



Nostra Terra

OIL & GAS COMPANY PLC

ANNUAL REPORT AND ACCOUNTS 2020

Registration number: 05338258

Contents

	Page
Company Information	1
Chairman's Report	2
Chief Executive Officer's Report	4
Strategic Report	6
Directors' Report	8
Directors' Information	12
Corporate Governance Report	13
Independent Auditor's Report	16
Consolidated Income Statement	21
Consolidated Statement of Comprehensive Income	22
Consolidated Statement of Financial Position	23
Company Statement of Financial Position	24
Consolidated Statement of Changes in Equity	25
Company Statement of Changes in Equity	26
Consolidated and Company Statement of Cash Flows	27
Notes to the Financial Statements	28

Company Information

Directors

Stephen Staley (Non-Executive Chairman)

Matt Lofgran (Chief Executive Officer)

John Stafford (Non-Executive Director)

Secretary

D&A Secretarial Services Limited

Registered office

Salisbury House,
London Wall,
London EC2M 5PS

Registered number

05338258 (England and Wales)

Auditor

Jeffreys Henry LLP

Finsgate

5-7 Cranwood Street

London EC1V 9EE

Nominated adviser

Beaumont Cornish Limited

Building 3

566 Chiswick High Road

London W4 5YA

Broker

Novum Securities Limited

2nd Floor, Lansdowne House

57 Berkeley Square

London W1J 6ER

Solicitors

Druces LLP

Salisbury House

London Wall,

London EC2M 5PS

Bankers

Barclays Bank plc

1 Churchill Place

Canary Wharf

London E14 5HP

Registrars

Share Registrars Ltd

The Courtyard

17 West Street

Farnham

Surrey GU9 7DR

Website

www.ntog.co.uk

Chairman's Report

I am pleased to present Nostra Terra Oil & Gas Company PLC's annual report for the year ending 31 December 2020.

2020 has been a busy, sometimes challenging, but ultimately very positive year for Nostra Terra.

Like the rest of the oil & gas industry, the Company was faced with a very difficult oil price environment in the first half of the year. West Texas Intermediate ("WTI") crude prices (the price benchmark on which Nostra Terra's oil sales are based) fell sharply in response to drop in demand caused by the Covid-19 pandemic. Added to this, the first quarter of the year saw the Company involved in costly and time-consuming requisitions of General Meetings. These twin threats to Nostra Terra are both now behind us.

WTI prices rose steadily throughout 2020 but many of our peers were badly, sometimes critically, affected by the major fall in revenues. Nostra Terra responded to the oil price crash in two ways: by rapidly reducing our operating and overhead costs by 60%, versus the 2019 monthly average, in effect from 8 June 2020, resulting in a 45% reduction period then by pursuing and securing attractive assets at prices that reflected the depressed oil price environment.

In March 2020, Ewen Ainsworth stepped down as chairman of Nostra Terra after five years in the role. On behalf of the board, I would like to thank Ewen for his valuable contribution to the Company.

In April 2020, despite the very low WTI price at the time, we were able to announce that Cypress Minerals LLC ("Cypress") had farmed into a small area of our east Texan Pine Mills acreage and would drill a well on which the Company would be carried for 25%. This well was successfully drilled in Q4 2021, completed and subsequently put into production with an IP rate of 100 bopd (limited by local constraints) in January 2021.

In September 2020 we announced the acquisition of a 100% working interest in the producing Caballos Creek Oil Field in southern Texas. We also completed a farm-in to additional producing acreage in the Permian Basin of west Texas. The farm-in structure provides the Company with the option to increase its working interest to up to 75% of all three leases covered by the agreement. We believe these assets offer potential for substantial additional reserves and oil production.

During the year the Company undertook two successful fundraisings with our new corporate broker, Novum Securities. These raised £818,055 before expenses and were used to fund Nostra Terra's asset acquisition programme and working capital.

After the end of the reporting period Nostra Terra announced that, with its partner Cypress, it was expanding its activities outside our Pine Mills acreage having acquired additional leases; the 'prospective area' in which we hold a 32.5% working interest. A second well is also planned on the original acreage.

The combination of reduced overheads, increased production, improved operational efficiency and steadily increasing oil prices meant that we were able to announce in January 2021 that the Company was cashflow positive.

Production was slightly down versus 2019 but given the investment climate of the last year we are happy with performance. Reserves are broadly stable but expected to increase once Caballos Creek and the new Cypress well are considered.

Following the result of many months of effort, in April 2021 the Company made public its progress in securing an interest in an oil & gas property in Tunisia. The nature of this asset is such that it will provide some portfolio balance to Nostra Terra's existing Texan acreage.

Chairman's Report (continued)

I am happy to say that Nostra Terra is now in a much stronger position than it was a year ago and that we can look forward to the year ahead of us being another busy and productive one. I should also like to thank our shareholders for their continued support throughout the last year.

Dr Stephen Staley
Non-Executive Chairman
14 June 2021

Chief Executive Officer's Report

2020 was a very challenging year for businesses around the world, with oil & gas companies amongst the worst hit. Nostra Terra went through many changes, repositioning the Company both at the corporate and portfolio levels. We fought through the tough times and our diligence and hard work bore fruit as we reached a significant milestone, becoming cashflow positive at the corporate level in December 2020, and being positioned for growth for years to come.

During the beginning of the year, we made a lot of changes; both organisational and operational. As oil prices dropped, we benefited greatly from hedges that management put in place during 2019. We went about making cost-cutting changes where possible to adapt to the environment. This yielded a 45% reduction in overheads year on year, but a 60% reduction in monthly overheads versus 2019 monthly average.

While many companies were inactive, Nostra Terra drove forward growing its portfolio and working on much larger opportunities on the horizon. These include:

1. Farmout an undrilled portion of Pine Mills
2. Acquisition of 100% WI in Caballos Creek
3. Farm-in to an asset in the Permian Basin,
4. New potential opportunities in Tunisia, with assets that have tremendous upside.

Revenues for the year were \$1,010,929 down from \$1,795,000 in 2019, reflecting the significantly lower commodity price environment (average \$34.17 per barrel) and a small decline in production from temporarily shutting in assets during that time. Operating losses decreased significantly through a 44% reduction in administrative expenses (despite one-off fees of approximately \$190,000 due to the requisitions at the beginning of the year). During the year we raised an additional £818,055, through professional and institutional investors, in order to strengthen the balance sheet and progress development of our portfolio. The Board continues to focus on its stated aim of remaining cashflow positive for the year ended 2021.

United States

All of Nostra Terra's operations in the US target conventional reservoirs (i.e., not shale), typically with lower lifting costs and long-life reserves than unconventional ones.

Area	2020 Production (Barrels sold)	Percentage of Portfolio
East Texas	23,215	78%
West Texas	4,298	15%
South Texas	2,071*	7%*

* Asset acquired in September 2020.

East Texas (33- 100% Working Interest, "WI")

Nostra Terra's core asset is Pine Mills (100% WI) providing stable production. Over the past years of ownership, the focus was on performing low-cost workovers and upgrades, to increase production as well as increase overall uptime, although the Company continues to feel there is much more room for growth.

During 2020 Nostra Terra farmed out an undrilled portion of the acreage to Cypress LLC, retaining a 32.5% working interest, where a 25% working interest was carried in the first well. The well was drilled at the end of 2020 and put into production at the beginning of 2021. This well was and remains a great success, increasing production, net cashflow, and reserves. (The well and its reserves are currently not part of the Senior Lending Facility; the Company plans to add those during the next redetermination).

Chief Executive Officer's Report (continued)

West Texas (50 – 75% Working Interest)

In previous years, we have made three separate acquisitions in the Permian Basin. These were leases that had existing, albeit nominal, rates of production. The reason for the acquisitions was to gain access to upside through additional drilling locations on the leases, in a proven oil field, and during a lower oil price environment. In 2018, we brought two new wells into production. In February 2019 we announced that the first well paid out in under one year, meaning production rates were strong enough to generate a return of all our well costs in a rapid manner. The second well is performing to expectations. We have numerous other potential drilling locations that we keep in inventory to potentially drill in the future.

In September 2020 Nostra Terra signed a farm-in agreement with a consortium of local owners/producers for three additional leases in the Permian Basin. There is significant upside opportunity through a combination of re-completions, workovers, and new wells. The asset is in a proven area, adjacent to other leases Nostra Terra owns in the basin. Work is anticipated to commence later this year.

South Texas (100% Working Interest)

In September 2020 we acquired the Caballos Creek oilfield in South Texas. The wells are producing from conventional reservoirs, with long-life reserves. The acquisition was completed with non-dilutive financing and was immediately accretive.

From the above it is apparent that the Company continues to pursue its stated goals of acquiring a portfolio of low-cost medium to high impact acreage with upside to build a strong position in the conventional, low risk onshore Mid-Continent US.

Senior Lending Facility

Nostra Terra has a \$5 million Senior Lending Facility, with scope for further expansion. The borrowing base at the end of the year was \$1.64 million at a 4.75% interest rate, (with a variable rate of the greater of 4.25% and WSJ Rate plus 25 basis points) to 29 January 2022. This flexible facility provides an attractive opportunity to use non-dilutive funds to grow the Company. The facility is not fully drawn down and the next redetermination will take place mid-year when a substantial increase in the borrowing base is anticipated. This is partly due to an increase in commodity prices, but primarily to the success in the newly-drilled well at Pine Mills in the Cypress farmout area, which was put into production in January of 2021.

Outlook

We have a great portfolio of low-risk, producing assets in the USA, all with further growth potential. Being cashflow positive we'll look to grow that further in 2021. Our Senior Facility is one of the tools we have available; we can draw on it (with no restrictions on where funds are used) to use for further acquisitions, development, or even exploration. One such example is Tunisia, where we spent much of 2020 pursuing an opportunity that we felt would offer an exciting element to our portfolio.

Thank you to our shareholders, who have supported us through a volatile year. Overheads remain low, oil prices continue to strengthen and we've already increased production significantly with more planned throughout the year. We anticipate a greatly improved year for revenue and cashflow in 2021.

Matt Lofgran
Chief Executive Officer

14 June 2021

Strategic Report

The directors present their Strategic Report for Nostra Terra Oil and Gas Company plc (“the Company”) and its subsidiaries (collectively “the Group”) covering the year ended 31 December 2020.

Principal activity

The group’s principal activity is the exploitation of hydrocarbon resources, focusing at present on the USA.

Our strategy

- 1 Grow Production and Reserves from Permian Basin and Pine Mills
- 2 Increase cashflow from production growth
- 3 Acquisitions when suitable
- 4 Use technological advancements to extract further value from maturing assets
- 5 Further develop strategic partnerships with potential farm-in partners and cornerstone investors

Our business model

Nostra Terra is focused on achieving profitable and sustainable growth within established hydrocarbon provinces. We see the scope for sustained profitable growth, throughout many well-established hydrocarbon systems, as virtually unlimited. Our business model is to continue upgrading our exploration and production portfolio by identifying, screening and investing in a diverse pipeline of upstream assets, targeting the most attractive established hydrocarbon areas. We focus on conventional reservoirs where assets tend to have lower lifting costs and long-life reserves.

Review of business, future developments, trading outlook and future strategy

The results for the year and financial position of the Company and the Group are shown in the financial statements from page 21, and are also noted in the Chairman’s Report on page 2 and the Chief Executive Officer’s Report on page 4.

Growth opportunities

Nostra Terra is focused on Texas, USA, in existing proven basins with conventional reservoirs. The Company is also pursuing growth opportunities outside the USA.

Key themes for 2020

- Managing the business with the significant impacts of the Covid-19 pandemic, including a large drop in demand for oil & gas along with a correlating drop in commodity prices.
- OPEC+ cuts and increases to get prices back on a firmer footing with rebounding demand.
- Doing more with less: investors are likely to pay attention to the type of spending - look for an increase in capital to be committed to short cycle, infrastructure-led opportunities.
- An increasing focus on ESG, with larger oil companies decreasing exploration and increasing investment in projects with a focus on the environment.

Key performance indicators

At this stage in the Company’s development, the directors regularly monitor key performance indicators associated with managing liquid resources, namely: cash flows and bank balances; general administrative expenses, which are tightly controlled; and the level of production.

	2020	2019
	\$’000	\$’000
Cash and cash equivalents	72	240
Administrative expenses	896	1,614
	BOE	BOE
Production (net)	29,583	33,179

Strategic Report (continued)

Principal risks and uncertainties

Managing Our Risk

Risk management is at the core of achieving our strategy and delivering long-term value to shareholders. The Board, its committees and the executive team are actively engaged in setting the risk agenda, as well as managing both risks and opportunities to the Company. The Company maintains a Risk Register as a part of the Board's fiduciary and oversight responsibilities.

Definition of Risk

Risk is defined as a potential future event that may influence the achievement of business objectives. This includes both "upside" (opportunity) and "downside" (threat) risks. Threats and opportunities can come from a variety of sources and can be directly related to the Company's operational and commercial activities and support functions, or they can arise externally: from suppliers, regulators, competitors; from the economic environment or political climate.

Risk Management

The Company is acutely aware of the risks associated with oil and gas activity. Such risks range from global commercial risks such as stock market volatility and commodity pricing to geopolitical risks in terms of market access, tariffs and contractual relationships through to operational risks. In addressing the latter ensuring the safety of our personnel and subcontracting staff and protecting the environment in which we work is paramount.

The management takes steps to identify and mitigate all these risks wherever possible. An example of this is the establishment of a hedging facility to protect the Company from drops in oil price. Hedges secured for 2020 ranged from 1,500 to 1,800 barrels per month at \$55.15 to \$57.18/bbl (depending on the month) until the end of December 2020. The Board will continue to provide appropriate risk management on behalf of our shareholders.

The key risk in development and production is the technical risk of not finding and producing sufficient hydrocarbons to be economic when a well is drilled. While the US mid-continent is a proven hydrocarbon region and is seeing resurgence through the application of new drilling and well completion technologies, there are also environmental and economic risks, as there are in any hydrocarbon region. Further information relating to risk can be found on note 20 of these accounts.

Companies Act S.172

The Directors acknowledge their duty under s.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, they have had regard (amongst other matters) to:

- the likely consequences of any decision in the long term. The Group's long-term strategic objectives, including progress made during the year and principal risks to these objectives, are shown in the strategic report and the key performance indicators.
- the interests of the Company's employees. Our employees are fundamental to us achieving our long-term strategic objectives.
- the impact of the Company's operations on the community and the environment. The Group operates honestly and transparently. We consider the impact on the environment on our day-to-day operations and how we can minimise this.
- the desirability of the Company maintaining a reputation for high standards of business conduct. Our intention is to behave in a responsible manner, operating within the high standard of business conduct and good corporate governance.
- the need to act fairly as between members of the Company. Our intention is to behave responsibly towards our shareholders and treat them fairly and equally so that they may benefit from the successful delivery of our strategic objectives.

Strategic Report (continued)

This Strategic Report was approved by the board of directors on 14 June 2021 and signed on behalf of the board by:

Matt Lofgran
Chief Executive Officer

Directors' Report

The directors present their annual report and audited financial statements for the year ended 31 December 2020. The review of business and future developments has been undertaken in the strategic report for the year ended 31 December 2020.

Listing

The Company's ordinary shares have been quoted on the AIM market of the London Stock Exchange since 20 July 2007. Beaumont Cornish Limited is the Company's nominated advisor and Novum Securities Limited is the Company's broker.

The closing mid-market price at 31 December 2020 was 0.4p (2019: 1.05p).

Results and dividends

The loss for the year ended 31 December 2020 was \$1,302,000 (2019: \$1,739,000).

No dividends will be distributed for the year ended 31 December 2020 (2019: \$nil).

Directors

The following directors have held office for the year ended 31 December 2020:

M B Lofgran

J Stafford

G H S Staley (appointed on 3 March 2020)

K E Ainsworth (resigned on 02 March 2020)

A Morrison (appointed on 3 March 2020, resigned on 7 April 2020)

The directors' remuneration for the years ended 31 December 2020 and 2019 are summarised as follows:

	Salary	Fees	Share-based payments	2020 Total
	\$	\$	\$	\$
M B Lofgran	205,000	-	22,539	227,539
S Staley	-	59,595	2,093	61,688
K E Ainsworth	-	19,070	6,748	25,818
J Stafford	-	42,909	6,735	49,644
Total	205,000	121,574	38,115	364,689

	Salary	Fees	Share-based payments	2019 Total
	\$	\$	\$	\$
M B Lofgran	250,000	-	2,161	252,161
K E Ainsworth	-	109,408	720	110,128
J Stafford	-	43,119	540	43,659
Total	250,000	152,527	3,421	405,948

There were no benefit-in-kind payments during the year.

More detail on the share options issued to Directors' during the year are disclosed within the share-based payment note together with the outstanding options and warrants at the year-end, please refer to note 23.

Directors' Report (continued)

At 31 December 2020, the directors' beneficial interests in the company's issued share capital were as follows:

	Number of ordinary shares of 0.1 p each	31.12.20 Percentage of issued share capital	Number of ordinary shares of 0.1 p each	31.12.19 Percentage of issued share capital
M B Lofgran	50,705,463	8.7%	6,525,976	3.31
J Stafford	2,500,000	0.4%	-	-
G H S Staley	8,166,667	1.4%	-	-
K E Ainsworth	-	-	3,783,656	1.92

Remuneration Committee and Policy

The Remuneration Committee takes into account both group and individual performance, market value and sector conditions in determining directors' remuneration. The group's policy is to pay competitive but affordable salaries compared with peer companies in the oil and gas sector, until the group has established a good position with acreage, assets, income and cash at hand. All current salaries are without pension or benefits.

Substantial shareholders

As at 25 May 2021, the Company was aware of the following interests in its issued share capital:

	Number of ordinary shares of 0.1 p each	Percentage of issued share capital
Premier Miton Group Plc	75,920,037	10.9%
Hargreaves Lansdown (Nominees) Limited	73,269,069	10.5%
HSDL Nominees Limited	64,000,750	9.2%
Interactive Investor Services Nominees Limited	62,951,428	9.1%
M Lofgran	50,705,463	7.3%
John Geoffrey Bolitho	44,000,000	6.3%
E Ainsworth	33,257,979	4.8%
Sebastian Marr	32,500,000	4.7%
Barclays Direct Investing Nominees Limited	26,246,743	3.8%

Events after the reporting period

Refer to note 26 for details.

Publication of accounts on company website

The company publishes the financial statements on its website. The directors are responsible for the website's maintenance and integrity, and their responsibility also extends to the financial statements contained therein.

Indemnity of officers

The group may purchase and maintain, for any director or officer, insurance against any liability. The group maintains appropriate insurance cover against legal action brought against its directors and officers.

Directors' Report (continued)

Financial instruments

The group does not have formal policies on interest rate risk or foreign currency risk. The group would be exposed to foreign currency risk on sales and purchases that are denominated in a currency other than United States Dollars (\$). The group maintains a natural hedge that minimises its foreign exchange exposure by matching foreign currency income with foreign currency costs. For the time being, the group does not consider it necessary to enter into foreign exchange contracts to manage its foreign currency risk, given the nature of its business.

Going concern

The directors believe that, based on the forecasts and projections they have prepared, the resources available will be sufficient for the Company and its subsidiaries to continue as a going concern for the foreseeable future when taking into account proceeds generated from production, the post-year end share issue and expected availability of loan facilities. Going concern is discussed more fully in note 1.

The Directors have concluded that this combination of circumstances, should they not materialise, represents uncertainty in the Company's ability to continue as a going concern. Nevertheless, after making enquiries, and considering the uncertainties described and disclosed in note 1 of the accounts, above, the Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the annual report and accounts.

COVID-19 response

The Company recognises the uncertainty and volatility caused by the ongoing Covid-19 crisis. The health and safety of our staff and associates is of primary concern and we have taken steps to mitigate this risk by avoiding face to face meetings and the greater adoption of video-conferencing. The arrangements for this year's AGM will reflect the current business environment.

Economically, the worldwide slump in activity and drop in oil prices has put the energy sector under severe stress; Nostra Terra have not been immune to this but have greatly benefitted from the ongoing hedges protecting around 60% of production through December 2020. Operationally, both activity and, contractors and management remuneration have been reduced to reflect the lower price environment, however, we remain in a position to quickly and cheaply ramp up production as prices recover.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors are required to prepare the Group and Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 and Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether the IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

Directors' Report (continued)

Statement of directors' responsibilities (continued)

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Company is compliant with AIM Rule 26 regarding the Company's website.

Statement as to disclosure of information to auditors

Each of the persons who is a Director at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditors

Jeffreys Henry LLP have expressed their willingness to continue in office as auditor and will be proposed for reappointment at the next Annual General Meeting.

This report was approved by the board of directors on 14 June 2021 and signed on behalf of the board by:

Matt Lofgran
Chief Executive Officer

Directors' Information

Dr Stephen Staley Non-Executive Chairman

Dr Stephen Staley (61) has 38 years of wide-ranging management, technical and commercial experience in the international oil, gas and power sectors. Steve was until October 2019 the CEO, director and co-founder of Upland Resources Limited, a London-listed oil & gas company currently with assets onshore and offshore UK and onshore Tunisia. He also sits on the boards of two other oil & gas companies: as non-executive chairman of Predator Oil & Gas Holdings PLC, on the Standard List of the London Stock Exchange, and as a non-executive director of 88 Energy Ltd, which is listed on both AIM and ASX.

He has also co-founded and floated two further London-listed oil & gas companies and was both a technical consultant to, and non-executive director of, Cove Energy plc – the highly successful East Africa focused explorer. Prior to this he has worked for companies including Cinergy Corp. and Conoco. He holds a BSc (Hons.) in Geophysics from Edinburgh University, a PhD in Petroleum Geology from Sheffield University and an MBA from Warwick University. He is a Fellow of the Geological Society and a member of the EAGE, the PESGB and The Arctic Club.

Matt Lofgran Chief Executive Officer

Matt Lofgran (45) has wide experience of business development in the energy, real estate and communications sectors. Prior to becoming CEO of Nostra Terra in July 2009, he was with Robson Energy, LLC, latterly as Vice President of International Business Development. In this capacity, he launched the oil and gas, field services and coal divisions, and was responsible for extending Robson Energy's activities into Mexico.

Mr Lofgran holds a Bachelor of Business Management degree from the University of Phoenix and a Global MBA from Thunderbird School of Global Management. Mr Lofgran is also a Director of Elephant Oil Limited.

John Stafford Non-Executive Technical Director

John Stafford (60) has over 35 years' experience in the oil & gas industry. As Vice President of Operations at Gulf Keystone (LSE: GKP) 2014–2017, he oversaw 40,000 bopd, having joined that Company as Manager, Geology & Geophysics in early 2009. John is a geoscientist, with specialist expertise in oil field development and reserve certification and reporting.

Mr Stafford has worked with well-known companies in the oil and gas industry, such as ECL, Schlumberger and PGS, managing projects in integrated field management and all aspects of reserves certification and reporting. This includes the production of Competent Persons Reports.

John has further experience of fractured reservoir development and risk management.

Corporate Governance Report

As an AIM-quoted company, the Company is required to apply a recognised corporate governance code, demonstrating how the Group complies with such corporate governance code and where it departs from it.

The directors have formally taken the decision to apply the QCA Corporate Governance Code (the “QCA Code”). The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders without stifling the entrepreneurial spirit in which small to medium sized companies, such as Nostra Terra, have been created.

QCA Principles

The Board recognises the importance of corporate governance, and we therefore apply the QCA code.

QCA Code Principle	Disclosure	Nostra Terra Reference
1	Establish a strategy and business model which promote long-term value for shareholders.	See Strategic Report of this 2020 Annual Report
2	Seek to understand and meet shareholder needs and expectations.	See the Chief Executive Officer’s Statement of this 2020 Annual Report
3	Take into account wider stakeholder and social responsibilities and their implications for long term success.	Detailed within AIM Rule 26, available to view via www.ntog.co.uk
4	Embed effective risk management, considering both opportunities and threats throughout the organisation.	See note 20 of this 2020 Annual Report
5	Maintain the board as a well-functioning balanced team led by the Chair.	See the Corporate Governance Report of this 2020 Annual Report
6	Ensure that between them the directors have the necessary up to date experience, skills and capabilities.	Detailed within AIM Rule 26, available to view via www.ntog.co.uk
7	Evaluate the Board performance based on clear and relevant objectives, seeking continuous improvement.	Nostra Terra’s board is small and extremely focused on implementing the Company’s strategy. However, given the size and nature of Nostra Terra, the Board does not consider it appropriate to have a formal performance evaluation procedure in place. As described and recommended in Principle 7 of the QCA Code, the board will closely monitor the situation as it grows.
8	Promote a corporate culture that is based on ethical values and behaviours.	Detailed within AIM Rule 26, available to view via www.ntog.co.uk
9	Maintain governance structures and processes that are fit for purpose and support good decision making by the Board.	Detailed within AIM Rule 26, available to view via www.ntog.co.uk
10	Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.	See the Corporate Governance Report of this 2020 Annual Report

Corporate Governance Report (continued)

Accountability

The Board of Directors

The board comprises one executive director and two non-executive directors. The non-executive directors are considered independent. It meets at least four times a year, as issues arise which require board attention. The board has a formal schedule of matters specially referred to it for decision.

The directors are responsible for:

- Management structure and appointments
- Consideration of strategy and policy
- Approval of major capital investments and transactions
- Significant financing matters

The board has Audit, Remuneration and Nomination Committees, the roles and responsibilities of which are discussed below.

Audit Committee

The Audit Committee comprises Stephen Staley as Chairman, and John Stafford. Both have considerable and relevant financial experience.

The Audit Committee has terms of reference agreed by the board and meets at least twice a year.

The committee provides an opportunity for reporting by the Company's auditors, and is responsible for:

- Monitoring, in discussion with the auditors, the integrity of the financial statements and announcements of the Company
- Reviewing the Company's internal financial controls and risk management systems
- Reviewing and monitoring the external auditor's independence, and the objectivity and effectiveness of the audit process, taking into consideration relevant UK and other professional and regulatory requirements

The Audit Committee is also responsible for making recommendations to the board to be put to shareholders for their approval in general meeting in relation to the appointment, reappointment and removal of the external auditors and to approve the external auditors' remuneration and terms of engagement. Other responsibilities include considering annually whether there is a need for an internal audit function and making a recommendation to the board, and reviewing arrangements by which the Group's staff will be able to raise concerns about possible improprieties in matters of financial reporting or other matters related to the Group.

Remuneration and Nomination Committees

The Remuneration and Nomination Committees, which meet at least twice a year, consist of Stephen Staley as Chairman and John Stafford. Based on the terms of reference approved by the board, the Remuneration Committee is responsible for:

- Determining and agreeing with the board the framework or broad policy for the remuneration of the Chief Executive Officer and other members it is designated to consider
- Setting the remuneration for all executive directors and the Company Secretary
- Recommending and monitoring the level and structure of remuneration for senior management
- Determining targets for any performance-related pay schemes operated by the Group
- Determining the policy and scope of pension arrangements for each executive director
- Ensuring that contractual terms on termination and any payments made are fair to the individual and the Company.

Corporate Governance Report (continued)

Remuneration and Nomination Committees (continued)

The Remuneration Committee determines the terms and conditions of service of executive directors. This includes agreeing the policy for authorising claims for expenses from the Chief Executive Officer and, within the terms of the agreed policy, recommending the total individual remuneration package of any executive director including, where appropriate, bonuses, incentive payments and share options.

The Nomination Committee is responsible for ensuring all director appointments are considered by the Committee before their formal recommendation to the board for approval.

Shareholder Relations

Communications with shareholders are very important and are given a priority. The Company maintains a website, www.ntog.co.uk, to improve information flow to shareholders and potential investors. It contains inter alia information about the Company's activities, and annual and interim reports.

Shareholders are welcome to make enquiries on any matters relating to the business and to their shareholdings. The Company encourages shareholders to attend the Annual Meeting (although this will not be possible this year), at which they will be given the opportunity to put questions to the chairman and other members of the board.

All regulatory information is published via a Regulatory Information Service before anywhere else.

Internal Financial Control

The board is responsible for establishing and maintaining the Company's system of internal controls and for reviewing their effectiveness. They are designed to safeguard the Company's assets and to ensure the reliability of the financial information for both internal use and external publication. The controls that include financial, operational and compliance matters and management are reviewed on an ongoing basis.

A system of internal control can provide only reasonable, and not absolute, assurance that material financial irregularities will be detected or that risk of failure to achieve business objectives is eliminated. The board has considered the need for an internal audit function but because of the size and nature of its operations does not consider it necessary at this time.

Dr Stephen Staley

Non-Executive Chairman

Independent Auditor's Report

To the members of Nostra Terra Oil and Gas Company plc

Opinion

We have audited the financial statements of Nostra Terra Oil & Gas Company Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company statements of financial position, the consolidated and company statements of cash flows, the consolidated and company statements of changes in equity and 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 financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 2020 and of the group's loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- 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 as applied to listed entities, 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

We draw attention to note 1 in the financial statements, which indicate that the incurred group loss of \$1,302k during the year ended 31 December 2020 and, at that date, the net current liabilities of \$981k and net liabilities of \$599k. As stated in note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included a critical assessment on budgets, including challenging models and undertaking stress tests, and a detailed discussion with management on the key cashflow pinch points, including loan repayments and funding available to the Group.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions

and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Independent Auditor's Report (continued)

To the members of Nostra Terra Oil and Gas Company plc

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group financial statements are a consolidation of 3 reporting units, comprising the Group's operating businesses and holding companies.

We performed audits of the complete financial information of Nostra Terra Oil & Gas Company Plc, New Horizons Energy LLC and Buccaneer Operating LLC which were individually financially significant and accounted for 100% of the Group's revenue and 100% of the Group's absolute loss before tax (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units).

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

Key audit matters

Carrying value of producing oil and gas assets

The Group holds multiple leases over producing oil and gas assets (wells) which are recorded as both tangible and intangible assets. Carrying values at the year-end are:

- Intangibles: \$2,027k (2019: \$1,787k)
- Tangibles: \$780k (2019: \$609k)

How our audit addressed the key audit matter

Carrying value of producing oil and gas assets

We have understood and assessed the methodology used in the capitalisation of these assets.

A review of the producing wells was undertaken with a view of identifying any indication of impairment. This entailed comparing oil reserves and net present values from the independent reserves report produced by APN Consultants LLC to the asset carrying values, and a detailed review of producing wells.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Independent Auditor's Report (continued)

To the members of Nostra Terra Oil and Gas Company plc

Our application of materiality (continued)

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Company financial statements
Overall materiality	\$64,000 (2019: \$54,000)	\$30,000 (2019: \$32,000)
How we determined it	5% of profit	2.5% of Net assets
Rationale for benchmark applied	The Group has invested heavily in leases and equipment in the past years to drive revenue growth and profits, and undertook a cost rationalisation exercise in the period so as to maximise profits. As such we believe that profits is the primary measure used by the shareholders in assessing the performance of the Group, and is a generally accepted auditing benchmark.	As the company is a holding company, we believe net assets is the primary measure used by the shareholders in assessing the performance of the Company and is a generally accepted auditing benchmark.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between \$30,000 and \$5,000.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above \$1,500 (2019: \$2,700) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the 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.

Independent Auditor's Report (continued)

To the members of Nostra Terra Oil and Gas Company plc

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and parent 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 parent 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 as set out on page 11, 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 group or the parent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

The extent to which the audit was considered capable of detecting irregularities including fraud

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the Group.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

Independent Auditor's Report (continued)

To the members of Nostra Terra Oil and Gas Company plc

We assessed the susceptibility of the Group's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 2 were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims;
- Obtaining confirmation of compliance from the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed those laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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 this 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.

Sanjay Parmar

Senior Statutory Auditor

For and on behalf of Jeffreys Henry LLP, Statutory Auditor

Finsgate, 5-7 Cranwood Street,

London EC1V 9EE

14 June 2021

Consolidated Income Statement

For the year ended 31 December 2020

	Notes	2020 \$'000	2019 \$'000
Continuing operations			
REVENUE		1,025	1,795
COST OF SALES			
Production costs		(1,110)	(1,166)
Exploration		-	-
Well impairment		-	(67)
Depletion, depreciation, amortisation		(310)	(272)
Total cost of sales		(1,420)	(1,505)
GROSS PROFIT/(LOSS)		(395)	290
Share based payment		(38)	(8)
Administrative expenses		(896)	(1,614)
Foreign exchange gain/(loss)		(33)	(114)
OPERATING LOSS	7	(1,362)	(1,446)
Finance costs	5	(209)	(194)
Other income/(charges)	6	269	(99)
LOSS BEFORE TAX		(1,302)	(1,739)
Income tax	8	-	-
LOSS FOR THE YEAR		(1,302)	(1,739)
ATTRIBUTABLE TO:			
Owners of the company		(1,302)	(1,739)
EARNINGS PER SHARE			
Continued operations			
Basic & diluted (cents per share)	10	(0.35)	(0.92)

The accompanying accounting policies and notes are an integral part of these financial statements

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2020

	2020 \$'000	2019 \$'000
LOSS FOR THE PERIOD	(1,302)	(1,739)
OTHER COMPREHENSIVE INCOME:		
Currency translation differences	-	-
Total comprehensive income for the year	(1,302)	(1,739)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO:		
Owners of the company	(1,302)	(1,739)

The accompanying accounting policies and notes are an integral part of these financial statements

Consolidated Statement of Financial Position

As at 31 December 2020

	Notes	2020 \$'000	2019 \$'000
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	11	2,027	1,787
Property, plant and equipment, Oil and gas assets	12	780	690
Total non-current assets		2,807	2,477
CURRENT ASSETS			
Trade and other receivables	15	341	352
Deposits and prepayments		42	18
Other assets		-	108
Cash and cash equivalents	16	72	240
Total current assets		455	718
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	17	573	763
Borrowings	18	847	941
Lease liabilities	13	16	16
Total current liabilities		1,436	1,720
NET CURRENT LIABILITIES		(981)	(1,002)
NON-CURRENT LIABILITIES			
Decommissioning liabilities		266	239
Borrowings	18	2,159	1,753
Lease liabilities	13	-	16
Total non-current liabilities		2,425	2,008
NET LIABILITIES		(599)	(533)
EQUITY			
Share capital	19	7,918	7,435
Share premium		21,508	20,842
Share based payment reserve		142	92
Translation reserve		(676)	(676)
Retained losses		(29,491)	(28,226)
Total equity		(599)	(533)

The financial statements were approved and authorised for issue by the Board of Directors on 14 June 2021 and were signed on its behalf by:

M B Lofgran

Director

Company registration number: 05338258

The accompanying accounting policies and notes are an integral part of these financial statements

Company Statement of Financial Position

As at 31 December 2020

	Notes	2020 \$'000	2019 \$'000
ASSETS			
NON-CURRENT ASSETS			
Fixed asset investments	14	-	-
Intangible assets	11	385	-
Property, plant and equipment, Oil and gas assets	12	76	-
Total non-current assets		461	-
CURRENT ASSETS			
Trade and other receivables	15	107	6
Cash and cash equivalents	16	14	152
Total current assets		121	158
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	17	410	546
Borrowings	18	847	940
Total current liabilities		1,257	1,486
NET CURRENT LIABILITIES		(1,136)	(1,328)
NON-CURRENT LIABILITIES			
Decommissioning liabilities		4	-
Borrowings	18	519	-
Total non-current liabilities		523	-
NET LIABILITIES		(1,198)	(1,328)
EQUITY			
Share capital	19	7,918	7,435
Share premium		21,508	20,842
Share based payment reserve		142	92
Translation reserve		(676)	(676)
Retained losses		(30,090)	(29,021)
Total equity		(1,198)	(1,328)

The parent company's loss for the financial year was \$1,082,706 (2019: \$1,796,333).

The financial statements were approved and authorised for issue by the Board of Directors on 14 June 2021 and were signed on its behalf by:

M B Lofgran

Director

Company registration number: 05338258

The accompanying accounting policies and notes are an integral part of these financial statements

Consolidated Statement of Changes in Equity

For the year ended 31 December 2020

	Share capital	Deferred shares	Share premium	Share option reserve	Translation reserve	Retained losses	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
As at 1 January 2019	221	6,549	19,978	120	(676)	(26,487)	(295)
Loss for the year	-	-	-	-	-	(1,739)	(1,739)
Total comprehensive loss for the year	-	-	-	-	-	(1,739)	(1,739)
Shares issued	665	-	941	-	-	-	1,606
Cost of shares issued	-	-	(77)	-	-	-	(77)
Share based payments	-	-	-	(28)	-	-	(28)
As at 31 December 2019	886	6,549	20,842	92	(676)	(28,226)	(533)
Loss for the year	-	-	-	-	-	(1,302)	(1,302)
Total comprehensive loss for the year	-	-	-	-	-	(1,302)	(1,302)
Shares issued	483	-	757	-	-	-	1,240
Cost of shares issued	-	-	(91)	26	-	23	(42)
Exercise of warrants	-	-	-	(14)	-	14	-
Share based payments	-	-	-	38	-	-	38
As at 31 December 2020	1,369	6,549	21,508	142	(676)	(29,491)	(599)

The accompanying accounting policies and notes are an integral part of these financial statements

Share capital is the amount subscribed for shares at nominal value.

Share premium represents the excess of the amount subscribed for share capital over the nominal value of those shares net of share issue expenses. Share issue expenses in the year comprise costs incurred in respect of the issue of new shares.

Share based payment reserve is a reserve used to recognize the cost and equity associated with the fair value of issues of share options and warrants.

Translation reserves arose due to the adoption of US dollars as the presentational currency at the start of the prior accounting period. Further information on the adjustment can be found in note 1.

Retained loss represents the cumulative losses of the company attributable to owners of the company.

Company Statement of Changes in Equity

For the year ended 31 December 2020

	Share capital	Deferred shares	Share premium	Share option reserve	Translation reserve	Retained losses	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
As at 1 January 2019	221	6,549	19,978	120	(676)	(27,225)	(1,033)
Loss for the year	-	-	-	-	-	(1,796)	(1,796)
Total comprehensive loss for the year	-	-	-	-	-	(1,796)	(1,796)
Shares issued	665	-	941	-	-	-	1,606
Cost of shares issued	-	-	(77)	-	-	-	(77)
Share based payments	-	-	-	(28)	-	-	(28)
As at 31 December 2019	886	6,549	20,842	92	(676)	(29,021)	(1,328)
Loss for the year	-	-	-	-	-	(1,083)	(1,083)
Total comprehensive loss for the year	-	-	-	-	-	(1,083)	(1,083)
Shares issued	483	-	757	-	-	-	1,240
Cost of shares issued	-	-	(91)	26	-	-	(65)
Exercise of warrants	-	-	-	(14)	-	14	-
Share based payments	-	-	-	38	-	-	38
As at 31 December 2020	1,369	6,549	21,508	142	(676)	(30,090)	(1,198)

The accompanying accounting policies and notes are an integral part of these financial statements

Share capital is the amount subscribed for shares at nominal value.

Share premium represents the excess of the amount subscribed for share capital over the nominal value of those shares net of share issue expenses. Share issue expenses in the year comprise costs incurred in respect of the issue of new shares.

Share based payment reserve is a reserve used to recognize the cost and equity associated with the fair value of issues of share options and warrants.

Translation reserves arose due to the adoption of US dollars as the presentational currency at the start of the prior accounting period. Further information on the adjustment can be found in note 1.

Retained loss represents the cumulative losses of the company attributable to owners of the company.

Consolidated and Company Statement of Cash Flows

For the year ended 31 December 2020

	GROUP		COMPANY	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
LOSS FOR THE YEAR	(1,302)	(1,739)	(1,083)	(1,796)
ADJUSTMENTS FOR:				
Depreciation	164	138	7	-
Amortisation	146	134	13	-
Well impairment	-	67	-	-
Foreign exchange	30	-	22	-
Share based payments	38	(28)	38	(28)
Other income	(49)	-	-	-
Operating cash flows	(973)	(1,428)	(1,003)	(1,824)
Decrease/(increase) in receivables	11	50	(101)	20
(Increase)/decrease in other assets	108	153	-	-
(Decrease)/increase in payables	(190)	129	(136)	179
(increase)/decrease in deposits & prepayments	(24)	78	-	-
Interest paid	209	194	123	83
Net cash used in operating activities	(859)	(824)	(1,117)	(1,542)
Cash flows from investing activities:				
Purchase of plant and equipment	(242)	(244)	(79)	-
Purchase of intangibles	(400)	(115)	(398)	-
Disposals	70	-	-	-
Increase in decommissioning liabilities	27	-	4	-
Net cash from investing activities	(545)	(359)	(473)	-
Cash flows from financing activities				
Shares issued	1,240	1,606	1,240	1,606
Costs of shares issued	(91)	(77)	(91)	(77)
Net borrowing	312	16	426	218
Finance costs	(209)	(178)	(123)	(83)
Lease payments	(16)	(16)	-	-
Net cash from financing activities	1,236	1,351	1,452	1,664
Net (decrease)/increase in cash and cash equivalents	(168)	168	(138)	122
Cash and cash equivalents at the beginning of the year	240	72	152	30
Cash and cash equivalents at the end of the year	72	240	14	152

The accompanying accounting policies and notes are an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2020

General Information

Nostra Terra Oil and Gas Company plc (Nostra Terra) is a company incorporated in England and Wales and quoted on the AIM market of the London Stock Exchange. The address of the registered office is disclosed on the company information page of this annual report. The principal activity of the group is described in the directors' report.

1. Summary of significant accounting policies

The financial statements are presented in United States Dollars, rounded to the nearest \$'000, as that is the currency of the primary environment in which the Group operates.

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

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Going concern

The financial statements have been prepared on the assumption that the group is a going concern. When assessing the foreseeable future, the directors have looked at a period of 12 months from the date of approval of this report.

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chief Executive Officer's report and Directors' report. In addition, note 20 to the financial statements includes the group's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposures to credit risk and liquidity risk.

The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the group should be able to operate within the level of its current cash resources. This takes into account the post year end share issue for £500k and draw downs on the facility with Washington Federal Bank, which was extended to 2022 in January 2020. The Directors anticipate this to continue to be extended during subsequent redeterminations.

After making enquiries, the directors have a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

New standards, amendments and interpretations adopted by the Group and Company

The following IFRS or IFRIC interpretations were effective for the first time for the financial year beginning 1 January 2020. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements:

Standards /interpretations	Application
IAS 1 & IAS 8 amendments	Definition of Material
IFRS 3 amendments	Business Combinations
Amendments to IFRS 9, IAS 39 & IFRS 17	Interest Rate Benchmark Reform
N/A	Amendments to References to the Conceptual Framework in IFRS Standards

New standards, amendments and interpretations not yet adopted

Standards /interpretations	Application
IAS 1 amendments	Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current and Classification of Liabilities as Current or Non-current – Deferral of Effective Date: Effective 1 January 2023
IFRS 3 amendments	Business Combinations – Reference to the Conceptual Framework: Effective 1 January 2022*
IAS 16 amendments	Property, Plant and Equipment: Effective 1 January 2022*
IAS 37 amendments	Provisions, Contingent Liabilities and Contingent Assets: Effective 1 January 2022*
N/A	Annual Improvements to IFRS Standards 2018-2020 Cycle: Effective 1 January 2022*
IFRS 17	Insurance Contracts: Effective 01 January 2023

There are no IFRS's or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company or Group.

Basis of consolidation

Where the company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of the company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Subsidiaries

The purchase method of accounting is used to account for the acquisition of subsidiaries by the group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the group's share of the net identifiable assets of the acquired subsidiary or associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The group allocates goodwill to each business segment in each country in which it operates.

Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimated of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount in which case the reversal of impairment loss is treated a revaluation increase.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Property, plant and equipment

Tangible non-current assets are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred. Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

Plant and machinery – over 7 years

The assets' residual values and useful economic lives are reviewed, and adjusted if appropriate, at each statement of financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable value. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other (losses) or gains in the income statement. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

Investments

Investments are stated at cost less provision for any impairment value.

Cash and cash equivalents

Included in the statement of financial position comprise cash at bank and in hand and other short-term highly liquid investments with original maturities of three months or less.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the year of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Functional currency translation

(i) Functional and presentation currency

Items included in the financial statements of the group are measured using the currency of the primary economic environment in which the entity operates (the functional currency), which is mainly United States Dollars (US\$). The financial statements are presented in United States Dollars (US\$), which is the group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the presentational currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

(iii) Group Companies

All consolidated entities are presented in US\$ and so no translation is required on consolidation.

Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on the taxable profit for the year. Taxable profit differed from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The entity's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary arises from goodwill or from the initial recognition) other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited directly to equity; in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are initially classified as measured at amortised cost, fair value through other comprehensive income, or fair value through profit and loss when the group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows expire, or the group no longer retains the significant risks or rewards of ownership of the financial asset. Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

Financial assets are classified dependent on the group's business model for managing the financial and the cash flow characteristics of the asset. Financial liabilities are classified and measured at amortised cost except for trading liabilities, or where designated at original recognition to achieve more relevant presentation. The group classifies its financial assets and liabilities into the following categories:

Financial assets at amortised cost

The group's financial assets at amortised cost comprise trade and other receivables. These represent debt instruments with fixed or determinable payments that represent principal or interest and where the intention is to hold to collect these contractual cash flows. They are initially recognised at fair value, included in current and non-current assets, depending on the nature of the transaction, and are subsequently measured at amortised cost using the effective interest method less any provision for impairment.

Impairment of trade and other receivables

In accordance with IFRS 9 an expected loss provisioning model is used to calculate an impairment provision. We have implemented the IFRS 9 simplified approach to measuring expected credit losses arising from trade and other receivables, being a lifetime expected credit loss. This is calculated based on an evaluation of our historic experience plus an adjustment based on our judgement of whether this historic experience is likely reflective of our view of the future at the balance sheet date. In the previous year the incurred loss model is used to calculate the impairment provision.

Financial liabilities at amortised cost

Financial liabilities at amortised cost comprise finance lease obligations and trade and other payables. They are classified as current and non-current liabilities depending on the nature of the transaction, are subsequently measured at amortised cost using the effective interest method.

Financial assets at fair value through profit and loss

The group holds a derivative against the price of oil held for operation purposes. These are recognised and measured at fair value using the most recent available market price with gains and losses recognised immediately in the profit and loss.

The fair value measurement of the group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy').

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Financial assets at fair value through profit and loss (continued)

Level 1 Quoted prices in active markets

Level 2 Observable direct or indirect inputs other than Level 1 inputs

Level 3 Inputs that are not based on observable market data

The group measures financial instruments relating to platform holdings at fair value using Level 1.

The company provides financial guarantees to licensed banks for credit facilities extended to a subsidiary company. The fair value of such financial guarantees is not expected to be significantly different as the probability of the subsidiary company defaulting on the credit lines is remote.

Oil and gas assets

The group applies the successful efforts method of accounting for oil and gas assets and has adopted IFRS 6 Exploration for and evaluation of mineral resources.

Exploration and evaluation (“E&E”) assets

Under the successful efforts method of accounting, all licence acquisition, exploration and appraisal costs are initially capitalised in well, field or specific exploration cost centres as appropriate, pending determination. Expenditure incurred during the various exploration and appraisal phases is then written off unless commercial reserves have been established or the determination process has not been completed.

Pre-licence costs

Costs incurred prior to having obtained the legal rights to explore an area are expensed directly to the income statement as they are incurred.

Exploration and evaluation (“E&E”) costs

Costs of E&E are initially capitalised as E&E assets. Payments to acquire the legal right to explore, together with the directly related costs of technical services and studies, seismic acquisition, exploratory drilling and testing are capitalised as intangible E&E assets.

Tangible assets used in E&E activities (such as the group’s drilling rigs, seismic equipment and other property, plant and equipment used by the company’s exploration function) are classified as property, plant and equipment. However, to the extent that such a tangible asset is consumed in developing an intangible E&E asset, the amount reflecting that consumption is recorded as part of the cost of the intangible asset. Such intangible costs include directly attributable overheads, including the depreciation of property, plant and equipment utilised in E&E activities, together with the cost of other materials consumed during the exploration and evaluation phases.

E&E costs are not amortised prior to the conclusion of appraisal activities.

Treatment of E&E assets at conclusion of appraisal activities

Intangible E&E assets relating to each exploration licence/prospect are carried forward until the existence (or otherwise) of commercial reserves has been determined, subject to certain limitations including review for indications of impairment. If commercial reserves are discovered the carrying value, after any impairment loss of the relevant E&E assets, is then reclassified as development and production assets. If, however, commercial reserves are not found, the capitalised costs are charged to expense after conclusion of appraisal activities.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Development and production assets

Development and production assets are accumulated generally on a field-by-field basis and represent the cost of developing the commercial reserves discovered and bringing them into production, together with the E&E expenditures incurred in finding commercial reserves transferred from intangible E&E assets as outlined above.

The cost of development and production assets also includes the cost of acquisitions and purchases of such assets, directly attributable overheads and the cost of recognising provisions for future restoration and decommissioning.

Decommissioning liability

Where a material liability for the removal of production facilities and site restoration at the end of the productive life of the assets exist, a provision for decommissioning liability is recognised. The amount recognised is the present value of estimated future expenditure determined in accordance with local conditions and requirements. An intangible asset of an amount equivalent to the provision is recognised and depreciated on a unit production basis. Changes in estimates are recognised prospectively, with corresponding adjustments to the provision and the associated intangible asset. Period changes in the present value arising from discounting are included in depletion, depreciation and amortisation cost in cost of sales.

Commercial reserves

Commercial reserves are proven and probable oil and gas reserves, which are defined as the estimated quantities of crude oil, natural gas and natural gas liquids which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible.

Depletion, amortisation and impairment of oil and gas assets

All expenditure carried within each field is amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, on a field-by-field basis. Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs to access the related commercial reserves. Changes in the estimates of commercial reserves or future field development costs are dealt with prospectively.

Where there has been a change in economic conditions that indicates a possible impairment in an oil and gas asset, the recoverability of the net book value relating to that field is assessed by comparison with the estimated discounted future cash flows based on management's expectations of future oil and gas prices and future costs. Any impairment identified is charged to the income statement as additional depletion and amortisation. Where conditions giving rise to impairment subsequently reverse, the effect of the impairment charge is also reversed as a credit to the income statement, net of any depreciation that would have been charged since the impairment.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Depletion, amortisation and impairment of oil and gas assets

All expenditure carried within each field is amortised from the commencement of production on a unit of production basis, which is the ratio of oil and gas production in the period to the estimated quantities of commercial reserves at the end of the period plus the production in the period, on a field-by-field basis. Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs to access the related commercial reserves. Changes in the estimates of commercial reserves or future field development costs are dealt with prospectively.

Where there has been a change in economic conditions that indicates a possible impairment in an oil and gas asset, the recoverability of the net book value relating to that field is assessed by comparison with the estimated discounted future cash flows based on management's expectations of future oil and gas prices and future costs. Any impairment identified is charged to the income statement as additional depletion and amortisation. Where conditions giving rise to impairment subsequently reverse, the effect of the impairment charge is also reversed as a credit to the income statement, net of any depreciation that would have been charged since the impairment.

Share-based compensation

The fair value of the employee and suppliers' services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting year is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each statement of financial position date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The fair value of share-based payments recognised in the statement of comprehensive income is measured by use of the Black Scholes model, which takes into account conditions attached to the vesting and exercise of the equity instruments. The expected life used in the model is adjusted; based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The share price volatility percentage factor used in the calculation is based on management's best estimate of future share price behaviour and is selected based on past experience, future expectations and benchmarks against peer companies in the industry.

The Group does not operate any cash-settled share-based payments and as such are not affected by the amendments to IFRS 2 – Share-based payments.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable in relation to the proceeds by the prospects which the company has a working interest in. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the group. Revenue is recognised when the oil and gas produced is despatched and received by the customers. The directors consider this the point when the Company's performance obligation is satisfied.

The directors consider that revenue generation is exclusively for oil production in the US and so no further segmentation is required.

Notes to the Financial Statements (continued) For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Leased assets

Accounting policy applicable from 1 January 2019

The Group as a lessee

This is the second year the Group has applied the policy.

For any new contracts entered into on or after 1 January 2019, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in trade and other payables.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

1. Summary of significant accounting policies (continued)

Leased assets (continued)

Accounting policy applicable before 1 January 2019

2. Critical accounting estimates and judgements

The preparation of consolidated financial statements requires the group to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below:

Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on value in use calculations prepared on the basis of management's assumptions and estimates.

Recoverability of exploration and evaluation costs

E&E assets are assessed for impairment when circumstances suggest that the carrying amount may exceed its recoverable value including decommissioning costs. This assessment involves judgment as to (i) the likely future commerciality of the asset and when such commerciality should be determined, and (ii) future revenues and costs pertaining to the asset in question, and the discount rate to be applied to such revenues and costs for the purpose of deriving a recoverable value.

Share-based payments

Note 1 sets out the group's accounting policy on share-based payments, specifically in relation to the share options and warrants that the company has granted. The key assumptions underlying the fair value of such share-based payments are discussed in note 23. The fair value amounts used by the group have been derived by external consultants using standard recognised valuation techniques.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

3. Segmental analysis

In the opinion of the directors, the group has one class of business, being the exploitation of hydrocarbon resources.

The group's primary reporting format is determined by geographical segment according to the location of the hydrocarbon assets. The group's reportable segments under IFRS 8 in the year are as follows:

United Kingdom - being the location of the head office.

US Mid-Continent properties at year end included the following:

- East Texas: 100% working interest in the Pine Mills oilfield
- East Texas: 32.5% working interest in the Cypress farmout area of Pine Mills
- West Texas: 50-75% working interest leases located in the Permian Basin
- South Texas: 100% working interest in the Caballos Creek oilfield

The chief operating decision maker's internal report for the year ended 31 December 2020 is based on the location of the oil properties as disclosed in the below table:

SEGMENTAL RESULTS	US mid-continent	Head office	Total
	2020	2020	2020
	\$'000	\$'000	\$'000
Revenue	1,025	-	1,025
Operating profit (loss) before depreciation, well impairment, share-based payment charges, restructuring costs and gain (loss) on sale of assets and foreign exchange:	120	(881)	(761)
Depreciation of tangibles	(157)	(7)	(164)
Amortisation of intangibles	(133)	(13)	(146)
Exploration	-	-	-
Well impairment	-	-	-
Share based payments	-	(38)	(38)
Realised exchange loss	(12)	(21)	(33)
Operating profit/ (loss)	(182)	(960)	(1,142)
Finance expense	(86)	(123)	(209)
Other income (expense)	49	-	49
Profit/ (loss) before taxation	(219)	(1,083)	(1,302)
SEGMENTAL ASSETS			
Property, plant and equipment	704	76	780
Intangible assets	1,642	385	2,027
Cash and cash equivalents	72	14	86
Trade and other receivables	234	107	341
Other assets	28	-	28
	2,680	582	3,262

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

3. Segmental analysis (continued)

The chief operating decision maker's internal report for the year ended 31 December 2019 is based on the location of the oil properties as disclosed in the below table:

SEGMENTAL RESULTS	US mid-continent	Head office	Total
	2019	2019	2019
	\$'000	\$'000	\$'000
Revenue	1,795	-	1,795
Operating profit (loss) before depreciation, well impairment, share-based payment charges, restructuring costs and gain (loss) on sale of assets and foreign exchange:	708	(1,694)	(895)
Depreciation of tangibles	(138)	-	(138)
Amortisation of intangibles	(134)	-	(134)
Exploration	-	-	-
Well impairment	(67)	-	(67)
Share based payments	-	(8)	(8)
Realised exchange loss	(109)	(5)	(114)
Operating profit/ (loss)	261	(1,707)	(1,446)
Finance expense	(110)	(84)	(194)
Other income (expense)	(99)	-	(99)
Profit/ (loss) before taxation	52	(1,791)	(1,739)
SEGMENTAL ASSETS			
Property, plant and equipment	690	-	690
Intangible assets	1,787	-	1,787
Cash and cash equivalents	240	152	392
Trade and other receivables	352	6	358
Other assets	126	-	126
	3,195	158	3,353

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

4. Employees and Directors

	2020	2019
	\$'000	\$'000
Directors' fees	122	150
Directors' remuneration	205	250
Social security costs	9	14
	327	414

	2020	2019
	Number	Number
The average monthly number of employees (including directors) during the year was as follows:		
Directors	3	3
Employees	3	3

Directors' remuneration

Other than the directors, the group had no other employees. Total remuneration paid to directors during the year was as listed above.

The director's emoluments and other benefits for the year ended 31 December 2020 is as follows:

	2020	2019
	\$'000	\$'000
M B Lofgran	205	250

5. Finance expense

	2020	2019
	\$'000	\$'000
Finance expense	(209)	(194)

Finance expense relates to interest charged on borrowings. Further details for which can be found in note 18.

6. Other income

	2020	2019
	\$'000	\$'000
Other income/ (charge)	49	3
Gain/ (loss) on Hedging Activity	220	(102)
	269	(99)

Other income relates to the aggregate recognised and unrecognised gain on a commodity swap.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

7. Operating loss

	2020 \$'000	2019 \$'000
The operating loss the year ended 31 December is stated after after charging/ (crediting)		
Depreciation of property, plant and equipment	164	138
Amortisation of intangibles	146	134
Exploration	-	-
Well impairment	-	67

The analysis of administrative expenses in the consolidated income statement by nature of expense:

Directors' remuneration	205	250
Depreciation on ROU asset	16	-
Social security costs	9	14
Directors' fees	122	150
Travelling and entertainment	39	87
Accountancy fees	46	117
Legal and professional fees	179	690
Auditors' remuneration	20	19
Bad debt costs	23	12
Other expenses	237	275
	896	1,614

8. Income tax

The income tax charge for the year was as follows:

	2020 \$'000	2019 \$'000
Current tax	-	-
Corporation tax	-	-
Overseas corporation tax	-	-
TOTAL	-	-
Loss before tax	(1,302)	(1,739)
Loss on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 19% (2019:19%)	(247)	(330)
Effects of:		
Non-deductible expenses	-	-
Other tax adjustments	247	330
Foreign tax	-	-
CURRENT TAX CHARGE	-	-

At 31 December 2020, the Company had an estimated excess management expenses to carry forward of \$5,371,591 (2019: \$4,069,551). The deferred tax asset at 19% (2019: 19%) on these tax losses of \$1,020,603 (2019: \$773,215) has not been recognised due to the uncertainty of recovery. The current US corporate tax rate is 21%.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

9. Loss of Parent Company

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was \$1,082,706 (2019: \$1,796,333).

10. Earnings per share

The calculation of earnings per ordinary share is based on earnings after tax and the weighted average number of ordinary shares in issue during the year. For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The group had two classes of dilutive potential ordinary shares, being those share options granted to employees and suppliers where the exercise price is less than the average market price of the group's ordinary shares during the year, and warrants granted to directors and one former adviser.

Details of the adjusted earnings per share are set out below:

GROUP	2020	2019
Loss attributable to ordinary shareholders (\$'000)	(1,302)	(1,739)
Weighted average number of shares	376,299,206	189,131,636
CONTINUED OPERATIONS: BASIC AND DILUTED EPS – LOSS (cents)	(0.35)	(0.92)

The diluted loss per share is the same as the basic loss per share as the loss for the year has an antidilutive effect.

	2020	2019
	\$'000	\$'000
Gross (loss)/profit before depreciation, depletion, amortisation and impairment	(85)	629
EPS on gross profit before depreciation, depletion, amortisation and impairment (cents)	0.30	0.33
RECONCILIATION FROM GROSS LOSS TO GROSS PROFIT BEFORE DEPLETION, DEPRECIATION, AMORTISATION AND IMPAIRMENT		
Gross (loss)/profit	(395)	290
ADD BACK:		
Exploration	-	-
Well impairment	-	67
Depletion, depreciation and amortisation	310	272
Gross profit before depletion, depreciation, amortisation and impairment	(85)	629

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

11. Intangible assets

GROUP	Licences \$'000	Exploration & evaluation assets \$'000	Development & production assets \$'000	Total \$'000
COST				
At 1 January 2019	524	1,951	2,378	4,853
Additions	-	-	115	115
Disposals	-	-	-	-
At 31 December 2019	524	1,951	2,493	4,968
Additions	-	-	400	400
Disposals	-	(12)	(70)	(82)
At 31 December 2020	524	1,939	2,823	5,286
PROVISION				
At 1 January 2019	524	1,951	505	2,980
Charge for the year	-	-	134	134
Impairment	-	-	67	67
Disposals	-	-	-	-
At 31 December 2019	524	1,951	706	3,181
Charge for the year	-	-	160	160
Impairment	-	-	-	-
Disposals	-	(12)	(70)	(82)
At 31 December 2020	524	1,939	796	3,259
CARRYING VALUE				
At 31 December 2020	-	-	2,027	2,027
At 31 December 2019	-	-	1,787	1,787

The Group assesses at each reporting date whether there is an indication that the intangible assets may be impaired, by considering the net present value of discounted cash flows forecasts. If an indication exists an impairment review is carried out by reference to available engineering information. At the year-end, \$nil (2019: \$67,000) was provided.

Amortisation, impairment charges and any profit or loss on disposal of the capitalised intangible costs is included within cost of sales in the consolidated income statement.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

11. Intangible assets (continued)

COMPANY	Development & production assets \$'000	Total \$'000
COST		
At 1 January 2019	-	-
Additions	-	-
Disposals	-	-
At 31 December 2019	-	-
Additions	398	398
Disposals	-	-
At 31 December 2020	398	398
PROVISION		
At 1 January 2019	-	-
Charge for the year	-	-
Impairment	-	-
Disposals	-	-
At 31 December 2019	-	-
Charge for the year	13	13
Impairment	-	-
Disposals	-	-
At 31 December 2020	13	13
CARRYING VALUE		
At 31 December 2020	385	385
At 31 December 2019	-	-

The Company assesses at each reporting date whether there is an indication that the intangible assets may be impaired, by considering the net present value of discounted cash flows forecasts. If an indication exists an impairment review is carried out by reference to available engineering information. At the year-end, \$nil (2019: \$nil) was provided.

Amortisation, impairment charges and any profit or loss on disposal of the capitalised intangible costs is included within cost of sales in the consolidated income statement.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

12. Property, plant and equipment

GROUP	Office space – right of use \$'000	Plant & equipment – oil and gas assets \$'000	Total \$'000
COST			
At 1 January 2018	-	736	736
Additions	-	244	244
Adjustment on translation to IFRS 16	48	-	48
Disposals	-	-	-
At 31 December 2019	48	980	1,028
Additions	-	242	242
Disposals	-	-	-
At 31 December 2020	48	1,222	1,270
DEPRECIATION			
At 1 January 2019	-	200	200
Charge for the year	16	122	138
Disposals	-	-	-
At 31 December 2019	16	322	338
Charge for the year	16	136	152
Disposals	-	-	-
At 31 December 2020	32	458	490
CARRYING VALUE			
At 31 December 2020	16	764	780
At 31 December 2019	32	658	690

Depreciation charges are included within cost of sales in the Consolidated Income Statement.

In addition, the directors are of the opinion that no impairment should be provided.

Notes to the Financial Statements (continued)
For the year ended 31 December 2020

12. Property, plant and equipment (continued)

COMPANY	Plant & equipment – oil and gas assets \$'000	Total \$'000
COST		
At 1 January 2018	-	-
Additions	-	-
Adjustment on translation to IFRS 16	-	-
Disposals	-	-
At 31 December 2019	-	-
Additions	79	79
Disposals	-	-
At 31 December 2020	79	79
DEPRECIATION		
At 1 January 2019	-	-
Charge for the year	-	-
Disposals	-	-
At 31 December 2019	-	-
Charge for the year	3	3
Disposals	-	-
At 31 December 2020	3	3
CARRYING VALUE		
At 31 December 2020	76	76
At 31 December 2019	-	-

Depreciation charges are included within cost of sales in the Consolidated Income Statement.

In addition, the directors are of the opinion that no impairment should be provided.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

13. Leases

Lease liabilities are presented in the statement of financial position as follows:

	2020 \$'000	2019 \$'000
Current – within 1 year	16	16
Non-current – within 1 – 2 years	-	16
	16	32

The Group has a lease for the office space in Dallas, Texas, USA. The lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see Note 12). The remaining term on the lease at 31 December 2020 is 1 year.

Included within the interest expense is \$1k (2019: \$1k) which relates to the unwinding on the lease liability. The Group does not hold any other office leases.

14. Fixed Asset Investments

COMPANY	Investment in subsidiaries \$'000	Loans to subsidiaries \$'000	Total \$'000
COST			
At 1 January 2019	1	15,434	15,535
Additions	-	-	-
Reductions	-	-	-
At 31 December 2019	1	15,434	15,535
Additions	-	-	-
Disposals	-	-	-
At 31 December 2020	1	15,434	15,535
PROVISION			
At 1 January 2019	-	(15,434)	(15,434)
Charge for the year	-	-	-
Reductions	-	-	-
At 31 December 2019	-	(15,434)	(15,434)
Charge for the year	-	-	-
At 31 December 2020	-	(15,434)	(15,434)
CARRYING VALUE			
At 31 December 2020	1	-	1
At 31 December 2019	1	-	1

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

14. Fixed Asset Investments (continued)

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the statement of financial position.

Historically, loans to participating interests are reported as an increase in the Company's investment in the joint venture, but have been provided for. As the Group acquired 100% shareholding in the joint venture in 2017 this balance had been transferred to loan to subsidiaries.

The details of the subsidiaries held at 31 December 2020 are as set out below:

	Shareholding	Country of incorporation	Nature of business
New Horizon Energy 1 LLC (NHE)	100%	USA	Oil & gas exploration
Buccaneer Operating, LLC (Buccaneer)	100%	USA	Oil & gas exploration

15. Trade and other receivables

	GROUP		COMPANY	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
CURRENT				
Trade and other receivables	111	92	-	-
Other taxes and receivables	230	260	107	6
	341	352	107	6

The directors consider the carrying value of the receivables to approximate their fair value.

16. Cash and cash equivalents

	GROUP		COMPANY	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Bank current accounts	72	240	14	152

17. Trade and other payables

	GROUP		COMPANY	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
CURRENT				
Trade payables	447	560	370	373
Accruals and deferred income	126	201	39	171
Other taxes payables	-	2	1	2
	573	763	410	546
Decommissioning liability	266	239	4	0

Trade payables and accruals principally comprise amounts outstanding for trade purchases and on-going expenses. The directors consider that the carrying amount of trade and other payables approximates their fair value.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

17. Trade and other payables (continued)

Trade payables and accruals principally comprise amounts outstanding for trade purchases and on-going expenses. The directors consider that the carrying amount of trade and other payables approximates their fair value.

The Decommissioning liability has been calculated at a discount rate of 10% and an inflation factor of 3%. This is comparable to the Group's options at the time of the well in-service dates.

18. Financial liabilities - borrowing

	GROUP		COMPANY	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Maturity of the borrowings is as follows:				
Repayable within one year				
Bank loan	425	504	425	503
Other loans	422	437	422	437
Repayable after one year				
Bank loan	2,159	1,753	519	-
	3,006	2,694	1,366	940

Borrowings include a facility where the loans are secured against the group's interest in its assets. At the year end the outstanding balance was \$3,006k (2019: \$1,753k). Interest is charged for any day per annum at a variable rate equal to the higher of (i) the WSJ Rate plus 25 basis points or (ii) 4.25%. In January 2020 the facility was extended by two years to 29 January 2022.

Borrowings also include an unsecured loan with a balance at year-end of \$425k (2019: \$504k). Interest is charged at 12% per annum and loan is fully repayable within the year.

The group also has a loan agreement in place with related parties, with a total outstanding balance as at the year-end of \$422k (2019: \$437k). Further details can be found in Note 22.

19. Share capital

Number	Class	Nominal value	2020 \$'000	2019 \$'000
197 million (2019: 197 million)	Ordinary	0.1p	1,369	886
4,110 million (2019: 4,110 million)	Deferred	0.098p	6,549	6,549

During the year there were a number of share issues:

- 2 March 2020 – 1,474,323 - new ordinary shares issued at 1.13p per share to E Ainsworth in respect of his annual director's and consultancy fees.
- 8 April 2020 – 127,222,000 new ordinary shares issued at 0.25p per share in respect of a placing and subscription. 8,000,000 new ordinary shares issued for 0.25p per share in advisory fees, and 23,000,000 new ordinary shares issued for 0.25p per share to E Ainsworth in respect of a partial loan conversion.
- 2 September 2020 – 3,846,154 new ordinary shares issued at 0.3p per share to the Company's US consultants, and 18,846,154 new ordinary shares issued at 0.3p per share to the Company's Directors in respect of directors' fees owing.
- 25 September 2020 – 200,000,000 new ordinary shares issued at 0.25p per share in respect of a placing and subscription.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

19. Share capital (continued)

Post year end:

- 8 January 2021 – 100,000,000 new ordinary shares issued at 0.5p per share in respect of a placing and subscription.
- 26 January 2021 – 8,000,000 ordinary shares issued at 0.35p per share in respect of an exercise of warrants issued.

20. Risk and sensitivity analysis

The group's activities expose it to a variety of financial risks: interest rate risk, liquidity risk, foreign currency risk, capital risk and credit risk. The group's activities also expose it to non-financial risks: market, legal and environment risk. The group's overall risk management programme focuses on unpredictability and seeks to minimise the potential adverse effects on the group's financial performance. The board, on a regular basis, reviews key risks and, where appropriate, actions are taken to mitigate the key risks identified.

Capital risk

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

Market risk

The group also faces risks in conducting operations in US mid-continent, which include but are not limited to:

- Fluctuations in the global economy could disrupt the group's ability to operate its business in the US Mid-Continent and could discourage foreign and local investment and spending, which could adversely affect its production.

Environmental risk

The group faces environmental risks in conducting operations in the US Mid-Continent which include but are not limited to:

- If the group is found not to be in compliance with applicable laws or regulations, it could be exposed to additional costs, which might hinder the group's ability to operate its business.

Credit risk

The group's principal financial assets are bank balances and cash, trade and other receivables. The group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Volatility of crude oil prices

A material part of the group's revenue will be derived from the sale of oil that it expects to produce. A substantial or extended decline in prices for crude oil and refined products could adversely affect the group's revenues, cash flows, profitability and ability to finance its planned capital expenditure. West Texas Intermediate ("WTI") oil prices ranged from \$0 to \$65.62 in 2020 and \$46.31 to \$66.24 in 2019. The group entered into two commodity swap contracts (hedges) from 1,500 to 1,800 barrels per month for 2020 securing the price of \$55.15 to \$57.18/bbl (depending on month) until the end of December 2020.

Interest rate risk

The group does not hedge this risk. At 31 December 2020, the group had borrowings of \$3,006k (2019: \$2,694), with total interest for the year of \$209k (2019: \$197k). A 100-basis point change in the rates will increase finance costs by \$22k.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

20. Risk and sensitivity analysis (continued)

Liquidity risk

The group expects to fund its exploration and development programme, as well as its administrative and operating expenses throughout 2021, principally using existing working capital and expected proceeds from the sale of future crude oil production. The group had a bank balance of approximately \$72,000 at 31 December 2020 (2019: \$261,000).

Cash flow risk

The group expects to have sufficient working capital to continue operations and to remain cash flow positive through 2021. This will be continuously monitored and reviewed by the directors through the inclusion of regular cash flow forecasts in management reports.

21. Financial commitments

Capital commitments

The group had no material capital commitments at the year-end.

22. Related party transactions

Group

No related party transactions other than those highlighted below.

Company

During the year, the company advanced loans to its subsidiaries. The details of the transactions and the amount owed by the subsidiaries at the year-end were:

	2020		2019	
	Balance	Loan advance/repayment	Balance	Loan advance/repayment
	\$'000	\$'000	\$'000	\$'000
New Horizon Energy 1 LLC				
Balance at 1 January	(102)	(102)	(102)	(102)
Impairment	102	102	-	-
Balance at 31 December	-	-	-	(102)

The intercompany loans are unsecured and interest-free. Intercompany loan had been fully impaired at year end.

The Company has three loans outstanding with related parties:

Discovery Energy Ltd

Discovery Energy Ltd had a common director with the Company during the year ended 2020, E Ainsworth. At year end, the balance outstanding owed to Discover Energy Limited was \$422k. Interest charged in the year was \$37k. The loan is unsecured, bears interest at the rate of 7.50% per annum.

John Stafford

Net loan balance as at year-end is nil (2019: \$52k). There were no funds advanced in 2020, and the outstanding amount as of 2019 was repaid in full during 2020.

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

23. Share-based payments

The group has a share-ownership compensation scheme for senior executives of the group whereby senior executives may be granted options to purchase ordinary shares in company. The group has previously issued warrants to senior executives as a welcome incentive and additionally during the year issued warrants as detailed below to third parties as consideration for their services. A share-based payment charge of \$38,000 (2019: \$8,000) for share options was expensed during the year, and \$nil (2019: \$36,000) reversal of an amount included in the prior year for services to be paid in shares.

Date of grant	At 31.12.19	Granted	Exercised	Expired	At 31.12.20	Exercise price pence	Exercise/ vesting date	
							From	To
Warrants								
24/06/15	1,000,000	-	-	(1,000,000)	-	8.77	26/06/15	24/06/20
07/02/17	750,000	-	-	-	750,000	2.55	06/02/17	06/02/22
02/09/20	-	3,000,000	-	-	3,000,000	0.60	02/09/20	02/09/22
25/09/20	-	73,611,000	-	-	212,000,000	0.35	25/09/20	25/09/22
Options								
29/10/14	675,000	-	-	-	90,000,000	0.4	29/10/14	28/10/24
21/07/17	2,666,666	-	-	-	2,666,666	3	21/07/17	21/07/22
21/07/17	2,666,667	-	-	-	2,666,667	4.5	21/07/17	21/07/22
21/07/17	2,666,667	-	-	-	2,666,667	6	21/07/17	21/07/22
04/06/18	2,000,000	-	-	(2,000,000)	-	5	04/06/18	03/06/20
04/06/18	9,500,000	-	-	-	9,500,000	5	04/06/18	03/06/25
29/09/20	-	5,000,000	-	-	5,000,000	0.5	29/09/20	29/09/27
29/09/20	-	5,000,000	-	-	5,000,000	0.75	29/09/20	29/09/27
29/09/20	-	5,000,000	-	-	5,000,000	1	29/09/20	29/09/27
29/09/20	-	733,333	-	-	733,333	0.5	29/09/20	29/09/27
29/09/20	-	733,333	-	-	733,333	0.75	29/09/20	29/09/27
29/09/20	-	733,334	-	-	733,334	1	29/09/20	29/09/27
29/09/20	-	1,666,666	-	-	1,666,666	0.5	29/09/20	29/09/27
29/09/20	-	1,666,667	-	-	1,666,667	0.75	29/09/20	29/09/27
29/09/20	-	1,666,667	-	-	1,666,667	1	29/09/20	29/09/27
29/09/20	-	1,333,333	-	-	1,333,333	0.5	29/09/20	29/09/27
29/09/20	-	1,333,333	-	-	1,333,333	0.75	29/09/20	29/09/27
29/09/20	-	1,333,334	-	-	1,333,334	1	29/09/20	29/09/27

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

23. Share-based payments (continued)

The total number of options and warrants outstanding at 31 December 2020 and 31 December 2019 are as follows:

Total at 31 December 2020: 333,660,998

Total at 31 December 2019: 21,914,998

The number of options and warrants outstanding to the directors at the year-end were as follows:

Director	Warrants		Options		Total Warrants & Options	
	2020	2019	2020	2019	2020	2019
M Lofgran	16,000,000	-	27,600,000	12,600,000	43,600,000	12,600,000
S Staley	2,000,000	-	5,000,000	-	7,000,000	-
E Ainsworth	-	333,333	-	3,999,998	-	4,333,331
Discovery Energy Ltd	-	666,667	-	-	-	666,667
J Stafford	-	750,000	4,000,000	1,500,000	4,000,000	2,250,000
Total	18,000,000	1,750,000	36,600,000	18,099,998	54,600,000	19,849,998

The estimated fair value of the warrants issued during the year was calculated by applying the Black-Scholes option pricing model. Volatility is based on historic share prices of the Company. Expected volatility was originally stated at 30%. This has been revised in the prior years to 50% because the volatility over the past year has been used rather than the past 5 years. The assumptions used in the calculation were as follows:

Warrants	23 June 2015	7 Feb 2017	02 Sep 2020	25 Sep 2020
Share price at grant date	1.60p	2.53p	0.23p	0.3p
Exercise price	8.77p	2.55p	0.6p	0.35p
Option life in years	5 years	5 years	2 years	2 years
Risk free rate	1%	1%	1%	1%
Expected volatility	50%	50%	50%	50%
Expected dividend yield	0%	0%	0%	0%
Fair value of option/warrant	0.24p	1.08p	0.01p	0.07p
Weighted average remaining life (years)	-	1.10	1.67	1.73

Notes to the Financial Statements (continued)
For the year ended 31 December 2020

23. Share-based payments (continued)

Options	28 Oct 2014	21 July 2017	21 July 2017	21 July 2017	4 June 2018 - Service providers
Share price at grant date	2.65p	1.55p	1.55p	1.55p	2.50p
Exercise price	0.4p	3p	4.5p	6p	5.p
Option life in years	10 years	5 years	5 years	5 years	2 years
Risk free rate	1%	1%	1%	1%	1%
Expected volatility	50%	50%	50%	50%	50%
Expected dividend yield	0%	0%	0%	0%	0%
Fair value of option/warrant	0.13p	0.52p	0.35p	0.25p	0.87p
Weighted average remaining life (years)	3.83	1.55	1.55	1.55	-
Options	4 June 2018 - Directors	29 Sep 2020	29 Sep 2020	29 Sep 2020	
Share price at grant date	2.50p	0.38p	0.38p	0.38p	
Exercise price	5.p	0.5p	0.75p	1p	
Option life in years	7 years	7 years	7 years	7 years	
Risk free rate	1%	1%	1%	1%	
Expected volatility	50%	50%	50%	50%	
Expected dividend yield	0%	0%	0%	0%	
Fair value of option/warrant	1.85p	0.16p	0.50p	0.26p	
Weighted average remaining life (years)	4.43	6.75	6.75	6.75	

Notes to the Financial Statements (continued)

For the year ended 31 December 2020

24. Contingent liabilities and guarantees

The Group has no contingent liabilities in respect of legal claims arising from the ordinary course of business and it is not anticipated that any material liabilities will arise from contingent liabilities other than those provided for.

25. Ultimate controlling party

The company is quoted on the AIM market of the London Stock Exchange. At the date of the annual report there was no one controlling party.

26. Events after the reporting period

On 8 January 2021, the Company raised £500,000 before expenses by issuing 100,000,000 new ordinary shares at 0.5p per share.

On 26 January 2021, the Company issued 8,000,000 new ordinary shares at 0.35p per share in respect of an exercise of warrants, raising £28,000.

