

Cap Energy Plc

Annual Report for the year ended 31 December 2015

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Highlights

- ❖ **3D seismic survey over the western portion of the Djiffere block offshore Senegal**
 - Option to acquire 75% interest in the Djiffere block granted to FAR Ltd
 - 2D interpretation results identifying numerous large leads and prospects
- ❖ **Guinea-Bissau 2D reassessment of the 2 block interests and 2,673 km2 3D seismic survey over Block 5B**
 - 3D data interpretation confirmed the high potential of the block

Chief Executive Statement


I am pleased to inform you that 2015 like 2014 has been a year of solid progress. The strategic focus has been on our two blocks in Guinea-Bissau and the Djiffere block offshore Senegal. Near our Senegal licence area, Cairn Energy drilled two discovery wells in 2014, and during 2015 drilled a number of successful appraisal and exploration wells of which Bellatrix-1 has significance for CAP Energy's acreage.

At Block 5B Guinea-Bissau, we have completed a 3D seismic survey and the interpretation of these results is dealt with in more detail in the review of business section below. Similarly, the Djiffere block in Senegal further progressed with the acquisition of 3D seismic as part of a commercial deal with FAR Ltd in exchange for an option to acquire 75% of the licence upon electing to drill a well at their sole cost.

During 2015, Cap Energy obtained new funding from shareholders totalling £1.0 million, in order to progress with ongoing seismic surveys and interpretation. An additional US\$1.7 million (approximately £1.2 million) has been raised since the year end by way of a share subscription.

I am pleased to report a further strengthening of our management team by the appointment of Guy Hustinx as a non-executive director and Ewen Ainsworth as Chief Financial Officer. Both Guy and Ewen have considerable experience in the oil and gas sector.

The support of our shareholders is appreciated as we continue to grow the Company and as pioneers in offshore oil & gas West African exploration we look to the future with confidence.



Lina Haidar
Chief Executive

Strategic report for the year ended 31 December 2015

The directors present their strategic report on the Group, for the year ended 31 December 2015.

Financial Results

The Group is in a purely exploration phase and therefore no revenues were generated during the year (2014: £nil). There was a loss attributable to shareholders of the Company of £1,078,000 (2014: loss £1,076,000).

At the end of the year, the Group had cash balances of £3,000 (2014: £3,000).

Going concern

The operations of the Group are currently being financed from funds which the Company has raised from private placings of its shares and loans from certain of its Directors and shareholders. The Group has not yet earned revenue as it is still in the exploration phase of its business. The Group is reliant on the continuing support from its existing Directors and shareholders and the expected support of future shareholders.

The Group held cash balances of £3,000 at 31 December 2015, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £3,210,000 until the Company is in a position to settle its liabilities as they fall due and has funding plans in place for further capital to meet the Group's planned activities. In particular, the Company raised US\$1.7 million by way of a share subscription, as more fully described in Note 23.

As set out in Note 11, 12 and 13 the Group holds interests in two oil and gas exploration licences offshore Guinea-Bissau and one oil and gas exploration licence offshore Senegal.

In order to fund its share of the exploration and other licence costs, to meet day-to-day operating expenditures and add further exploration interests to the Group, it will need to raise further funds from a number of different sources which may include equity issues or a sale or farm-out of part of its interest in its licences.

The Board believes that the Group will be able to raise, as required, sufficient cash or reduce its commitments to enable it to continue its operations, including the pursuit of future exploration opportunities, and to continue to meet, as and when they fall due, its liabilities for at least the next twelve months from the date of approval of these financial statements. The financial statements have, therefore, been prepared on the going concern basis.

However, there can be no guarantee that the required funds will be raised within the necessary timeframe. Consequently a material uncertainty exists that may cast significant doubt on the Group's ability to fund this cash shortfall and therefore be able to meet its commitments and discharge its liabilities in the normal course of business for a period not less than twelve months from the date of this report. The financial statements do not include the adjustments that would result if the Group was unable to continue in operation.

Principal activities

The Group's principal activity is the exploration for oil and gas in sub-Saharan Africa. The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying operations. The Group holds an 85.7% interest of the shares of Sphere Petroleum Corporation, a British Virgin Islands (BVI) registered company that holds interests in two explorations licences in the Republic of Guinea-Bissau, as described in the Strategic Review above. Cap Energy's interests in Block 1 and Block 5B were officially gazetted by the Government of Guinea-Bissau on 19th February 2013. Petroguin, the Guinea-Bissau national oil company, is a carried partner during the exploration period.

Block 1 (Corvina / 4,800 Km²) and Block 5B (Becuda / 5,500 Km²) are located offshore Guinea-Bissau in the productive Mauritania-Senegal-Guinea-Bissau-Conakry Basin.

In February 2014, Cap Energy Plc through its wholly-owned subsidiary Sencap Limited acquired a 49% equity stake in TAOL Senegal (Djiffere) Limited (a subsidiary of Trace Atlantic Oil Limited), which has a 90% interest in the Djiffere Offshore Licence and is the Licence Operator. The Block Djiffere Offshore licence area covers 4,459 Km² in the shallow waters of the Senegal (Mauritania-Senegal-Gambia-Bissau-Conakry) Basin. Below is a summary of the Group's interests and partners in the three exploration blocks as at the date of this report:

Guinea-Bissau	Block 1, (Corvina)	Licence Participants	Effective Interest	Cost Interest
		Trace Atlantic Oil (operator)	52%	65%
		Cap Energy	24%	35%
		Petroguin (NOC)	20%	-
		SPQSC *	4%	-
Guinea-Bissau	Block 5B, (Becuda)	Licence Participants	Effective Interest	Cost Interest
		Trace Atlantic Oil (operator)	58.50%	65%
		Cap Energy	27%	35%
		Petroguin (NOC)	10%	-
		SPQSC *	4%	-
Senegal	Block Djiffere	Licence Participants	Effective Interest	Cost Interest
		Trace Atlantic Oil (operator)	45.90%	51%
		Cap Energy	44.10%	49%
		Petrosen (NOC)	10%	-

*Minority shareholder in Sphere Petroleum Corporation and carried during first and second exploration periods (2D and 3D surveys)

The Board is convinced of the potential for significant shareholders' value generation in sub-Saharan African exploration & production and is committed to materially expanding its asset base and activity in the region.

Review of the business

2015 like 2014 has been a successful and very encouraging year for Cap Energy with significant and steady progress being made despite the prolonged bear market in the sector due to low oil prices.

Senegal

The Djiffere block is adjacent to the highly prospective Rufisque, Sangomar and Sangomar Deep blocks which contain the SNE-1 and FAN-1 2014 oil discoveries and the subsequent successful appraisal and exploration wells (Bellatrix-1) as announced by Cairn Energy.

In June the Company announced the results of an independent interpretation by Gas Mediterraneo & Petrolio of 3,750km 2D seismic data over Djiffere. This modern 2D seismic was acquired during 2014 by the operator and well ties were made to the nearest oil discoveries. Several structural leads and prospects were mapped on the block. The largest prospect is the Antelope structure, a multi-layered three way rollover

against a fault, which main layer is estimated to contain prospective resources of 189 mmbo (Pmean recoverable) in Campanian sands and with a total estimate at all layers of 220 mmbo (Pmean recoverable). 10 more prospects or leads have been identified, with estimated prospective resources (Pmean recoverable) varying between 4 and 94 mmbo, for a total aggregate of 367 mmbo.

In September the Company reached an agreement with FAR Ltd. FAR in exchange for carrying the cost of a 400km² 3D seismic survey in the western part of the Djiffere block was granted an option to acquire (subject to Government approval) a 75% working interest in the licence. The option to drill a well at FAR's sole cost can be exercised up to 31 October 2016. The well must be drilled before 31 July 2018. The significance of the focus on the western part of the Djiffere block is the potential for an extension and similar structures to the SNE-1 discovery made by Cairn Energy in the adjacent area.

The Company awaits the results of the 3D data seismic survey.

Guinea Bissau

Guinea-Bissau, Block 5B has been and continues to be of significant interest for Cap Energy, with the largest prospects in the Company's portfolio which combined or individually have billion barrel recoverable prospective resource potential. Two of these prospects are analogues to the Cairn Energy SNE-1 and FAN-1 exploration success in Senegal. Guinea-Bissau Block 1 is under technical consideration. Whilst it has significant on block prospective resources this is over numerous prospects smaller in size and spread over a wide area compared to either Block 5B or Senegal.

In March 2015 the Company announced the results of an independent re-assessment of 2D seismic data by Gas Mediterraneo & Petrolio relating to the Company's two Guinea-Bissau licences. The hydrocarbon prospectivity was assessed on the basis of the various seismic surveys and with the availability of all the well information and petrophysical information to enhance the multi-play exploration interpretation.

With regard to Block 5B volumetrics for 21 leads with surface closures bigger than 10 square kilometres were calculated. The identified structures were located at water depths ranging from 1,000 metres to 3,500 metres and variable target depths from sea bottom of 800 metres to 2,650 metres.

The aggregate Prospective Resources of Block 5B were as follows:

P50 STOOIP value 22,083 MMbbls, P10 STOOIP value 34,381 MMbbls, P90 STOOIP value 12,439 MMbbls. Recoverable values are respectively P50: 7,729 MMbbls, P10: 4,354 MMbbls, P90: 12,003 MMbbls.

The aggregate Prospective Resources of Block 1 is as follows:

P50 STOOIP value 1,100 MMbbls, P10 STOOIP value 2,060 MMbbls, P90 STOOIP value 308 MMbbls. Recoverable values are respectively P50: 275 MMbbls, P10: 515 MMbbls, P90: 77 MMbbls.

During 2014 2,673 Km² of 3D seismic was acquired over Block 5B to enhance the 2D interpretation. A preliminary "fast-track" interpretation was carried out, followed by the final interpretation that has been completed. This has identified 11 leads/prospects (6 in platform and 5 in Basin) with several of the platform prospects being multilevel structures (a total of 12 levels of potential hydrocarbon reservoirs have been identified). The resulting aggregate prospective resources P50 STOOIP of the block are estimated in c 27.5 bnbbbls (with P10 c 41.9 bnbbbls and P90 c 15 bnbbbls) and recoverable prospective P50 resources at little bit more than 8 bnbbbls (with P10 c 12.5 bnbbbls and P90 c 4.2bnbbbls).

Some additional work on the 3D seismic data integrated with a re-run of the Virtual Drilling technology could lead to the identification of stratigraphic traps (some possibility is seen in the slope area), to identifying areas with a higher chances of success leading to the selection of a drilling target for an exploration well to be potentially drilled in late 2017.

Corporate

During 2015 it became apparent that the original objectives of being a listed company on ISDX could not be met and, as a consequence, the Directors no longer felt able to justify the continued costs associated with admission to the market. The Directors therefore concluded that it was in the best interests of the Company and its shareholders to leave the market effective close of business on the 2nd October 2015.

Key performance indicators (KPIs)

The Directors consider that the KPIs are:

- i) A well-funded business;
- ii) To carry out the work required on the various assets to identify viable pre-drill oil and gas exploration opportunities; and
- iii) Ultimately for the opportunities to be drilled.

The achievement of these KPIs during 2015 is dealt with in the CEO's statement and in the strategic section of the Annual Report.

Next steps

With today's continued challenging oil price environment and the increase shown in the West Africa region Cap Energy has used this to its advantage by focusing on its existing assets and benefiting from the now prevalent lower seismic and drilling costs with the intent of farming-out an interest(s). Cap Energy is now entering the truly exciting phase where the previous years of hard work in gathering and interpreting data will in the near future be tested with the drill bit.

Principal Risks and Risk Management

Exploration is an inherently extremely risky business:

- Even the most promising prospects can have failures for many reasons, such as:
 - Hydrocarbons may not be found if there are errors in the underlying geological assumptions or analysis.
 - Hydrocarbons may have been present, but escaped due to unexpected geological events, such as the seal breaking.
 - The reservoir may not flow at commercially viable rates of flow.
 - The drilling may encounter technical problems which make it impossible or too expensive to reach the target.
- The Company may take on commitments for which it then cannot find adequate funding. Although the Company can then potentially sell all or part of its assets:
 - There is no guarantee it can find a buyer.
 - Even if it does find a buyer, the transaction may take too long and the Company's cash resources may become exhausted.
- Operating in Africa is perceived as having high political risks:
 - There are frequent coups and other forms of political unrest.
 - There is a risk of nationalisation of private assets.

The Company's risk mitigation strategies include the following:

- Partnering with subsidiaries of Rex Partners that have access to the Rex Virtual Drilling, a technology that has demonstrated an ability to predict the presence or absence of hydrocarbons.
- The Company will not normally undertake financial responsibility for drilling. The strategy is to build seismic knowledge on each Block to the point where a financially significant number of drillable

prospects have been worked up – and then sell or farm out a stake of the interest with a carry for at least one well.

- The Directors have particularly good contacts at the ministerial level and excellent local knowledge to inform decisions as to where to seek assets.
- Secure the support of a number of key private shareholders, and actively pursuing other sources of funding.
- The Group adheres to all current health and safety standards as recommended by the competent worldwide standard – setting organisations and to the UK's Anti-Bribery legislation. It also requires its employees and third party contractors to confirm in writing their adherence.

Signed by order of the board



Lina Haidar
Chief Executive Officer
Date 1 June 2016

Directors' report for the year ended 31 December 2015

The Directors present their report on the Company and its subsidiaries, Sphere Petroleum Corporation and Sencap Limited (the "Group") together with the audited financial statements for the year ended 31 December 2015.

The Company is registered in England as a public company limited by shares. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform.

Results and dividends

The results for the Group for the year and the Group and Company's financial position at the end of the year are shown in the attached financial statements. The directors do not recommend the payment of a final dividend (year ended 31 December 2014: £nil).

Business review and future developments

A full review of the business is to be found in the Strategic Review above.

Political and charitable contributions

The Group has not made any political or charitable contributions.

Financial risk management

Details of the Group's exposure to a variety of financial risks and management programme that seeks to limit the adverse effects on the financial performance of the Group are set out in Note 20 to the consolidated financial statements.

Directors

The Directors who served the Company during the year or have been appointed thereafter are shown below:

Lina Haidar, Chief Executive Officer
Pierantonio Tassini, Chief Operating Officer
Alexander Haly, Non-Executive Director
Guy Hustinx, Non-Executive Director (appointed 1st July 2015)
Tim Hearley, Non-Executive Chairman (resigned 1st July 2015)

At the forthcoming Annual General Meeting in accordance with the Company's Articles of Association, Alex Haly and Pierantonio Tassini will retire by rotation and being eligible, will offer themselves for re-election. Guy Hustinx will offer himself for election being the first Annual General Meeting since his appointment.

Directors' remuneration

The salaries and fees paid to the Directors during the year ended 31 December 2015 was as follows:

	31 Dec 2015 £'000	31 Dec 2014 £'000
Lina Haidar	120	120
Pierantonio Tassini	120	120
Alexander Haly	60	60
Tim Hearley	27	42
	327	342

During 2015 Guy Hustinx was awarded 38,000 shares in lieu of fees (equivalent to £36,000).

Post balance sheet events

As detailed in Note 23, on 8 April 2016, the Company raised USD 1,700,000 (approximately GBP 1.2 million) through a subscription for 619,619 ordinary shares of 5p each in the Company at a price equivalent to approximately 195 pence per share.

The proceeds of the Subscription are being used to fund Cap's share of the exploration costs for the Company's three offshore blocks in the highly prospective Senegal Basin in West Africa: Blocks 1 and 5B off Guinea-Bissau and Block Djiffere off Senegal, and for general working capital purposes.

Employees

The Group places considerable value on the involvement of its employees and has continued its practice of keeping them informed of matters affecting them as employees and the various factors affecting the performance of the Group.

The Directors recognise that continued and sustained improvement in the performance of the Group depends on its ability to attract, motivate and retain employees of the highest calibre. Furthermore, the directors believe that the Group's ability to sustain a competitive advantage over the long term depends in a large part on ensuring that all employees contribute to the maximum of their potential. The Group is committed to improving the performance of all employees through development and training.

The Group is an equal opportunity employer. The Group's policies seek to promote an environment free from discrimination, harassment and victimisation and to ensure that no employee or applicant is treated less favourably on the grounds of gender, marital status, age, race, colour, nationality or national origin, disability or sexual orientation or is disadvantaged by conditions or requirements, which cannot objectively be justified. Entry into, and progression within the Group, is solely determined on the basis of work criteria and individual merit.

The Group continues to give full and fair consideration to applications for employment made by disabled persons, having regard to their respective aptitudes and abilities. The policy includes, where practicable, the continued employment of those who may become disabled during their employment and the provision of training and career development and promotion, where appropriate.

Directors' responsibilities statement in respect of the annual report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Directors' report and Strategic report that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the website. Legislation in the United Kingdom concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Provision of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

Substantial interests

The Directors have been notified of the following substantial shareholdings of 3% or more of the ordinary share capital of the Company as at 4 May 2016.

	No. of ordinary shares	Percentage
Global Energy Trade Limited	21,722,322	70.77%
Michael Runtsch	1,451,806	4.79%
Serge Periera	1,451,331	4.73%
Alexander Haly	1,200,000	3.91%
Philippe Soulier	920,619	3.00%

Global Energy Trade Limited is owned jointly by two Directors (Lina Haidar and Alex Haly) in the ratio of one third to two thirds respectively. Each Director therefore has a beneficial interest in these shares.

Lina Haidar also held 92,951 ordinary shares in her own right (equivalent to a 0.30% shareholding).

Pierantonio Tassini held 264,142 ordinary shares (equivalent to a 0.86% shareholding).

Guy Hustinx held 38,000 ordinary shares (equivalent to a 0.12% shareholding)

There have been no changes in the Directors' interests since 4 May 2016.

Except as referred to above, the Directors are not aware of any person who was interested in 3% or more of the issued share capital of the Company or could directly or indirectly, jointly or severally, exercise control.

Corporate governance

The Board recognises the value of good governance and complies with the provisions of the Quoted Companies Alliance Guidelines insofar as possible for a company of the size and nature of the Company.

The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. The Board holds Board meetings at least four times a year and at other times as and when required.

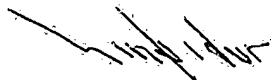
Independent Auditors

In accordance with Section 489 of the Companies Act 2006, a resolution proposing that Crowe Clark Whitehill LLP be re-appointed will be made at the Annual General Meeting.

Annual General Meeting

A notice of the Annual General Meeting will be issued separately.

Signed by order of the board

A handwritten signature in black ink, appearing to read 'Lina Haidar', is written over the printed name.

Lina Haidar
Chief Executive

Date 1 June 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAP ENERGY PLC

We have audited the Group and Parent Company financial statements of Cap Energy Plc for the year ended 31 December 2015 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity and the related notes numbered 1 to 23 and the Company Balance Sheet, the Company Statement in Changes in Equity and the related notes numbered 1 to 13.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been 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 directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the 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 financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board'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 company'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 Chief Executive Statement, Strategic Report and the Directors' 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 material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2015 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 regarding the Company's ability to continue as a going concern.

The future operations of the Company are dependent on raising additional funding to cover both working capital and the operational needs of the Company's exploration activities. Although since the year end the Company has raised US\$1.7 million by way of a share subscription, further funding is still required as described in note 2. Notwithstanding the Board's belief that the Company will be able to raise the required finance, this indicates the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company were not to continue as a going concern.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the information given in the Chief Executive Statement, Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Leo Malkin

Senior Statutory Auditor

For and on behalf of

Crowe Clark Whitehill LLP

Statutory Auditor

London

Date 1 June 2016

Cap Energy Plc
Consolidated statement of comprehensive income
Year ended 31 December 2015

		Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
	Note		
Administrative expenses		(860)	(1,050)
Operating loss		(860)	(1,050)
Finance costs	5	(168)	(34)
		(1,028)	(1,084)
Share of losses of associated company	13	(52)	(13)
Loss before taxation	6	(1,080)	(1,097)
Income tax expense	8	-	-
Loss for the year		(1,080)	(1,097)
Total comprehensive loss			
From continuing operations			
Attributable to:			
- Owners of the parent		(1,078)	(1,076)
- Non-controlling interests		(2)	(21)
		(1,080)	(1,097)
Loss per share attributable to owners of the Parent:			
Basic and diluted (pence)	9	(3.60)	(3.72)

The notes on pages 19 to 42 form an integral part of these consolidated financial statements.

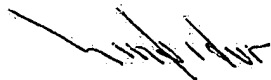
Cap Energy Plc
Consolidated statement of financial position
As at 31 December 2015

	Note	31 Dec 2015 £'000	31 Dec 2014 £'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	10	10	9
Intangible assets	11	5,188	4,456
Investment in associated company	13	2,511	1,908
		<u>7,709</u>	<u>6,373</u>
CURRENT ASSETS			
Other receivables, deposits and prepayments	14	168	98
Cash and cash equivalents	18	3	3
		<u>171</u>	<u>101</u>
TOTAL ASSETS		<u>7,880</u>	<u>6,474</u>
EQUITY AND LIABILITIES			
Share capital	15	1,504	1,468
Share premium account		2,927	1,942
EBT reserve		38	38
Accumulated losses		(1,136)	(89)
TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT		<u>3,333</u>	<u>3,359</u>
Non-controlling interests		<u>220</u>	<u>222</u>
Total equity		<u>3,553</u>	<u>3,581</u>
CURRENT LIABILITIES			
Trade payables		524	1,554
Amounts due to directors	19	3,200	1,082
Amounts due to shareholders	17	11	11
Other payables		4	7
Accruals and deferred income		588	239
		<u>4,327</u>	<u>2,893</u>
TOTAL LIABILITIES		<u>4,327</u>	<u>2,893</u>
TOTAL EQUITY AND LIABILITIES		<u>7,880</u>	<u>6,474</u>

The notes on pages 19 to 42 form an integral part of these consolidated financial statements.

Cap Energy Plc
Consolidated statement of financial position
As at 31 December 2015

The consolidated financial statements on pages 14 to 42 were authorised for issue by the board of directors on 1 June 2016 and were signed on its behalf.



Lina Haidar

Chief Executive Officer

Cap Energy Plc
Consolidated statement of changes in equity
Year ended 31 December 2015

	<u>Attributable to owners of the parent</u>						
	Share capital £'000	Share premium £'000	EBT reserve £'000	Accumulated losses/retained profits £'000	Total £'000	Non-controlling interests £'000	Total equity £'000
Balance at 1 January 2014	1,421	595	-	987	3,003	243	3,246
Loss for the year	-	-	-	(1,076)	(1,076)	(21)	(1,097)
Gain on sale of shares held by EBT	-	-	38	-	38	-	38
Transactions with owners:							
Issue of ordinary shares	47	1,347	-	-	1,394	-	1,394
Balance at 31 December 2014	1,468	1,942	38	(89)	3,359	222	3,581
Loss for the year	-	-	-	(1,078)	(1,078)	(2)	(1,080)
Transactions with owners:							
Issue of warrants	-	-	-	31	31	-	31
Issue of ordinary shares	36	985	-	-	1,021	-	1,021
Balance at 31 December 2015	1,504	2,927	38	(1,136)	3,333	220	3,553

The notes on pages 19 to 42 form an integral part of these consolidated financial statements

Cap Energy PLC
Consolidated cash flows year ended 31 December 2015

	Note	Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
Cash flows from operating activities			
Loss before taxation		(1,080)	(1,097)
Adjustments for:			
Depreciation of plant and equipment		4	15
Interest charges		168	34
Share of losses of associate		52	13
Operating cash flow before working capital changes		(856)	(1,035)
Increase / (decrease) in other receivables and deposits		10	(66)
Increase / (decrease) in trade payables		(1,030)	1,529
Increase in amounts due to Directors		2,150	1,068
Loans repaid to shareholders		-	(1)
Decrease in other payables		(2)	(7)
Increase in accruals and deferred income		348	110
		620	1,598
Interest charges		(168)	(34)
Net cash flow from operating activities		452	1,564
Cash flow used in investing activities			
Purchase of property, plant and equipment		(5)	(5)
Funds used in exploration and evaluation		(732)	(1,948)
Investment in associated company		(655)	(1,921)
Cash flow used in investing activities		(1,392)	(3,874)
Cash flows from financing activities			
Proceeds from issue of shares		940	1,394
Sale of own shares held by EBT		-	38
Net cash flow from financing activities		940	1,432
Net (decrease) / increase in cash and cash equivalents		-	(878)
Cash and cash equivalents at beginning of the year		3	881
Cash and cash equivalents at end of the year	18	3	3

The notes on pages 19 to 42 form an integral part of these consolidated financial statements.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

1. General information

Cap Energy Plc is an independent upstream oil and gas company focused on the exploration, production and development of conventional oil and gas assets in sub-Saharan Africa. The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying subsidiaries.

The Company was re-registered in England on 12 December 2013 as a public company limited by shares and is domiciled in England and incorporated and registered in England and Wales. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform. The address of its registered office is 2nd Floor, 20 Berkeley Square, London, W1J 6EQ. The registered number of the Company is 05351398.

The Consolidated Financial Statements of Cap Energy Plc and its subsidiaries (collectively, the Group) for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of the directors on 31 May 2016.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied unless otherwise stated.

a) Basis of preparation

The consolidated financial statements of Cap Energy Plc have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU), issued by the International Accounting Standards Board (IASB), including interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), and the Companies Act 2006 applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified for any financial assets which are stated at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment and complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

The individual financial information of each group entity is measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The Consolidated Financial Statements of the Group are presented in Pounds Sterling, which is the presentation currency for the Group, and figures have been rounded to the nearest thousand. The functional currency of each of the Group entities is the local currency of each individual entity.

(b) Going concern

The operations of the Group are currently being financed from funds which the Company has raised from private placings of its shares and loans from certain of its shareholders and Directors. The Group has not yet earned revenue as it is still in the exploration phase of its business. The Group is reliant on the continuing support from its existing shareholders and Directors and the expected support of future shareholders and Directors.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

The Group held cash balances of £3,000 at 31 December 2015, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £3,200,000 until the Company is in a position to settle its liabilities as they fall due and has funding plans in place for further capital to meet the Group's planned activities. In particular, the Company raised US\$1.7 million by way of a share subscription, as more fully described in Note 23. As set out in Note 11, 12 and 13 the Group holds interests in two oil and gas exploration licences offshore Guinea-Bissau and one oil and gas licence offshore Senegal.

In order to fund its share of the exploration and other licence costs, to meet day-to-day operating expenditures and add further exploration interests to the Group, it will need to raise further funds from a number of different sources which may include equity issues or a sale or farm-out of part of its interest in its licences.

The Board believes that the Group will be able to raise, as required, sufficient cash or reduce its commitments to enable it to continue its operations, including the pursuit of future exploration opportunities, and to continue to meet, as and when they fall due, its liabilities for at least the next twelve months from the date of approval of these financial statements. The financial statements have, therefore, been prepared on the going concern basis.

However, there can be no guarantee that the required funds will be raised within the necessary timeframe. Consequently a material uncertainty exists that may cast significant doubt on the Group's ability to fund this cash shortfall and therefore be able to meet its commitments and discharge its liabilities in the normal course of business for a period not less than twelve months from the date of this report. The Financial Statements do not include the adjustments that would result if the Group was unable to continue in operation.

(c) Adoption of new and revised International Financial Reporting Standards

None of the new and revised Standards and Interpretations that were adopted in the current year was considered to have had a material effect to the presentation or disclosures reported in these Financial Statements.

Standards, amendments and interpretations to published standards not yet effective

The Directors have considered those Standards and Interpretations, which have not been applied in the Financial Statements but are relevant to the Group's operations, that are in issue but not yet effective. With the exception of IFRS 16, the Directors do not consider that any will have a material impact on the future results of the Group.

In January 2016, the IASB issued a new Leases standard, IFRS 16, which supersedes IAS 17 Leases. A company is required to apply IFRS 16 from 1 January 2019.

IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead all leases are treated in a similar way to finance leases applying IAS 17. Leases are to be 'capitalised' by recognising the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. The Company will also need to recognise a financial liability representing its obligation to make future lease payments

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

(d) Basis of consolidation

A subsidiary is defined as an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations are accounted for under the acquisition method. Under the acquisition method, the results of the subsidiaries acquired or disposed of are included from the date of acquisition or up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the consolidated financial statements. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. Any excess of the purchase consideration of the business combination over the fair value of the identifiable assets and liabilities acquired is recognised as goodwill. Goodwill, if any, is not amortised but reviewed for impairment at least annually. If the consideration is less than the fair value of assets and liabilities acquired, the difference is recognised directly in the statement of comprehensive income.

Acquisition-related costs are expensed as incurred.

Intra-group transactions, balances and unrealised gains on transactions are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

The Company includes the assets and liabilities of the Employee Benefit Trust (EBT) within its Statement of Financial Position. In the event of the winding up of the Company, neither the shareholders nor creditors would be entitled to the assets of the EBT.

Company shares held by the EBT are deducted from the shareholders' funds and classified as 'Own Shares' until such time as they are sold or vest unconditionally to participating employees. All such shares were sold during the year ended 31 December 2014.

(e) Investment in associates

The Group has applied IFRS 11 to its investment in associates. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Company has assessed the nature of its joint arrangements and determined them to be that of an associated company, accounted for using the equity method.

Under the equity method of accounting, interests in associated companies are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in an associated company equals or exceeds its interests in the associated company, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated company are eliminated to the extent of the Group's interest in the associated company. Unrealised losses are also

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Notes to the consolidated financial statements for the year ended 31 December 2015

eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the associated company have been changed where necessary to ensure consistency with the policies adopted by the Group.

(f) Oil and gas exploration and evaluation expenditure

All exploration and evaluation costs incurred or acquired on the acquisition of a subsidiary are accumulated in respect of each identifiable project area. These costs are classified as intangible assets and are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves (successful efforts). Other costs are written off unless commercial reserves have been established or the determination process has not been completed. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences the accumulated costs for the relevant area of interest are transferred from intangible assets to tangible assets as 'Developed Oil and Gas Assets' and amortised over the life of the area according to the rate of depletion of the economically recoverable costs.

(g) Impairment of oil and gas exploration and evaluation assets

The carrying value of unevaluated areas is assessed at least annually or when there has been an indication that impairment in value may have occurred. The impairment of unevaluated prospects is assessed based on the Directors' intention with regard to future exploration and development of individual significant areas and the ability to obtain funds to finance such exploration and development.

(h) Decommissioning costs

Where a material liability for the removal of production facilities and site restoration at the end of the field life exists, a provision for decommissioning is made. The amount recognised is the present value of estimated future expenditure determined in accordance with local conditions and requirements. An asset of an amount equivalent to the provision is also created and depreciated on a unit of production basis. Changes in estimates are recognised prospectively, with corresponding adjustments to the provision and the associated asset. As at 31 December 2015, no provisions were deemed necessary.

(i) Functional and foreign currencies

(i) Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

The Consolidated Financial Statements are presented in Pounds Sterling, which is the Group's presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are

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Notes to the consolidated financial statements for the year ended 31 December 2015

translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

(iii) Foreign operations

Assets and liabilities of foreign operations are translated to Pounds Sterling at the rates of exchange ruling at the end of the reporting period. Revenues and expenses of foreign operations are translated at the average rate of exchange. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity under the foreign exchange translation reserve. On the disposal of a foreign operation, the cumulative amount recognised in other comprehensive income relating to that particular foreign operation is reclassified from equity to profit or loss. Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period. Exchange differences are recognised in other comprehensive income.

(j) Impairment

(i) Impairment of financial assets

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting period as to whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset.

An impairment loss in respect of loans and receivables financial assets is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

In a subsequent period, if the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

(ii) Impairment of non-financial assets

The carrying values of intangible assets are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount of the assets is the higher of the assets' fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flow. An impairment loss is recognised in profit or loss immediately.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

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Notes to the consolidated financial statements for the year ended 31 December 2015

(k) Income taxes

Income tax for each reporting period comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the Group's interest in the net fair value of the acquired company's identifiable assets, liabilities and contingent liabilities over the business combination costs or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow deferred tax assets to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity.

Deferred tax arising from a business combination is included in the resulting goodwill or excess of the Group's interest in the net fair value of the acquired company's identifiable assets, liabilities and contingent liabilities over the business combination costs.

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, deposits with financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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Notes to the consolidated financial statements for the year ended 31 December 2015

(m) Employee benefits

(i) Short-term benefits

Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Group.

(ii) Post-employment benefits

The Group does not currently make provision for post-employment benefits by way of pension plans or similar arrangements.

(n) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the Financial Statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflows of economic benefits are probable, but not virtually certain.

(o) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(p) Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of issue. Details regarding the

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Notes to the consolidated financial statements for the year ended 31 December 2015

determination of the fair value of equity-settled share-based transactions are set out in Note 21 to the Consolidated Financial Statements.

The fair value determined at the date of issue of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserves.

(q) Leases

The Group leases certain property under operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. There were no leases classified under the category of finance leases.

(r) Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. Summary of critical accounting estimates and judgements

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the accounting policies which are detailed above. These judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the Statement of Financial Position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period 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 the revision and future periods if the revision affects both current and future periods.

The prime areas involving a higher degree of judgement or complexity, where assumptions and estimates are significant to the financial statements, are as follows:

Going concern

The financial statements have been prepared on a going concern basis as the Directors have assessed the Company's ability to continue in operational existence for the foreseeable future. The operations of the Company and Group are currently being financed from funds which the Company has raised from private placings of its shares and by loans from certain of its Directors. The

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

Company and Group are reliant on the continuing support from its existing shareholders and Directors and the expected support of future shareholders and Directors.

The financial statements do not include the adjustments that would result if the Company were not to continue as a going concern.

Impairment of capitalised exploration and evaluation expenditure and recoverability of inter-company balances

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether it successfully recovers the related exploration and evaluation asset through sale. Factors which could impact the future recoverability include the level of proved, probable and inferred resources, future technological changes which could impact on the cost of drilling and extraction, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices. To the extent that capitalised exploration and evaluation expenditure is determined to be irrecoverable in the future, this will reduce profits and net assets in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage which permits reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure should be written off, this will reduce profits and net assets in the period in which this determination is made.

Determining whether inter-company balances are impaired requires an estimation of whether there are any indications that their carrying values are not recoverable. This in turn is directly dependent on the future recoverability of capitalised exploration and evaluation expenditure.

4. Segment analysis

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (which takes the form of the Board of Directors of the Company) as defined in IFRS 8, in order to allocate resources to the segment and to assess its performance.

The Group's business involves exploring for hydrocarbon liquids and gas. As at 31 December 2015, there are two reportable operating segments: Africa and Head Office. Intangible assets and operating assets and liabilities are located in Africa, whilst the majority of current assets are carried at Head Office. The Group has not yet commenced production and therefore has no revenue. Each reportable segment adopts the same accounting policies.

In compliance with IFRS 8 'Operating Segments' the following tables reconcile the operational loss for the year of each reportable segment with the consolidated figures presented in these Financial Statements, with comparatives for the year ended 31 December 2014, and the net assets together with comparative figures as at 31 December 2014. The Group's loss before tax and equity attributable to owners of the parent are detailed below.

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Notes to the consolidated financial statements for the year ended 31 December 2015

	Africa	Head Office	Total
	£'000	£'000	£'000
31 December 2015			
Loss before tax	(62)	(1,016)	(1,078)
Equity attributable to owners of parent	6,998	(3,665)	3,333
31 December 2014			
Loss before tax	(174)	(902)	(1,076)
Equity attributable to owners of parent	4,906	(1,547)	3,359

5. Finance costs

	31 Dec 2015 £'000	31 Dec 2014 £'000
On loans from Directors	168	33
Others	-	1
	168	34

6. Loss before taxation

Loss before taxation is arrived at after charging:-

	31 Dec 2015 £'000	31 Dec 2014 £'000
Depreciation of plant and equipment	4	15
Fees payable to the Company's auditor for the audit of the Company's annual accounts	10	14
Directors' remuneration	363	342
Staff costs (including Directors):		
- salaries, allowances and bonuses	388	413
- social security costs	5	5
Rental of office	54	34

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

7. Staff costs

	31 Dec 2015 No.	31 Dec 2014 No.
The average monthly number of employees was:	5	7

	31 Dec 2015 £'000	31 Dec 2014 £'000
Aggregate remuneration (including directors):		
Wages and salaries	388	335
Social security costs	5	5
	<u>393</u>	<u>340</u>

8. Income tax

There Group has made no provision for taxation as the Group has not yet generated any taxable income. A reconciliation of income tax expense applicable to the loss before taxation at the statutory tax rate to the income tax expense at the effective tax rate of the Group is as follows:

	31 Dec 2015 £'000	31 Dec 2014 £'000
Loss before taxation	<u>(1,080)</u>	<u>(1,097)</u>
Tax calculated at statutory tax rates applicable to results in the respective countries	(203)	(180)
Tax effects of:-		
Non-deductible expenses	1	1
Depreciation less capital allowances	(1)	9
Unrelieved tax losses	<u>203</u>	<u>170</u>
Income tax expense for the financial year	<u>-</u>	<u>-</u>

The weighted average statutory applicable tax rate was 18.8% (2014: 16.5%).

The Group has tax losses of approximately £2.9 million (year ended 31 December 2014: £1.9 million) which, subject to agreement with taxation authorities, are available to carry forward against future profits. A deferred tax asset in respect of these losses has not been established as the Group has not yet generated any revenues and the Directors have therefore assessed the likelihood of future profits being available to offset such deferred tax assets to be uncertain.

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Notes to the consolidated financial statements for the year ended 31 December 2015

9. Loss per share

Basic loss per share is calculated by dividing the loss after tax attributable to the equity holders of the Group by the weighted average number of shares in issue during the year. The calculation of loss per share is based on the following:

	31 Dec 2015 £'000	31 Dec 2014 £'000
Loss after tax from continuing operations attributable to owners of the Group:	(1,078)	(1,076)
Weighted average number of shares:		
Basic and diluted	29,952,748	28,951,291

The weighted average number of shares used in the calculation of earnings per share in the year ended 31 December 2014 was adjusted to exclude the shares held in the EBT which were sold in December 2014.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

10. Property, plant and equipment

	Office equipment, fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost			
At 1 January 2014	9	17	26
Additions	5	-	5
At 31 December 2014	14	17	31
Additions	5	-	5
At 31 December 2015	19	17	36
Accumulated Depreciation			
At 1 January 2014	2	5	7
Charge for the year	3	12	15
At 31 December 2014	5	17	22
Charge for the year	4	-	4
At 31 December 2015	9	17	26
Net Book Value			
At 31 December 2015	10	-	10
At 31 December 2014	9	-	9

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

11. Intangible assets

	Exploration and evaluation expenditure £'000
Cost	
At 1 January 2014	2,508
Additions	<u>1,948</u>
At 31 December 2014	4,456
Additions	<u>732</u>
At 31 December 2015	<u>5,188</u>
Accumulated amortisation	
At 1 January 2014	-
Charge for the year	<u>-</u>
At 31 December 2014	-
Charge for the year	<u>-</u>
At 31 December 2015	<u>-</u>
Net Book Value	
At 31 December 2015	<u><u>5,188</u></u>
At 31 December 2014	<u><u>4,456</u></u>

At 31 December 2015 the aggregate capitalised Exploration and Evaluation ("E&E") costs in relation to the Group's Guinea Bissau licences was £5,188,000 (2014: £4,456,000). These amounts have not been impaired because commercial reserves have not yet been established or the determination process has not been completed. In accordance with IFRS 6, the Directors have assessed whether any indication of impairment exists in respect of those intangible assets. In their opinion, based on a review of the expiry dates of licences and the likelihood of their renewal, available funds and the intention to continue exploration and evaluation, no indications of impairment were identified. Further details of the exploration activities are included within the CEO's Statement and Strategic Report.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

12. Subsidiary companies of the Group

As at the date of these financial statements, the Company's subsidiaries, both of which are private companies limited by shares, are as follows:

	Country of Registration or Incorporation	Principal activity	Percentage of ordinary shares held by Company
Sphere Petroleum Corporation	BVI	Oil and gas exploration	85.7%
Sencap Limited	BVI	Oil and gas exploration	100%
Omcap Limited	BVI	Dormant	100%

The accounting reference date of the subsidiaries is co-terminous with that of the Company.

13. Investment in associated company

On 19 February 2014, Sencap Limited ("Sencap"), a newly formed and wholly-owned subsidiary of the Company incorporated on 6 February 2014, acquired from Trace Atlantic Oil Limited ("TAOL") a 49 per cent interest in TAOL Senegal (Djiffere) Limited ("TAOL Djiffere"), the company holding the Djiffere Licence. TAOL Djiffere was incorporated in the British Virgin Islands. TAOL is the owner of the remaining 51 per cent interest in TAOL Djiffere and also the operating partner in TAOL Djiffere.

The total consideration for the acquisition of the 49 per cent interest in TAOL Djiffere was US\$150,000 (equivalent to approximately £90,000). At the same time Sencap made a shareholders' contribution of US\$3 million (equivalent to approximately £1,831,000) payable to TAOL Djiffere, of which US\$ 0.4 million was in respect of historic costs. The Djiffere Licence area covers approximately 4,459 km² in shallow waters in the Senegal Basin off the West African coast and is adjacent to the Block Rufisque Offshore area operated by Cairn Energy PLC.

The investment in TAOL Djiffere has been accounted for using the equity method of accounting whereby the investment is initially recognised at cost and the carrying value is increased or decreased to recognise the Group's share of the profit or loss of the associate after the date of acquisition.

At 31 December 2015, the carrying value of the investment is summarised as follows:

	£'000
Cash consideration payable on acquisition	90
Shareholder's contribution	2,486
Group's share of post-acquisition losses	(65)
Carrying value	2,511

TAOL Djiffere is a private company and there is no quoted market price available for its shares.

The accounting reference date of TAOL Djiffere is co-terminous with that of the Company.

There are no contingent liabilities or commitments relating to the Group's interest in TAOL Djiffere.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

Summarised financial information for the associated company

Set out below is summarised financial information for TAOL Djiffere which is accounted for using the equity method. The information reflects the amounts presented in the Financial Statements of TAOL Djiffere adjusted for differences in accounting policies between the Group and the associated company where appropriate, and not the Group's share of those amounts.

Summarised statement of financial position:

	31 December 2015 £'000	31 December 2014 £'000
Non-current assets	5,617	4,750
Current assets		
Cash and cash equivalents	489	169
Total assets	<u>6,106</u>	<u>4,919</u>
Current liabilities		
Financial liabilities	1,017	257
Other current liabilities	667	850
Total liabilities	<u>1,684</u>	<u>1,107</u>
Net assets	<u><u>4,422</u></u>	<u><u>3,812</u></u>

Summarised statement of comprehensive income:

	Year ended 31 December 2015 £'000	Year ended 31 December 2014 £'000
Revenue	-	-
Depreciation and amortisation	-	-
Interest income	3	1
Loss from continuing operations	(109)	(27)
Income tax expense / release	-	-
Loss for the year	(106)	(27)
Other comprehensive (expense) / income	-	-
Total comprehensive loss for the year	<u><u>(106)</u></u>	<u><u>(27)</u></u>

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

14. Other receivables, deposits and prepayments

	31 Dec 2015 £'000	31 Dec 2014 £'000
Called up share capital unpaid (Note 15)	80	-
Sundry receivables	13	19
Prepayments and accrued income	75	79
	<u>168</u>	<u>98</u>

The fair value of sundry receivables approximates their carrying amount, as the impact of discounting is not significant. The sundry receivables are not impaired and are not past due.

15. Share capital

The allotted, called-up and fully paid share capital of the Company is as follows:-

	31 Dec 2015 £'000	31 Dec 2014 £'000
Allotted, and called-up:		
Ordinary shares of £0.05 each	<u>1,504</u>	<u>1,468</u>

The Board is authorised to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate number of equity securities not to exceed 100% of the Company's issued ordinary share capital on a fully-diluted basis.

During the year ended 31 December 2015, the following issues of ordinary shares took place:

- I. On 3 February 2015, 599,230 Ordinary shares of 5p each in the Company were issued at a total Sterling consideration equivalent to £884,000.
- II. On 28 June 2015, £100,000 was raised through a subscription for 74,074 Ordinary shares. £80,000 was outstanding at 31 December 2015 and was received in January 2016.
- III. A further 38,000 Ordinary shares were issued on 31 October in lieu of fees for Guy Hustinx.

A reconciliation of Ordinary share capital is set out below:

	31 Dec 2015 No.	31 Dec 2014 No.
As at 1 January:	29,362,256	28,413,635
Issue of shares of £0.05 each	711,304	948,621
Total number of ordinary shares	<u>30,073,560</u>	<u>29,362,256</u>

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

16. Reserves

The share premium account represents the amount received on the issue of ordinary shares by the Company in excess of their nominal value and is non-distributable.

In accordance with the requirements of SIC 12 "Consolidation – special purpose entities" and IAS 32 "Financial Instruments: Presentation", certain of the assets and liabilities were included in the Company's and Group's Statement of Financial Position resulting in the inclusion of £132 in respect of 25,654 ordinary shares in the Company held by the EBT ("Own Shares"). These shares were disposed of in December 2014 and the gain of £38,148 recognised in the EBT reserve.

17. Amounts due to shareholders

	31 Dec 2015 £'000	31 Dec 2014 £'000
Current		
Non-trade balances	11	11

The amounts owing to shareholders are unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

18. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:-

	31 Dec 2015 £'000	31 Dec 2014 £'000
Cash and bank balances	3	3

19. Related party disclosures

Balances and transactions between the Company and its subsidiaries are eliminated on consolidation and are not disclosed in this note. Balances and transactions between the Group and other related parties are disclosed below.

Directors' remuneration, interests and transactions

The remuneration of the senior Executive Management Committee members, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

Year ended 31 December 2015	Salary or fees £'000	Other £'000	Total £'000
Lina Haidar	120	-	120
Pierantonio Tassini	120	-	120
Alexander Haly	60	-	60
Tim Hearley	27	-	27
	<u>327</u>	<u>-</u>	<u>327</u>

Year ended 31 December 2014	Salary or fees £'000	Other £'000	Total £'000
Tim Hearley	42	-	42
Lina Haidar	120	-	120
Pierantonio Tassini	120	-	120
Alexander Haly	60	-	60
	<u>342</u>	<u>-</u>	<u>342</u>

During 2015 Guy Hustinx was awarded 38,000 shares in lieu of fees (equivalent to £36,000).

Directors' emoluments and benefits are stated for the Directors of Cap Energy Plc only. The amounts shown were recognised as an expense during the year.

Total social security costs related to Directors during the year was £nil (2014: £nil).

There were no other short-term or long-term benefits, post-employment benefits or termination benefits paid to Directors in either of the years ended 31 December 2014 or 31 December 2015.

Transactions with key management personnel

Amounts due to Directors

	31 Dec 2015 £'000	31 Dec 2014 £'000
Amounts due to Directors (including interest)	<u>3,200</u>	<u>1,082</u>

The amounts owing to Directors are unsecured, bear interest at 8% per annum and are repayable on demand. The amounts owing are to be settled in cash.

During the year ended 31 December 2015, interest charged on Directors' loans amounted to £168,000 (2014: £33,000).

Ultimate controlling party

The ultimate controlling party of the Company is Global Energy Trade Limited, a private company incorporated in the British Virgin Islands owned jointly by Lina Haidar and Alex Haly one third to two thirds respectively. Each Director therefore has a beneficial interest in Global Energy Trade Limited.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

20. Financial instruments

The Group's activities are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk) and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance.

(a) Financial risk management policies

The Group's policies in respect of the major areas of treasury activity are as follows:-

(i) Market risk

(i) Foreign currency risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Pounds Sterling. The currencies giving rise to this risk are primarily the United States Dollar. Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of year were as follows:-

	United States Dollar £'000	Other £'000	Total £'000
31 December 2015			
Financial assets	1	2	3
<hr/>			
Financial liabilities	3,913	-	3,913
<hr/>			
31 December 2014			
Financial assets	1	2	3
<hr/>			
Financial liabilities	2,520	-	2,520
<hr/>			

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

Foreign currency risk sensitivity analysis

The Group maintains a natural hedge whenever possible, by matching the cash inflows (revenue stream) and cash outflows used for purposes such as capital and operational expenditure in the respective currencies.

The following table details the sensitivity analysis to possible changes in the relative values of foreign currencies to which the Group is exposed as at the end of each year, with all other variables held constant:-

	31 December 2015 Increase/ (Decrease) £'000	31 December 2014 Increase/ (Decrease) £'000
Effects on profit after taxation/equity		
United States Dollar		
- strengthened by 10%	(394)	(252)
- weakened by 10%	394	252

(ii) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial liabilities. The Group's policy is to obtain the most favourable interest rates available on fixed interest rate terms. Any surplus funds will be placed with licensed financial institutions to generate interest income.

Interest rate risk sensitivity analysis

As the interest rates on the Group's borrowings are fixed, the Directors consider that the Group is not exposed to material interest rate risk.

(iv) *Credit risk*

The Group does not have any perceived credit risks on its trade and other receivables.

(iv) *Liquidity risk*

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure as far as possible, that it will have sufficient

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

liquidity to meet its liabilities when they fall due. The maturity profile of the financial liabilities of the Group is short term, all amounts falling due within 12 months.

(b) Capital risk management

The Group defines capital as the total equity of the Group. The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. It also ensures that distributions to shareholders do not exceed working capital requirements.

The Group has no external debt finance and is not subject to any external capital requirements.

(c) Classification of financial instruments

	31 Dec 2015 £'000	31 Dec 2014 £'000
Financial assets		
<u>Loans and receivables financial assets</u>		
Sundry receivables	93	19
Cash and cash equivalents	3	3
	<u>96</u>	<u>22</u>
Financial liabilities		
<u>At amortised cost</u>		
Trade payables	524	1,554
Amounts due to shareholders	11	11
Amount owing to directors	3,200	1,082
Other payables	4	7
Accruals and deferred income	588	239
	<u>4,327</u>	<u>2,893</u>

(d) Fair values of financial instruments

The financial assets and financial liabilities maturing within the next 12 months approximated their fair values due to the relatively short-term maturity of the financial instruments.

The Group had no financial assets or liabilities carried at fair values at the end of each reporting date.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

21. Share-based payment transactions

The Group's share-based payment arrangements are summarised below.

The Cap Energy Employee Benefit Trust

The Company has established an Employee Benefit Trust, which in due course may be used to provide appropriate share based incentives to senior management of the Company. The EBT's shareholding of 25,654 Ordinary Shares in the Company was sold in December 2014 for a consideration of £38,281. A gain on disposal of these shares of £38,148 has been recognised within the EBT reserve.

Share warrants

On 17 April 2015, the Company issued 160,000 share warrants to Tim Hearley, a director of the Company, for a cash consideration of £31,650. The warrant holder is entitled to subscribe in cash for ordinary shares at a warrant subscription price of £2.00 per share, at any time between the date of issue and 31 December 2017.

The proceeds of issue have been credited directly to equity.

22. Commitments

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	At 31 Dec 2015 Land and buildings £'000	At 31 Dec 2014 Land and buildings £'000
Within one year	54	54
In the second to fifth years inclusive	217	217
After more than five years	41	95
Aggregate amounts payable	<u>312</u>	<u>366</u>

Payments recognised as an expense under these operating leases were as follows:

	Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
Minimum lease payments	<u>55</u>	<u>34</u>

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2015

23. Subsequent events

On 8 April 2016, the Company raised USD 1,700,000 (approximately GBP 1.2 million) through a subscription for 619,619 ordinary shares of 5p each in the Company at a price equivalent to approximately 195 pence per share.

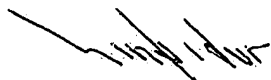
Cap Energy Plc
Company Balance Sheet
As at 31 December 2015

Registered number: 05351398

		31 Dec 2015 £'000	31 Dec 2014 £'000
	Note		
ASSETS			
FIXED ASSETS			
Tangible assets	4	10	9
Investment in subsidiaries	5	7,537	6,227
		<u>7,547</u>	<u>6,236</u>
CURRENT ASSETS			
Debtors	6	168	98
Cash and bank balances		1	1
		<u>169</u>	<u>99</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	9	<u>(4,149)</u>	<u>(2,805)</u>
Net current assets liabilities		<u>(3,980)</u>	<u>(2,706)</u>
NET ASSETS		<u>3,567</u>	<u>3,530</u>
CAPITAL AND RESERVES			
Share capital	7	1,504	1,468
Share premium account		2,927	1,942
EBT reserve		38	38
Retained profits /(accumulated losses)		<u>(902)</u>	<u>82</u>
		<u>3,567</u>	<u>3,530</u>

The notes on pages 45 to 50 form an integral part of these financial statements.

The financial statements on pages 43 to 50 were authorised for issue by the board of directors on 1 June 2016 and were signed on its behalf:



Lina Haidar
Chief Executive Officer

Cap Energy Plc
Company Statement of Changes in Equity
For the year ended 31 December 2015

	Share capital £'000	Share premium £'000	Retained profits (accumulated losses) £'000	EBT reserve £'000	Total shareholders' funds £'000
Balance at 31 December 2014	1,468	1,942	82	38	3,530
Loss for the year	-	-	(1,015)	-	(1,015)
Issue of warrants	-	-	31	-	31
Issue of ordinary shares	36	985	-	-	1,021
Balance at 31 December 2015	1,504	2,927	(902)	38	3,567

The notes on pages 45 to 50 form an integral part of these financial statements

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

1. General information

The Company was re-registered in England on 12 December 2013 as a public company limited by shares and is domiciled in England and incorporated and registered in England and Wales. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform. The address of its registered office is 2nd Floor, 20 Berkeley Square, London, W1J 6EQ. The registered number of the Company is 05351398.

2. Summary of significant accounting policies

(a) Basis of preparation

The Company's financial statements have been prepared in accordance with applicable law and accounting standards in the United Kingdom and under the historical cost accounting rules (Generally Accepted Accounting Practice in the United Kingdom).

The directors have assessed the Company's ability to continue in operational existence for the foreseeable future in accordance with the FRC Going Concern and Liquidity Risk guidance (October 2009). It is considered appropriate to continue to prepare the financial statements on a going concern basis notwithstanding that the Company has not yet earned any revenue. The Company is reliant on the continuing support from its shareholders and Directors and has funding plans in place for further capital to meet the Company's planned activities. This is more fully described in Note 2 (b) to the Consolidated Financial Statements.

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The Company has taken advantage of Section 408 of the Companies Act 2006 and has not included a Profit and Loss account in these separate financial statements. The loss attributable to members of the Company for the year ended 31 December 2015 is £1,015,000 (year ended 31 December 2014: profit of £902,000). Auditor's remuneration is disclosed in Note 6 to the Consolidated Financial Statements.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows
- the requirements of Section 11 Financial Instruments

(b) Fixed asset investments

Fixed asset investments are carried at cost less any provision for impairment.

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

(c) Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

(d) Income taxes

The charge for taxation is based on the profit/loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date.

(e) Leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

(f) Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of issue. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 21 to the Consolidated Financial Statements.

The fair value determined at the date of issue of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the entity revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserves.

The proceeds of the issue of share warrants are credited directly to equity.

3. Segment reporting

The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying subsidiaries. The Directors consider this to constitute one reportable segment.

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

4. Tangible fixed assets

	Office equipment, fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost			
At 1 January 2014	9	17	26
Additions	5	-	5
	<hr/>	<hr/>	<hr/>
At 31 December 2014	14	17	31
Additions	5	-	5
	<hr/>	<hr/>	<hr/>
At 31 December 2015	19	17	36
Accumulated Depreciation			
At 1 January 2014	2	5	7
Charge for the year	3	12	15
	<hr/>	<hr/>	<hr/>
At 31 December 2014	5	17	22
Charge for the year	4	-	4
	<hr/>	<hr/>	<hr/>
At 31 December 2015	9	17	26
Net Book Value			
At 31 December 2015	10	-	10
	<hr/>	<hr/>	<hr/>
At 31 December 2014	9	-	9
	<hr/>	<hr/>	<hr/>

5. Fixed asset investments

Investments and long term loans in subsidiary undertakings	Investments £'000	Long term loans £'000	31 Dec 2015 Total £'000	31 Dec 2014 Total £'000
Cost				
Brought forward	1,162	5,065	6,227	2,144
Additions	-	1,310	1,310	4,083
Carried forward	1,162	6,375	7,537	6,227

Details of the Company's subsidiaries as at 31 December 2015 are set out in Note 12 to the Consolidated Financial Statements. Long term loans represent amounts owed by Sphere Petroleum Corporation and Sencap Limited, are unsecured and are interest free. The Directors do not intend to recall the loan for the foreseeable future.

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

6. Debtors

	31 Dec 2015 £'000	31 Dec 2014 £'000
Called up share capital unpaid	80	-
Other debtors	13	19
Prepayments and accrued income	75	79
	<u>168</u>	<u>98</u>

7. Share capital

Details of the Company's allotted, called-up and fully paid share capital are set out in Note 15 to the consolidated financial statements.

The ordinary shares of the Company carry one vote per share and an equal right to receive any dividend declared.

8. Reserves

The share premium account represents the amount received on the issue of ordinary shares by the Company in excess of their nominal value and is non-distributable.

The EBT reserve arises from the inclusion of £132 in respect of 25,654 ordinary shares in the Company held by the EBT ("Own Shares"). These shares were disposed of in December 2014 and the gain of £38,148 recognised in the EBT reserve. The EBT reserve is non-distributable.

9. Creditors: amounts falling due within one year

	31 Dec 2015 £'000	31 Dec 2014 £'000
Trade creditors	524	1,554
Shareholder loans	11	11
Amounts due to directors	3,200	1,082
Other creditors	4	6
Accruals and deferred income	410	152
	<u>4,149</u>	<u>2,805</u>

The amounts owing to shareholders are unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

The amounts owing to Directors are unsecured, bear interest at 8% per annum and are repayable on demand. The amounts owing are to be settled in cash.

During the year ended 31 December 2015, interest charged on Directors' loans amounted to £168,000 (2014: £33,000).

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

10. Related party transactions

The only key management personnel of the Company are the directors. Details of their remuneration and other related party transactions are contained in the Note 19 to the Consolidated Financial Statements.

In addition, the Company advanced amounts to its subsidiaries during the year, summarised as follows:

	31 Dec 2015 £'000	31 Dec 2014 £'000
Opening amount due from subsidiary	5,065	1,012
Amounts advanced in the year	1,310	4,053
Closing amount due from subsidiaries	<u>6,375</u>	<u>5,065</u>

11. Share based payments

Details of the Company's Employee Benefits Trust are contained in Note 21 to the Consolidated Financial Statements.

12. Commitments

The amounts of minimum lease payments under non-cancellable operating leases are as follows:

	At 31 Dec 2015 Land and buildings £'000	At 31 Dec 2014 Land and buildings £'000
Operating leases which expire:		
Within one year	-	-
After more than five years	312	366
Aggregate amounts payable	<u>312</u>	<u>366</u>

Payments recognised as an expense under these operating leases were as follows:

	Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
Minimum lease payments	<u>55</u>	<u>34</u>

Cap Energy Plc

Notes to the Company financial statements for the year ended 31 December 2015

13. Subsequent events

Disclosures in relation to events subsequent to 31 December 2015 are shown in Note 23 to the consolidated financial statements.

Company information

Directors

Lina Haidar, Chief Executive Officer
Pierantonio Tassini, Chief Operating Officer
Alexander Haly, Non-Executive Director
Guy Hustinx, Non-Executive Director

Company secretary

Ewen Ainsworth

Company number

05351398

Registered address

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20 Berkeley Square
London, W1J 6EQ

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Chartered Accountants and Statutory Auditors
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10 Salisbury Square
London, EC4Y 8EH

Legal adviser

Fox Williams LLP
Ten Dominion Street
London, EC2M 2EE

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