Manager	346-604
Assistant Manager	311
Senior Administrator	291
Administrator	170-291
Other Staff	92-114

These rates are confirmed in an attached document which sets out my firm's policy on time costs and expenses. My firm's hourly charge out rates are normally reviewed on a regular basis and are adjusted to take account of inflation and the firm's overheads.

We have estimated below the time we will spend in respect of the following key areas of work in relation to the Administration.

A Pre-appointment (£31,599)

The pre-appointment fees represent the work that has been undertaken:

- Liaising with the secured creditor and its legal advisors regarding the proposed Administration
- Reviewing the information made available in respect of the Company
- Discussing the proposed Administration Funding Facility
- Liaising with our legal advisors
- Attending upon the board of the Company
- Considering the ethical, technical, practical and legal requirements relevant to the appointment.

This work was led by the prospective Joint Administrators together with an associate director, as appropriate.

B Steps upon appointment (£32,645)

Work includes:

- Set up of case files
- Initial data input including basic details of the case, assets, creditor names and addresses
- Obtaining the specific penalty bond
- Setting up of the Administration bank accounts
- Preparation and filing of various statutory forms including change of registered office form and notice of appointment with the Registrar of Companies
- Notifying creditors and members of the Joint Administrators' appointment
- Preparation of the Joint Administrators' statement to creditors pursuant to Rule 3.35 of the Rules and statement of proposals under Paragraph 49 of Schedule B1 of the Act

- Initial correspondence with directors with requests for information and statement of affairs
- Preparation of the notice of appointment and the notice to creditors to claim for advertisement in the Gazette
- Establishing internal responsibilities regarding staffing of elements of the work to be undertaken
- Attending meetings/phone calls with directors
- Taking steps to gather in and protect all assets
- Undertaking Companies House searches
- Notifying HMRC of our appointment.

This work is primarily led by the associate director with work delegated to junior staff where appropriate.

C Planning and strategy (£77,041)

Work includes:

- Gathering in and reviewing financial records and historic business performance
- Establishing the current financial position
- Liaising with key stakeholders regarding the funding of the Administration
- Liaising with key stakeholders regarding the ongoing support required by NLZM
- Planning an overarching Administration strategy, giving consideration to the hierarchy of statutory objectives
- Continuous review and interrogation of NLZM cashflow
- Continuous liaison with NLZM management and dealing with issues as they arise
- Negotiation of Administration Funding Facility
- Dealing with matters relating to Concord, NLZM.

This area of work is led by one of the Joint Administrators in conjunction with an associate director, with some support below manager level in documenting and recording the proposed strategy.

D General administration (£88,265)

Work includes:

- Instructing and liaising with solicitors on all issues arising in the Administration
- Collection of the Company's books and records
- Liaising with the Company's former professional advisors and bankers
- Review work pursuant to the Statement of Insolvency Practice 2, including review of the Company's bank statements, books and records and the creditors' and directors' questionnaires. Consideration of legislation relating to, but not limited to, wrongful trading, fraudulent trading, antecedent transactions, preferences, transactions at undervalue
- Preparing the submission on the actions of the directors to the disqualification unit of the Department for Business, Energy & Industrial Strategy
- Obtaining approval for the basis of the Joint Administrators' remuneration
- Ongoing maintenance of the Administration bank accounts
- Reconciliation of Administration bank accounts to the Joint Administrators' records

- General administration of the case
- Preparation and completion of internal reviews
- Dealing with enquiries from the unsecured creditors
- Arranging insurance of the Company's assets and monitoring to ensure sufficient
- Preparing and submitting corporation tax returns
- Preparing and submitting VAT returns
- Dealing with any press enquiries and PR matters
- Complying with money laundering obligations.

The majority of this work requires a range of insolvency knowledge and experience, balanced with good accounting and administrative skills and is delegated largely to executives with suitable levels of experience, supervised by an associate director.

E Asset realisation/management (£110,203)

Work includes:

- Preparation for, and conducting a sales process of, the investment in NLZM
- Preparation of marketing materials
- Production of an information memorandum
- Preparation of a financial model fit for due diligence purposes
- Strategic review and process improvement plan
- Attend management presentations with key personnel
- Virtual visit of the site
- Correspondence/meetings with potential buyers
- Review of all offers
- Completion of a sale.

This area of work requires a greater level of commercial experience and insolvency knowledge, than the general administration category of work, together with decision making skills. The work is led by a partner in our M&A team and supported by a more junior team with suitable competencies.

F Trading related matters (£Nil)

The Company acts as a holding company, so no trading is planned. Any time spent dealing with issues pertaining to NLZM, and monitoring that business, has been included under C, Planning and Strategy, above.

G Employee matters (£3,012)

Work includes:

- Liaising with employees of NLZM as needed
- Reviewing management incentive plans for remaining NLZM employees
- Understanding the status of the negotiations between NLZM and the employees' union as regards the retrenchment packages.

This area of work is led by a partner in conjunction with an associate director, with some support below manager level in documenting and recording the proposed strategy.

H Creditor claims (£8,860)

Work includes:

- Receiving and recording all creditor claims
- Where a dividend is likely, identifying whether additional supporting evidence is necessary from the creditor
- Reviewing the validity of all claims submitted by creditors alleging they have security rights which would afford them a higher priority when funds are distributed
- Considering, checking and recording all unsecured creditor claims and identifying any claims which might be categorised as deferred claims.

No provision has been made for dealing with any creditors' claims which prove particularly difficult to adjudicate and agree, or where the decision to reject the claim in whole or in part is appealed to the Court

To estimate the costs in respect of administering creditor claims, we consider the volume of known creditors and the nature of the Company's business. We understand from available records that there are likely to be in the region of 10 creditors.

I Reporting (£16,637)

Work includes:

- Preparing periodic progress reports to creditors regarding the progress achieved, including preparation of receipts & payments accounts, a suitable analysis of time costs accrued and a review of actual costs and accrued costs as against this fees and expense estimate
- Written and verbal communication with the secured creditor.

At the time this estimate was prepared, no information is available regarding whether creditors would seek to appoint a committee; if a committee is appointed, there will be additional reports, the cost of which has not currently been budgeted for.

The associate director is responsible for leading the reporting and delegating the production of the accounts, fee analysis and comparison with estimates to suitably experienced executives. Much of the basic accounting and analysis is conducted by various grades of Executives. In estimating costs in respect of reporting, we have formed a view of the duration of the insolvency and estimated how many reports will be required. These activities do not contribute to the financial outcome for creditors - they are statutory duties imposed by the relevant legislation. However, they do contribute to the creditors' understanding of the work being undertaken on their behalf.

J Distribution and closure (£14,190)

Work includes:

- Calculation and payment of dividends
- Preparation of distribution paperwork including the notice of declaration of dividend
- Preparation of final report to creditors and members together with a receipts and payments account, analysis of time costs accrued and a review of actual costs compared to the fee and expense estimate

- Completing all administrative arrangements including storage of any records for statutory periods and filing final statutory documentation.

The work is supervised by the associate director and final decisions and release of funds is authorised by the partner. The majority of these activities do not contribute to the financial outcome for the creditors (although the matters relating to payment of dividends will do so). The formalities of bringing an insolvency to a close are statutory requirements.

2. Expense estimate

2.1 Category 1 disbursements: (£500)

Our estimate in respect of this heading covers expenses where the officeholders' firm has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents, storage of original records of the insolvent estate.

In each case, the recharge will be reimbursement of a specific expense incurred.

2.2 Category 2 disbursements (£160,000) ^[1]

As set out in greater detail at Section 13.2 of the attached report, BDO's specialist mining team in Perth has been engaged to assist with the sale of the NLZM business. BDO Perth will support the work of the London-based M&A team to deliver the sales process.

A capped fee of £160k plus VAT has been agreed with BDO Perth for the work that they are performing in relation to the sale process, which will be a Category 2 disbursement.

Aside from BDO Perth costs, no additional category 2 disbursements shall be drawn in this Administration.

2.3 Agents' costs (uncertain)

At this stage, it is uncertain whether the Joint Administrators will need to instruct any external agents.

2.4 Valuers' costs (£Nil)

We do not expect to accrue any valuation costs.

2.5 Legal costs: (£230,000)

Best estimate of the cost of legal advice pertaining to the Administration, including the Administration Funding Facility, the potential rescue of the Company or the disposal of the Company's interest in NLZM and general ad hoc advice as required.

BDO LLP
5 August 2020

¹ Note 1 - Category 2 disbursements also include the recharge of expenses such as printing, stationary, photocopying charges, telephone, email and other electronic communications e.g. webhosting, which cannot be economically recorded in respect of each specific case. Additionally, the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency can be recovered from the estate. In this particular case BDO LLP has chosen not to charge for these costs.

North River Resources Plc - In Administration

In accordance with best practice I provide below details of the policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within my firm who may be involved in working on the insolvency follows:

GRADE	£
Partner	783-873
Manager	346-604
Assistant Manager	311
Senior Administrator	291
Administrator	170-291
Other Staff	92-114

This in no way implies that staff at all such grades will work on the case. The rates charged by BDO LLP are reviewed on a regular basis and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:

Pre Appointment
Steps upon Appointment
Planning and Strategy
General Administration
Asset Realisation/Management
Trading Related Matters
Employee Matters
Creditor Claims
Reporting
Distribution and Closure
Other Issues.

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or, in the absence of a committee, to the creditors. The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories:

Category 1 disbursements

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents etc. In each case the recharge will be reimbursement of a specific expense incurred.

Category 2 disbursements ^[2]

We propose to recover from the estate the time costs of BDO Perth in relation to its work on the sales process for NLZM.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

BDO LLP
5 August 2020

² Note 2 - In this case BDO LLP has chosen not to charge for the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency.

North River Resources Plc**Receipts and payments account**

North River Resources Plc - In Administration**Summary of Receipts and Payments from 11 June 2020 (date of appointment) to 24 July 2020**

	Statement of Affairs Value (£)	Sterling Account 11 June 2020 to 24 July 2020 (£)	US Dollar Account 11 June 2020 to 24 July 2020 (\$)
Receipts			
Cash at Bank	143,596	12,686	165,719
Drawdown under Administration Funding Facility		-	1,403,833
		12,686	1,569,552
Payments			
Funding of NLZM	1,614,386	-	1,400,000
Consultant's Fees		-	3,833
Bank Charges		-	54
		-	1,403,887
Balance in hand		12,686	165,664
		12,686	1,569,552

BDO LLP
55 Baker Street
London
W1U 7EU

Shane Crooks
Joint Administrator
05 August 2020

Note

As set out in the attached report, since the Joint Administrators' appointment a further \$500k was drawn down under the Senior Secured Facility, with the proceeds being sent directly to NLZM to fund operational expense in that company. The Senior Secured Facility was effectively repaid on 17 July 2020, by an amount of \$2,604,379 notionally advanced under the Administration Funding Facility. None of these receipts and payments are shown in the summary above, as they were not paid into the Administration estate.

North River Resources Plc**Notice of deemed consent**

Rule 15.7
Insolvency
(England and
Wales) Rules
2016

The Insolvency Act 1986 - NOTICE OF DEEMED CONSENT PROCEDURE

To consider approving the Joint Administrators' proposals dated 5 August 2020

Name of Company North River Resources Plc	Company number 05875525
In the High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (ChD) [full name of court]	Court case number CR-2020-002723

The Joint Administrators are Shane Crooks (officeholder number: 15110) and Mark Shaw (officeholder number: 8893) both of BDO LLP, 55 Baker Street, London, W1U 7EU who were appointed on 11 June 2020. The Joint Administrators may also be contacted by via David Forster at BRCMT@bdo.co.uk.

NOTICE IS GIVEN, pursuant to Paragraph 51 of Schedule B1 to the Insolvency Act 1986 that the Joint Administrators' proposals will be dealt with by deemed consent by the decision date: 19 August 2020. The proposals are:

- (a) They continue to manage the Company's affairs, business and property in accordance with (as appropriate and relevant) the objectives under paragraphs 3(1)(a), (b) and (c) of Schedule B1 of the Act;
- (b) In the event that objective 3(1)(a) cannot be achieved, they exit the Administration by way of one of the following routes, either:
 - i. In the event that funds are available for distribution to unsecured creditors, the Company will move from Administration to Creditors' Voluntary Liquidation under Paragraph 83 of Schedule B1 of the Act, and Shane Crooks and Mark Shaw will be the Joint Liquidators and will act jointly and severally; or
 - ii. In the absence of funds being available for distribution to unsecured creditors, the Company will be dissolved under Paragraph 84 of Schedule B1 to the Insolvency Act 1986.

For the avoidance of doubt, other resolutions within the Joint Administrators' report accompanying the proposals will be approved by postal resolution.

In order to object to the Joint Administrators' proposals a creditor must deliver, to me at the address below or via email BRCMT@bdo.co.uk, by no later than 19 August 2020, a written notice stating that the creditor objects to the approval of the Joint Administrators' proposals. The objection must be accompanied by a proof of debt (form attached) otherwise the creditor's objection will be disregarded. A creditor with a 'small debt' £1,000 or less must still submit a proof of debt if submitting a notice of objection.

Unless 10% in value of the creditors of the Company who are entitled to vote object to the proposals by the decision date, creditors will be treated as having approved the proposals.

It is the convenor's responsibility to aggregate the objections to see if the threshold is met. If the threshold is met the deemed consent procedure will terminate without a decision being made. If a decision is sought again on the same matter it will be sought by a qualifying decision procedure.

Creditors may within five business days of this notice require a physical meeting be held to consider the matter. This is explained in more detail in the overleaf. If there are sufficient requests for a physical meeting this deemed consent procedure will terminate and a physical meeting will be convened.

Any creditor with a small debt (£1,000 or less) or who has opted out of receiving notices must still deliver a completed proof of debt form if they wish to request a physical meeting.

Appeals against decisions (Rule.15.35): Creditors may appeal to the Court in respect of the convener's decision. Any appeal must be made within 21 days of the Decision date stated above.

Date: 5 August 2020



Shane Crooks
Joint Administrator and Convenor of the Decision Process

Objections to the Joint Administrators' proposals, together with proof of claim must be forwarded to Shane Crooks c/o Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH or via email to BRCMT@bdo.co.uk, by no later than 19 August 2020.

Certain Rules apply to decision procedures. The full text of the Rules is attached but the effect of those Rules is summarised below:

Creditor Voting rights (R.15.28): Every creditor who has this notice is entitled to vote in respect of the debt due to the creditor. Where there is a physical meeting the creditor must submit a proxy form (not relevant at this stage). Creditors, including creditors whose debt is treated as a 'small debt' (£1,000 or less) must still deliver a proof for voting purposes, they have not already done so.

Calculation of creditors voting rights (R.15.31): In respect of this Administration creditors' claims will be calculated as at the date the company entered Administration, being 11 June 2020. Claims that have an uncertain value will be subject to £1, or a higher value if the chairman allows.

Requisite majority of creditors for making a decision (15.34): An Administration decision is approved if a majority of creditors, by value vote, in favour by the decision date.

Appeals against decisions (R.15.35): Decisions of the Joint Administrator in convening the Decision Procedure and dealing with voting is subject to appeal to the court by a creditor. Any appeal must be made within 21 days of the decision date.

Physical Meeting: If creditors want to consider the resolutions at a physical meeting they must notify in writing the Joint Administrator, whose details are above, within five business days of delivery of this notice. A meeting will be convened if sufficient creditors notify the Administrators within the timeframe. Section 246ZE of The Insolvency Act sets the "minimum number" of creditors for requisitioning a meeting at any of the following:

- (a) 10% in value of the creditors or contributories;
- (b) 10% in number of the creditors or contributories;
- (c) 10 creditors or contributories.

Extract from the Insolvency (England and Wales) Rules 2016

Creditors' voting rights

15.28.—(1) In an administration, an administrative receivership, a creditors' voluntary winding up, a winding up by the court and a bankruptcy, a creditor is entitled to vote in a decision procedure or to object to a decision proposed using the deemed consent procedure only if—

- (a) the creditor has, subject to 15.29, delivered to the convener a proof of the debt claimed in accordance with paragraph (3), including any calculation for the purposes of rule 15.31 or 15.32; and
 - (b) the proof was received by the convener—
 - (i) not later than the decision date, or in the case of a meeting, 4pm on the business day before the meeting, or
 - (ii) in the case of a meeting, later than the time given in sub-paragraph (i) where the chair is content to accept the proof; and
 - (c) the proof has been admitted for the purposes of entitlement to vote.
- (2) In the case of a meeting, a proxy-holder is not entitled to vote on behalf of a creditor unless the convener or chair has received the proxy intended to be used on behalf of that creditor.
- (3) A debt is claimed in accordance with this paragraph if it is—
- (a) claimed as due from the company or bankrupt to the person seeking to be entitled to vote; or
 - (b) in relation to a member State liquidator, claimed to be due to creditors in proceedings in relation to which that liquidator holds office.
- (4) The convener or chair may call for any document or other evidence to be produced if the convener or chair thinks it necessary for the purpose of substantiating the whole or any part of a claim.
- (5) In a decision relating to a proposed CVA or IVA every creditor, secured or unsecured, who has notice of the decision procedure is entitled to vote in respect of that creditor's debt.
- (6) Where a decision is sought in an administration under sub-paragraph 3.52(3)(b) (pre administration costs), paragraph 18.18(4) (remuneration: procedure for initial determination in an administration) or paragraph 18.26(2) (first exception: administrator has made statement under paragraph 52(1)(b) of Schedule B1), creditors are entitled to participate to the extent stated in those paragraphs.

Calculation of voting rights

15.31.—(1) Votes are calculated according to the amount of each creditor's claim—

- (a) in an administration, as at the date on which the company entered administration, less—
 - (i) any payments that have been made to the creditor after that date in respect of the claim, and
 - (ii) any adjustment by way of set-off which has been made in accordance with rule 14.24 or would have been made if that rule were applied on the date on which the votes are counted;
 - (b) in an administrative receivership, as at the date of the appointment of the receiver, less any payments that have been made to the creditor after that date in respect of the claim;
 - (c) in a creditors' voluntary winding up, a winding up by the court or a bankruptcy, as set out in the creditor's proof to the extent that it has been admitted;
 - (d) in a proposed CVA—
 - (i) at the date the company went into liquidation where the company is being wound up,
 - (ii) at the date the company entered into administration (less any payments made to the creditor after that date in respect of the claim) where it is in administration,
 - (iii) at the beginning of the moratorium where a moratorium has been obtained (less any payments made to the creditor after that date in respect of the claim), or
 - (iv) where (i) to (iii) do not apply, at the decision date;
 - (e) in a proposed IVA—
 - (i) where the debtor is not an undischarged bankrupt—
 - (aa) at the date of the interim order, where there is an interim order in force,
 - (bb) otherwise, at the decision date,
 - (ii) where the debtor is an undischarged bankrupt, at the date of the bankruptcy order.
- (2) A creditor may vote in respect of a debt of an unliquidated or unascertained amount if the convener or chair decides to put upon it an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.
- (3) But in relation to a proposed CVA or IVA, a debt of an unliquidated or unascertained amount is to be valued at £1 for the purposes of voting unless the convener or chair or an appointed person decides to put a higher value on it.
- (4) Where a debt is wholly secured its value for voting purposes is nil.
- (5) Where a debt is partly secured its value for voting purposes is the value of the unsecured part.
- (6) However, the value of the debt for voting purposes is its full value without deduction of the value of the security in the following cases—
- (a) where the administrator has made a statement under paragraph 52(1)(b) of Schedule B1 and the administrator has been requested to seek a decision under paragraph 52(2); and

(b) where, in a proposed CVA, there is a decision on whether to extend or further extend a moratorium or to bring a moratorium to an end before the end of the period of any extension.

(7) No vote may be cast in respect of a claim more than once on any resolution put to the meeting; and for this purpose (where relevant), the claim of a creditor and of any member State liquidator in relation to the same debt are a single claim.

(8) A vote cast in a decision procedure which is not a meeting may not be changed.

(9) Paragraph (7) does not prevent a creditor or member State liquidator from—

(a) voting in respect of less than the full value of an entitlement to vote; or

(b) casting a vote one way in respect of part of the value of an entitlement and another way in respect of some or all of the balance of that value.

Requisite majorities

15.34.—(1) A decision is made by creditors when a majority (in value) of those voting have voted in favour of the proposed decision, except where this rule provides otherwise.

(2) In the case of an administration, a decision is not made if those voting against it—

(a) include more than half in value of the creditors to whom notice of the decision procedure was delivered; and

(b) are not, to the best of the convener or chair's belief, persons connected with the company.

(3) Each of the following decisions in a proposed CVA is made when three-quarters or more (in value) of those responding vote in favour of it—

(a) a decision approving a proposal or a modification;

(b) a decision extending or further extending a moratorium; or

(c) a decision bringing a moratorium to an end before the end of the period of any extension.

(4) In a proposed CVA a decision is not made if more than half of the total value of the unconnected creditors vote against it.

(5) For the purposes of paragraph (4)—

(a) a creditor is unconnected unless the convener or chair decides that the creditor is connected with the company;

(b) in deciding whether a creditor is connected reliance may be placed on the information provided by the company's statement of affairs or otherwise in accordance with these Rules; and

(c) the total value of the unconnected creditors is the total value of those unconnected creditors whose claims have been admitted for voting.

(6) In a case relating to a proposed IVA—

(a) a decision approving a proposal or a modification is made when three-quarters or more (in value) of those responding vote in favour of it;

(b) a decision is not made if more than half of the total value of creditors who are not associates of the debtor vote against it.

(7) For the purposes of paragraph (6)—

(a) a creditor is not an associate of the debtor unless the convener or chair decides that the creditor is an associate of the debtor;

(b) in deciding whether a creditor is an associate of the debtor, reliance may be placed on the information provided by the debtor's statement of affairs or otherwise in accordance with these Rules; and

(c) the total value of the creditors who are not associates of the debtor is the total value of the creditors who are not associates of the debtor whose claims have been admitted for voting.

Appeals against decisions under this Chapter

15.35.—(1) A decision of the convener or chair under this Chapter is subject to appeal to the court by a creditor, by a contributory, or by the bankrupt or debtor (as applicable).

(2) In a proposed CVA, an appeal against a decision under this Chapter may also be made by a member of the company.

(3) If the decision is reversed or varied, or votes are declared invalid, the court may order another decision procedure to be initiated or make such order as it thinks just but, in a CVA or IVA, the court may only make an order if it considers that the circumstances which led to the appeal give rise to unfair prejudice or material irregularity.

(4) An appeal under this rule may not be made later than 21 days after the decision date.

(5) However, the previous paragraph does not apply in a proposed CVA or IVA, where an appeal may not be made after the end of the period of 28 days beginning with the day—

(a) in a proposed CVA, on which the first of the reports required by section 4(6) or paragraph 30(3) of Schedule A1 was filed with the court (a); or

(b) in a proposed IVA—

(i) where an interim order has not been obtained, on which the notice of the result of the consideration of the proposal required by section 259(1)(a) has been given, or

(ii) otherwise, on which the report required by section 259(1)(b)(b) is made to the court.

(6) The person who made the decision is not personally liable for costs incurred by any person in relation to an appeal under this rule unless the court makes an order to that effect.

(7) The court may not make an order under paragraph (6) if the person who made the decision in a winding up by the court or a bankruptcy is the official receiver or a person nominated by the official receiver.

Extract from the Insolvency Act 1986 (as amended)

Section 246ZE Decisions by creditors and contributories: general

(1) This section applies where, for the purposes of this Group of Parts, a person ("P") seeks a decision about any matter from a company's creditors or contributories.

(2) The decision may be made by any qualifying decision procedure P thinks fit, except that it may not be made by a creditors' meeting or (as the case may be) a contributories' meeting unless subsection (3) applies.

(3) This subsection applies if at least the minimum number of creditors or (as the case may be) contributories make a request to P in writing that the decision be made by a creditors' meeting or (as the case may be) a contributories' meeting.

(4) If subsection (3) applies P must summon a creditors' meeting or (as the case may be) a contributories' meeting.

(5) Subsection (2) is subject to any provision of this Act, the rules or any other legislation, or any order of the court—

(a) requiring a decision to be made, or prohibiting a decision from being made, by a particular qualifying decision procedure (other than a creditors' meeting or a contributories' meeting);

(b) permitting or requiring a decision to be made by a creditors' meeting or a contributories' meeting.

(6) Section 246ZF provides that in certain cases the deemed consent procedure may be used instead of a qualifying decision procedure.

(7) For the purposes of subsection (3) the "minimum number" of creditors or contributories is any of the following—

(a) 10% in value of the creditors or contributories;

(b) 10% in number of the creditors or contributories;

(c) 10 creditors or contributories.

(8) The references in subsection (7) to creditors are to creditors of any class, even where a decision is sought only from creditors of a particular class.

(9) In this section references to a meeting are to a meeting where the creditors or (as the case may be) contributories are invited to be present together at the same place (whether or not it is possible to attend the meeting without being present at that place).

(10) Except as provided by subsection (8), references in this section to creditors include creditors of a particular class.

(11) In this Group of Parts "qualifying decision procedure" means a procedure prescribed or authorised under paragraph 8A of Schedule 8.

North River Resources Plc**Notice of arranging a decision procedure for creditors by correspondence**

**Rule 15.8
Insolvency
(England
and Wales)
Rules 2016****The Insolvency Act 1986 - NOTICE OF ARRANGING A DECISION PROCEDURE FOR CREDITORS BY CORRESPONDENCE****To consider whether a creditors' committee should be established and other resolutions**

Name of Company North River Resources Plc	Company number 05875525
In the High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (ChD) [full name of court]	Court case number CR-2020-002723

The Joint Administrators are Shane Crooks (officeholder number: 15110) and Mark Shaw (officeholder number: 8893) both of BDO LLP, 55 Baker Street, London, W1U 7EU who were appointed on 11 June 2020. The Joint Administrators may also be contacted by via David Forster at BRCMT@bdo.co.uk.

NOTICE IS GIVEN that the creditors of the Company are invited to make decisions as to whether to approve or reject the resolutions below.

Decision Procedure: The creditors are invited to indicate by correspondence whether they approve or reject the resolutions. A Decision by Correspondence form is attached for recording your vote. The completed form, together with a completed proof of debt form, if not already provided, must be sent to the Joint Administrators, whose details are below and on the attached form.

Decision date: 19 August 2020

Creditors may within five business days of this notice require a physical meeting be held to consider the matter. If there are sufficient requests for a physical meeting the decision by correspondence procedure will be terminated and a physical meeting convened. This is explained in more detail overleaf.

Any response may be sent by correspondence, using the attached form. To be valid your response must be received by the Administrator by no later than the decision date.

RESOLUTIONS

- (c) That the creditors appoint a Creditors' Committee to assist the Joint Administrators in their conduct of the Administration, including consideration and approval of the Joint Administrators' fees (such committee must comprise of between 3 and 5 creditors).

In the absence of a Creditors' Committee to resolve that:

- (i) The Joint Administrators' pre appointment fees of £31,598.93 plus VAT be approved and paid from the Administration estate.
- (ii) The Joint Administrators' pre-appointment expenses of £10,515 plus VAT be approved and paid from the Administration estate.
- (iii) The remuneration of the Joint Administrators is approved on a time costs basis as set out in the Fees Estimate; and

- (iv) The category 2 disbursements relating to the time costs of BDO Perth, limited to £160,000 plus VAT, be approved and paid from the Administration estate.

Any creditor, including creditors whose debt is treated as a small debt (less than £1,000) or who has opted out of receiving notices, must deliver a completed proof of debt form, as detailed above, if they wish to submit a response or request a physical meeting.

Date: 5 August 2020



Shane Crooks
Joint Administrator and Convenor of the Decision Process

North River Resources Plc**Decision procedure by correspondence form**

The Insolvency Act 1986 - NOTICE OF CONVENING A DECISION PROCEDURE FOR CREDITORS BY CORRESPONDENCE

To consider whether a creditors' committee should be established and other resolutions set out below

North River Resources Plc - In Administration
Registered Number: 05875525

RESOLUTIONS

(* Please indicate voting preference)

- (c) That the creditors appoint a Creditors' Committee to assist the Joint Administrators in their conduct of the Administration, including consideration and approval of the Joint Administrators' fees (such committee must comprise of between 3 and 5 creditors).

***Approved/Rejected**

Do you consent to be a member of the Creditors' Committee?

***Yes/No**

In the event that a Creditors' Committee is not established to RESOLVE THAT;

- (i) The Joint Administrators' pre-appointment fees of £31,598.93 plus VAT are approved as an expense of the Administration;

***Approved/Rejected**

- (ii) The Joint Administrators' pre-appointment expenses of £10,515 plus VAT are approved as an expense of the Administration;

***Approved/Rejected**

- (iii) The remuneration of the Joint Administrators is approved on a time costs basis as set out in the Fees Estimate; and

***Approved/Rejected**

- (iv) The category 2 disbursements relating to the time costs of BDO Perth, limited to £160,000 plus VAT, be approved and paid from the Administration estate.

***Approved/Rejected**

TO BE COMPLETED BY THE CREDITOR WHEN RETURNING FORM

Name of Creditor _____

Signature of Creditor _____

(If signing on behalf of creditor, state capacity e.g. director/solicitor etc.)

NOTE: This form must be accompanied by a proof of the amount due to the creditor unless a proof of debt/claim form has already been delivered. Creditors whose debt is treated as a 'small debt' (£1,000 or less) must still deliver a proof for voting purposes otherwise their vote will be disregarded.

This form must be returned to Shane Crooks (officeholder number: 15110) at BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH, by no later than the Decision date 19 August 2020.

The Joint Administrator may also be contacted via David Forster on BRCMT@bdo.co.uk.

Shane Crooks
Joint Administrator
5 August 2020

North River Resources Plc**Proof of debt form**

Rule 14.4
Insolvency (England
and Wales) Rules
2016

Ref: NRRPLC/SC/DF/C1

Proof of Debt Form
North River Resources Plc - In Administration
Company No: 05875525

Debt as at the date the Company entered Administration: 11 June 2020

1	Name of creditor (If a company please also give company registration number and where registered).	
2	Address of creditor including email address for correspondence.	
3	Total amount of claim, including any Value Added Tax at the above date.	
4	If amount in 3 above includes outstanding un-capitalised interest please state amount.	£
5	Particulars of how and when debt incurred. (If you need more space append a continuation sheet to this form).	
6	Particulars of any security held, the value of the security, and the date it was given.	
7	Particulars of any reservation of title claimed in respect of goods supplied to which the claim relates.	
8	Provide details of any documents by reference to which the debt can be substantiated.	
9	Signature of creditor or person authorised to act on his behalf _____	Dated _____
Name in BLOCK LETTERS _____		
Position with or in relation to creditor _____		
Address of person signing (if different from 2 above) _____		

Please return the completed form to the Joint Administrator, Shane Crooks, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH.

North River Resources Plc**Creditor questionnaire**

Questionnaire

Ref: NRRPLC/SC/DF/C1

Re: North River Resources Plc - In Administration
Registered Number: 05875525

Creditor's name:	
Address:	
Estimated claim:	£
What was the authorised Credit limit?:	£
Was any security, guarantee or assurance given to you in respect of ongoing trade?:	
When did you first encounter delays in obtaining payment of your account, and do you have any evidence?:	
Please provide details of any legal proceedings you took to recover your debts:	
Please supply details of any cheques which were not honoured, including amounts and dates:	
If there is any other information you wish to supply, or issues you consider should be reviewed, please provide brief details on the reverse of this form.	
Date:	
Signature/ Authentication:	
Name:	
Position:	
Please return the completed form to the Joint Administrator, Shane Crooks, Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH.	