Duke Royalty Limited

(Formerly Praetorian Resources Limited)

Annual Report and Audited Consolidated

Financial Statements

for the year ended 31 March 2015

Contents

The Company

Duke Royalty Limited (the "Company") is a Guernsey registered investment holding company incorporated with limited liability. Its shares are traded on the AIM market of the London Stock Exchange("AIM"). The Company was incorporated on 22 February 2012 and dealings on AIM commenced on 9 July 2012.

Following the results of an Extraordinary Meeting (the "EGM") held on 16 June 2015 the Company changed its name from Praetorian Resources Limited to Duke Royalty Limited. At the same EGM the Company changed its Investment Policy and Articles of Incorporation to permit the Company to invest in a diversified portfolio of royalty finance and related opportunities.

The "Group" is defined as the Company and its subsidiaries Praetorian Portfolio Holding L.P., Praetorian Resources (GP) Limited and Praetorian ZDP Limited.

Investment Policy

For the year ended 31 March 2015 the Company's investment policy was to achieve capital appreciation through the purchase and sale of a wide range of securities and other investments within target sectors, which it effected indirectly through its investment in a Limited Partnership. The initial target sector was natural resources, an area where the Board felt that there was an opportunity to take advantage of what it saw as depressed valuations in many mining and energy stocks.

Following the result of the EGM on 16 June 2015, the Company's Articles of Incorporation and Investment Policy were changed to invest in a diversified portfolio of royalty finance and related opportunities to build a stable and reliable income for Shareholders by seeking to invest in, without limitation and restrictions (including geographical restrictions):

(i) Long term, revenue-based royalties in private and/or public companies; and/or

(ii) Other alternative asset classes and/or financing instruments from time to time that bear similar risk and return characteristics to the investments in paragraph (i).

In order to capitalise on the opportunity, the Company assembled a high quality Board and set of advisers with substantial experience and a long term track record within a range of commercial businesses. The Company had been structured as an investment holding company in order to give the Board maximum flexibility to achieve its goals, and is domiciled in a tax efficient jurisdiction to ensure shareholders receive the benefit from any realised profits.

The Company will utilise the contacts and skill of the Board and its advisers to attract and carry out appropriate due diligence on portfolio opportunities. Management will use its expertise and contact base to source new opportunities.

Dear Shareholder

As previously advised the Company has been through a significant degree of change in the last twelve months. We have seen all-time highs in many of the global equity market but the prices of commodities have remained depressed and the small-cap mining sector has continued to have a difficult time. At the period-end our net assets attributable to ordinary shareholders was £3,136,344 equating to a Net Asset Value per Share of 7 pence at 31 March 2015, a decline of 69% from the previous audited year end statements. In the face of such negative market sentiment and negligible capital available to many mining projects your Board has considered several options as to the future of the Company.

In line with the previous announcements of 25 April and 30 June 2014 the Company has undertaken significant cost cutting initiatives. Of the £668,796 total expenses contained within the Consolidated Statement of Income, £305,000 represents expenses paid by way of share issuance in lieu of cash fees to directors, advisors and support services. The net cash outflow from the payment of operating expenses has decreased by £200,328 during the year.

On 28 May 2015 the Directors wrote to Shareholders to seek their approval to a number of proposals for the change of the investing policy of the Company to create a royalty finance company. At an Extraordinary General Meeting ("EGM") of the Company held on 16 June 2015 the proposed changes were approved by Shareholders.

Share Buy Backs

On 6 May 2014 the Company announced that it had completed the on-market buy-back of an aggregate of 7,858,015 Ordinary Shares at a price of 8 pence per Ordinary Share. These shares, along with the 1,000,000 Ordinary Shares held by the Company in Treasury were cancelled.

Issue of Ordinary Shares

On 25 April 2014 the Company announced the cancellation of the service agreement with Arlington Group Asset Management Limited and all outstanding fees under the terms of the service agreement were settled by the issuance of 2,400,000 Ordinary Shares.

On 30 June 2014 the Company announced the issuance of 2,000,000 Ordinary Shares in lieu of Director and Consultancy fees due to Messrs Lockwood, Burne and Cannon-Brookes and Directors fees due to Mr Hohnen.

On 20 May 2015 the Company announced that 90,247,000 new ordinary shares had been issued increasing the issued share capital of the Company to 135,882,936 Ordinary Shares. The proceeds from the issuance of these new ordinary shares provided additional working capital for the Company.

New Investing Policy

On 16 June 2015 the Company held an EGM at which a new investing policy was adopted whereby the Company will provide alternative financing to a sectorally and geographically diverse range of businesses ("Company Partners"). Under this new investing policy it is intended that the Company will use an innovative financing structure that allows it to provide capital in a manner that is intended to maximise valuations of Company Partners and be tax efficient and allow existing owners of the Company Partners to retain control of their businesses. The primary objective is to generate predictable, stable cash flows from the Company Partners to allow the Company to provide an attractive, yet stable, yield to its shareholders.

At the EGM a number of significant changes were made to the structure and management of the Company, which are described below.

Change of name to Duke Royalty Limited

The Company's name was changed to Duke Royalty Limited on 16 June 2015.

Directorate Changes

Nathan Steinberg and Kaare Foy both resigned with effect from 16 June 2015 as part of the restructuring and I would like to take this opportunity to thank both Nathan and Kaare for their support during the year and throughout the restructuring process.

Neil Johnson, Charles Cannon-Brookes, Nigel Birrell and James Ryan joined the Board on 16 June 2015 (the “New Directors”). Collectively the New Directors have a wealth of experience in the public company arena and I look forward to working with them in the coming months. I will remain as the Company's Chairman on an interim basis to ensure an orderly transition of directors and to help with implementation of the Company's new investing policy.

Share consolidation on a 20-for-1 basis

On 16 June 2015, the Company undertook a share consolidation of 1 new ordinary share of no par value in the Company for every 20 existing ordinary shares of no par value in the Company (the “Share Consolidation”). The Company now has a total of 7,294,126 New Ordinary Shares in issue, which were admitted to trading on AIM on 17 June 2015. Of this total, 6,794,126 Ordinary Shares were issued in respect of the Share Consolidation and 500,000 Ordinary Shares were issued to Abingdon Capital Corporation as part of their appointment as a service provider to the Company. The New Ordinary Shares have been allocated stock identification codes as follows: SEDOL code BYZSSY6 and ISIN code GG00BYZSSY63.

Cancellation of Subscription Shares from trading on AIM

As part of the restructuring of the Company, the Subscription Shares, of which there were 23,324,433 quoted on AIM on 16 June 2015, were cancelled from trading on AIM with effect from 26 June 2015.

Web-site

The Company has a new web-site, available at www.dukeroyalty.com

Remaining Portfolio

As at the date of signing of these financial statements, the estimated asset value of the legacy resource investments stood at £3.6m and it is the Board’s intention that these assets be disposed of in an orderly manner to ensure a maximum realisation value.

The Service Contracts with the members of the Advisory and Execution Team were terminated on 16 June 2015 and replaced with new Service Contracts with Arlington Group Asset Management Limited (“Arlington”) and Abingdon Capital Corporation (“Abingdon”) as set out in the circular to Shareholders dated 28 May 2015. It will be the responsibility of both Abingdon and Arlington to dispose of these legacy assets as well as search for new investment opportunities under the new investing policy.

Remaining Portfolio (continued)

Following the year end the Company repaid in full 1,500,000 unlisted, zero dividend preference shares issued at £1 per share to Damille Investments II Limited ("Damille"), issued on 30 October 2013. Including accrued interest and redemption fees, the Company repaid Damille £1,841,199. As a result of this and some recent realisations made to the legacy portfolio, the Company currently has no debt, as at the date of signing of these financial statements, had cash resources of £1.63m.

Royalty Transactions

As at the date of these financial statements the Company has not undertaken any royalty transaction and continues to actively seek an exit for the residual assets.

Future Outlook

Our shareholders voted overwhelmingly in favour of our new corporate strategy at the EGM on 16 June 2015, which marks a new beginning for the Company. We have completed the first step in our strategy to transform the Company into a diversified royalty company. Royalty investing is an innovative alternative financing measure which has been used in the resource and healthcare sectors for many years, and has recently been adopted mainly in North America to finance other types of companies. Public investors of royalty companies are attracted to the stable and predictable cash flows of the businesses which pay dividends to them. We believe strongly that the Company is positioned well to attract UK and European investors and there is a healthy pipeline of non-North American based companies for which royalty financing could be attractive. We are the first company listed in the UK with a policy of investing in diversified royalties, and we look forward to updating our shareholders on our progress in due course.

Robert King
Chairman

Robert King (Chairman)

Robert is a non-executive director of a number of open and closed ended investment funds and companies including JPMorgan Senior Secured Loan Fund Limited and Threadneedle UK Select Trust Limited. He was a director of Cannon Asset Management Limited and its associated companies from October 2007 to February 2011. Prior to this, he was a Director of Northern Trust International Fund Administration Services (Guernsey) Limited (formerly Guernsey International Fund Managers Limited) where he had worked from 1990 to 2007. He has been in the offshore finance industry since 1986 specialising in administration and structuring of offshore open and closed ended investment funds. Robert is British and resident in Guernsey.

Kaare Foy (resigned on 16 June 2015)

Kaare was an executive director of Great Panther Silver Limited, a silver exploration and mining company based in Vancouver, from 1994 until the beginning of 2012 and was its Executive Chairman when it reached a market capitalisation of more than US$600 million in 2011. He is currently chairman of Viscount Mining Limited, and has been heavily involved with silver and gold projects in North America. He also serves as executive chairman for Canadian exploration company Cangold Limited, and is a non-executive director of Golden Prospect Precious Metals Limited.

Nathan Steinberg (resigned on 16 June 2015)

Nathan is a Director of Sovereign Mines of Africa plc, Auctus Growth Plc. and is a Partner in the London practice of Munslows. He has previously served as the Chairman of East West Resources plc as well as formerly holding positions on the Boards of Pan African Resources plc and Longships plc. He is an experienced tax adviser and has considerable corporate experience of public companies and is a Member of Council of the Institute of Chartered Accountants in England and Wales.

Mr Neil Johnson (appointed 16 June 2015)

Neil Johnson has over 20 years of experience in investment banking, merchant banking, and research analysis in both the Canadian and UK capital markets. He began his career as a Research Analyst at Canaccord Genuity in 1993 at the dawn of the commercial internet, and focused on new software companies taking advantage of this revolution. Mr Johnson became an Investment Banker in 1996 and in 1999 moved to the new London, UK office of Canaccord which had formerly been T. Hoare & Co, a resourced focused broker. During his 10 years with Canaccord in London, Mr Johnson became Head of Corporate Finance (Europe), Global Head of Technology, and on the Global Executive Committee.

Mr Johnson transferred with Canaccord to Toronto in January 2010, and focused on technology, cleantech and other non-resource industries.

Mr Johnson left Canaccord in 2012 to co-found and become Chief Executive Officer of Difference Capital Financial, a Canadian publicly-listed merchant bank which raised over £100 million from international investment banks in its first 15 months of existence, from international investment banks. Mr Johnson's responsibilities included developing and implementing the company's business model. Difference Capital Financial's capital was raised for equity, debt and derivative investments in growth companies in non-resources industries.

Mr Johnson is a graduate of the Richard Ivey School of Business at the University of Western Ontario, and received his Chartered Financial Analyst designation in 1997.

Charles Cannon-Brookes (appointed 16 June 2015)

Charles Cannon-Brookes is the Investment Director of Arlington Group Asset Management Limited and has been active in a variety of investment management and corporate finance transactions since its acquisition in 2004/2005. For the previous five years (2000 – 2005), he ran Arlington Group Plc's proprietary trading book, managing all of its public equity exposure. He was a member of the Advisory and Execution team for the Company until 16 June 2015.

He has extensive fund management experience and has advised and sat on the board of a number of other funds, trusts and companies in a non-executive capacity.

Mr Nigel Birrell (appointed 16 June 2015)

Nigel Birrell was until recently Group Director on the Executive Board at bwin.party digital entertainment plc, the world's leading listed on-line gaming business, where he was responsible for all its mergers and acquisitions, business development and managing its investment portfolio.

While at bwin.party Mr Birrell led the acquisitions of Gamebookers, Empire On-line and IOG's casino operations, Cashcade, the World Poker Tour and Orneon. He was instrumental in devising, negotiating and transacting the merger between PartyGaming and Bwin, the largest online gaming deal in history. He has also led all its disposals including Ongame's sale to Amaya.

Prior to bwin.party, Mr Birrell was a director of the FTSE 250 media group HIT Entertainment. Mr Birrell graduated in law from the University of London (Queen Mary College) and qualified as a solicitor of the Supreme Court. He also worked as an investment banker with Donaldson, Lufkin & Jenrette and Dresdner Kleinwort Benson.

Since leaving bwin.party Mr Birrell has joined the Board of LottoLand Limited, a Gibraltar regulated fast growing gaming group as its Managing Director having previously been its only Non-Executive Director. He is also a Director of Delta Management Limited, the Fund Manager that is responsible for the investments of the Gibraltar FSC regulated property fund Temple Rock PCC and is a Non-Executive Director of Southern Rock Insurance Company Limited a Gibraltar FSC regulated insurance underwriter.

Mr James Ryan (appointed 16 June 2015)

James Ryan joined Pala Interactive, LLC in July 2013 as CEO, bringing with him several years of executive experience in the online gaming industry.

Prior to joining Pala Interactive, LLC, Mr Ryan served as a Co-Chief Executive Officer of bwin.party digital entertainment plc from March 2010 to January 2013. Prior to the merger of PartyGaming and bwin, Mr Ryan served as the Chief Executive Officer of PartyGaming plc from May, 2008 to March, 2010.

Mr Ryan has also held executive positions with a number of online gaming companies which include Chief Executive Officer of St. Minver Limited (Jan 2006 to May 2008), Chief Executive Officer of Excapsa Software Limited (January 2005 to November 2006) and the Chief Financial Officer of Cryptologic Software Limited (January 2001 to May 2004).

In addition to his role of CEO and board member of Pala Interactive, LLC, Mr Ryan also currently sits on the Boards of Gaming Realms plc and WG Limited. He is also a member of the advisory board at Difference Capital Financial Inc. Mr Ryan obtained professional qualifications as a Chartered Accountant from the Canadian Institute of Chartered Accountants and a degree in business from the Goodman School of Business at Brock University.

Directors Report

For the year ended 31 March 2015

The Directors present their Annual Report and the Audited Consolidated Financial Statements of the Group for the year ended 31 March 2015.

Status and activity

The Company is an investment holding company incorporated on 22 February 2012 with limited liability in Guernsey under the Companies (Guernsey) Law, 2008.

Its shares were admitted to trading on the London Stock Exchange's Alternative Investment Market ("AIM") on 9 July 2012. As at 31 March 2015 the Company had 45,635,936 Ordinary Shares and 23,205,393 Subscription Shares in issue. The Company also has 7,263,922 unlisted warrants.

The Company's initial investment objective was to build a focused natural resource investment vehicle in order to generate positive returns to shareholders. As detailed in the Investment Policy section on page 2 following the result of the EGM on 16 June 2015 the Company's Articles of Incorporation and Investment Policy were changed to that of investment in a diversified portfolio of royalty finance and related opportunities.

The Company on 16 June 2015 undertook a share consolidation of 1 new ordinary share of no par value in the Company for every 20 existing ordinary shares of no par value in the Company. The Company now has a total of 7,294,126 New Ordinary Shares which were admitted for trading on AIM on 17 June 2015. The Subscription Shares, of which there were 23,205,393 quoted on AIM, have been cancelled from trading on AIM with effect 26 June 2015.

Results and dividends

The Company's performance during the year is discussed in the Chairman's Report on pages 3 to 5. The results for the year are set out in the Consolidated Statement of Comprehensive Income on page 19. The Directors do not recommend the payment of a dividend for the year ended 31 March 2015 (2014: £nil).

At the year end the net assets attributable to the ordinary shareholders were £3,136,344 (2014: £10,222,354) and the net asset value per Ordinary Share was 7 pence (2014: 21 pence).

Taxation

The Company has been granted exemption from Guernsey taxation and is charged an annual exemption fee of £600 (with effect from 1 January 2015 this fee has been increased to £1,200). The Directors intend to conduct the Company's affairs such that it continues to remain eligible for exemption from Guernsey tax.

Shareholder information

Up to date information regarding the Company, including its net asset value, can be found on the Company's website, which is www.dukeroyalty.com.

Annual General Meeting

The notice for the Annual General Meeting of the Company, which is to be held on 10 September 2015 at 11 am, is on page 51 of this document. The form of Proxy for the Annual General Meeting will accompany these Consolidated Financial Statements.

Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the Consolidated Financial Statements in accordance with applicable law and regulations.

Directors' responsibilities (continued)

Company law requires the Directors to prepare Consolidated Financial Statements for each financial year. Under that law the Directors have elected to prepare the Consolidated Financial Statements in accordance with International Financial Reporting Standards ("IFRS").

The Directors are required by the Companies (Guernsey) Law, 2008 to prepare Consolidated Financial Statements for each financial period which gives a true and fair view of the state of affairs of the Group and of the surplus or deficit of the Group for that period.

In preparing those Consolidated Financial Statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Consolidated Financial Statements; and
- prepare the Consolidated Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies (Guernsey) Law, 2008. The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors who held office at the date of approval of this report confirm that, so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditor is unaware, having taken all the steps the Directors ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors

The Directors of the Company, who served during the year, and subsequently, are shown on pages 6 and 7.

As at 31 March 2015 none of the Directors held interests in the share capital of the Company either directly or beneficially.

Subsequent to the year end and following the changes detailed in note 17 the Directors held the following interest in the share capital of the Company either directly or beneficially.

Director	Ordinary Shares 2015
R King	-
K Foy	-
N Steinberg	-
N Johnson	8,000,000
C Cannon-Brookes	2,970,333
N Birrell	8,000,000
J Ryan	8,000,000

Directors (continued)

The number of shares held by Richard Lockwood and Mark Hohnen, who resigned from their roles as Directors on 9 June 2014, are disclosed in note 13 to the Consolidated Financial Statements.

The Directors who served in the year received the following remuneration during the year:

Director	2015 £	2014 £
R King *	20,000	20,000
K Foy ** ^	5,000	-
N Steinberg ^	10,000	-
R Lockwood ^^	20,750	20,000
M Hohnen ^^	20,750	20,000
M Burne ^^^	-	4,835
A Ferguson ^^^	-	4,835
B O'Mahoney ^^^^	-	7,500
Total remuneration	76,500	77,170

The amounts paid by the Company to the Directors were for services as non-executive Directors.

* Chairman

** Chairman of the Audit Committee

^ Mr Foy and Mr Steinberg were appointed to the Board on 9 June 2014 and resigned on 16 June 2015

^^ Mr Lockwood and Mr Hohnen retired from the Board on 9 June 2014

^^^ Mr Burne and Mr Ferguson resigned from the Board on 28 June 2013

^^^^ Mr O'Mahoney was paid fees in relation to Praetorian Resources (GP) Limited, he resigned on 1 November 2014

As disclosed in the 2013 Annual Report, with affect from 30 June 2013 all Directors had either deferred or waived some, or all, of their fees. These fees continued to be accrued until 30 June 2014 when it was announced that the Company had agreed with Messrs Hohnen and Lockwood to settle these accrued fees by the issue of new Praetorian Resources Limited ordinary shares of no par value ("Ordinary Shares") representing a material discount to the combined total outstanding value of these contracts. Further details of this can be found in note 13 to the Consolidated Financial Statements.

Directors' authority to buy back shares

A shareholder resolution, which took effect upon Admission to AIM, has been passed granting the Board authority to make market purchases of up to 14.99 per cent of the Ordinary Shares and 14.99 per cent of the Subscription Shares in issue during any twelve month period. Any repurchase of Ordinary Shares or Subscription Shares will be made in accordance with the Articles of Association of the Company and the Companies (Guernsey) Law, 2008, as amended, and within guidelines established from time to time by the Board and will be at the absolute discretion of the Board, and not at the option of the Shareholders.

This authority will lapse on the date of the Company's next annual general meeting. Subject to Shareholder authority for proposed repurchases, general purchases of up to 14.99 per cent of the Ordinary Shares in issue and up to 14.99 per cent of the Subscription Shares in issue will only be made through the market.

Directors' authority to buy back shares (continued)

The minimum price (exclusive of expenses) which may be paid for an Ordinary Share or a Subscription Share is £0.01 per share and the maximum price (exclusive of expenses) which may be paid for an Ordinary Share or a Subscription Share shall be not more than five per cent above the average of the middle market quotation for the Ordinary Shares or the Subscription Shares (as appropriate) for the five business days before the purchase is made.

Any repurchase by the Company of 15 per cent or more of any class of its shares (excluding shares of that class held in treasury) will be effected by way of a tender offer to all Shareholders of that class.

The Directors only intend to purchase Ordinary Shares where they believe such purchases will result in an increase in the NAV per Ordinary Share and will assist in narrowing any discount to the NAV per Ordinary Share at which the Ordinary Shares may be trading.

When Ordinary Shares trade at a substantial discount to the NAV per Ordinary Share and do not coincide with trading volumes in the market, the Directors may feel that it is appropriate to make such purchases. Please refer to note 17 for details of a further share buy back subsequent to the year end.

On 6 May 2014 the Company announced that it has completed the on-market buy-back of an aggregate of 7,858,015 Ordinary Shares at a price of 8 pence per Ordinary Share. These shares, along with the 1,000,000 Ordinary Shares held by the Company in treasury were cancelled.

Please refer to note 17 of the Consolidated Financial Statement which details post year end transactions regarding further share buy-backs and share cancellations.

Material contracts

As at 31 March 2015 the Company's material contracts are with R&H Fund Services (Guernsey) Limited, which acts as Administrator for the Company, Grant Thornton UK LLP, which acts as Nominated Adviser, Pareto Securities Limited (formerly Ocean Equities Limited) which acts as the Company's Broker and Computershare Investor Services (Guernsey) Limited, which acts as Registrar.

The Company also had contracts with the members of the Advisory and Execution team, who are Richard Lockwood, Malcolm Burne and Charles Cannon-Brookes. The Advisory and Execution team provided investment advisory services to the Board.

The Advisory and Execution Team operated under the investment criteria set out by the Board and within the guidelines of the Prospectus issued by the Company dated 4 July 2012 (the "Prospectus"). They advised the Board in relation to the existing and proposed investments by the Company and gave instructions on behalf of the Board for the execution of all transactions relating to the investment, realisation and/or reinvestment of the funds or any part thereof. Subject to the overall supervision of the Directors, the Advisory and Execution Team had complete discretion to buy, sell, retain, exchange or otherwise deal in investments for the account of the Company in line with the Investment Policy of the Company as set out in the Prospectus. As disclosed in note 5 to the Consolidated Financial Statements, the Advisory and Execution Team had formed Praetorian (Special Limited Partner) L.P. in order that they may receive any interest in any performance incentive fee payable by the Group.

Material contracts (continued)

Charles Cannon-Brookes and Malcolm Burne were considered to be 'investment managers' of the Company for the purpose of the AIM Rules for Companies because they were members of the Advisory and Execution Team whilst not being a Director or employee of the Company for the year ended 31 March 2015. Subsequent to his resignation from the Board on 9 June 2014, Richard Lockwood was also considered to be an 'investment manager' for the same reason.

Details of the fees payable under these contracts are as detailed in note 13 to the Consolidated Financial Statements.

The Service Contracts with the members of the Advisory and Execution Team were terminated on 16 June 2015 and replaced with new Service Contracts with Arlington Group Asset Management Limited and Abingdon Capital Corporation.

Shareholders significant interests

The following shareholders had a substantial interest of 3% or more of the Company's issued share capital as at 31 March 2015.

Shareholder/ Nominee Account	Ordinary shares held	% of the Ordinary Share capital
Smith & Williamson Nominees Limited	5,156,662	11.30%
Chase Nominees Limited	5,110,584	11.20%
Ferlim Nominees Limited	3,692,200	8.09%
A-CAP Resources Limited	3,536,750	7.75%
Pershing Nominees Limited	3,218,210	7.05%
Roy Nominees Limited	2,339,000	5.13%
The Bank of New York (Nominees) Limited	2,267,426	4.97%
Euroclear Nominees Limited	2,000,000	4.38%
Securities Services Nominees Limited	2,000,000	4.38%
Lynchwood Nominees Limited	1,788,500	3.92%
Jim Nominees Limited	1,701,428	3.73%

The following shareholders had a substantial interest of 3% or more of the Company's issued share capital after its share consolidation in June 2015 as at 6 July 2015.

Shareholder/ Nominee Account	Ordinary shares held	% of the Ordinary Share capital
Ferlim Nominees Limited	634,610	8.70%
Abinvest Corporation	500,000	6.85%
Chase Nominees Limited	455,529	6.25%
Nigel Birrell	400,000	5.48%
Neil Johnson	400,000	5.48%
James Ryan	400,000	5.48%
Smith & Williamson Nominees Limited	257,833	3.53%
Roy Nominees Limited	256,950	3.52%
Huntress (CI) Nominees Limited	250,000	3.43%
Paloduro Investments Limited	225,000	3.08%

Relations with Shareholders

The Directors place a great deal of importance on communication with shareholders. The Annual Report and Consolidated Financial Statements are widely distributed to other parties who have an interest in the Company's performance. Shareholders and investors may obtain up to date information on the Company through the Company's website.

The Notice of the Annual General Meeting included within the Annual Report and Consolidated Financial Statements is sent out 20 working days in advance of the meeting. All shareholders have the opportunity to put questions to the Board, either formally at the Company's Annual General Meeting or at the subsequent buffet luncheon for shareholders. The Company Secretary and representatives from the Arlington Asset Management Limited and Abingdon Capital Corporation are available to answer general queries.

Corporate governance

The Board of Directors is responsible for the corporate governance of the Company. As a Guernsey incorporated company and under the AIM rules for companies, the Company is not required to comply with The UK Corporate Governance Code published by the Financial Reporting Council ("UK Code"). However, the Directors place a high degree of importance on ensuring that high standards of Corporate Governance are maintained and as such the Company is committed to complying with the corporate governance obligations appropriate to the Company's size and nature of business. The Company does not, nor does it intend to, adopt the UK Code.

As a Guernsey incorporated company, the Company is required to comply with the Finance Sector Code of Corporate Governance issued by the Guernsey Financial Services Commission ("GFSC Code") introduced on 1 January 2012. During the year the Board has continued the process of reviewing the elements of the GFSC Code that it deems to be practical and relevant to a Company of this size and nature. As a consequence of the changes to the Board it was no longer felt to be necessary to continue with the Nomination and Remuneration Committees. The Directors consider that the functions which were to be undertaken by the Nomination and Remuneration Committees can be incorporated into their Board meeting agendas and that those Board meetings will provide adequate governance for a company of its size.

The Directors continue to review and assess the most appropriate Corporate Governance processes, while at all times maintaining high standards of, and generally accepted best practices of, Corporate Governance.

The Board

The Board, whose membership, and where relevant independence, is disclosed above, meets at least four times a year. Between the formal meetings there was regular contact with the Advisory and Execution Team and the Company Secretary. The Directors are kept fully informed of investment and financial controls, and other matters that are relevant to the business of the Company and should be brought to the attention of the Directors. The Directors also have access to the Administrator and, where necessary in the furtherance of their duties, to independent professional advice at the expense of the Company. The Board is responsible for the appointment and monitoring of all service providers to the Company.

The Board has engaged specific individuals and external companies to undertake the investment management, administrative and custodial activities of the Company. Clear documented contractual arrangements are in place with these individuals and firms, which define the areas where the Board has delegated responsibility to them.

The Board (continued)

It remains the responsibility of the Board to assess whether the outsourced activities are being performed adequately, to ensure that the Company has adequate resources and to establish procedures, including compliance plans, to be able to monitor the performance of third parties performing the outsourced activities. The Directors believe that the Board has a balance of skills and experience which enables it to perform these assessments, to provide effective strategic leadership and proper governance of the Company. The Board has considered non-financial areas of risk such as disaster recovery and staffing levels within service providers and considers adequate arrangements to be in place.

At the quarterly Board Meetings the Board received from the Advisory and Execution team and the Administrator a full report on the Group's holdings and performance. The Board gave direction to the Advisory and Execution Team as to investment objectives and limitations and received reports on the financial position of the Group and the custody of its assets.

The Company maintains insurance in respect of directors' and officers' liability in relation to their acts on behalf of the Company. Suitable insurance is in place and has been renewed for the period until 24 June 2016.

As part of the restructuring, Nathan Steinberg and Kaare Foy both resigned with effect from 16 June 2015 and Neil Johnson, Charles Cannon-Brookes, Nigel Birrell and James Ryan joined the Board on 16 June 2015.

Board committees

Where practical the Company uses committees to control certain of its operations. Each committee has formal written terms of reference, which clearly define their responsibilities.

Audit Committee

An Audit Committee had been established with written terms of reference and comprised of all of the Board members until 16 June 2015. The Audit Committee members had recent and relevant financial experience. The terms of reference of the Audit Committee were reviewed and re-assessed for their adequacy on an annual basis. The Audit Committee was disbanded following restructuring and the Board is looking into options as to whether an Audit Committee is required. Following due consideration by the new Board, the Audit Committee will be re-established commencing 27 July 2015 and will comprise of all board members and will be chaired by James Ryan.

Role of the Audit Committee

A summary of the Committee's main audit review functions is shown below:

- to review the half year and annual results;
- to review the contract with the Advisory and Execution Team;
- to review and monitor the effectiveness of the internal control systems and risk management systems on which the Group is reliant;
- to review and monitor the effectiveness of the Company's other third party service providers;
- overseeing the Company's relationship with the external auditor BDO Limited and to review their proposed audit programme of work and their findings;
- approval of the remuneration and terms of engagement of the external auditors;
- to develop and implement policy on the engagement of the external auditor to supply non-audit services; and
- to monitor and review annually the external auditor's independence, objectivity, effectiveness, resources and qualification.

Board committees (continued)

Annual Report and Financial Statements

The Board of Directors are responsible for preparing the Annual Report and Financial Statements. The Audit Committee advises the Board on the form and content of the Annual Report and Financial Statements, any issues which may arise and any specific areas which require judgement.

Internal control and financial reporting

The Board is responsible for establishing and maintaining the Group's system of internal controls. Internal control systems are designed to meet the specific needs of the Group and the risks to which it is exposed, and, by their very nature, provide reasonable, but not absolute, assurance against material misstatement or loss.

The key components designed to provide effective internal control are outlined below:

- R&H Fund Services (Guernsey) Limited ("R&H") is responsible for the provision of administration and company secretarial duties;
- The duties of investment management, accounting and the custody of assets are segregated. The procedures are designed to complement one another;
- The Audit Committee clearly defines the duties and responsibilities of the Group's agents and advisers in the terms of their contracts; and
- The Board reviews financial information and compliance reports produced by the Administrator on a regular basis.

The Audit Committee reviews the Group's risk management and internal control systems quarterly and believes that the controls are satisfactory, given the size and nature of the Group.

Anti-bribery and corruption

The Board acknowledges that the Group's international operations may give rise to possible claims of bribery and corruption. In consideration of the UK Bribery Act the Board reviews the perceived risks to the Group arising from bribery and corruption to identify aspects of the business which may be improved to mitigate such risk. The Board has adopted a zero tolerance policy toward bribery and has reiterated its commitment to carry out business fairly, honestly and openly.

Financial risk profile

The Group's main financial instruments comprise investments and cash. The main purpose of these instruments is the investment of Shareholders' funds. The most significant risks that these instruments are subject to are discussed in note 15 to the Consolidated Financial Statements.

Environment

The Company seeks to conduct its affairs responsibly and environmental factors are, where appropriate, taken into consideration with regard to investment decisions taken on behalf of the Company.

Going Concern

After making all reasonable enquires the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the Consolidated Financial Statements since the assets of the Company consist mainly of securities which are readily realisable and, accordingly, the Company has adequate financial resources to continue in operational existence for the foreseeable future.

Independent Auditor

The auditor, BDO Limited, has indicated its willingness to continue in office. Accordingly, a resolution for its reappointment will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors on 27 July 2015 and signed on behalf of the Board by:

Robert King
Director

Charles Cannon-Brookes
Director

Independent Auditor's Report to the Members of Duke Royalty Limited (formerly Praetorian Resources Limited)

We have audited the consolidated financial statements of Duke Royalty Limited for the year ended 31 March 2015 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Financial Position, the Consolidated Statement of Cash Flows and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs).

This report is made solely to the company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work is undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditor

As explained more fully in the Directors' Responsibilities Statement within the Directors' Report, the directors are responsible for the preparation of the consolidated financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the consolidated financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's affairs as at 31 March 2015 and of the group's loss for the year then ended;
- have been properly prepared in accordance with IFRSs; and
- have been properly prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the parent company; or
- the Financial Statements are not in agreement with the accounting records; or
- we have failed to obtain all the information and explanations, which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

BDO Limited
CHARTERED ACCOUNTANTS
Place du Pré
Rue du Pré
St Peter Port
Guernsey

27 July 2015

Consolidated Statement of Comprehensive Income
For the year ended 31 March 2015

	Notes	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Income			
Net capital loss on financial assets as fair value through profit or loss	4	(6,059,722)	(4,933,721)
Investment income	4	8,085	1,179
Net investment losses	4	(6,051,637)	(4,932,542)
Expenses			
Support services administration fees	5	(290,000)	(162,791)
Consultancy fees	13	(120,645)	(134,000)
Other expenses	6	(74,202)	(110,624)
Directors' fees	13	(76,500)	(77,170)
Administration fees	5	(60,547)	(67,650)
Broker fees	5	(20,000)	(22,712)
Audit fees		(13,667)	(30,250)
Registrar fees	5	(5,500)	(9,495)
Custodian fees	5	(5,292)	(9,830)
Directors' expenses	13	(2,085)	(5,719)
Foreign currency loss		(358)	-
Total expenses		(668,796)	(630,241)
Operating loss		(6,720,433)	(5,562,783)
Finance income		185	1,163
Finance costs	11	(207,121)	(106,026)
Total comprehensive expense for the year		(6,927,369)	(5,667,646)
Basic and diluted deficit per share (pence) (restated)	8	(3.028)	(2.307)

All activities derive from continuing operations.

All income is attributable to the holders of the Ordinary Shares of the Company.

The notes on pages 23 to 48 form an integral part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Equity

For the year ended 31 March 2015

	Notes	Shares Issued £	Warrants Issued £	Treasury Shares £	Retained Earnings £	Total Equity £
At 1 April 2014		24,677,936	72,454	(310,655)	(14,217,381)	10,222,354
Total comprehensive expense for the year		-	-	-	(6,927,369)	(6,927,369)
Transactions with owners						
Shares issued	10	470,000	-	-	-	470,000
Shares bought back and cancelled	10	(939,296)	-	-	-	(939,296)
Treasury shares cancelled	10	-	-	310,655	-	310,655
Total transactions with owners		(469,296)	-	310,655	-	(158,641)
At 31 March 2015		24,208,640	72,454	-	(21,144,750)	3,136,344
At 1 April 2013		24,677,901	-	-	(8,549,735)	16,128,166
Total comprehensive expense for the year		-	-	-	(5,667,646)	(5,667,646)
Transactions with owners						
Shares issued	10	35	-	-	-	35
Warrants issued	10	-	72,454	-	-	72,454
Share bought back	10	-	-	(310,000)	-	(310,000)
Share transaction costs	10	-	-	(655)	-	(655)
Total transactions with owners		35	72,454	(310,655)	-	(238,166)
At 31 March 2014		24,677,936	72,454	(310,655)	(14,217,381)	10,222,354

The notes on pages 23 to 48 form an integral part of these Consolidated Financial Statements

Consolidated Statement of Financial Position
As at 31 March 2015

	Notes	31 March 2015 £	31 March 2014 £
ASSETS			
Non-Current Assets			
Investments at fair value through profit or loss	4	4,083,733	10,813,632
Total non-current assets		4,083,733	10,813,632
Current Assets			
Trade and other receivables		7,280	60,433
Cash and cash equivalents		517,597	1,044,814
Restricted cash	11	257,080	-
Total current assets		781,957	1,105,247
Total Assets		4,865,690	11,918,879
EQUITY AND LIABILITIES			
Equity			
Shares issued	10	24,208,640	24,677,936
Warrants issued	10/11	72,454	72,454
Treasury shares	10	-	(310,655)
Retained earnings	10	(21,144,750)	(14,217,381)
Total Equity		3,136,344	10,222,354
Liabilities			
Non-Current Liabilities			
Loan payable	11	1,688,133	1,481,012
Total non-current liabilities		1,688,133	1,481,012
Current Liabilities			
Loan payable	11	-	-
Trade and other payables	12	41,213	215,513
Total current liabilities		41,213	215,513
Total equity and liabilities		4,865,690	11,918,879
Net asset value per Ordinary Share (excluding shares held in Treasury)	14	0.07	0.21

The Consolidated Financial Statements on pages 19 to 48 were approved and authorised for issue by the Board of Directors on 27 July 2015 and were signed on its behalf by:

Robert King
Director

Charles Cannon-Brookes
Director

The notes on pages 23 to 48 form an integral part of these Consolidated Financial Statements.

Consolidated Statement of Cash Flows
For the year ended 31 March 2015

	Notes	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Cash flows from operating activities			
Purchase of investments	4	(431,337)	(1,279,845)
Proceeds from sale of investments	4	1,101,514	858,335
Interest and investment income		8,270	1,163
Operating expenses paid		(319,943)	(520,271)
Net cash inflow/(outflow) from operating activities		358,504	(940,618)
Cash flows from financing activities			
Proceeds from issue of shares	10	-	35
Payment of redemption of shares	10	-	-
Share buybacks	10	(628,641)	(310,000)
Share transaction costs	10	-	(655)
Loan proceeds received	11	-	1,500,000
Loan facility issue costs	11	-	(30,000)
Escrow payments under loan agreement	11	(257,080)	-
Net cash (outflow)/inflow from financing activities		(885,721)	1,159,380
Net change in cash and cash equivalents		(527,217)	218,762
Cash and cash equivalents at beginning of year		1,044,814	826,052
Cash and cash equivalents at end of year		517,597	1,044,814

The notes on pages 23 to 48 form an integral part of these Consolidated Financial Statements.

1. GENERAL INFORMATION

Duke Royalty Limited (the “Company”) is a closed-ended investment company with limited liability formed under the Companies (Guernsey) Law, 2008. The Company was incorporated in Guernsey on 22 February 2012 and its shares were admitted to trading on the London Stock Exchange’s AIM on 9 July 2012. The Company’s registered office is shown on page 49.

Following the results of an Extraordinary Meeting (the “EGM”) held on 16 June 2015 the Company changed its name to Duke Royalty Limited. At the same EGM the Company changed its Investment Policy and Articles of Incorporation.

The Company’s initial investment objective was to build a focused natural resource investment vehicle in order to generate positive returns to shareholders. As detailed in the investment policy on page 2 following the result of the EGM on 16 June 2015 the Company’s Articles of Incorporation and Investment Policy were changed to that of investment in a diversified portfolio of royalty finance and related opportunities.

The Company’s shares are traded on AIM, a market operated by the London Stock Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

The Consolidated Financial Statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) to the extent that they have been adopted by the European Union, and reflect the following policies, which have been adopted and applied consistently.

During the year, as disclosed in note 10, the Company bought back some of its own Ordinary Share Capital to be held as Treasury Shares which were then subsequently cancelled. Where the Company purchases its own share capital, the consideration paid, which includes any directly attributable costs, is recognised as a deduction from equity shareholders’ funds through the Company reserves. When such shares are subsequently sold or re-issued to the market any consideration received, net of any directly attributable incremental costs, is recognised as an increase in equity shareholders’ funds through the Share Capital account. Shares held in treasury are excluded from calculations when determining NAV per share as detailed in note 14.

b) Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassured whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Basis of consolidation (continued)

In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights
- Substantive potential voting rights held by the company and by other parties
- Other contractual arrangements
- Historic patterns in voting attendance

The Consolidated Financial Statements incorporate the Financial Statements of the Company and the subsidiary undertakings controlled by the Company, made up to 31 March each year.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The "Group" is defined as the Company and its subsidiaries Praetorian Portfolio Holding L.P., Praetorian Resources (GP) Limited and Praetorian ZDP Limited.

c) New and amended standards and interpretations

The accounting policies adopted in the year are consistent with those of the previous financial period, with the exception of new standards that have become effective during the year. Although there were a number of new standards and interpretations that apply for the first time in 2014, none of these had any significant impact on the Consolidated Financial Statements.

At the date of authorisation of these Consolidated Financial Statements, the following standards and interpretations, which will become relevant to the Group but have not been applied in these Consolidated Financial Statements, were in issue but not yet effective:

IFRS 9, "Financial Instruments – Classification and Measurement" (for accounting periods currently no sooner than 1 January 2018, though no effective date has been set by the ISAB).

IFRS 7, Financial Instruments Disclosures – Amendments regarding initial application of IFRS 9* - effective for periods commencing on or after 1 January 2015.
*still to be endorsed by the EU.

IFRS 15, Revenue from contracts with customers – effective for periods commencing on or after 1 January 2017.

This standard and interpretation will be adopted by the Group when it becomes effective. The Directors anticipate that, with the exception of IFRS 9, the adoption of these standards and interpretations in future period will not have a material impact on the Consolidated Financial Statements of the Group.

Given the post year end changes to the Company, the Directors have not yet considered what the impact of IFRS 9 will be on the Consolidated Statement of Financial Position but do not anticipate adopting the standard until the year ended March 2018.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Foreign currency

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the entity operated ("the functional currency"). The Consolidated Financial Statements are presented in Pounds Sterling (£), which is the Group's functional and presentation currency.

Transactions in currencies other than Sterling are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the date of the Consolidated Statement of Financial Position are retranslated into Sterling at the rate of exchange ruling at that date.

Foreign exchange differences arising on retranslation are recognised in the Consolidated Statement of Comprehensive Income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the rate of exchange at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated into Sterling at foreign exchange rates ruling at the dates the fair value was determined.

e) Financial instruments

Financial assets and financial liabilities are recognised in the Consolidated Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are only offset and the net amount reported in the Consolidated Statement of Financial Position and Consolidated Statement of Comprehensive Income when there is a currently enforceable legal right to offset the recognised amounts and the Group intends to settle on a net basis or realise the asset and liability simultaneously.

Financial assets

The classification of financial assets at initial recognition depends on the purpose for which the financial asset was acquired and its characteristics. All financial assets are initially recognised at fair value. All purchases of financial assets are recorded at trade date, being the date on which the Group became party to the contractual requirements of the financial assets. The Group has not classified any of its financial assets as Held to Maturity or as Available for Sale. The Group's financial assets comprise loans and receivables and investments held at fair value through profit or loss.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They principally comprise other receivables and cash and cash equivalents. They are initially recognised at fair value on acquisition, and subsequently carried at amortised cost using the effective interest rate method, less provisions for impairment. The effect of discounting on these financial instruments is not considered to be material.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial instruments (continued)

Financial assets at fair value

Classification

The Group classifies its investments as “financial assets at fair value”. These financial assets are designated by the Group at fair value through profit or loss at inception.

Recognition

Purchases and sales of investments are recognised on the trade date, the date on which the Group commits to purchase or sell the investment.

Measurement

Financial assets at fair value are initially recognised at cost, being the fair value of consideration given. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the ‘financial assets at fair value’ category are presented in the Statement of Comprehensive Income in the period in which they arise.

Fair value estimation

Marketable (Listed) Securities – where an active market exists for the securities, the value is stated at the bid price on the last trading day in the period. Marketability discounts are not applied unless there is some contractual, governmental or other legally enforceable restriction preventing realisation at the reporting date.

Unlisted Investments – are carried at such fair value as the Directors consider appropriate given the performance of each investee company and after taking account of the effect of dilution, the exercise of ratchets, options or other incentive schemes. Warrants are carried at fair value using standard Black Scholes valuation models.

Fair value hierarchy

IFRS 13 required disclosure of fair value measurements by level of the following fair value hierarchy.

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can readily observe.
Level 2 – inputs are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly.
Level 3 – inputs that are not based on observable market date (unobservable inputs).

Derecognition of financial assets

A financial asset (in whole or in part) is derecognised either (i) when the Group has transferred substantially all the risks and rewards of ownership; or (ii) when it has neither transferred nor retained substantially all the risks and rewards and when it no longer has control over the assets or a portion of the asset; or (iii) when the contractual right to receive cash flow has expired. Any gain or loss on derecognition is taken to the Consolidated Statement of Comprehensive Income as appropriate.

Financial liabilities

The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial instruments (continued)

All financial liabilities are initially recognised at fair value. All purchases of financial liabilities are recorded on trade date, being the date on which the Group becomes party to the contractual requirements of the financial liability. Unless otherwise indicated the carrying amounts of the Group's financial liabilities approximate to their fair values.

The Group's financial liabilities consist of any financial liability measured at amortised cost.

Financial liabilities measured at amortised cost
These include loans and borrowings, payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

Derecognition of financial liabilities
A financial liability (in whole or in part) is derecognised when the Group has extinguished its contractual obligations, it expires or is cancelled. Any gain or loss on derecognition is taken to the Consolidated Statement of Comprehensive Income.

Capital
Financial instruments issued by the Group are treated as equity if the holder has only a residual interest in the assets of the Group after the deduction of all liabilities. The Company's Ordinary Shares and Warrants are classified as equity instruments.

The Group considers its capital to comprise its Ordinary Share Capital (including Treasury Shares), Warrants and retained earnings.

Equity instruments
Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from proceeds.

Incremental costs include those incurred in connection with the placing and admission to AIM of new shares, which include fees payable under the Placing Agreement, legal costs and any other allocable expenses.

Where the Company purchases its own share capital, the consideration paid, which includes any directly attributable costs, is recognised as a deduction from equity shareholders' funds through the Company's reserves. If such shares are subsequently sold or re-issued to the market, any consideration received, net of any directly attributable incremental transactions costs, is recognised as an increase in equity shareholders' funds through the Share Capital account. Shares held in treasury are excluded from calculations when determining NAV per share as detailed in note 14.

f) Income

Interest income is recognised on a time apportioned basis using the effective interest method. Investment income is recognised on an accrual basis in the Consolidated Statement of Comprehensive Income.

g) Expenses

Expenses are accounted for on an accrual basis.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Share issue expenses

Any share issue expenses will be treated as a deduction from equity in the Consolidated Statement of Changes in Equity. During the year there were no such expenses (2014: £nil).

i) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors, as a whole. The key measure of performance used by the Board to assess the Group's performance and to allocate resources is the total return on the Group's net asset value, as calculated under IFRS, and therefore no reconciliation is required between the measure of profit or loss used by the Board and that contained in these Financial Statements.

For management purposes, the Group is organised into one main operating segment, which invests in natural resources stocks. All of the Group's income is derived from its investments in natural resources stocks, which are located in various jurisdictions. Due to the Group's nature it has no customers.

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Consolidated Financial Statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods, if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, management has made the following judgements, which had the most significant effects on the amounts recognised in the Consolidated Financial Statements:

Going concern

After making all reasonable enquiries the Directors believe that it is appropriate to adopt the going concern basis in preparing the Consolidated Financial Statements since the assets of the Group consist mainly of listed securities which are readily realisable and the short term liabilities of the Group are minimal, accordingly, the Group has adequate financial resources to continue in operational existence for the foreseeable future.

Fair value of unlisted investments

The Group uses valuation techniques that include inputs that are not based on the observable market data to estimate the fair value of unlisted financial investments.

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Fair value of unlisted investments (continued)

The Group uses valuation techniques that include inputs that are not based on the observable market data to estimate the fair value on two of its investments. Significant judgement has been applied by the directors when valuing these investments.

For one investment the directors have applied a full discount to unaudited NAV of US$484,455. In forming this conclusion, the Directors have taken into account all available information including; the NAV includes significant projects that have not been valued since 2011, the decline in the market since the latest audited values of 2012, projects not being able to be realised despite efforts to secure sales, the illiquidity of the investment and restriction over sale, given the entity is in a long standing breach of its debt terms which has security over all assets. In addition the projects are not income generating and there is a significant interest payable on the loan.

The Company's other unlisted investment was listed on the Toronto Stock Exchange until 17 September 2014 when the investment was suspended. The Directors have used the last traded price before the suspension and applied a discount of 50% for the illiquidity and the associated uncertainty attached. The last traded price gave a value of the holding of £176,652 to which the Directors have applied the 50% discount.

The Directors believe that the applied valuation techniques and assumptions used are appropriate in determining the fair value of unlisted financial investments. Further details are provided below in note 4.

4. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

For the year ended 31 March 2015	Level 1	Level 2	Level 3	Total
	£	£	£	£
Opening Cost	21,235,890	108,679	339,499	21,684,068
Transfer to level 3	(2,754,849)	-	2,754,849	-
Additions at cost - cash	321,845	109,492	-	431,337
Disposals proceeds	(929,562)	(171,952)	-	(1,101,514)
Net realised (loss)/gain on disposal of investments	(241,926)	35,900	-	(206,026)
Closing portfolio cost	17,631,398	82,119	3,094,348	20,807,865
Net accumulated unrealised loss on investments	(13,715,843)	(2,267)	(3,006,022)	(16,724,132)
Closing valuation	3,915,555	79,852	88,326	4,083,733
Net unrealised loss on investments	(2,380,770)	(487,248)	(2,985,678)	(5,853,696)
Net realised (loss)/gain on disposal of investments	(241,926)	35,900	-	(206,026)
Net capital loss on fair value of financial assets designated at fair value through profit or loss	(2,622,696)	(451,348)	(2,985,678)	(6,059,722)
Investment income	8,085	-	-	8,085
Total losses on financial assets at fair value through profit or loss	(2,614,611)	(451,348)	(2,985,678)	(6,051,637)

For the year ended 31 March 2014	Level 1	Level 2	Level 3	Total
	£	£	£	£
Opening Cost	22,132,351	-	1,314,499	23,446,850
Additions at cost - cash	1,171,166	108,679	-	1,279,845
Disposals proceeds	(834,395)	-	(23,940)	(858,335)
Net realised loss on disposal of investments	(1,233,232)	-	(951,060)	(2,184,292)
Closing portfolio cost	21,235,890	108,679	339,499	21,684,068
Net unrealised (loss)/gain on investments	(11,335,073)	484,981	(20,344)	(10,870,436)
Closing valuation	9,900,817	593,660	319,155	10,813,632
Net unrealised (loss)/gain on investments	(4,126,293)	484,981	891,883	(2,749,429)
Net realised loss on disposal of investments	(1,233,232)	-	(951,060)	(2,184,292)
Net capital (loss)/gain on fair value of financial assets designated at fair value through profit or loss	(5,359,525)	484,981	(59,177)	(4,933,721)
Investment income	1,179	-	-	1,179
Total (losses)/gains on financial assets at fair value through profit or loss	(5,358,346)	484,981	(59,177)	(4,932,542)

4. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The current strategy of the Group, as discussed in the 2013 Annual Report, was to concentrate the portfolio on six key positions where the Group can support and assist in management. As at the year end these key positions constitute 87.9% (31 March 2014: 83%) of the NAV of the Group.
Valuation techniques used in the determination of fair values, including the key inputs used, are as follows:

Fair value hierarchy level	Valuation techniques
Level 1	Fair value is the quoted price.
Level 2	The debenture has been valued based on a precedent transaction in the year on the same investment for the same debenture. The fair value is deemed to be price received of the precedent transaction and accordingly has been included within Level 2.
Level 3	The fair value of investments in the two unlisted entities is derived by applying a discount rate, as deemed appropriate by the Board, to in one case the latest unaudited NAV and in the other case to the latest traded price prior to suspension. The significant unobservable input used in arriving at the fair value is the discount rate applied by the Board. The discount rate used is the best estimate of the measure of the impact of the illiquid nature of the investments together with the certain issues each investment is facing. More information is given on page 29. If the discount rates used in the valuation of financial assets classified as Level 3 under the fair value hierarchy were to increase by 10%, with all other variables held constant, the NAV would have decreased by £17,665 (2014: £43,684) being 0.56% (2014: 0.42%) of NAV. If they were to decrease by 10% the NAV would by increase by £50,323 (2014: £42,964) being 1.6% (2014: 0.42%) of NAV.

For financial instruments that are recognised at fair value on a recurring basis, the Board determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

During the year to 31 March 2015 there was a transfer from Level 1 to Level 3. The investment was previously listed with quoted prices on an active market. At the year end the investments did not have an active market and were therefore valued by the Board using the Company's valuation policy for unquoted investments. This change caused the Company to reclassify the investments from Level 1 to Level 3.

5. MATERIAL AGREEMENTS

Support services and administration fees

Arlington Group Asset Management Limited ("AGAM") was appointed to provide day-to-day support services, including investor relations services, to the Group as set out in the Administration and Support Services Agreement. In consideration for its services, AGAM was entitled to receive a ratcheting quarterly administration fee based upon "Equity Funds" being the aggregate of (i) the Enlarged Share Capital, being the issued share capital of the Company on Admission to AIM, following completion of the Share Exchanges and the Cash Placing, multiplied by the Issue Price, (ii) in the event that the Company raises further funds through the issue of further Ordinary Shares, the gross proceeds of such further issues, and (iii) the resulting proceeds arising to the Company on the exercise of the Subscription Shares.

The ratcheting quarterly administration fee relates to the size of Equity Funds from time to time, ratcheting from a base fee of £40,000 per quarter where the value of the Equity Funds is £20,000,000 or less up to a maximum fee of £200,000 per quarter where the value of the Equity Funds is £100,000,000 or more. The fee was due to be increased yearly from the second anniversary of Admission in line with the percentage increase in the UK Retail Prices Index. The total charge to the Consolidated Statement of Comprehensive Income was £290,000 (2014: £162,791). As announced on 25 April 2014 the Company cancelled the service Agreement with AGAM and all outstanding fees under the terms of the service agreement were settled by the issuance of 2,400,000 Ordinary shares.

Administration fees

Legis Fund Services Limited was entitled to receive a fixed fee of £60,000 per annum, monthly in arrears, for administration of the Group commencing in July 2012, as set out in the Administration Agreement. With effect from October 2013, upon the addition of Praetorian ZDP Limited to the Group, the fixed fee increased to £67,000 per annum, with an additional £2,500 fee being charged for the set-up of Praetorian ZDP Limited. The total charge to the Consolidated Statement of Comprehensive Income was £45,654 (2014: £67,650) of which £nil was outstanding at the end of the year (2014: £15,000). Legis Fund Services Limited resigned on 31 October 2014.

R&H Fund Services (Guernsey) Limited were appointed as Administrator on 1 November 2014. They were entitled to receive a fixed fee of £36,000 per annum, quarterly in arrears, for administration of the Group, as set out in the Administration Agreement. The total charge to the Consolidated Statement of Comprehensive Income was £14,893 (2014: £nil), of which £9,310 (2014: £nil) was outstanding at the end of the year.

Custodian fees

The custodian, ABN AMRO (Guernsey) Limited, is entitled to receive a fee from the Group at the rate of 0.08 per cent of the net asset value of Praetorian Portfolio Holdings L.P, payable monthly in arrears commencing 26 June 2012, as set out in the Custodian Agreement. The total charge to the Consolidated Statement of Comprehensive Income was £5,292 (2014: £9,830), of which £903 was outstanding at the end of the year (2014: £2,238).

5. MATERIAL AGREEMENTS (continued)

Corporate broker fees

On 4 July 2012 Pareto Securities Limited (previously Ocean Equities Limited) was appointed to act as the Company's Broker. The Broker was entitled to receive £30,000 per annum calculated from the date of Admission payable quarterly in advance. With effect from 8 July 2013 this fee was reduced to £20,000 per annum. The total charge to the Consolidated Statement of Comprehensive Income was £20,000 (2014: £22,712) there was no outstanding fees at the end of the year (2014: £4,525).

Nominated adviser fees

On 24 March 2012 Westhouse Securities Limited was appointed by the Company to act as nominated adviser to the Company for the purpose of the AIM listing. The Company agreed to pay Westhouse Securities Limited an annual retainer fee of £20,000 calculated from the date of Admission (increasing to £40,000 when the Company's market capitalisation reaches £50 million) payable quarterly in advance. The total charge to the Consolidated Statement of Comprehensive Income was £8,597 which included a cancellation fee of £3,616 (2014: £20,000), there was no outstanding fees at the end of the year (2014: £nil). Westhouse Securities Limited resigned on 8 June 2014.

On 9 June 2014 Grant Thornton UK LLP ("Grant Thornton") was appointed by the Company to act as nominated adviser to the Company for the purpose of the AIM listing. Grant Thornton is entitled to an annual fee of £20,000, payable quarterly in advance and an initial commencement fee of £2,500. The total charge to the Consolidated Statement of Comprehensive Income was £15,513 (2014: £nil) there was no outstanding fees at the end of the year.

Registrar fees

The Company is party to an Offshore Registrar Agreement with Computershare Investor Services (Guernsey) Limited (the "Registrar") dated 30 March 2012, pursuant to which the Registrar will provide registration services to the Company which will entail, among other things, the Registrar having responsibility for the transfer of shares, maintenance of the share register and acting as transfer and paying agent. For the provision of such services, the Registrar is entitled to receive an initial set-up fee of £2,000 and a minimum annual fee of £5,500. The total charge to the Consolidated Statement of Comprehensive Income was £5,500 (2014: £9,495), there was no amount outstanding fees at the end of the year (2014: £nil).

Performance fee

Praetorian (Special Limited Partner) L.P. ("PSLP") is a special limited partner under the terms of the Limited Partnership Agreement of Praetorian Portfolio Holding L.P. PSLP has been established in order that the Advisory and Execution team may receive interests in any performance incentive fee.

Under the terms of the Limited Partnership Agreement, for any financial year (a "Performance Period"), PSLP is entitled to receive from Praetorian Portfolio Holding L.P. a performance incentive payment equal to 20 per cent of the aggregate return over the full or pro-rata (in the case of partial realisations) cost of investment (including all pro-rata-out-of-pocket costs relating to such investment) received by Praetorian Portfolio Holding L.P. and Praetorian Resources (GP) Limited following the full or partial cash realisation of an investment.

5. MATERIAL AGREEMENTS (continued)

Performance fee (continued)

The payment of a performance incentive payment is conditional upon the net asset value per Ordinary Share of the Company at the end of the relevant Performance Period (as adjusted, inter alia, to add back the value of any distributions and accrued but unpaid performance incentive payments) being greater than the net asset value per Ordinary Share at Admission or, if a performance incentive payment has previously been paid, the net asset value per Ordinary Share when a performance incentive payment was last paid.

Performance incentive payments shall be distributed within 20 business days of completion of the audit for the relevant Performance Period. No such fee is payable for the current year (2014: £nil).

6. OTHER EXPENSES

	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Nomad fees (note 5)	26,922	20,000
Legal and professional fees	16,102	36,265
Sundry expenses	16,999	35,648
Insurance premiums	9,193	11,255
Listing fees	4,986	7,456
	74,202	110,624

7. TAXATION

The Company has been granted exemption from Guernsey taxation and is charged an annual exemption fee of £600 (with effect from 1 January 2015 this fee has increased to £1,200).

8. DEFICIT PER SHARE

Basic and diluted deficit per ordinary share	Year ended 31 March 2015 £	Year ended 31 March 2014 £
Loss for the year	(6,927,369)	(5,667,646)
Weighted average number of Ordinary Shares in issue	2,287,398	2,456,888
Deficit Per Share (pence)	(3.028)	(2.307)

The deficit per share is based on the Group loss for the year and on the weighted average number of Ordinary Shares in issue for the year. The weighted average number of shares has been adjusted for both years to reflect the post year end share consolidation (note 17).

The Group's subscription shares (note 10) and the warrants, (note 11) could potentially dilute the earnings per share in the future.

9. DIVIDENDS

No dividend was declared or paid in respect of the year (2014: £nil).

10. SHARES ISSUED

	Number of Warrants	Number of subscription shares	Number of ordinary Shares in issue	Number of ordinary Shares in treasury	£
Authorised					
Unlimited number of shares of no par value	-	-	-	-	-
Allotted, called up and fully paid:					
As at 1 April 2014	7,263,922	23,205,393	49,093,951	1,000,000	24,439,735
Shares issued	-	-	4,400,000	-	470,000
Shares redeemed	-	-	(7,858,015)	(1,000,000)	(628,641)
As at 31 March 2015	7,263,922	23,205,393	45,635,936	-	24,281,094

	Number of Warrants	Number of subscription shares	Number of ordinary Shares in issue	Number of ordinary Shares in treasury	£
Allotted, called up and fully paid:					
As at 1 April 2013	-	23,205,443	50,093,901	-	24,677,901
Share buyback	-	-	(1,000,000)	1,000,000	(310,000)
Share buyback transaction costs	-	-	-	-	(655)
Subscription shares converted to Ordinary shares	-	(50)	50	-	35
Warrants issued	7,263,922	-	-	-	72,454
As at 31 March 2014	7,263,922	23,205,393	49,093,951	1,000,000	24,439,735

Each Subscription Share confers the right (but not the obligation) to subscribe for one new Ordinary Share upon exercise of the Subscription Rights and on payment of the Subscription Price of £0.70. As a result, and in order to simplify the Company's capital structure following the change of its Investing Policy, the Directors brought forward the Final Subscription Date to 16 June 2015, following which all outstanding Subscription Shares (that is, those that have not converted into Ordinary Shares following the exercise of a Subscription Right) were cancelled.

On 16 April 2013 the Company announced an on market share buy back of 1,000,000 ordinary shares at a price of 31 pence each. These buy back shares were held by the Company as Treasury Shares and were cancelled on 6 May 2014.

10. SHARES ISSUED (continued)

On 25 April 2014 the Company announced the cancellation of the service agreement with Arlington Group Asset Management Limited and all outstanding fees under the terms of the service agreement were settled by the issuance of 2,400,000 Ordinary Shares at a price of £0.0875 per share, equating to a value of £210,000. Following the cancellation of the service agreement there were no further contractual services provided by Arlington Group Asset Management Limited.

On 6 May 2014 the Company announced that it has completed the on-market buy-back of an aggregate of 7,858,015 Ordinary Shares at a price of 8 pence per Ordinary Share. These shares, along with the 1,000,000 Ordinary Shares held by the Company in Treasury at year end, were cancelled. The Company's issued Ordinary share capital post the cancellation was 43,635,936 Ordinary Shares.

On 30 June 2014 the Company announced the issuance of 2,000,000 Ordinary shares at a price of £0.13 per share, equating to a value of £260,000 in lieu of director and consultancy fees due to Messrs Lockwood, Burne and Cannon-Brookes and director fees due to Mr Hohnen.

On 20 May 2015 the Company announced that 90,247,000 new ordinary shares had been issued enlarging the issued share capital of the Company to 135,882,936 Ordinary Shares. The proceeds from the issuance of these new ordinary shares provided additional working capital for the Company.

On 16 June 2015 the Company undertook a share consolidation of 1 new ordinary share of no par value in the Company for every 20 existing ordinary shares of no par value in the Company. The Company now has a total of 7,294,126 New Ordinary Shares which were admitted for trading on AIM on 17 June 2015. Of this total, 6,794,126 Ordinary Shares were issued in respect of the share consolidation and 500,000 Ordinary Shares were issued to Abingdon Capital Corporation. The New Ordinary Shares have been allocated stock identification codes as follows: SEDOL code BYZSSY6 and ISIN code GG00BYZSSY63.

Pursuant to the Companies (Guernsey) Law, 2008 (as amended), all reserves (including share capital) can be designated as distributable. However, in accordance with the Admission Document, the Company shall not, except with the sanction of an extraordinary resolution of the Subscription Shareholders, make any distribution of capital profits or capital reserves except by means of capitalisation issues in the form of fully paid Ordinary Shares or issue securities by way of capitalisation of profits or reserves except fully paid Ordinary Shares issued to the holders of its Ordinary Shares.

11. LOAN

The Company announced on 30 October 2013 that it had entered into a funding agreement (the "Agreement") with Damille Investments II Limited ("Damille") to raise £1,500 000. The Agreement was entered into by a new wholly owned subsidiary of the Company, Praetorian ZDP Limited ("Praetorian ZDP"). Praetorian ZDP is a special purpose vehicle, incorporated on 25 October 2013, for the sole purpose of entering into the Agreement.

Under the Agreement, Praetorian ZDP issued 1,500,000 unlisted, zero dividend preference shares (the "Shares") to Damille for a consideration of £1,500,000 (the "Subscription Price"). The Shares carry an annually compounded coupon of 11% and have a maximum three year term from the date of signing the Agreement. The Company agreed to pay Damille a facility fee of 2% of the Subscription Price.

11. LOAN (continued)

Praetorian ZDP had the right to redeem the Shares prior to the end of the three year term by giving Damille no less than 30 days written notice; by repaying the accrued capital entitlement per ZDP Share ("Capital") plus the accrued compounded coupon to that redemption date and by paying a redemption fee equating to 5% of the sum of the Capital and accrued compounded coupon at the date of redemption.

The Company had undertaken to maintain a net asset value coverage of 4.5 times the Subscription Price plus the compounded coupon due for the full three year term (the "Cover Test"). If the Cover Test is not satisfied as at the date of two consecutive quarterly net asset value publications, the Company will place into escrow 50% of any asset realisations until such time that the Cover Test is once again satisfied, at which point all escrowed funds will be returned to the Company.

During the year the Company breached this covenants, consequently the Company placed 50% of any proceeds in Escrow amounting to £257,080. As explained in note 17 after the year end the Company repaid the Preference Shares paying £1,841,199 including accrued interest and redemption fees.

As part of the Agreement, the Company issued 7,263,922 unlisted warrants to Damille with an exercise price of £0.2065 per warrant (to subscribe for Ordinary Shares in the Company on a 1:1 basis). Following the 20:1 Share Consolidation on 16 June 2015 there are currently 363,196 unlisted warrants with an exercise price of £4.13 (to subscribe for Ordinary Shares in the Company on a 1:1 basis).

The warrants are exercisable immediately and for a period of three years from the date of the Agreement. The £1,500,000 proceeds have been allocated between the loan and the warrants using a Black Scholes model and this was the basis of the cost prescribed to the warrants at the date of their issue. Given the warrants are not material no further disclosure regarding the inputs have been provided here.

Damille also has the right to appoint one director to the board of both the Company and Praetorian ZDP so long as they continue to hold 75% of the voting Shares (excluding any Praetorian ZDP Shares redeemed by the Company).

	31 March 2015	31 March 2014
	£	£
Subscription price	1,500,000	1,500,000
Less issue costs		
Facility fee paid	(30,000)	(30,000)
Cost of warrants issued	(72,454)	(72,454)
Amortisation of issue costs	48,423	14,302
Accrued interest	242,164	69,164
	1,688,133	1,481,012

12. TRADE AND OTHER PAYABLES

	31 March 2015	31 March 2014
	£	£
Audit fees	21,000	25,000
Administration fees (note 5)	9,310	15,000
Directors fees (note 13)	10,000	40,000
GP's Directors fees	-	3,750
Custodian fees (note 5)	903	2,238
Consultancy fees - advisory and execution team (note 13)	-	125,000
Brokers fees (note 5)	-	4,525
	41,213	215,513

13. RELATED PARTIES

Richard Lockwood and Mark Hohnen are shareholders and were Directors of the Company until 9 June 2014. Charles Cannon-Brookes is an investment manager and shareholder of the Company, he was appointed as a Director of the Company on 16 June 2015.

Directors were entitled to the following remuneration during the year;

	Charge for year to 31/03/2015	Charge for year to 31/03/2014	Outstanding at year end 31/03/2015	Outstanding at year end 31/03/2014
	£	£	£	£
Robert King (*Chairman*)	20,000	20,000	5,000	-
Kaare Foy – appointed 9 June 2014, resigned 16 June 2015	5,000	-	5,000	-
Nathan Steinberg – appointed 9 June 2014, resigned 16 June 2015	10,000	-	-	-
Richard Lockwood – resigned 9 June 2014	20,750	20,000	-	20,000
Mark Hohnen – resigned 9 June 2014	20,750	20,000	-	20,000
Malcolm Burne – resigned 28 June 2013	-	4,835	-	-
Andrew Ferguson – resigned 28 June 2015	-	4,835	-	-
Brian O'Mahoney *	-	7,500	-	-
	76,500	77,170	10,000	40,000

* Brian O'Mahoney received directors' fees in the previous year in relation to Praetorian Resources (GP) Limited; he is also a director of the Old Administrator. Brian O'Mahoney resigned as a director of Praetorian Resources (GP) Limited on 1 November 2014.

13. RELATED PARTIES (continued)

As disclosed in the 2013 Annual Report, with affect from 30 June 2013 all Directors had either deferred or waived some, or all, of their fees. These fees continued to be accrued until 30 June 2014 when it was announced that the Company has agreed with Messrs Hohnen, Lockwood, Burne and Cannon-Brookes to settle these accrued fees by the issue of 2,000,000 new Praetorian ordinary shares of no par value ("Ordinary Shares") representing a material discount to the combined total outstanding value of these contracts, which inclusive of notice periods equates to £297,500. Of these, 1,725,000 Ordinary Shares were issued to Arlington Group Asset Management Limited (a company owned in equal share by Mr. Burne, Mr. Cannon-Brookes and Mr. Lockwood that contracts for their services) and 275,000 Ordinary Shares were issued to Mark Hohnen. As a condition of this settlement, both Mr. Lockwood and Mr. Cannon-Brookes have agreed not to charge any further fees for the services they provide as part of the Advisory and Execution Team. Total payments of £76,500 regarding Company Directors fees were made during the year to Messrs King, Foy and Steinberg.

Directors were also reimbursed for £2,085 (2014: £5,719) of expenses incurred on business on behalf of the Group.

Robert King has waived his entitlement to a fee in relation to Praetorian Resources (GP) Limited with effect from 1 April 2013.

Mr John Butler Gareth Smith, a Director of R&H Fund Services (Guernsey) Limited was appointed as Director of Praetorian Resources (GP) Limited on 1 November 2014. Mr Smith has waived his entitlement to a fee in relation to Praetorian Resources (GP) Limited.

The related parties' interests in the share capital of the Company are as follows:

Name	Pre-issue holding at 31March 2015	Percentage of Company	Participation in Placing On 20 May 2015	Holding post placing	Percentage of enlarged share capital
Charles Cannon-Brookes	970,335	2.13%	2,000,000	2,970,335	2.19%
Malcolm Burne	1,395,228	3.06%	3,000,000	4,395,228	3.23%
Richard Lockwood	3,471,000	7.61%	4,000,000	7,471,000	5.50%
N Johnson	-	-	8,000,000	8,000,000	5.89%
N Birrell	-	-	8,000,000	8,000,000	5.89%
J Ryan	-	-	8,000,000	8,000,000	5.89%
Arlington Group Asset Management Limited	5,000,000	10.96%	-	5,000,000	3.68%
			Issued pursuant to EGM / consolidation		
Abingdon Capital Limited	-	-	500,000	500,000	6.85%

Charles Cannon-Brookes is the Investment Director of Arlington Group Asset Management Limited, who provided administration and support services to the Company until 30 September 2014 and whose fees are disclosed in note 5.

13. RELATED PARTIES (continued)

Praetorian (Special Limited Partner) L.P. ("PSLP") is a special limited partner under the terms of the Limited Partnership Agreement of Praetorian Portfolio Holding L.P. PSLP has been established in order that the Advisory and Execution team may receive interests in any performance incentive fee. The basis of the performance incentive fee is laid out in the AIM admission document and in note 5 above. No such fee was payable during the year (2014: £nil).

The Company has also entered into service agreements with the Advisory and Execution team members, to provide investment advice for the Board to consider, and general investment assistance to the Board as and when requested.

The members of the Advisory and Execution team are entitled to receive fees monthly in arrears as per below.

	Entitlement per annum		Charge for year to 31/03/2015	Charge for year to 31/03/2014	Outstanding at year end 31/03/2015	Outstanding at year end 31/03/2014
Richard Lockwood	30,500		14,654	30,000	-	30,000
Malcolm Burne	50,000	#	24,423	45,000	-	45,000
Charles Cannon-Brookes	50,000	##	81,568	50,000	-	50,000
			120,645	125,000	-	125,000

* - As disclosed in the 2013 Annual Report with effect from 1 April 2013 all such fees were deferred until further notice. The treatment from 30 June 2014 has been referred to in note 10 above.

- Prior to his resignation from the Board of Directors on 27 June 2013 Malcolm Burne was entitled to £30,000 per annum for his role on the Advisory and Execution team. Upon his resignation from the Board his entitlement to such fees increased to £50,000 per annum.

- Charles Cannon Brookes was paid an additional £50,000 plus travel of £7,145 in respect of additional work undertaken for the sale of the Company's investments (2014: £nil).

All the accrued directors and consultancy fees due to Messrs Lockwood, Burne and Cannon-Brookes were settled by the issuance of Ordinary Shares in lieu of these fees as announced on 30 June 2014.

Further consultancy fees totalling £nil were paid to non-related parties during the year (2014: £9,000).

The Directors are not aware of any ultimate controlling party.

14. NET ASSET VALUE PER SHARE

	31 March 2015	31 March 2014
	£	£
Net asset value attributable to Ordinary Shares per Consolidated Financial Statements	3,136,344	10,222,354
Adjustment		
Debtors adjustment	(10)	-
Amendment of accruals	1,103	42,448
Net asset value per valuation report	3,137,437	10,264,802
Shares in issue at year end	45,635,936	49,093,951

The Treasury shares in issue have not been included in the NAV per share calculation for the Consolidated Financial Statements, but have been included in the NAV announcement for the previous year.

	31 March 2015	31 March 2014
	£	£
NAV per share - Consolidated Financial Statements	0.0687	0.2082
NAV per share - unaudited NAV announcement	0.0687	0.2049

15. FINANCIAL RISK MANAGEMENT

The Group's investing activities expose it to various types of risk that are associated with the investee companies in which it invests. The most important types of financial risk to which the Group is exposed are market risk, liquidity risk and credit risk. Market risk includes price risk, foreign currency risk and interest rate risk. The Board of Directors has overall responsibility for risk management and the policies adopted to minimise potential adverse effects on the Group's financial performance.

The policies and processes for measuring and mitigating each of the main risks are described below.

Market Risk

Market price risk

Market price risk is the risk that the value of investment holdings will fluctuate as a result of changes in market prices caused by factors other than interest rate or currency rate movements. As the Group's investments are carried at fair value with changes recognised in the Consolidated Statement of Comprehensive Income, all changes in market conditions ultimately affect net assets.

The Group invests in only one sector, natural resources companies. The Group's financial assets are exposed to market price fluctuations which are monitored by the Advisory and Execution Team in pursuance of the Company's investment objectives and policies, and are reported to the Board on a regular basis. Adherence to investment guidelines and to investment powers set out in the AIM Admission document mitigates the risk of excessive exposure to any particular type of security or issuer. However, with respect to the investment strategy utilised by the Group there is always some, and occasionally some significant, degree of market risk.

15. FINANCIAL RISK MANAGEMENT (continued)

Market price risk (continued)

If the investment portfolio valuation moved by 15 per cent. in either direction at 31 March 2015, representing the Directors' assessment of a reasonable possible change, the impact on the loss for the year and the net asset value would have been £612,566 (2014: £1.6 million). This calculation is based on the portfolio valuation at the reporting date; it is not representative of the year as a whole, may not be representative of future market conditions and assumes that all other factors remain constant.

As stated in the Company's investment policy, in order to avoid excessive portfolio concentration the Group will generally hold no more than 20% of its net asset value in any single portfolio company at the time of investment. However the current strategy of the Group, as discussed in the Chairman's Report, is to concentrate the portfolio on six key positions where the Group can support and assist in management. As at the year end these key positions constitute 87.9% (2014: 82%) of the NAV of the Group.

The portfolio concentration can be analysed as follows:

As at 31 March 2015	Listed	Unlisted	Total
	£	£	£
Investments over 20% of year end NAV	1,755,207	-	1,755,207
Investments between 10% and 20% of year end NAV	1,836,393	-	1,836,393
Other smaller investments	323,955	168,178	492,133
	3,915,555	168,178	4,083,733

As at 31 March 2014	Listed	Unlisted	Total
	£	£	£
Investments over 20% of year end NAV	3,564,600	-	3,564,600
Investments between 10% and 20% of year end NAV	3,320,405	-	3,320,405
Other smaller investments	3,015,812	912,815	3,928,627
	9,900,817	912,815	10,813,632

As disclosed in note 17 the investment policy changed with effect from 16 June 2015.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The presentation currency of the Company is Sterling. The Group's financial assets are currently denominated in various currencies other than Sterling and the Group may hold other financial instruments, the price of which may be determined with reference to currencies other than Sterling.

15. FINANCIAL RISK MANAGEMENT (continued)

Currency risk (continued)

To the extent that these financial instruments are unhedged, or are not adequately hedged, the value of the Group's financial instruments may fluctuate with exchange rates as well as with price changes in various local markets and currencies. The value of the financial assets may therefore be affected unfavourably by fluctuations in currency rates and exchange control regulations. The Group has the ability to manage exposure to currency movements by using hedging instruments. However as the main exposures to foreign currencies are felt to be with generally stable currencies, Australian, Canadian and US Dollars, no such hedging has been entered into.

The carrying amount of the Group's foreign currency denominated assets at the date of the Consolidated Statement of Financial Position was as follows:

As at 31 March 2015	Listed Investments £	Unlisted Investments £	Cash £	Other Net Assets £
Australian Dollar (AUD)	983,862	70,380	3,596	-
Canadian Dollar (CAD)	2,107,694	97,798	34,040	1,613
	3,091,556	168,178	37,636	1,613

As at 31 March 2014	Listed Investments £	Unlisted Investments £	Cash £	Other Net Assets £
Australian Dollar (AUD)	1,872,703	-	256	-
Canadian Dollar (CAD)	4,791,364	593,660	102,272	-
United States Dollar (USD)	-	319,155	-	-
	6,664,067	912,815	102,528	-

The following table details the Group's sensitivity to a 10% (2014: 10%) increase or decrease in Sterling against the relevant foreign currencies, representing the Directors' assessment of a reasonably possible change. The sensitivity analysis includes only outstanding foreign currency denominated financial assets and financial liabilities and adjusts their translation at the year end for a change in the foreign currency rates. A positive number indicates an increase in net assets attributable to holders of Ordinary Shares where Sterling weakens against the relevant currency and a negative number indicates a decrease in net assets where Sterling strengthens against the relevant currency.

16. FINANCIAL RISK MANAGEMENT (continued)

Currency risk (continued)

	Listed Investments	Unlisted Investments	Cash	Listed Investments	Unlisted Investments	Cash
	31/03/2015	31/03/2015	31/03/2015	31/03/2014	31/03/2014	31/03/2014
	£	£	£	£	£	£
Increase in FX rate						
Australian Dollar (AUD)	(89,442)	(6,398)	(327)	(170,246)	-	(23)
Canadian Dollar (CAD)	(191,609)	(8,891)	(3,095)	(435,579)	(53,969)	(9,298)
United Stated Dollar (USD)	-	-	-	-	(29,022)	-
Decrease in FX rate						
Australian Dollar (AUD)	109,318	7,820	400	208,078	-	29
Canadian Dollar (CAD)	234,188	10,866	3,782	532,374	65,962	11,363
United Stated Dollar (USD)	-	-	-	-	35,452	-

Interest rate risk

The interest rate profile of the Group's financial assets and liabilities as at the Consolidated Statement of Financial Position date is as follows:

	Variable rate financial assets	Variable rate financial liabilities	Fixed rate financial assets	Fixed rate financial liabilities
	£	£	£	£
As at 31 March 2015	774,677	-	110,011	1,688,133
As at 31 March 2014	1,044,814	-	108,615	1,481,012

The Group finances its operations through Shareholders' capital, loans and reserves. During the year the Group received only minimal interest on its cash and cash equivalents, £185 (2014: £1,163). It also accrued interest income of £8,085 (2014: £1,179) in relation to fixed interest accrued on an investment acquired during the year. The Company has accrued £267,115 (2014: £69,164) of interest on the loan, disclosed in note 11, which was drawndown during the year ended 31 March 2014. This is accrued at a fixed rate of interest of 11% over the term of the loan. The loan was repaid in full after the year end. Where the interest rates are fixed the risk is mitigated as the Groups cash flows are not subject to fluctuation. All other assets and liabilities of the Group are non-interest bearing.

At 31 March 2015 cash and cash equivalents of £517,597 (2014: £1,044,814) were potentially exposed to movements in interest rates. At the current time any movement in interest rates would not have a material financial impact on the Group. Therefore, the Group does not hedge against the interest rate risk to which it is exposed.

15. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Group will encounter in realising assets or otherwise raising funds to meet financial commitments.

The Group maintains sufficient cash and readily realisable securities to pay accounts payable and accrued expenses as they fall due. The Group's overall liquidity risks are monitored on a quarterly basis by the Board.

Whilst most of the Group's financial assets are listed securities which are considered readily realisable as they are listed on major recognised stock exchanges, some of the financial assets held by the Group are currently not listed on recognised stock exchanges and may not be readily realisable and their marketability may be restricted.

Currently the value of the unlisted investments, which the Board considers may have the potential to be illiquid totals £168,178 (2014: £912,815) from a total value of investments of £4,083,733 (2014: £10,813,632). The Company might only be able to liquidate these positions at disadvantageous prices, should the Board determine, or it become necessary, to do so.

The contractual, undiscounted cash flows of the Group's current liabilities, which are equal to the fair value of the Group's current liabilities, consisting of trade and other payables and loans payable, are all payable within three months and total £41,213 (2014: £215,513).

The following illustrates the maturity analysis of the Group's undiscounted contractual cash flows for liabilities.

As at 31 March 2015	Due < 3 months £	Due 3 - 12 months £	Due > 12 months £	Due within 1 - 5 years £	Total £
Loan ^	-	-	-	2,051,447	2,051,447
Trade and other payables	41,213	-	-	-	41,213
Total	41,213	-	-	2,051,447	2,092,660

As at 31 March 2014	Due < 3 months	Due 3 - 12 months	Due > 12 months	Due within 1 - 5 years	Total
Loan	-	-	-	2,051,447	2,051,447
Trade and other payables*	215,513	-	-	-	215,513
Total	215,513	-	-	2,051,447	2,266,960

* Includes £150,000 of fees accrued but for which payment is deferred until further notice.

^ The loan was repaid in full after the year end (note 17).

15. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

Given that the operating costs of the Group are generally known, contractually fixed costs, the Board is of the opinion that the Group is not exposed to any undue liquidity risk.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Group. It is the opinion of the Board of Directors that the carrying amounts of financial assets best represent the maximum credit risk exposure at the financial reporting date.

At the financial reporting date the only financial assets which are subject to credit risk are cash and cash equivalents totalling £517,597 (2014: £1,044,814).

All of the cash and cash equivalents held by the Group are with ABN AMRO (Guernsey) Limited ("ABN"), part of the ABN AMRO group. Insolvency of ABN may cause the Group's rights with respect of the cash and cash equivalents held by ABN to be delayed or limited. The Group monitors this risk by reviewing the credit rating of ABN at the time of setting up accounts and on an ad hoc basis. Moody's bank financial strength rating for ABN AMRO is A2 as at the date of signing these Consolidated Financial Statements. The Board considers that the risk of holding cash and cash equivalents with ABN is acceptable.

As at 31 March 2015 there were no financial assets which were past due or impaired (2014: £nil).

Capital management

The Board manages the Company's capital with the objective of being able to continue as a going concern while maximising the return to shareholders through the capital appreciation of its investments. The capital structure of the Company consists of equity and a loan as disclosed in the Consolidated Statement of Financial Position.

It is stated within the Company's Articles that the Company may borrow money. During the year the Company has utilised its borrowing powers, to allow it to actively continue to pursue the Groups investment objectives and manage its cash flow. The outstanding debt was repaid in full on 22 May 2015.

Ordinary Shares held in treasury will not be reissued at a price less than the latest published NAV. Subject to and in accordance with Guernsey Company law, the Company holds such shares as Treasury shares provided that the number of shares held as Treasury shares shall not at any time exceed any limits set out in such law.

16. CONTINGENT LIABILITIES

At 31 March 2015 there were no contingent liabilities (2014: £nil).

17. EVENTS AFTER THE FINANCIAL REPORTING DATE

Issue of new Ordinary shares

On 19 May 2015, 90,247,000 new Ordinary shares were issued via a private placement. The new Ordinary shares were allotted and issued at a price of 2.5p per share, resulting in a capital injection of £2,256,175. The capital was used to repay the Company's debt without selling portfolio assets and to provide additional working capital. The newly issued Ordinary shares rank pari passu to the existing shares. Following the admission of the new Ordinary shares to the AIM on 27 May 2015, the total number of Ordinary shares in issue increased to 135,882,936.

Repayment of company debt

On 22 May 2015, the Company repaid its 1,500,000, unlisted, zero dividend preference shares issued to Damille Investments II Limited. The total amount paid to Damille Investments II Limited was £1,841,199 which included all accrued interest and redemption charges.

Results of the EGM

On 16 June 2015, the Company held and Extraordinary General Meeting at which the below changes were approved.

New Investing Policy

The Company changed its investing policy to become a diversified royalty finance company (the "New Investing Policy"), that will provide alternative financing to a diversified range of profitable, well-managed businesses ("Company Partners").

Under the New Investing Policy, described in further detail in a circular sent to shareholders on 28 May 2015, the Company will use an innovative financing structure that allows it to provide capital in a manner that is intended to maximise valuations of Company, be tax efficient and allow existing owners of the Company Partners to retain control of their businesses. The primary objective is to generate predictable, stable cash flows from the Company Partners to allow the Company to provide an attractive, yet stable, yield as well as liquidity to shareholders.

Change to terms of the subscription shares and cancellation of subscription shares from trading on AIM.

The Company had a line of AIM quoted subscription shares of no par value in the capital of the Company (the "Subscription Shares"). As set out in its announcement on 28 May 2015, the final subscription date of the Company's Subscription Shares was 16 June 2015. Following which, all outstanding Subscription Shares (that is, those that have not converted into ordinary shares following the exercise of a subscription right were cancelled.

Following the passage of the resolutions at the EGM, the Subscription Shares, of which there were 23,205,393 quoted on AIM, were cancelled from trading on AIM with effect from 8.00 am on 26 June 2015.

Change of name to Duke Royalty Limited

The Company's name was changed to Duke Royalty Limited, and trading under the new TIDM, DUKE began on 17 June 2015.

17. EVENTS AFTER THE FINANCIAL REPORTING DATE (continued)

Directorate Changes

Following the passing of all resolutions at the Company's EGM, two of the Company's directors, Nathan Steinberg and Kaare Foy resigned from the Board with effect from 16 June 2015 and Neil Johnson, Charles Cannon-Brookes, Nigel Birrell and James Ryan were appointed as directors of the Company, with effect from 16 June 2015. Information about the new directors was set out in the announcement of 28 May 2015. Robert King will remain as the Company's Chairman on an interim basis to ensure an orderly transition of directors and to help with implementation of the Company's new investing policy.

Amendments to the Company's Articles of Incorporation

Certain administrative amendments were made to the Company's Articles of Incorporation, including changes required to give effect to the change of the Company's name, as well as amendments to ensure the continued tax residency in Guernsey following the approval of the New Investing Policy.

Share consolidation on a 20-for-1 basis

The Company undertook a share consolidation of 1 new ordinary share of no par value in the Company ("New Ordinary Shares") for every 20 existing ordinary shares of no par value in the Company ("Ordinary Shares") (together the "Share Consolidation"), with the fractional entitlements arising from the Share Consolidation being aggregated and sold in the market, and all proceeds donated to a charitable organisation chosen by the Company. Following the Share Consolidation, shareholders still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation (save in respect of fractional entitlements). Other than a change in nominal value, the New Ordinary Shares carry equivalent rights under the Articles of Incorporation to the Existing Ordinary Shares.

7,294,126 New Ordinary Shares were admitted to trading on AIM. Of this total, 6,794,126 Ordinary Shares was issued in respect of the share consolidation as described above and 500,000 Ordinary Shares were issued to Abingdon Capital Corporation. Following Admission, the total number of Ordinary Shares in the capital of the Company in issue was 7,294,126 with each share carrying the right to vote.

In addition the Company consolidated the 7,263,922 unlisted warrants at a price of £0.2065 per warrant to 363,196 unlisted warrants at a price of £4.13 per warrant.

Transfer of Assets in Group

The assets of Praetorian Portfolio Holding L.P. and Praetorian Resources (GP) Limited were transferred into the Company on 11 May 2015.

Support Service Providers

Support Service Agreements with Abingdon Capital Corporation (“Abingdon”) and Arlington Group Asset Management Limited (“Arlington”) were signed on 16 June 2015. The services to be provided by both Abingdon and Arlington are set out in schedule1 of the Support Services Agreements. Abingdon is entitled to an annual service fee of £120,000 per annum and Arlington is entitled to an annual service fee of £95,000 per annum. In addition to the Service Fee, Abingdon shall have the right from time to time to be issued and allotted up to 1,500,000 ordinary shares of no par value in the capital of the Company following the conditions noted in section 8 of the Support Service Agreement. For their significant contributions of efforts in and incurred costs and expenses towards the elaboration, development and implementation of the Company’s new investment policy and underlying business model, Abingdon received an allotment of 500,000 ordinary shares of not par value in the capital of the Company as bonus shares.

Directors, Secretary and Advisers
For the year ended 31 March 2015

Directors
Robert Paul King (*Chairman)*
Kaare Foy (appointed 9 June 2014,
resigned 16 June 2015)
Nathan Steinberg (appointed 9 June 2014,
resigned 16 June 2015)
Neil Johnson (appointed 16 June 2015)
Charles Cannon-Brookes (appointed 16 June 2015)
Nigel Birrell (appointed 16 June 2015)
James Ryan (appointed 16 June 2015)

Registered office
Trafalgar Court
Suite B
3rd Floor
West Wing
GY1 2JA
Tel. +44 1481 734180

Advisory & Execution Team to 16 June 2015
Richard Arthur Lockwood
Malcolm Alec Burne
Charles Cannon-Brookes

Website address
www.dukeroyalty.com

Support Service Provider from 16 June 2015
Arlington Group Asset Management Limited
15 Whitehall
London
SW1A 2DD

Support Service Provider from 16 June 2015
Abingdon Capital Corporation
1 First Canadian Place
Suite 3400
Toronto
Ontario
Canada
M5X 1A4

Secretary and Administrator to 31 October 2014
Legis Fund Services Limited
PO Box 91
Legis House
11 New Street
St Peter Port
Guernsey
GY1 3RG

Secretary and Administrator from 1 November 2014
R&H Fund Services (Guernsey) Ltd
Trafalgar Court
Suite B
3rd Floor
West Wing
Guernsey
GY1 2JA

Auditor to the Company
BDO Limited
Place du Pre
Rue de Pre
St Peter Port
Guernsey
GY1 3LL

Custodian
ABN AMRO (Guernsey) Limited
Martello Court
Admiral Park
St Peter Port
Guernsey
GY1 3QJ

Nominated Adviser to 8 June 2014
Westhouse Securities Limited
110 Bishopsgate
London
EC2N 4AY

Nominated Adviser from 9 June 2014
Grant Thornton UK LLP
30 Finsbury Square
London
EC2P 2YU

Registrar and CREST Agent
Computershare Investor Services (Guernsey) Limited
3rd Floor, NatWest house
Le Truchot
St Peter Port
Guernsey
GY1 1WD

Solicitors to the Company as to English Law
Lawrence Graham LLP
4 More London Riverside
London
SE1 2AU

Broker
Pareto Securities Limited
8 Angel Court
London
EC2R 7HJ

Advocates to the Company as to Guernsey Law
MJ Hudson
Hadsley House
Lefebvre Street
St Peter Port
Guernsey
GY1 2JP

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of Duke Royalty Limited (the “Company”) will be held at Trafalgar Court, Suite B, 3rd Floor, West Wing, GY1 2JA on 10 September 2015 at 11:00 BST to transact the business set out in the following Ordinary Resolutions.

1. To receive the Annual Report and Audited Consolidated Financial Statements for the year ended 31 March 2015.
2. To re-appoint BDO Limited as Auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors of the Company to determine the remuneration of the Auditor.
4. To re-elect Mr Robert King as a Director in accordance with 18.3 in the Articles of Association of the Company.
5. To re-elect Mr Nigel Birrell as a Director in accordance with 18.3 in the Articles of Association of the Company.
6. To re-elect Mr Charles Cannon-Brookes as a Director in accordance with 18.3 in the Articles of Association of the Company.
7. To re-elect Mr Neil Johnson as a Director in accordance with 18.3 in the Articles of Association of the Company.
8. To re-elect Mr James Ryan as a Director in accordance with 18.3 in the Articles of Association of the Company.
9. To renew the Buy Back Facility.

By Order of the Board

R&H Fund Services Limited
Secretary
Trafalgar Court, Suite B
3rd Floor, West Wing, GY1 2JA

27 July 2015

NOTES

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. A form of proxy accompanies this Notice. Completion and return of the form of proxy will not be a member of the company. A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude members from attending or voting at the meeting, if they so wish. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.

2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited at the UK office of the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavillions, Bridgewater Road, Bristol, BS99 6ZY not less than 48 hours before the time for holding the Meeting.

3. CREST members may utilise the CREST proxy appointment service by following the directions set out in the form of proxy. Completion and return of the form of proxy will not prevent a Shareholder from subsequently attending the meeting and voting in person if he so wishes.

4. A holder of Shares must first have his or her name entered on the register of members not later than close of business on 7 September 2015. Changes to entries in that register after that time shall be disregarded in determining the rights of any holders to attend and vote such a meeting.

5. In accordance with the Company's Articles of Incorporation, holders of Subscription Shares are not entitled to attend, speak or vote at this general meeting, and accordingly this notice is provided to hose holders for information purposes only.