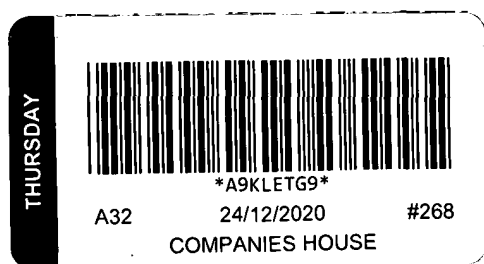


Cap Energy Plc

Annual Report for the year ended 31 December 2019



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Chief Executive Statement

Creating Value For Our Stakeholders and Contributing Towards the Guinea-Bissau and Senegal Economies.

After much dedication and persistence, CAP reached an important milestone by acquiring the entire stakes of Trace Atlantic Oil Limited in Blocks 1 and 5B, Guinea-Bissau. This material development builds on CAP's strategic acquisition of Trace's operated stake in the Djiffere licence, offshore Senegal, which was completed in 2018. CAP is now Operator of all three licences in its portfolio, a noteworthy achievement which has tremendously increased shareholder value and the Company's ability to realise the full potential of its portfolio.

CAP is committed to pursuing its exploration activities in Guinea-Bissau and Senegal, namely by drilling an exploration well in offshore Block 5B, Guinea-Bissau, and by acquiring a 3D survey in the Djiffere block offshore Senegal.

The Company continues to execute its operations with the utmost dedication towards health, safety and environment whilst equally undertaking a disciplined capital allocation approach.

Energy Industry

These favourable developments have, however, taken place at a challenging time for the oil industry, when the world economy is facing a slowdown due to Covid-19. Whilst we cannot predict the future, we remain committed to the challenges ahead and are determined to achieve our goals. We intend to take advantage of the low-cost environment to acquire seismic and reduced drilling costs that have materialised as a result of the fall in oil prices. This is in fact very encouraging for CAP. The Board will continue to adhere to the Company's strategy and remain focused on creating more value for our stakeholders by de-risking our portfolio and upgrading our resources.

Board Changes

Pierantonio Tassini, who has been with the Company for over eight years, has decided to step down as a director in June this year but will maintain his role as Chief Operating Officer. He has made an enormous contribution to the Board during the eight years we have worked together, and I would like to take this opportunity to thank him for his directorship.

Forging Ahead

Finally, I wish to thank our stakeholders for their ongoing support during the year. Our job remains to create more value as we progress into 2021. I also wish to thank our partners Petroguin and Petrosen for their continuous support.

Lina Haidar
Chief Executive



23 December 2020

Strategic report for the year ended 31 December 2019

The Directors present their strategic report on the Group, for the year ended 31 December 2019.

Financial Results

The Group is in a purely exploration phase and therefore no revenues were generated during the year (2018: £nil). There was a loss attributable to shareholders of the Company of £1,177,000 (2018: loss £2,646,000). The reduction in losses is due to lower operating costs. In 2018, a fair value adjustment of £1,174,000 was made against the Group's carrying value of its associated company on disposal of its 49% interest.

At the end of the year, the Group had cash balances of £25,000 (2018: £21,000).

Going concern

The operations of the Group are currently being financed from loans from certain 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 certain Directors and shareholders.

The Group, which held cash balances of £25,000 at 31 December 2019, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £7,820,000 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.

As disclosed in Notes 10 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.

COVID-19 impact

The Covid pandemic has in one sense been advantageous to the Group. The reduction in the oil price has led to a sharp reduction in the cost of both drilling and seismic acquisition and Cap has, and will continue to take advantage of that situation. Nevertheless, it has also made access to capital more difficult and travel restrictions have had the effect of delaying negotiations with partners.

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 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.

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 below. 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 (MSGBC) 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 had a 90% interest in the Djiffere Offshore Licence and is the Licence Operator. As described in Note 13 to the Consolidated Financial Statements, Sencap acquired the remaining 51% interest in TAOL Senegal (Djiffere) Limited in November 2018. 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 *	4.5%	-
Senegal	Block Djiffere	Licence Participants	Effective Interest	Cost Interest
		Trace Atlantic Oil	Sold to CAP	-
		Cap Energy (operator)	90 %	100%
		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

The Group's activities are now all controlled by the Company, following the acquisition in July this year of Trace Atlantic's interests in Blocks 1 and 5B offshore Guinea-Bissau. Having operatorship over those two blocks, coupled with the previously acquired control over the Djiffere Block, offshore Senegal, the Board believes will be a game-changer for the Company. Cap Energy now controls one Block in a highly prospective area offshore Senegal, with nearby discoveries, and two seismically interesting Blocks offshore Guinea-Bissau. The Company is therefore able to have discussions from a much more focused negotiating position with prospective partners.

Meanwhile, the Group's relationships with government oil companies in both Senegal and Guinea-Bissau continue to develop, leading to a far more incisive perspective on potential mutually beneficial opportunities.

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 2015, 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, whose 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.

We plan to acquire a 3D survey over our shallow water concession in Senegal (Djiffere). This new survey will allow us to capitalise on our investments through either a sale or a farm-out of our interests in this concession.

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.

During 2016 the interpretation of 2,673 Km² of 3D seismic was completed which identified leads and prospects in the platform and basin.

In 2017, we reported that we had started a process to farm-down our interests in Block 5B in Guinea-Bissau. Several companies are in discussion with us and we will keep shareholders updated with developments as appropriate.

In cooperation with the Guinea-Bissau government, in 2017 we achieved an amelioration of the fiscal terms which has enhanced the economic performance of Blocks 1 and 5B and further reinforces our views as to the commercial attractiveness of these licences. In May 2018, the government issued a decree extending the duration of Stage 2 of Block 5B by 2 years. This brought the date for committing to drill an exploration well to April 7, 2020 and time until April 6, 2022 for drilling an exploration well. For block 1 these deadlines are February 4, 2020 and February 3, 2022, but for this block before drilling it is foreseen to acquire a 3D survey, for which we have received quotations from several contractors.

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 2019 was broadly in line with expectations, however, the restrictions imposed by the COVID-19 pandemic have delayed progress in 2020.

Next steps

With today's continued challenging oil price environment and the interest 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 one or more of its interests. Cap is still confident of soon entering a phase where the previous years of hard work in gathering and interpreting data will 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.

The Company's risk mitigation strategies include the following:

- 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 several 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.

Directors' section 172 statement

The following disclosure describes how the Directors have had regard to the matters set out in section 172 and forms the Directors' statement required under section 414CZA of The Companies Act 2006. This new reporting requirement is made in accordance with the new corporate governance requirements identified in The Companies (Miscellaneous Reporting) Regulations 2018, which apply to company reporting on financial years starting on or after 1 January 2019.

The matters set out in section 172(1) (a) to (f) are that a Director must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a. the likely consequences of any decision in the long term;
- b. the interests of the Company's employees;
- c. the need to foster the Company's business relationships with suppliers, customers and others;
- d. the impact of the Company's operations on the community and the environment;
- e. the desirability of the Company maintaining a reputation for high standards of business conduct; and
- f. the need to act fairly between members of the Company.

The analysis is divided into two sections, the first to address Stakeholder engagement, which provides information on stakeholders, issues and methods of engagement. The second section addresses principal decisions made by the Board and focuses on how the regard for stakeholders influenced decision making.

Section 1: Stakeholder mapping and engagement activities within the reporting period

The Company continuously interacts with a variety of stakeholders important to its success, such as equity investors, joint venture partners, employees, government bodies and the local community. The Company works within the limitations of what can be disclosed to the various stakeholders with regards to maintaining confidentiality of market and/or commercially sensitive information.

Who are the key stakeholder groups	Why is it important to engage this group of stakeholders	How did Cap Energy engage with the stakeholder group	What resulted from the engagement
<p>Equity investors and equity partners</p> <p>The Group's activities are now all controlled by the Company, following the acquisition by the end of June 2020 of Trace Atlantic's interests in Blocks 1 and 5B offshore Guinea-Bissau.</p> <p>As such, existing equity investors and potential investment partners are important stakeholders.</p>	<p>Access to capital is of vital importance to the long-term success of the business to enable value generation in sub-Saharan African exploration & production and is committed to materially expanding its asset base and activity in the region. Equity partner involvement is vital to the success of the development of these projects, without which the Company cannot create value for its shareholders.</p> <p>The Company seeks to promote an investor base that is interested in a long term holding in the Company and will support the Company in achieving its strategic objectives.</p>	<p>The key mechanisms of engagement included:</p> <p>Substantial shareholders</p> <ul style="list-style-type: none"> Each of the directors are significant shareholders in the Company; The other existing substantial shareholders have regular meetings with the CEO. <p>Prospective and existing investors</p> <ul style="list-style-type: none"> The AGM and Annual and Interim Reports; One on one investor meetings with the CEO; Access to the Company's advisers; Regular news and project updates on the Company's website; Site visits for potential cornerstone investors. 	<p>The Company engaged with investors on topics of strategy, governance, project updates and performance.</p> <p>The CEO presented at a number of one on one meetings.</p> <p>At the Company's AGM all resolutions were duly passed with at least 90 per cent. votes in favour demonstrating broad shareholder support.</p>
<p>Employees</p> <p>The Company has 5 employees, including its Directors.</p> <p>All of the directors and employees are resident outside of the UK.</p>	<p>The Company's long-term success is predicated on the commitment of its workforce to its vision and the demonstration of its values on a daily basis.</p>	<ul style="list-style-type: none"> The Company maintains an open line of communication between its employees, senior management and the Board. The CEO reports regularly to the Board. Senior management regularly visit the operations and engage with its employees through one on one meetings. 	<p>The Board met with management to discuss the long term remuneration strategy.</p> <p>Meetings were held with staff to provide project updates and ongoing business objectives.</p>

<p>Governmental bodies The Company is impacted by national, regional and local governmental organisations in Senegal and Guinea-Bissau.</p>	<p>The Group's relationships with governmental departments in both Senegal and Guinea-Bissau are vital to develop its projects and farm-out opportunities.</p> <p>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.</p>	<p>The Company provides general corporate presentations regarding project development as part of ongoing stakeholder engagement with the Senegalese and Guinea-Bissau governments, and local municipal governments.</p> <p>The Company maintained its good relations with the respective government bodies and frequently communicated progress.</p> <p>The Company engages with the relevant departments of the each government in order to progress the development of each project.</p>	<p>Meetings have been held with various representatives of the national, regional and local government bodies, to discuss ongoing compliance and other regulatory matters.</p> <p>The Group's relationships with government oil companies in both Senegal and Guinea-Bissau continue to develop, leading to a far more incisive perspective on potential mutually beneficial opportunities</p> <p>As described above, in cooperation with the Guinea-Bissau government, we achieved improved fiscal terms which has enhanced the economic performance of Blocks 1 and 5B and further reinforces our views as to the commercial attractiveness of these licences. The government also extended the duration of Stage 2 of Block 5B by 2 years.</p>
<p>Community The local communities adjacent to the Company's projects in Senegal and Guinea-Bissau.</p>	<p>The community provides social licence to operate.</p> <p>The Company needs to engage with the local community to build trust in order to obtain acceptance for future development plans.</p> <p>Community engagement will inform better understanding and decision making.</p> <p>The local communities will provide employees to each project and contractors during construction and operation.</p> <p>The Company will have a social and economic impact on the local communities. The Company is committed to ensuring sustainable growth, minimising adverse impacts. The Company will engage these stakeholders as appropriate.</p>	<ul style="list-style-type: none"> • The Company has identified all key stakeholders within the local community in the reporting period; • The Company has open dialogue with the local government and community leaders regarding project development; • The Company has existing CSR policies and management structure at corporate level. The Company will expand on these policies and structures at a local project level as the Company moves into construction and then production. 	<p>The Company has ongoing engagements with the local community as part its sustainability initiatives.</p> <p>Stakeholder identification has enabled the Company to ensure that representatives of all stakeholder groups may participate in the community engagement programme.</p> <p>A more formalised community engagement programme will commence as each project develops.</p>
<p>Suppliers During the construction phase, the Company will be using key suppliers under commercial engineering contracts to design, construct and equip each project, all of whom are</p>	<p>Cap Energy's contractors and suppliers are fundamental to ensuring that the Company can construct the project on time and within budget.</p>	<ul style="list-style-type: none"> • Management continue to work closely with appointed contractors, consultants and suppliers to finalise their contracts and end deliverables; 	<p>See page 5 of the strategic report for latest on progress on drilling exploration work.</p> <p>Smaller local vendors were engaged at a broader level to better align with company objectives.</p>

reputable and established vendors. At a local level, the Company has also partnered with a number of smaller companies, some of whom are independent or family run businesses.	Using quality suppliers ensures that as a business, the high performance targets can be met.	<ul style="list-style-type: none"> • One on one meetings between management and suppliers; • Vendor site visits and facility audits to ensure supplier is able to meet requirements; • Contact with procurement department and accounts payable. 	
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Section 2: Principal decisions by the board

Principal decisions are defined as both those that have long-term strategic impact and are material to the Group, but also those that are significant to key stakeholder groups. In making the following principal decision, the Board considered the outcome from its stakeholder engagement, the need to maintain a reputation for high standards of business conduct and the need to act fairly between the members of the Company.

As noted above, CAP reached an important milestone by acquiring the entire stakes of Trace Atlantic Oil Limited in Blocks 1 and 5B, Guinea-Bissau.

The decision is aligned with the business model set out in the Company strategy, which is to invest in high quality assets in the sub-Saharan Africa oil and gas market.

In making the above decision, the Directors believe that they have considered all relevant stakeholders, potential impact and conflicts, the Company's business model and its long-term strategic objectives, and have acted accordingly to promote the success of the Company for the benefit of its members as a whole.

Signed by order of the board



Lina Haidar
Chief Executive Officer

23 December 2020

Directors' report for the year ended 31 December 2019

The Directors present their report on the Company and its subsidiaries, Sphere Petroleum Corporation, Omcap Limited, Sencap Limited and TAOL Senegal (Djiffere) Limited (the "Group") together with the audited financial statements for the year ended 31 December 2019.

The Company is registered in England as a public company limited by shares. The Company's Ordinary Shares are 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 2018: £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 (resigned 7 June 2020)
- Alexander Haly, Non-Executive Director
- Guy Hustinx, Non-Executive Director

At the forthcoming Annual General Meeting in accordance with the Company's Articles of Association, Lina Haidar will retire by rotation and being eligible, will offer herself for re-election.

Directors' remuneration

The salaries and fees paid to the Directors during the year ended 31 December 2019 was as follows:

	31 Dec 2019 £'000	31 Dec 2018 £'000
Lina Haidar	156	126
Pierantonio Tassini	120	120
Alexander Haly	60	60
Guy Hustinx	36	36
	372	342

Post balance sheet events

On 16 February 2020, the Company acquired 100% of TAOLGuinea Bissau (Corvina) Ltd., the operator and 52% shareholder of the exploration concession for Block 1, offshore Guinea Bissau, giving the Group an effective 80% interest in the Block and a 100% cost interest and operatorship.

On 26 June 2020, the Company acquired 100% of TAOLGuinea Bissau (Becuda) Ltd., the operator and 58.5% shareholder of the exploration concession for Block 5B, offshore Guinea Bissau, giving the Group an effective 90% interest in the Block and a 100% cost interest and operatorship.

Pierantonio Tassini resigned from the Board on 7 June 2020.

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 based on 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.


Independent Auditors

In accordance with Section 489 of the Companies Act 2006, a resolution proposing that Crowe U.K. 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



Lina Haidar
Chief Executive

Date 23 December 2020

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

Opinion

We have audited the financial statements of Cap Energy Plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 31 December 2019 which comprise:

- the Group statement of comprehensive income for the year ended 31 December 2019;
- the Group and Parent Company statements financial position as at 31 December 2019;
- the Group statement of cash flows for the year then ended;
- the Group and parent company statements of changes in equity for the year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

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, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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 2019 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;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to 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 Group's exploration activities and further funding is required to meet these needs, as described in note 2. The Board believes that the Company will be able to raise the required finance, however, 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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

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

- adequate accounting records have not been kept by the company, 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.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on pages 11 and 12, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.



Leo Malkin
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

23 December 2020

Cap Energy Plc
Consolidated statement of comprehensive income
Year ended 31 December 2019

		Year ended 31 Dec 2019 £'000	Year ended 31 Dec 2018 £'000
	Note		
Other income		-	-
Administrative expenses		(597)	(1,268)
Operating loss		(597)	(1,268)
Finance costs	5	(580)	(465)
		(1,177)	(1,733)
Share of profits (losses) of associated company	13	-	257
Loss on disposal of associated company	13	-	(1,174)
Loss before taxation	6	(1,177)	(2,650)
Income tax expense	8	-	-
Loss for the year		(1,177)	(2,650)
Loss from continuing operations			
Attributable to:			
- Owners of the parent		(1,176)	(2,646)
- Non-controlling interests		(1)	(4)
		(1,177)	(2,650)
Loss per share attributable to owners of the Parent:			
Basic and diluted (pence)	9	(3.82)	(8.60)
Other comprehensive loss			
Items that may be subsequently reclassified to profit or loss			
Exchange differences on translating foreign operations		177	(265)
Total comprehensive loss for the year		(1,000)	(2,915)
Attributable to:			
- Owners of the parent		(999)	(2,911)
- Non-controlling interests		(1)	(4)
		(1,000)	(2,915)

The notes on pages 20 to 43 form an integral part of these consolidated financial statements.

Cap Energy Plc
Consolidated statement of financial position
Year ended 31 December 2019

	Note	2019 £'000	2018 £'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment		1	2
Right of use assets	11	72	-
Intangible assets	10	9,907	9,496
		<u>9,980</u>	<u>9,498</u>
CURRENT ASSETS			
Other receivables, deposits and prepayments	14	88	84
Cash and cash equivalents		25	21
		<u>113</u>	<u>105</u>
TOTAL ASSETS		<u>10,093</u>	<u>9,603</u>
EQUITY AND LIABILITIES			
Share capital	15	1,540	1,538
Share premium account	16	4,226	4,147
EBT reserve	16	38	38
Foreign currency translation reserve		(88)	(265)
Accumulated losses		<u>(7,605)</u>	<u>(6,410)</u>
TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT		(1,889)	(952)
Non-controlling interests		209	210
Total equity		<u>(1,680)</u>	<u>(742)</u>
CURRENT LIABILITIES			
Trade payables		244	308
Amounts due to Directors	19	7,820	6,875
Amounts due to shareholders	17	6	6
Lease liabilities	18	49	-
Accruals and deferred income		1,953	1,494
Contingent consideration	13	<u>1,662</u>	<u>1,662</u>
		<u>11,734</u>	<u>10,345</u>
NON-CURRENT LIABILITIES			
Lease liabilities	18	<u>39</u>	<u>-</u>
TOTAL LIABILITIES		<u>11,773</u>	<u>10,345</u>
TOTAL EQUITY AND LIABILITIES		<u>10,093</u>	<u>9,603</u>

The notes on pages 20 to 43 form an integral part of these consolidated financial statements. The consolidated financial statements were authorised for issue by the board of Directors on 23 December 2020 and were signed on its behalf.

Lina Haidar



Chief Executive Officer

Cap Energy Plc
Consolidated statement of changes in equity
Year ended 31 December 2019

	Share capital £'000	Share premium £'000	EBT reserve £'000	Foreign currency exchange reserve £'000	Accumul- ulated losses £'000	Total £'000	Non- controlling interests £'000	Total equity £'000
Balance at 1 January 2018	1,538	4,147	38	-	(3,764)	1,959	214	2,173
Loss for the year	-	-	-	-	(2,646)	(2,646)	(4)	(2,650)
Exchange differences on translating foreign subsidiaries	-	-	-	(265)	-	(265)	-	(265)
Balance at 31 December 2018	1,538	4,147	38	(265)	(6,410)	(952)	210	(742)
Adjustment from adoption of IFRS 16	-	-	-	-	(19)	(19)	-	(19)
Adjusted balance at 1 Jan 2019	1,538	4,147	38	(265)	(6,429)	(971)	210	(761)
Loss for the year	-	-	-	-	(1,176)	(1,176)	(1)	(1,177)
Exchange differences on translating foreign subsidiaries	-	-	-	177	-	177	-	177
Transactions with owners:								
Issue of ordinary shares	2	79	-	-	-	81	-	81
	2	79	-	-	-	81	-	81
Balance at 31 December 2019	1,540	4,226	38	(88)	(7,605)	(1,889)	209	(1,680)

The notes on pages 20 to 43 form an integral part of these consolidated financial statements.

Cap Energy PLC
Consolidated cash flows year ended 31 December 2019

	Year ended 31 Dec 2019 £'000	Year ended 31 Dec 2018 £'000
Cash flows from operating activities		
Loss before taxation	(1,177)	(2,650)
Adjustments for:		
Depreciation of plant and equipment	1	2
Depreciation of right of use assets	42	
Loss on disposal of associated company	-	1,174
Interest charges	580	465
Share of (profits) / losses of associate	-	(257)
Operating cash flow before working capital changes	(554)	(1,266)
(Increase) / decrease in trade and other receivables	(5)	50
Decrease in trade and other payables	(80)	(152)
Increase in accruals and deferred income	471	502
	(168)	(866)
Interest charges	(580)	(465)
Net cash flow used in operating activities	(748)	(1,331)
Cash flow used in investing activities		
Funds used in exploration and evaluation	(229)	(226)
Purchase of plant and equipment	-	(1)
Acquisition of subsidiary, net of cash acquired (Note 13)	-	142
Cash flow used in investing activities	(229)	(85)
Cash flows from financing activities		
Increase in amounts due to Directors	945	1,426
Issue of share capital	81	-
Repayment of finance leases	(45)	-
Net cash flow from financing activities	981	1,426
Increase in cash and cash equivalents	4	10
Cash and cash equivalents at beginning of the year	21	11
Cash and cash equivalents at end of the year	25	21

The notes on pages 20 to 43 form an integral part of these consolidated financial statements.

Cap Energy Plc

Notes to the consolidated financial statements for the year ended 31 December 2019

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 is domiciled in England and incorporated and registered in England and Wales. The Company's Ordinary Shares are 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 2019 were authorised for issue in accordance with a resolution of the Directors on 23 December 2020.

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 loans from certain 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 certain Directors and shareholders.

The Group held cash balances of £25,000 at 31 December 2019, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £7,820,000 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.

As disclosed in Notes 10 and 13 the Group holds interests in two oil and gas exploration licences in 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 Company's assessment of the COVID-19 pandemic is detailed above in the strategic report and review of the business.

The Board believes that the Group will be able to raise, as required, sufficient cash 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. In making its assessment the Board of the company has sought and received the support from its key Directors to provide ongoing financial commitments for 15 months from 22 December 2020. 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) New standards and interpretations

New standards, interpretations and amendments effective from 1 January 2019

Changes in accounting policy

New standards impacting the Group adopted in the annual financial statements for the year ended 31 December 2019, and which have given rise to changes in the Group's accounting policies are:

- IFRS 16 Leases (IFRS 16); and
- IFRIC 23 Uncertainty over Income Tax Treatments (IFRIC 23)

Details of the impact these two standards have had are given below. Other new and amended Standards and Interpretations issued by the IASB that apply for the first time in the financial statements are not expected to impact the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the Group's current accounting policies.

IFRS 16

The Group has adopted IFRS 16 which became effective on 1 January 2019. The standard replaces IAS 17 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right of use assets and corresponding lease liabilities are now recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right of use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under IFRS 16 will be higher when compared to lease expenses under IAS 17.

However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss.

For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. The reclassifications and adjustments arising from the new standard have been recognised in the opening balance sheet as at 1 January 2019.

Right of use assets

A right of use asset is recognised at the commencement date of a lease. The right of use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right of use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Right of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right of use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following:

- future lease payments arising from a change in an index or a rate used;
- residual guarantee; lease-term;
- certainty of a purchase option and termination penalties.

When a lease liability is remeasured, an adjustment is made to the corresponding right of use asset, or to profit or loss if the carrying amount of the right of use asset is fully written down.

Impact of adoption

IFRS 16 was adopted using the modified retrospective approach and as such the comparatives have not been restated. As at 31 December 2018, the Group had entered into one property lease which had commenced prior to the year-end.

The impact of adoption on accumulated losses as at 1 January 2019 was as follows:

	1 January 2019 £'000
Right of use assets	114
Lease liabilities – current	(45)
Lease liabilities – non-current	(88)
Tax effect on the above adjustments	-
Increase in opening accumulated losses at 1 January 2019	<u>(19)</u>

Impact on the balance sheet

The change in accounting policy affected the following items in the balance sheet on 1 January 2019:

	Increase / decrease	£'000
Right of use assets (Note 11)	Increase	114
Lease liabilities (Note 18)	Increase	(133)

The net impact on accumulated losses on 1 January 2019 was an increase of £19,000.

a) Right of use assets

Right of use assets were measured at the amount equal to the lease liability, adjusted by the amount of prepaid or accrued lease payments relating to leases recognised in the balance sheet as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right of use assets at the date of initial application.

The recognised right of use assets relate to the following types of assets:

	31 December 2019 £'000	1 January 2019 £'000
Properties – head office	72	114
	<u>72</u>	<u>114</u>

b) Lease liabilities

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's borrowing rate as of 1 January 2019. The lease liabilities at 31 December 2019 and 1 January 2019 were as follows:

	31 December 2019 £'000	1 January 2019 £'000
Lease liabilities – current	(49)	(45)
Lease liabilities – non-current	(39)	(88)
	<u>(88)</u>	<u>(133)</u>

Impact on the income statement and earnings per share

For the year ended 31 December 2019, operating losses were £12,000 lower as a result of applying IFRS 16 due to a portion of the lease expense now being recorded as interest expense and depreciation. In particular, operating lease expenses of £54,000 were replaced by depreciation of £42,000 and finance lease charges of £9,000. Loss before tax was £3,000 lower due to interest expenses on the lease liabilities recognised under IFRS 16. The net effect of £(3,000) decreased Loss Per Share by 0.01p.

The table below summarise the profit and loss account treatment for the year ended 31 December 2019 and the comparative period for these leases:

	Year ended 31 December 2019 £'000	Year ended 31 December 2018 £'000
Finance costs		
Interest and finance charges paid/payable on lease liabilities (IFRS 16)	9	-
Leases / right of use assets depreciation		
Minimum operating lease payments (IAS 17)	-	55
Depreciation of right of use assets (IFRS 16)	42	-
Total expense in profit and loss	51	55

The following tables summarises the effect of IFRS 16 on the Group's operating losses and losses before tax for the year ended 31 December 2019:

	Year ended 31 December 2019 £'000	Year ended 31 December 2018 £'000
Operating loss excluding lease charges	(555)	(1,213)
Lease payments under operating leases (IAS 17)	-	(55)
Depreciation of right of use assets (IFRS 16)	(42)	-
Operating loss after lease charges	(597)	(1,268)

	Year ended 31 December 2019 £'000	Year ended 31 December 2018 £'000
Loss before tax excluding lease charges	(1,126)	(2,595)
Lease payments under operating leases (IAS 17)	-	(55)
Depreciation of right of use assets (IFRS 16)	(42)	-
Operating lease finance expense (IFRS 16)	(9)	-
Loss before tax and after lease charges	(1,177)	(2,650)

Impact on the cash flow statement

For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities.

This has decreased net cash used in operations and decreased net cash from financing activities by £45,000.

IFRIC 23 Uncertainty over Income Tax Treatments

IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation requires:

- The Group to determine whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- The Group to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and
- If it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

The Group elected to apply IFRIC 23 retrospectively with the cumulative effect recorded in retained earnings as at the date of initial application, 1 January 2019. The adoption of IFRIC 23 did not have any effect on the Group.

A number of new standards and amendments to standards and interpretations have been issued but are not yet effective and, in some cases, have not yet been adopted by the EU.

New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early. The most significant of these are as follows, which are all effective for the period beginning 1 January 2020:

- IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Definition of Material);
- IFRS 3 Business Combinations (Amendment – Definition of Business); and
- Revised Conceptual Framework for Financial Reporting

The Company is currently assessing the impact of these new accounting standards and amendments.

(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) 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.

(f) 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.

(g) 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 2019, no provisions were deemed necessary.

(h) 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 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.

(i) 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.

(j) 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.

(k) 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.

(l) 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 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.

(m) Leases

All leases are accounted for by recognising a right of use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

IFRS 16 was adopted 1 January 2019 without restatement of comparative figures. An explanation of the transitional requirements that were applied as at 1 January 2019 is included above. The following policies apply subsequent to the date of initial application, 1 January 2019.

Identifying Leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- a) There is an identified asset;
- b) The Group obtains substantially all the economic benefits from use of the asset; and
- c) The Group has the right to direct use of the asset.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise use of the asset, not those incidental to legal ownership or other potential benefits.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

The discount rate is the rate implicit in the lease, if readily determinable. If not, the Company's incremental borrowing rate is used which the Company has assessed to be 8%. The Group currently has no third party borrowings and consequently there is no available interest rate to use as the basis for this calculation. Additionally, the Company has been loss-making for several years. Accordingly, the Directors have assumed that the most likely source of borrowings would be from the Directors, who have historically made such funds available at an interest rate of 8%.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right of use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Nature of leasing activities (in the capacity as lessee)

The Group leases its head office.

(n) 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 Company and Group are reliant on the continuing support from its existing 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.

In 2018, the Group also increased its holding in TAOL Senegal Djiffere from 49% to 100% (see Note 13). On acquisition the Group adjusted the fair value of its previously held interest of £2,513,000 against exploration and evaluation expenditure in TAOL Senegal Djiffere. Management used a replacement cost model to establish the fair value.

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 2019, 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 2018, and the net assets together with comparative figures as at 31 December 2018. The Group's loss before tax and equity attributable to owners of the parent are detailed below.

	Africa	Head Office	Total
	£'000	£'000	£'000
31 December 2019			
Loss before tax	(30)	(1,147)	(1,177)
Equity attributable to owners of parent	9,718	(11,607)	(1,889)
31 December 2018			
Loss before tax	(973)	(1,677)	(2,650)
Equity attributable to owners of parent	7,825	(8,777)	952

5. Finance costs

	31 Dec 2019	31 Dec 2018
	£'000	£'000
On loans from Directors	571	465
Finance leases	9	-
	<u>580</u>	<u>465</u>

6. Loss before taxation

Loss before taxation is arrived at after charging: -

	31 Dec 2019	31 Dec 2018
	£'000	£'000
Depreciation of plant and equipment	1	2
Loss on disposal of associated company (Note 13)	-	1,174
Fees payable to the Company's auditor for the audit of the Company's annual accounts	18	15
Directors' remuneration	372	342
Staff costs (including Directors):		
- salaries, allowances and bonuses	454	564
- social security costs	-	-
Rental of office	-	55
Variable rent – rent uplift*	<u>75</u>	<u>-</u>

*: The Group has made an accrual for £75,000 in respect of a variation to the lease of its head office arising from an additional rent review. This amount has been estimated pending final negotiations.

7. Staff costs

	31 Dec 2019 No.	31 Dec 2018 No.
The average monthly number of employees was:	5	5
	31 Dec 2019 £'000	31 Dec 2018 £'000
Aggregate remuneration (including Directors):		
Wages and salaries	454	564
Social security costs	-	-
	454	564

8. Income tax

The 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 2019 £'000	31 Dec 2018 £'000
Loss before taxation	(1,177)	(2,650)
Tax calculated at statutory tax rates applicable to results in the respective countries	(224)	(504)
Tax effects of: -		
Depreciation less capital allowances	1	-
Disallowable items	-	224
Unrelieved tax losses	223	280
Income tax expense for the financial year	-	-

The weighted average statutory applicable tax rate was 19% (2018: 19%).

The Group has tax losses of approximately £6.3 million (year ended 31 December 2018: £6.1 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.

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 2019 £'000	31 Dec 2018 £'000
Loss after tax from continuing operations attributable to owners of the Group:	(1,176)	(2,646)
Weighted average number of shares:		
Basic and diluted	30,778,731	30,769,179

10. Intangible assets

	Exploration and evaluation expenditure £'000
Cost	
At 1 January 2018	6,104
Additions	226
Amounts recognised on acquisition of TAOL Djiffere (Note 13)	6,646
Adjustment on acquisition of TAOL Djiffere (Note 13)	(3,206)
Foreign currency translation differences	(274)
At 31 December 2018	9,496
Additions	229
Foreign currency translation differences	182
At 31 December 2019	9,907
Accumulated amortisation	
At 1 January 2018	-
Charge for the year	-
At 31 December 2018	-
Charge for the year	-
At 31 December 2019	-
Net Book Value	
At 31 December 2019	9,907
At 31 December 2018	9,496

At 31 December 2019, the aggregate capitalised Exploration and Evaluation ("E&E") costs in relation to the Group's Guinea Bissau and Senegal licences was £9,907,000 (2018: £9,496,000). 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 Chief Executive Statement and Strategic Report.

11. Right of use assets

	Year ended 31 December 2019 £'000	Year ended 31 December 2018 £'000
Land and buildings – right of use asset:		
On adoption of IFRS 16 on 1 January 2019	290	-
Less: Accumulated depreciation		
On adoption of IFRS 16 on 1 January 2019	(176)	-
Depreciation charged for the year	(42)	-
Net book value	72	-

The Group leases its offices in the UK under a seven-year agreement, which expires in September 2021.

12. Subsidiaries of the Group

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

Subsidiaries	Registered office	Class of shares	% holding
Sphere Petroleum Corporation BVI	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	85.7%
Sencap Limited	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	100%
Omcap Limited	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	100%

TAOL Senegal (Djiffere) Limited	Vanterpool Plaza, 2nd Floor, Wickhams Cay I, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	100%
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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.

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.

On 12 November 2018, Sencap completed the purchase of the remaining 51 per cent interest in TAOL Djiffere from TAOL for a consideration of US\$1.

The Sale and Purchase Agreement (the "SPA") contained provisions regarding certain pre-completion liabilities of TAOL Djiffere. In particular:

- TAOL agreed to write-off a loan of US\$52,000 (equivalent to approximately £40,000) made to TAOL Djiffere;
- Sencap and TAOL agreed to compensate a respective loan to TAOL Djiffere of US\$21,853 (equivalent to approximately £17,000);
- Sencap undertook the liabilities for fees owing to Société des Pétroles du Sénégal ("Petrosen") of US\$242,392 (equivalent to approximately £187,000) and to pay US\$18,088 (approximately £14,000) as a final capital call.

Contingent consideration

Sencap also agreed, in relation to future transactions related to the Djiffere Concession it or the Group receives payment for in respect of the proceeds of a commercial discovery or for all or part of sunk costs incurred under the Exploration and Production Sharing Agreement which TAOL Djiffere signed with the Republic of Senegal and Petrosen dated 26 April 2013 for the Djiffere offshore concession, to share part of the payment with TAOL, capped at 50% of the cumulative capital costs at Completion plus any payments made by TAOL after Completion. The Directors have estimated such consideration to be £1,662,000 and made provision for this amount as contingent consideration payable.

Until 12 November 2018, the investment in TAOL Djiffere had been accounted for using the equity method of accounting whereby the investment was initially recognised at cost and the carrying value increased or decreased to recognise the Group's share of the profit or loss of the associate after the date of acquisition. Since this date, TAOL Djiffere has been accounted for as a wholly owned subsidiary of the Group and its results, net assets and cash flows consolidated with those of the Group.

The following table summarises the consideration paid for TAOL Djiffere, the fair value of assets acquired, and liabilities assumed at the acquisition date.

	Fair value
Consideration	£'000
Cash paid to TAOL shareholders	-
Contingent consideration payable	1,662
Fair value of previously held interest (see below)	1,597
Total consideration	3,259
Recognised amounts of identifiable assets acquired and liabilities assumed	
Exploration and evaluation assets	3,440
Cash and cash equivalents	142
Liabilities as adjusted for terms of the SPA	(323)
Total identifiable net assets	3,259

The fair value of the previously held interest in TAOL Djiffere was as follows:

	£'000
Carrying value of investment at 1 January 2018	2,514
Group's share of post-acquisition losses for the period to 12 November 2018	257
Fair value adjustments	(1,174)
Fair value of previously held interest	1,597

No acquisition costs were charged to the statement of comprehensive income in the year ended 31 December 2018 relating to the acquisition of TAOL Djiffere.

14. Other receivables, deposits and prepayments

	31 Dec 2019 £'000	31 Dec 2018 £'000
Sundry receivables	62	58
Prepayments and accrued income	26	26
	<u>88</u>	<u>84</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 2019 £'000	31 Dec 2018 £'000
Allotted, and called-up:		
Ordinary shares of £0.05 each	<u>1,540</u>	<u>1,538</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. On 7 October 2019, the Company issued 40,540 Ordinary shares of 5p each for a total consideration of £81,080.

A reconciliation of the number of Ordinary share capital in issue is set out below:

	31 Dec 2019 No.	31 Dec 2018 No.
As at 1 January:	30,769,179	30,769,179
Issue of shares of £0.05 each	40,540	-
As at 31 December	<u>30,809,719</u>	<u>30,769,179</u>

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.

The foreign exchange translation reserve comprises all foreign currency differences arising from the translation of the assets, liabilities and equity of the entities included in these consolidated financial statements from their functional currencies to the presentational currency.

17. Amounts due to shareholders

	31 Dec 2019 £'000	31 Dec 2018 £'000
Current		
Non-trade balances	<u>6</u>	<u>6</u>

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

18. Lease liabilities

	Year ended 31 Dec 2019 £'000	Year ended 31 Dec 2018 £'000
In respect of right of use assets		
Recognised on adoption of IFRS 16 on 1 January 2019	133	-
Repayments during the period	(45)	-
Lease liabilities at end of period	<u>88</u>	<u>-</u>

As at

As at

	31 Dec 2019 £'000	31 Dec 2018 £'000
Maturity		
Current	49	-
Non-current	39	-
Total lease liabilities	<u>88</u>	<u>-</u>

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'.

Year ended 31 December 2019	Salary or fees £'000	Other £'000	Total £'000
Lina Haidar	156	-	156
Pierantonio Tassini	120	-	120
Alexander Haly	60	-	60
Guy Hustinx	36	-	36
	<u>372</u>	<u>-</u>	<u>372</u>

Year ended 31 December 2018	Salary or fees £'000	Other £'000	Total £'000
Lina Haidar	126	-	126
Pierantonio Tassini	120	-	120
Alexander Haly	60	-	60
Guy Hustinx	36	-	36
	<u>342</u>	<u>-</u>	<u>342</u>

Guy Hustinx was awarded a further 38,000 shares in lieu of fees for the period from 1 July 2017 to 30 June 2018, which were issued on the same date.

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 (2018: £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 2019 or 31 December 2018.

Transactions with key management personnel

Amounts due to Directors

	31 Dec 2019 £'000	31 Dec 2018 £'000
Amounts due to Directors (including interest)	7,820	6,875

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 2019, interest charged on Directors' loans amounted to £571,000 (2018: £465,000).

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.

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 2019			
Financial assets	8	-	8
Financial liabilities	(6,392)	-	(6,392)

	United States Dollar £'000	Other £'000	Total £'000
31 December 2018			
Financial assets	-	-	-
Financial liabilities	(5,565)	-	(5,565)

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 2019 Increase/ (Decrease) £'000	31 December 2018 Increase/ (Decrease) £'000
Effects on profit after taxation/equity		
United States Dollar		
- strengthened by 10%	(638)	(556)
- weakened by 10%	638	556

(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.

(ii) **Credit risk**

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

(iii) 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 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 2019 £'000	31 Dec 2018 £'000
Financial assets		
<u>At amortised cost</u>		
Sundry receivables	62	58
Cash and cash equivalents	25	21
	<u>87</u>	<u>79</u>
Financial liabilities		
<u>At amortised cost</u>		
Trade payables	244	308
Lease liabilities	88	-
Amounts due to shareholders	6	6
Amount owing to Directors	7,820	6,875
Accruals and deferred income	1,953	1,494
Contingent consideration	1,662	1,662
	<u>11,773</u>	<u>10,345</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.

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.

22. Net debt

	31 December 2019 £'000	31 December 2018 £'000
Cash and cash equivalents	25	21
Borrowings repayable within one year:		
Loans from Directors	(7,820)	(6,875)
Loans from shareholders	(6)	(6)
Lease liabilities	(88)	-
Net debt	<u>(7,889)</u>	<u>(6,860)</u>

	Cash £'000	Borrowings due within one year £'000	Borrowings due after more than one year £'000	Total £'000
Balance at 1 January 2018	11	(5,455)	-	(5,444)
Cash flows	10	(681)	-	(671)
Interest accrued	-	(465)	-	(465)
Foreign exchange differences	-	(280)	-	(280)
Balance at 31 December 2018	21	(6,881)	-	(6,860)
Recognition of lease liabilities under IFRS 16	-	(45)	(88)	(133)
Cash flows	4	(623)	49	(570)
Interest accrued	-	(571)	-	(571)
Foreign exchange differences	-	245	-	245
	4	(994)	(39)	(1,029)
Balance at 31 December 2019	25	(7,875)	(39)	(7,889)

23. Subsequent events

On 16 February 2020, the Company acquired 100% of TAOLGuinea Bissau (Corvina) Ltd., the operator and 52% shareholder of the exploration concession for Block 1, offshore Guinea Bissau, giving the Group an effective 80% interest in the Block and a 100% cost interest and operatorship.

23. Subsequent events (continued)

On 26 June 2020, the Company acquired 100% of TAOLGuinea Bissau (Becuda) Ltd., the operator and 58.5% shareholder of the exploration concession for Block 5B, offshore Guinea Bissau, giving the Group an effective 90% interest in the Block and a 100% cost interest and operatorship.

Cap Energy Plc
Company Balance Sheet
As at 31 December 2019

Registered number: 05351398

		31 Dec 2019 £'000	31 Dec 2018 £'000
	Note		
ASSETS			
FIXED ASSETS			
Tangible assets		1	2
Investment in subsidiaries	4	9,240	8,996
		<u>9,241</u>	<u>8,998</u>
CURRENT ASSETS			
Debtors	5	88	84
Cash and bank balances		23	19
		<u>111</u>	<u>103</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
	8	<u>(9,833)</u>	<u>(8,512)</u>
Net current liabilities		<u>(9,722)</u>	<u>(8,409)</u>
NET (LIABILITIES) / ASSETS		(481)	589
CAPITAL AND RESERVES			
Share capital	6	1,540	1,538
Share premium account		4,226	4,147
EBT reserve		38	38
Accumulated losses		<u>(6,285)</u>	<u>(5,134)</u>
		<u>(481)</u>	<u>589</u>

The loss for the financial year dealt with in the financial statements of the parent company was £1,151,000 (2018: £1,677,000).

The notes on pages 46 to 50 form an integral part of these financial statements.

The financial statements on pages 44 to 50 were authorised for issue by the board of Directors on 23 December 2020 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 2019

	Share capital £'000	Share premium £'000	EBT reserve £'000	Accumulated losses £'000	Total equity £'000
Balance at 1 January 2018	1,538	4,147	38	(3,457)	2,266
Loss for the year	-	-	-	(1,677)	(1,677)
Balance at 31 December 2018	1,538	4,147	38	(5,134)	589
Loss for the year	-	-	-	(1,151)	(1,151)
Transactions with owners:					
Issue of share capital	2	79	-	-	81
	2	79	-	-	81
Balance at 31 December 2019	1,540	4,226	38	(6,285)	(481)

The notes on pages 46 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 2019

1. General information

The Company is domiciled in England and incorporated and registered in England and Wales. The Company's Ordinary Shares are 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 Guidance on the going concern basis of accounting and reporting on solvency and liquidity risks (April 2016). 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 2019 is £1,151,000 (year ended 31 December 2018: loss of £1,677,000). 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.

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Notes to the Company financial statements for the year ended 31 December 2019

(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.

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Notes to the Company financial statements for the year ended 31 December 2019

4. Fixed asset investments

Investments and long-term loans in subsidiary undertakings	Investments £'000	Long term loans £'000	31 Dec 2019 Total £'000	31 Dec 2018 Total £'000
Cost				
Brought forward	1,162	7,834	8,996	8,712
Additions	-	244	244	284
Carried forward	1,162	8,078	9,240	8,996

Details of the Company's subsidiaries as at 31 December 2019 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.

5. Debtors

	31 Dec 2019 £'000	31 Dec 2018 £'000
Other debtors	62	58
Prepayments and accrued income	26	26
	88	84

6. 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.

7. 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.

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Notes to the Company financial statements for the year ended 31 December 2019

8. Creditors: amounts falling due within one year

	31 Dec 2019 £'000	31 Dec 2018 £'000
Trade creditors	54	149
Shareholder loans	6	6
Amounts due to Directors	7,820	6,875
Accruals and deferred income	1,953	1,482
	<u>9,833</u>	<u>8,512</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 2019, interest charged on Directors' loans amounted to £571,000 (2018: £465,000).

9. 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 2019 £'000	31 Dec 2018 £'000
Opening amount due from subsidiaries	7,834	7,550
Amounts advanced in the year	<u>244</u>	<u>284</u>
Closing amount due from subsidiaries	<u>8,078</u>	<u>7,834</u>

10. Share based payments

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

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Notes to the Company financial statements for the year ended 31 December 2019

11. Commitments

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

	At 31 Dec 2019 Land and buildings £'000	At 31 Dec 2018 Land and buildings £'000
Operating leases which expire:		
Within one year	54	54
Years two to five	42	96
Aggregate amounts payable	<u>96</u>	<u>150</u>

12. Subsequent events

On 16 February 2020, the Company acquired 100% of TAOLGuinea Bissau (Corvina) Ltd., the operator and 52% shareholder of the exploration concession for Block 1, offshore Guinea Bissau, giving the Group an effective 80% interest in the Block and a 100% cost interest and operatorship.

On 26 June 2020, the Company acquired 100% of TAOLGuinea Bissau (Becuda) Ltd., the operator and 58.5% shareholder of the exploration concession for Block 5B, offshore Guinea Bissau, giving the Group an effective 90% interest in the Block and a 100% cost interest and operatorship.

Company information

Directors

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

Company secretary

Martin Groak

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