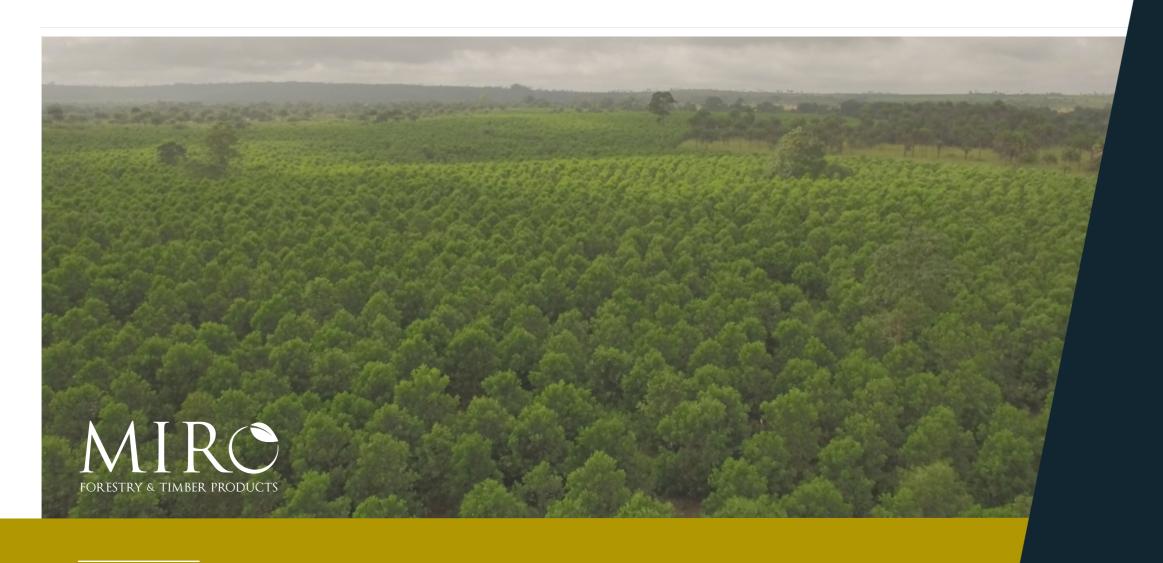


ANNUAL REPORT

AND AUDITED FINANCIAL STATEMENTS



CHAIRMAN AND CEO STATEMENT

We are pleased to present Miro's 2018 annual report and abbreviated audited financial statements, our principal communication to stakeholders.

This year we have aimed to make the report more pictorial and succinct than previous years. We provide a full overview of the business in a quick and easy to understand manner, whilst giving good appreciation of the assets and operations of the business, as much as possible, though pictures and charts.

As you will learn from this report we are pleased with progress over 2018, in which operations continued to progress extremely well and we raised significant further finance. We are optimistic about the future and well positioned for further growth and development of the business in 2019. We hope you enjoy readir this annual report.

Richard Laing, Chairman & Andrew Collins, CEO





Contents

4 Mission, Vision, Values

6 The Group at a Glance

10 Organisational Overview

14 Highlights and Targets for 2019

18 Company Statement

24 Strategy

26 Plantations

28 Processing Operations

30 Dashboard: Key Performance Metrics

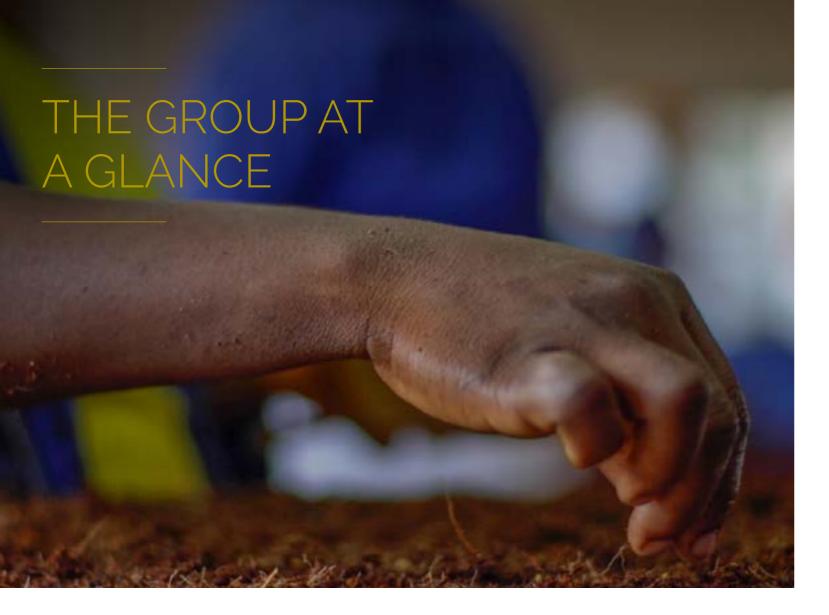
36 Our Impact

42 Our People

44 Significant Contribution to the Sustainable Development Goals

48 Audited Financial Statements



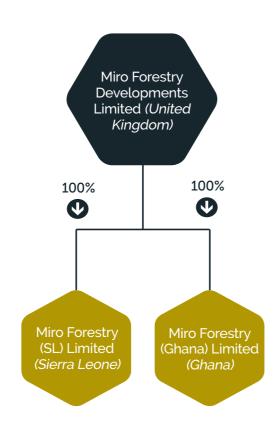


Miro is a commercial forestry and timber products group operating in West Africa. We operate in Ghana and Sierra Leone and are focused on the production of plywood for the construction market (both regional and overseas), transmission poles for electrification and sawn timber products.

We operate approximately 13,000ha of sustainable plantations with a team of approximately 1,600 people and we are expanding at a rate of 3,000ha per annum. With increasing wood-flows we are now focused on developing and expanding our timber processing factories to accommodate our increasing volumes of mature timber. Through this we are driving revenue growth, targeting to become EBITDA positive in 2022.

Miro has a very good range of shareholders and financiers including CDC Group, Finnfund, Aqua Venture, FMO and the Arbaro fund, amongst others, with a current market value of approximately \$65 million.

Miro operates to high environmental and social governance standards and is Forestry Stewardship Council (FSC) certified.





Land Holding⁽¹⁾

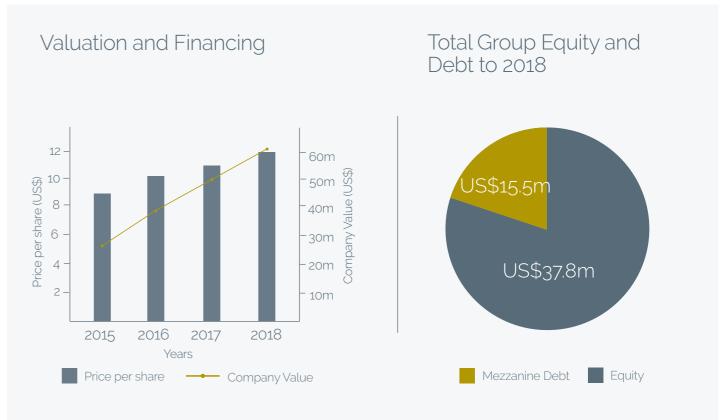
43,401 ha of which

- Ghana: 18,901 ha
- Sierra Leone: 24,500 ha

Plantation Forest Area Established and Managed

12,950 ha of which

- Eucalyptus: 7,397 ha
- Acacia: 2,088 ha
- Teak: 2,404 ha
- Gmelina, Pine, Other: 1,061 ha



Includes only land signed under a ratified lease agreement or Public Private Partnership (PPP) arrangement.
 Additional strategic land is under negotiation in both Ghana and Sierra Leone.

ANNUAL REPORT 2018 / MIRO / ANNUAL REPORT 2018



Investment and Commitments

Private Investors: US\$2million

Family Offices: US\$6million

Institutional Investors¹: US\$68million





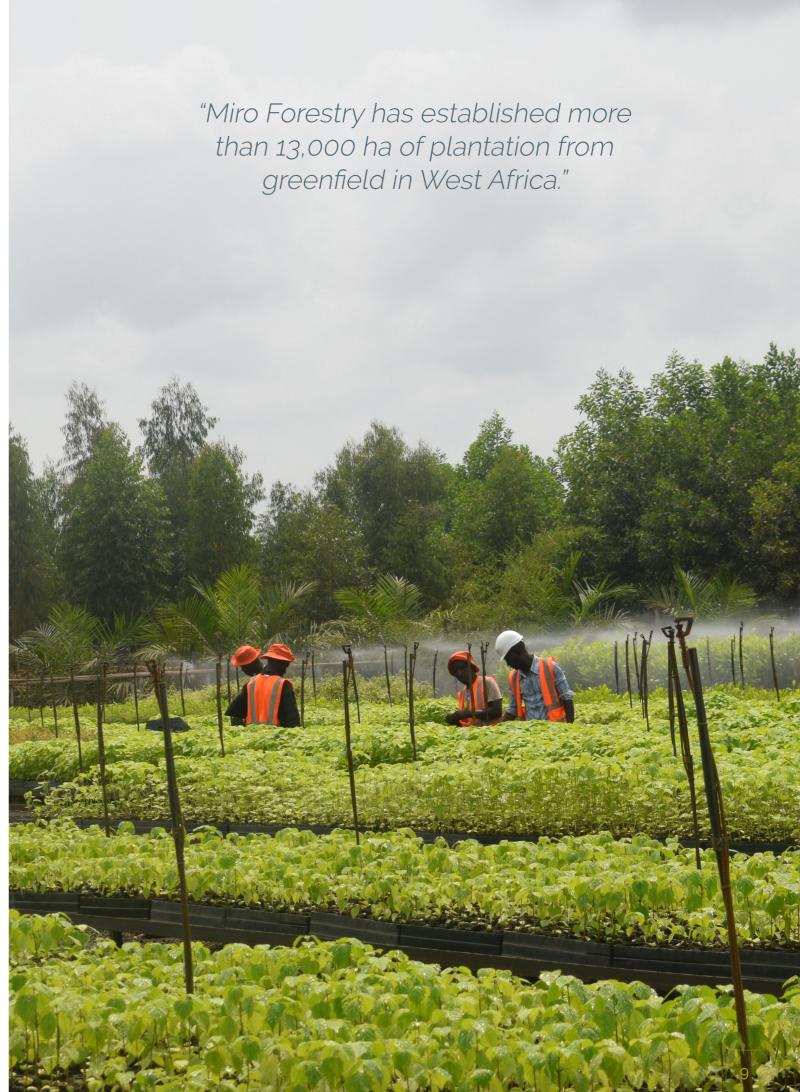




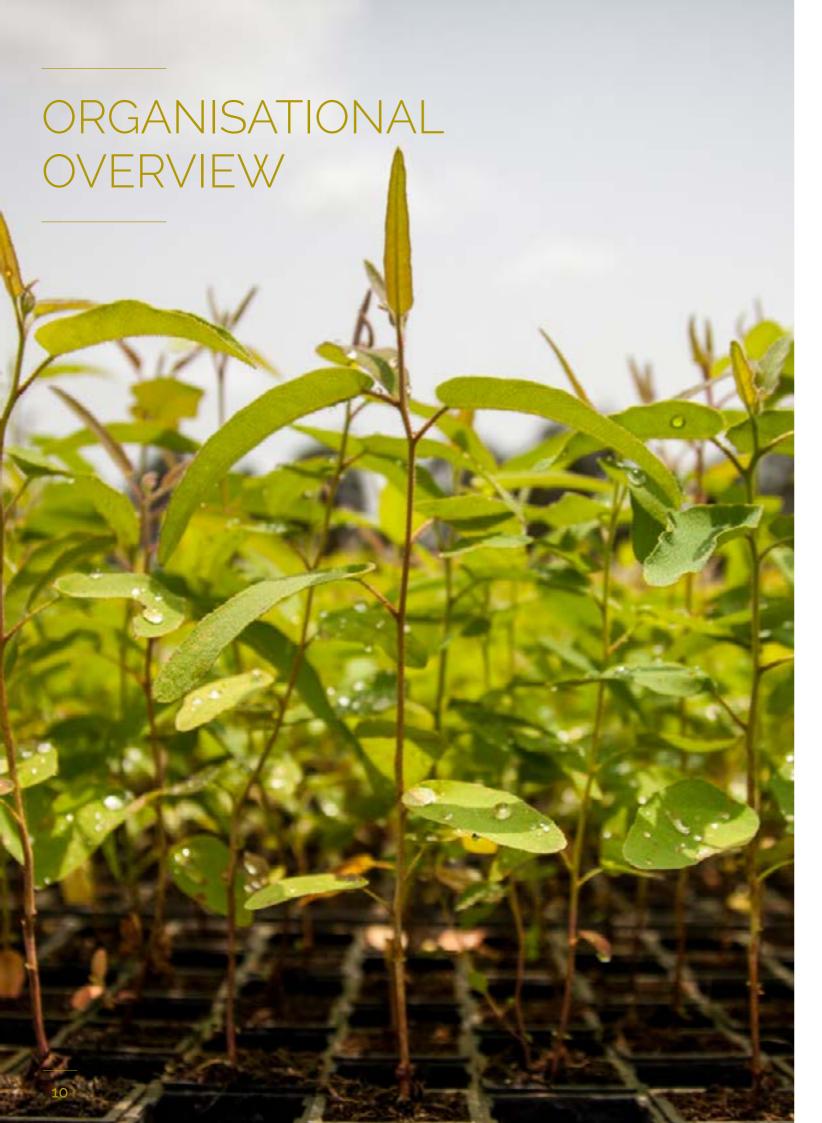
Key Data (2)

Year-End	2017(A)	2018(A)		2020		2025	2030
Hectares of Planted Standing Timber	10,081	12,950	15,950	18,950	21,950	30,642	31,990
Biological Asset Value (BAV) (US\$m)	\$21m	\$40m	\$51m	\$72m	\$92m	\$186m	\$238m
Hectares Clearfell Harvested ³	-	-	-	-	-	1,394	2,750
Cumulative Investment ⁴ (US\$m)	\$37.8m	\$53.3m	\$70m	\$87m	\$98m	\$98m	\$98m
Revenue (US\$m)	\$0.2m	\$0.4m	\$1.5m	\$8.7m	\$39m	\$113m	\$238m
EBITDA (US\$m)	(\$0.7m)	\$7m	\$-m	\$14m	\$30m	\$72m	\$138m
Valuation (US\$m)	\$50m	\$61m	\$164m	\$194m	\$229m	\$398m	\$572m

- Remaining investment commitments of US\$ 11 million equity by Arbaro Fund and US\$55 million debt by FMO.
 Current estimate figures. Acronym (A) (eg 2015 (A)) denotes numbers are actuals realised.
 Havesting of commercial thinnings started in 2017, and it is likely that clearfell havests will start earlier than here forecast due to tree growth and for plantation optimisation (remodelling underway).
- 4) Includes all Group investment (into plantations, saw milling and industrial operations).



ANNUAL REPORT 2018 / MIRO





NATURAL CAPITAL **FOREST**



TOTAL STANDING TIMBER VOLUME Increased by 176,345 m³ of which c.18,000 m³ is planned to be felled in 2019

PLANTED ha Increased by 28% to 12,950 ha

BIOLOGICAL ASSETS Increased by 88% to US\$40m

LAND HOLDING 43,401 ha up 36%

MANUFACTURED FINANCIAL CAPITAL

TIMBER PRODUCTS



19% GROSS MARGIN on 2018 Sawn Timber sales (when operating at target daily production rate)

COST OF THINNING 75% covered by Charcoal Sales (where thinned for charcoal)

GHANA VENEER FACTORY commissioned in Q1 2019

CAPITAL



7.3% AVERAGE ANNUAL INCREASE in share price over last three years to 2019 price (5% increase to current share price of US\$12.6 per share)

COMPANY VALUE OF US\$61 MILLION a 61% premium over equity invested

Note: All figures are as at year-end 2018. All comparisons are to prior year-end figures.



INTELLECTUAL CAPITAL



Plantations FSC certified with new areas being added annually

FSC[™] CHAIN OF CUSTODY for sustainable charcoal production

MEMBERS of international tree R&D collective (Camcore)

HUMAN CAPITAL



OVER 900 individuals trained during year

Approximately 1,600* people employed of which, 17% are women

ACCESS TO MEDICAL CARE for all employees



ENVIRONMENTAL CAPITAL



OVER 1,000,000 TONNES OF atmospheric CO2 cumulatively sequestered

6,400 ha of surrounding land under active conservation management

SOCIAL CAPITAL



OVER 35 SOCIAL PROJECTS in access to water, education and income generation estimated to benefit more than 12,000 people

OVER US\$85,000 spent on community development

* Full-time equivalent



2018 HIGHLIGHTS

Established a total of **3,020 ha** across the Group, achieving target.

Improved the depth of the team through the recruitment of specialists in industrial timber processing, workshop, and finance amongst other areas. Secured \$30 million of investment commitments from new stakeholders:

\$20 million of equity from Arbaro Fund and \$10 million of debt from FMO. This finances the core business plan of the group through to yearend 2020 (the group then requires up to a final \$30m to reach cash-flow positive in accordance with plans).

2019 OUTLOOK AND TARGETS

The Miro group is fully funded for its core business plan to year-end 2020, with c.\$30m still required to finance the business to cash-flow positive. We aim to raise this remaining c.\$30m within the next two years, enabling us to bring spend on timber factory processing forward, and as a result this allows us to bring revenue forward and hence the time to EBITDA positive. Therefore, we seek to secure around an additional \$10m this year, possibly as project debt to be secured against the timber factory assets to be funded, to facilitate this earlier cash-flow generation.



GHANA

Already in 2019 we have installed a veneer mill with capacity to produce 11,000m³ output of veneer per annum on a single shift (8 hours per day).

- From this veneer factory we target production of more than 6,000m³ of veneer in the year from approximately 11,000m³ of timber input (at a conservative 60% recovery rate).
- We target selling this dried veneer at \$200/m³ to the existing plywood producers in Ghana who are extremely short of raw material due to the significant deforestation that has taken place over the years.
- If successful, given the diameters of timber we have available, we then plan to promptly install more veneer production capacity and to ramp up production, moving to a double shift pattern, to process available wood-flows.
- In the course of the above we will determine if we are likely to be able to enhance margin by, in due course, further vertically integrating into the production of plywood

(thus extending the factory line to glue and press the veneers we produce and then finish the plywood to target specification).

We are in the process of switching over our vehicle and truck fleet in Ghana consisting of over 15 pickups and 15 trucks to improve reliability and long-term cost. We are replacing our management vehicles with Toyota Landcruisers (procured second hand with low mileage) and our truck fleet with DAF Leylands, procured from European armies with low mileage. Following this we will have a generally uniform fleet across the Group, including in Sierra Leone which already operates with these vehicle designs.

This year we will significantly increase harvesting and clear-fell harvest for the first time a volume of over 11,000m³ (approximately equal to 11,000 tonnes when wet). For this we have designed our harvesting logistics, taking into account average haulage distances, which includes DAF Leyland timber trucks and trailers, of sufficient capacity to transport such volume efficiently with high utilisation.

SIERRA LEONE

We have been producing sawn timber over the last two years, and have over this time developed increasingly into the production of higher value added products, particularly including tongue and groove timber, to capture greater margin from the limited volume of timber we have available. Over the course of 2019 we plan to continue improving our sawn timber business aiming to generate more consistent production and hence profitability.

We are currently in the process of negotiating US\$1m of project finance for an electricity transmission pole treatment plant with capacity to produce 50,000 transmission poles per annum. Should we secure such finance we will then construct and commission this plant over the course of 2019, with initial production starting in late 2019 or early 2020.





2018 was generally a positive year, though with certain business developments, particularly the development of a veneer mill in Ghana, being significantly delayed due to the extended period of time it took us to raise financing in the year (the financing was initially expected to close in the first quarter but it only eventually closed in November). As a result, certain of the projects we expected to complete in 2018 we are only now undertaking in 2019. Nevertheless and most importantly, we did complete the fundraising which has, as a result, put the company in a very strong position for the future.

Operationally 2018 saw continued steady progress. Planting targets for the year were achieved and quality standards improved, particularly in Sierra Leone. We were therefore very pleased with achievements during the year. The following pages give further information.





FUNDRAISING

A major achievement in 2018 was securing \$30 million of new finance plus \$5 million of underwriting. This finances the group to year-end 2020 (from and including 2018) and allows for the continued expansion of the group plantations by 3,000 ha per annum. US\$20 million of this finance has been committed as straight equity by Arbaro fund, managed by Finance in Motion, over the three year period at prices of \$12.00 (in 2018), \$12.60 (in 2019) and \$13.23 (in 2020) per share. US\$10 million of this financing has been committed by FMO, the Dutch entrepreneurial and development bank, as debt with a 5% coupon and equity warrants attached which will provide an overall 2/3rd equity like return. The final \$5m of underwriting has been committed by three major existing shareholders (CDC Group, Finnfund and

Aqua Ventures) as a mixture of equity and debt on the same terms

To finance the business to cash-flow positive, targeted for 2022, we require an additional US\$22m. Therefore, in order to release the US\$5m underwriting and provide a modest contingency, we aim to raise a final US\$30 million over the next 24 months, targeting a raise of \$10 million during 2019. Approximately 80% of this funding is for the development and expansion of timber processing factories, with the remainder for continued plantation expansion and operation. We aim to raise this funding either as group equity or debt or as project debt secured directly against the factory assets being financed.

NURSERY, RESEARCH AND DEVELOPMENT

The quality of seedling output from nurseries in both Ghana and Sierra Leone continued to increase further over the year, most importantly with near optimal specification seedlings being ready and available according to plans and being dispatched to planting only when within specification boundaries.

Over the year the company increased clonal production with genetic material specifically selected from the company's best performing tree stock. Over 350 ha of clonal material was planted (approximately half a million seedlings) during the year which are performing exceptionally well, with significant enhancement to growth in utilisable timber yield.

The company has now had the benefit of a full years participation in the Camcore R&D collective, from which the company is receiving improved varieties of material to test and, if positive, commercially propagate out in subsequent years. This is expected to yield very positive results in the medium term.

PLANTATIONS AND FORESTRY INFRASTRUCTURE

The quality of plantations in both countries of operation continued to consistently improve over 2018, driven by improvements in silviculture, management competence, tooling and, probably most significantly, the quality of the seedlings being planted, as discussed before.

balance between cost and quality of our plantations, aiming for maximum utilisable volume of timber for lowest cost.

In Ghana and Sierra Leone the dry seasons runs between approximately December and April each year. Over these periods rainfall is minimal and the danger of fires is moderate to high.

As a result, the company has a significant focus in the period leading up to this to prepare for fires by control burning to reduce potential fuel load and by creating fire breaks around compartments and in strategic locations.

We have typically always fallen behind on our fire break plans due to a pinch point in resources in the second half of the year when planting, maintenance and all other silviculture operations are ongoing. In the dry season that commenced in December 2018 to date we have lost approximately 300 ha to fire. This is higher than our target of less than 200ha across the group annually.

We have however this year procured more fire fighting equipment including bowsers and specialist pumps, but most importantly we aim to ensure we fully complete fire breaks in advance of the 2019-2020 fire season to minimise losses at the end of this year. The losses incurred this year were predominantly of trees under two years old and therefore of less impact than older stands, but nevertheless clearly loss of any form should be minimised.

Generally the quality of our forestry infrastructure, and particularly road network, is high across the group.

With harvesting volumes increasing this year, particularly in Ghana, we are now upgrading our arterial road network to accommodate high loads and lorry movements, to ensure that timber can be extracted most efficiently without interruption.



INDUSTRIAL OPERATIONS

SAWN TIMBER

In Sierra Leone we have been continuing with the production of sawn timber, predominantly from plantation timber that we purchase but also increasingly from our own timber. Over the year we focused increasingly on further value-adding our sawn timber prior to sale to access more attractive margins. As a result we have been producing tongue and groove from our sawn timber which dramatically increase timber price above additional marginal cost.

TRANSMISSION POLES:

Having agreed a cooperation arrangement with a significant manufacturer of treated timber electricity transmission poles in Ghana in 2017 we have over 2018 worked with them to treat and test our eucalyptus for the electricity transmission pole market. This trial has been extremely successful and has resulted in the standards board and electricity company of Ghana accepting Miro's eucalyptus transmission poles as an approved pole specie. Over 2019 Miro will have very limited volumes of poles becoming mature and available, however Miro is nevertheless further developing the relationship with the manufacturer of treated poles such that a non-exclusive supply agreement can be struck at the time Miro has pole dimension timber that's available to supply (and subject to the wood paying capacity being higher than alternative products).

CHARCOAL

Miro has been selling eucalyptus charcoal in bulk to a variety of European buyers who then repack the charcoal into finished bags for retail sales in supermarkets and on garage forecourts and similar. Off the back of this we have agreed a supply arrangement with a large British charcoal brand to supply product in finished bags, packed in Africa, before shipping. Miro has received a full container of bags and has now started a trial shipment of lump-wood charcoal in finished bags, wrapped and on pallets to the UK distributor. Should this trial be successful Miro will have a greater margin on charcoal production and a long-term consistent supply arrangement.

VENEER

Construction of a veneer plant capable of approximately 11,000m³ of veneer output per annum on a single shift is now complete and commissioned in Ghana. It is already operating commercially and is expected to be the single most significant contributor to revenue and margin over the remainder of 2019. Looking forward, veneer and the subsequent production of finished plywood is forecast to contribute the majority of the groups revenue and profit.











ENVIRONMENTAL AND SOCIAL DEVELOPMENTS

Over 2018 the company again passed FSC audits and has maintained its operations to high environment and social standards. Now with more industrial operations coming on stream, the company is working to ensure high standards of health and safety are maintained and to ensure that FSC certification is gained for all Miro's timber processing activities.

Unfortunately, despite the positive performance described above and the company's rigorous health and safety procedures, on 6th January the company had a fatal accident in Ghana in which five people died and a number of others were injured. This accident occurred on a public road when a truck was returning from the field and lost control when traveling up a hill, rolled backwards, hit a drainage ditch and tipped over. The company and the authorities have conducted extensive investigations into the cause of the accident and found it to be a result of breach of policy and human error. The company has supported and continues to assist the families affected in every means possible and, with lessons learnt, has taken steps to improve its systems and equipment to reduce the risk of such an accident happening again.

We aim to create long-term value through the following strategic and operational models:

STRATEGIC MODEL

BUSINESS DEVELOPMENT FINANCIAL

Vodiliaro Brand bilug rational of

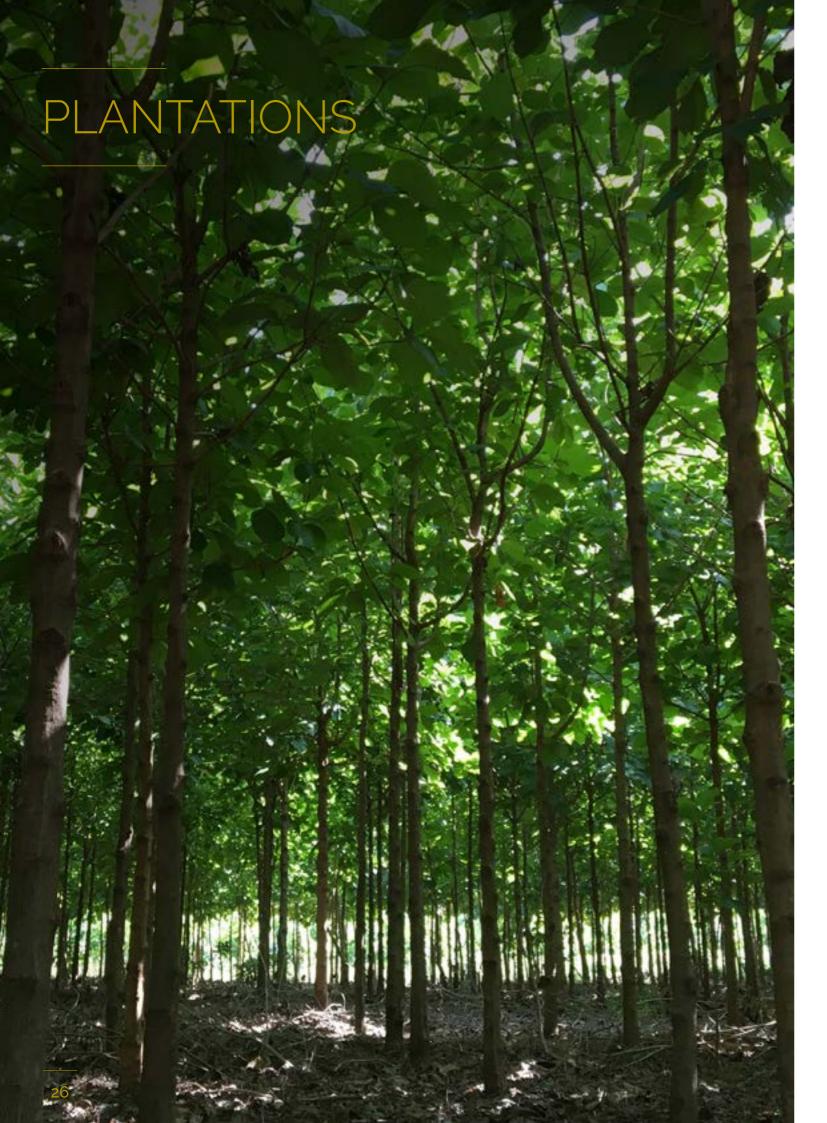
- > Remain thrifty, driving value from each dollar invested.

- > Remain inquisitive and nimble to recognise and develop new opportunities which are expected to add incremental value whilst strengthening the business platform. PEOPLE

 > Motivated, energetic, decision makers.

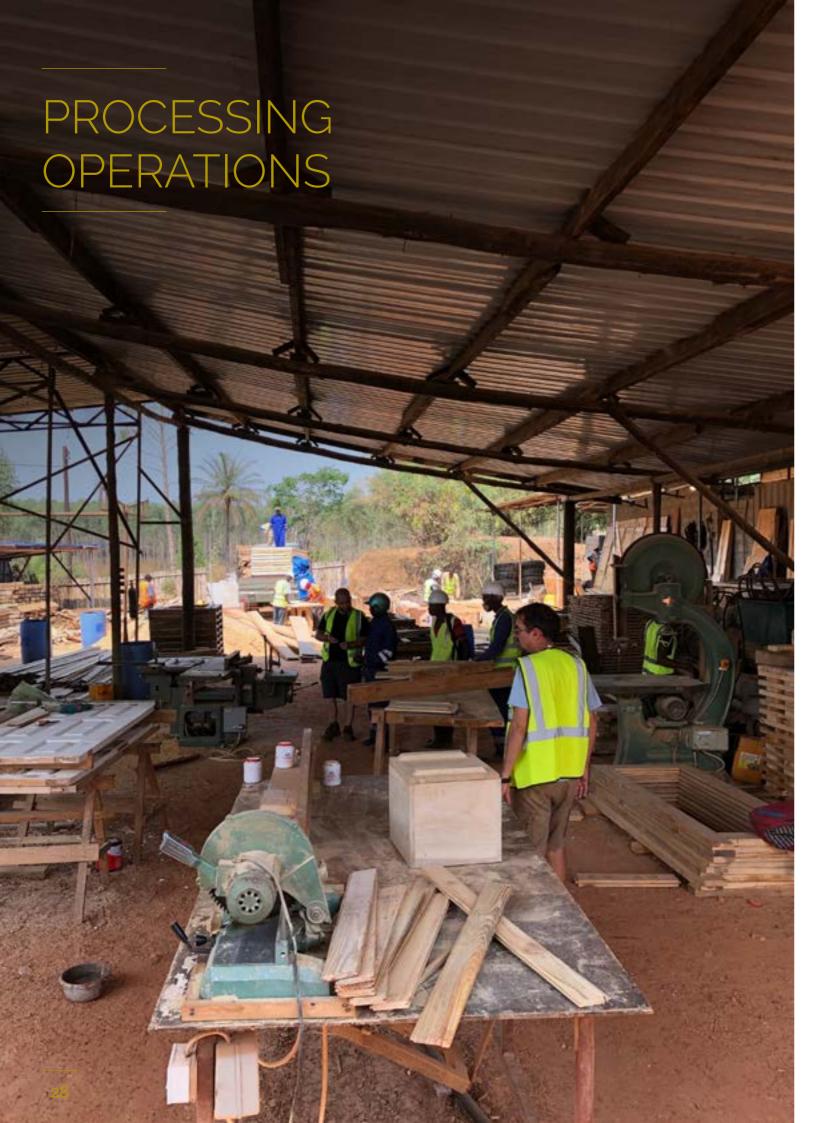
 > Mixed skills and experience.
 - > Grow and develop the business platform to reduce operational risk and maximise long-term investment attractiveness.
 - > Implement the business plan and opportunities in a simple, robust and fit for purpose structure and to maximise environmental benefit.

IMPLEMENTATION

















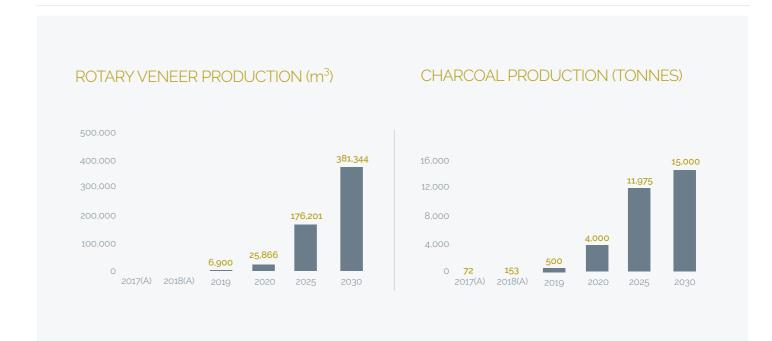








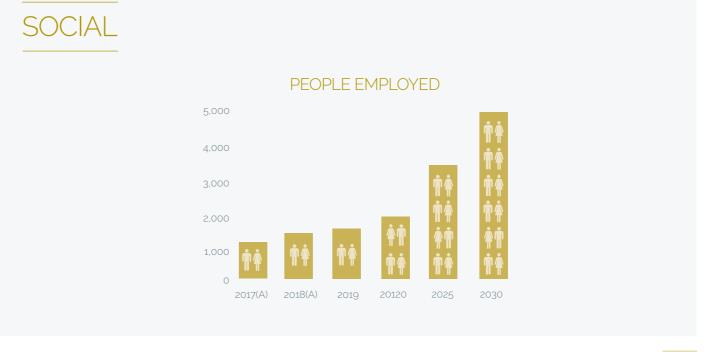








CUMULATIVE CARBON SEQUESTERED (net tonnes In millions)





COMMUNITY

In the course of 2018

1,600 people employed



over 9,600 people sustainably supported by Miro's employment (typically 6 people are supported by each Miro employee)

>12,300

estimated number of people that have benefited from our community development programs



5 school blocks built



>2,000

children supported in education through scholarships and providing school materials

US\$ >85,000

directly invested into community projects in 2018





over 1,000 people trained by Miro in forestry, vocational and business skills



CONSERVATION & ENVIRONMENT

over 14 million



trees planted by Miro to date

over 6,400

ha of managed

over 1,000,000

net tonnes of atmospheric carbon dioxide equivalent (tCO₂e) sequestered by Miro's plantations

over 14,000

ha of sustainable forest land developed and managed by Miro



This will produce over 2.5 million cubic metres of sustainable timber (timber that may otherwise be cut unsustainably from indigenous forests)



38



ECONOMIC IMPACT

c.US\$7.6million (c.60% of 2018 budget)

has directly benefited the immediate local economy around the company's plantations (on salaries and the procurement of goods and services).

1,245m³

of sawn timber products (including construction sawn timber, tongue and groove ceiling boards and doors) sold into the local market over 2018.



100% substituting unsustainable timber and imports.

153 tonnes

of sustainable charcoal produced, reducing pressure for unsustainable charcoal production.

c.US\$252,000

paid for land rent, government taxes and fees in the year

248km

of roads built and maintained by the company



US\$40million

biological asset value (current value of the plantations)

OUR PEOPLE

Investing in our people and communities helps us to ensure the long-term sustainability of our business. To be the largest sustainable forestry company in West Africa we need a talented, motivated and resilient workforce.

operating budget directly benefits the immediate local economy around the Company plantations (salaries and the procurement of goods and services)

> Annual Health and Safety campaigns reaching over

Aiming to build an independent safety culture, based on international Health and Safety standards.

Salaries approximately

than national minimum wages

Ť**ŤŤŤŤŤŤŤ T**TTTTT

Where requisite skills and experience exist Miro always recruits locally in preference to nationally or from overseas

Over 170 contractor jobs created

Directly employing over

in areas of little or no formal employment. Each employee supports an average of 6 dependents



17%

workforce is female, empowering females in rural Africa. Constantly working to enhance gender balance in the workforce.



Specialised teams receiving regular training



of employees provided with Personal Protective Equipment



Ensuring all employees and stakeholders can easily report possible compliance violations through an accessible grievance mechanism and confidential whistleblowing policy



Access to medical cover, maternity leave, compassionate leave and sick pay for all employées

43





AUDITED FINANCIAL STATEMENTS

ABBREVIATED FINANCIALS

Miro Forestry Group

Consolidated Statement of Comprehensive Income

For the Year ended 31 December 2018

	2018 US\$	2017 US\$
Revenue Cost of sales	380,780 (459,437)	175,327 (145,843)
Gross Profit	(78,657)	29,484
Fair value gains General, administrative and selling expenses	14,166,032 (8,396,361)	5,237,321 (7,209,202)
Operating loss	5,691,014	(1,942,397)
Other income	182,652	4,082
Finance costs	(2,577,896)	(1,310,963)
Loss before tax	3,295,770	(3,249,278)
Taxation	-	-
Loss for the year	3,295,770	(3,249,278)
Other comprehensive income	-	-
Total comprehensive income	3,295,770	(3,249,278)
Loss for the year attributable to: Owners of the parent	3,295,770	(3,249,278)
Total comprehensive income attributable to: Owners of the parent	3,295,770	(3,249,278)

48 ANNUAL REPORT 2018 / MIRO MIRO / ANNUAL REPORT 2018 4

ABBREVIATED FINANCIALS

Miro Forestry Group

Consolidated and Company Statement of Financial Position

As at 31 December 2018

	2018 US\$	2017 US\$
Non-current assets		
Property, plant & equipment	3,253,110	3,154,130
Biological assets	39,752,241	21,139,292
	43,005,351	24,293,422
Current assets		
Trade and other receivables	1 2 42 901	245.020
	1,343,891	345,020
Inventory	762,797	891,581
Cash and cash equivalents	3,352,486	96,775
	5,459,174	1,333,376
Total assets	48,464,525	25,626,798
Equity		
Share capital	5,133,326	4,302,773
Share premium	28,234,729	19,098,649
Share options	3,880,813	2,729,201
Retained losses	(9,575,166)	(12,870,936)
Total equity	27,673,702	13,259,687
Command link little		
Current liabilities	026 455	692790
Trade and other payables	936,455	682,789
	936,455	
Non-Current liabilities		
Loans and borrowings	19,854,368	11,684,322
Total liabilities	20,790,823	12,367,111
Total shareholders' fund and liabilities	48,464,525	25,626,798

ABBREVIATED FINANCIALS

Miro Forestry Group

Consolidated and Company Statement of Changes In Equity

For the Year ended 31 December 2018

	SHARE CAPITAL	SHARE PREMIUM	SHARE OPTIONS	RETAINED EARNINGS	TOTAL
GROUP	US\$	US\$	US\$	US\$	US\$
Balance at 1 January 2017	3,714,738	12,806,684	1,395,377	(9,621,658)	8,295,141
Loss for the year	-	-	-	(3,249,278)	(3,249,278)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss for the year				(3,249,278)	(3,249,278)
Issue of shares	588,035	6,291,965	-	-	6,880,000
Share options expense	-	-	1,333,824	-	1,333,824
Total transactions with owners, recognised directly in equity	588,035	6,291,965	1,333,824		8,213,824
Balance at 31 December 2017 and 1 January 2018	4,302,773	19,098,649	2,729,201	(12,870,936)	13,259,687
Profit for the year	-	-	-	3,295,770	3,295,770
Other comprehensive income	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	3,295,770	3,295,770
Issue of shares	830,553	9,136,080	-	-	9,966,633
Share options expense	-	-	1,151,612	-	1,151,612
Total transactions with owners, recognised directly in equity	830,553	9,136,080	1,151,612	-	11,118,245
Balance at 31 December 2018	5,133,326	28,234,729	3,880,813	(9,575,166)	27,673,702

ANNUAL REPORT 2018 / MIRO MIRO / ANNUAL REPORT 2018

ABBREVIATED FINANCIALS

Miro Forestry Group

Consolidated and Company Statement of Cash Flows

For the Year ended 31 December 2018

	2018 US\$	2017 US\$
Operating activities		,
Operating profit / (loss)	5,691,014	(1,942,397)
Adjustments for:		
Share based payments	1,151,612	1,333,824
Depreciation and impairment of property, plant and equipment	1,303,725	1,214,018
Fair value gains	(14,166,032)	(5,237,321)
Other income received	182,652	4,082
Exchange differences	5,648	(4,619)
Loss on disposal of property, plant and equipment	40,145	5,247
Operating cash flow before movement in working capital	(5,791,236)	(4,627,166)
Changes in working capital		
Decrease/(Increase) in receivables	(998,871)	119,767
Increase in inventory	128,785	(363,331)
Increase/(Decrease) in payables	253,666	276,214
Net cash outflow from operating activities	(6,407,656)	(4,594,516)
Investing activities		
Purchase of property, plant and equipment	(1,477,169)	(1,700,030)
Biological assets acquired	(4,446,916)	(3.754.112)
Investments in subsidiaries		
Net cash outflow from investing activities	(5,924,085)	(5,454,142)
Financing activities		
Proceeds from issue of share capital	9,966,633	6,880,000
Proceeds of sale of property, plant and equipment	34,567	6,676
Increase in borrowings	5,592,149	2,920,000
Net inflow from financing activities	15,593,349	9,806,676
Increase / (Decrease) in cash and cash equivalents	3,261,608	(241,982)
Analysis of changes in cash and cash equivalents during the period		
Balance at 1 January	96,775	335,500
Effects of exchange rates	(5,897)	3,256
Increase / (Decrease) in cash and cash equivalents	3,261,608	(241,982)
Balance at 31 December	3,352,486	96,775
Analysis of cash and cash equivalents		



Major non cash transaction: Interest accrued during the year on borrowings was capitalised of \$2,577,896 (2017: \$1,310,963)



52 ANNUAL REPORT 2018 / MIRO MIRO / ANNUAL REPORT 2018





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