Guardian Global Security plc (formerly Nu-Oil and Gas plc)

Incorporated and registered in England and Wales with registered number 06370792

Annual Reports and Accounts for the period ended 31 December 2022

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Corporate Information

Directors	Jay Bhattacherjee, Non-Executive Chairman (resigned on 27 January 2023) Andrew Dennan, Non-Executive Director Frank Jackson, Non-Executive Director
Registered office	Guardian Global Security plc Audley House 13 Palace Street London SW1E 5HX United Kingdom
Nominated adviser	Strand Hanson Limited 26 Mount Row Mayfair London W1K 3SQ United Kingdom
Broker	NOVUM Securities Limited 8-10 Grosvenor Gardens London SW1W 0DH United Kingdom
Solicitors	FieldFisher Riverbank House 2 Swan Lane, London EC4R 3TT United Kingdom
Bankers	HSBC 5 Great Underbank, Stockport, Cheshire SK1 1LH United Kingdom
Auditor	Crowe U.K. LLP 3rd Floor The Lexicon, Mount Street, Manchester M2 5NT
Registrars	SLC Registrars, Elder House, St Georges Business Park Brooklands Road Weybridge Surrey KT13 0TS United Kingdom
Incorporation details	The Company is incorporated and registered in England and Wales with registered number 06370792

Directors' Report

The Directors submit their report together with the audited Financial Statements of Guardian Global Security plc, a publicly limited company, for the year to 31 December 2022.

Results and dividends

The Financial Statements for year to 31 December 2022 are as set out on pages 10 to 25. The Company's loss for the period was £499,000 (2021: £1,111,000). The Company is unable to recommend the payment of a dividend at this time (2021: £nil).

Future developments

The Company continues its efforts to identify and secure a suitable project to acquire, with the intention that such an acquisition be settled through the issuance of shares and lead to the readmission of the company to trading on AIM. Whist efforts continue in this regard the Company is not in a position to provide any definitive plans or details at date of this report.

Capital structure and significant shareholders

Details of the issued share capital together with details of movements in share capital during the year are included in the Statement of Changes in Equity on page 12 and in Note 14 to the Financial Statements.

Annual General Meeting

The Company intends to hold its next Annual General Meeting in the first quarter of 2024. A notice of the Annual General Meeting will be issued at least 21 days in advance.

Independent auditors

A resolution to reappoint Crowe U.K. LLP ('Crowe') as the Company's independent auditors will be proposed at the forthcoming Annual General Meeting.

Going concern

The Directors judge it appropriate to adopt the going concern basis in preparing the financial statements.

In forming this judgement, the Directors reviewed the Company's funding, budget and business plan for the twelve months from signing the financial statements. Funding has been secured sufficient to meet the aspirations of the business plan over the subsequent twelve months. The Directors have also negotiated a sale and purchase agreement to acquire the entire issued share capital Copper bay Limited, which acquisition will for the foundation of the company's business going forward.

The Directors have concluded that to the extent that these assumptions are not valid there exists a material uncertainty that casts a significant doubt upon the Company's ability to continue as a going concern.

The Directors therefore consider the assumptions as valid and consequently continue to adopt the going concern basis in preparing the financial statements.

Capital Risk Management

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

Disclosure of information to auditors

As far as each Director is aware, there is no relevant audit information of which the Company's Auditors are unaware. In addition, each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

Approved by the Board of Directors on 2 February 2024 and signed on its behalf by

F Jackson Director

Guardian Global Security plc, Registered number 0637079

Directors' responsibilities statement

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

The directors have elected to prepare the financial statements in accordance with applicable law and UK adopted International Accounting Standards (IAS). 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 Company and of the profit or loss of the Company for the period for which they are being prepared.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

These financial statements were approved by the Board on 2 February 2024 and signed on its behalf by:

Frank Jackson
Director

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN GLOBAL SECURITY PLC

Opinion

We have audited the financial statements of Guardian Global Security plc for the year ended 31 December 2022, which comprise the income statement, the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flow, and the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the company financial statements is applicable law and UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of the company's loss for the year then ended;
- have been properly prepared in accordance with International Accounting Standards as adopted by the United Kingdom, 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, 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 the Section titled "Going Concern" in Note 2 in the financial statements, which indicates that the continued going concern status of the Company is dependent on share-based settlement of liabilities being agreed with creditors and ratified by the Company's members, and on the successful completion of the proposed reverse takeover and readmission of the company to being traded on a public exchange. The Directors expect these actions to be completed within the next 12 months, but as stated in Note 2, a material uncertainty exists in relation to these events or conditions and may cast 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN GLOBAL SECURITY PLC (continued)

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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 company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF GUARDIAN GLOBAL SECURITY PLC (continued)

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:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and reviewing accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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 the audit report

This report is made solely to the company's directors, 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 directors 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 directors as a body, for our audit work, for this report, or for the opinions we have formed.

Michael Jayson (Senior Statutory Auditor)
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
3rd Floor, The Lexicon
Manchester
M2 5NT
2 February 2024

INCOME STATEMENT

£ '000	Note	12 months ended 31 Dec 22	Audited 18 months ended 31 Dec 21
Administrative expenses		(76)	(748)
Impairment of VAT recoverable		(85)	-
Other income		-	23
Loss from operations		(161)	(725)
Finance costs	7	(338)	(386)
Loss for before tax		(499)	(1,111)
Taxation	8	-	-
Profit / (Loss) after tax		(499)	(1,111)
Loss attributable to continuing operations		(499)	(1,111)
Loss for the period		(499)	(1,111)

STATEMENT OF COMPREHENSIVE INCOME

£ '000	Note	12 months ended 31 Dec 22	Audited 18 months ended 31 Dec 21
Loss for the period		(499)	(1,111)
Other comprehensive expense:			
Currency translation differences		-	-
Other comprehensive income, net of tax		-	-
Total comprehensive expense for the period		(499)	(1,111)

STATEMENT OF FINANCIAL POSITION

£ '000	Note	12 months ended 31 Dec 22	Audited 18 months ended 31 Dec 21
Non-current assets			
Property, plant & equipment	19	-	-
		-	-
Current assets			
Trade and other receivables	10	-	86
Cash and cash equivalents		5	28
			114
Total assets		5	114
Current liabilities			
Loans	15	(190)	(190)
Trade and other payables	11	(986)	(932)
		(1,176)	(1,122)
Non-current liabilities			
C4 Loan	15	(1,690)	(1,352)
Total liabilities		(2,866)	(2,474)
Net liabilities		(2,861)	(2,362)
Shareholders' equity			
Ordinary share capital	13	194	194
Share premium account		32,535	32,535
Warrant reserve		415	415
Other reserves		3,016	3,016
C4 Loan reserve		1,682	1,682
Accumulated losses		(40,703)	(40,204)
Total equity		(2,861)	(2,362)

Registration Number: 06370792

The financial statements together with the notes to the financial statements were approved by the Board of directors and authorised for issue on 2 February 2024. They were signed on its behalf by:

Frank Jackson
Director

STATEMENT OF CHANGES IN EQUITY

£'000	Ordinary Share Capital	Share Premium Account	C4 Loan reserve	Warrant and Other Reserves	Accumulated Losses	Total Equity
Balance, 30th June 2020	**193**	**32,321**	**1,682**	**3,431**	**(39,093)**	**(1,466)**
Loss for the period	-	-	-	-	(1,111)	(1,111)
Currency translation differences	-	-	-	-	-	-
Comprehensive loss	**-**	**-**	**-**	**-**	**(1,111)**	**(1,111)**
Equity fundraise	1	214	-	-	-	215
Transactions with owners	**1**	**214**	**-**	**-**	**-**	**215**
Balance, 31st December 2021	**194**	**32,535**	**1,682**	**3,431**	**(40,204)**	**(2,362)**
Loss for the period	-	-	-	-	(499)	(499)
Currency translation differences	-	-	-	-	-	-
Comprehensive loss	**-**	**-**	**-**	**-**	**(499)**	**(499)**
Equity fundraise	-	-	-	-	-	-
Transactions with owners	**-**	**-**	**-**	**-**	**-**	**-**
Balance, 31st December 2022	**194**	**32,535**	**1,682**	**3,431**	**(40,703)**	**(2,861)**

At 31 December 2022, the balance for warrants and other reserves comprises: a warrant reserve of £415,000, reflecting the total cost of warrants issued pre and post IPO; and a deferred shares reserve of £3,016,000 which arose following the share sub-division in November 2019.

STATEMENT OF CASH FLOW

£ '000	Note	12 months ended 31 Dec 22	Audited 18 months ended 31 Dec 21
Cash flows from operating activities			
Cash used in operations	12	(23)	(378)
Net cash used in operating activities		(23)	(378)
Cash flows from financing activities			
Share capital issued for cash		-	215
Net cash from financing activities		-	215
Net increase / (decrease) in cash and cash equivalents		(23)	(163)
Cash and cash equivalents at the start of the period		28	191
Cash and cash equivalents at the end of the period		**5**	**28**

NOTES TO THE FINANCIAL STATEMENTS

1. General

Corporate Information

Guardian Global Security plc (the 'Company') is a company incorporated in England on 13 September 2007 and has registered address of 85 Great Portland Street, London, W1W 7LT and registration number 06370792. The Company is domiciled in the UK for tax purposes.

With effect from 21 January 2022, the name of the Company was changed from Nu-Oil and Gas plc to Guardian Global Security plc.

Basis of Preparation

The financial statements have been prepared on a going concern basis and in accordance with UK adopted international accounting standards ('IAS') in conformity with the requirements of the Companies Act 2006. In addition, they have been prepared under the historical cost convention. The preparation of the financial statements in conformity with IAS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's 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.

2. Significant Accounting Policies

The principal accounting policies have been applied consistently throughout the period.

Going Concern

The Directors judge it appropriate to adopt the going concern basis in preparing the financial statements.

In forming this judgement, the Directors reviewed the Company's funding, budget and business plan for the twelve months from signing the financial statements. The Directors have relied upon the critical assumption that the Company will be able to achieve the key milestones of the business plan, notably with regard to securing an acquisition or acquisitions which will constitute a reverse takeover, which they believe will result in the availability of adequate additional funding. On 12 January 2024, the Company entered into an agreement to raise up to £750,000 of funding for application against general working capital needs and proposed transaction costs, with an initial tranche of £250,000 available on execution for drawdown and a second tranche of £500,000 becoming available on a suitable acquisition being successfully completed as described in more detail in Note 18..

In addition to the funding noted above, the Directors have been in discussions with a variety of creditors of the Company to reach agreement for settlement of these liabilities by way of share issuance on completion of a suitable project acquisition and readmission of the Company to trading on AIM/LSE.

On consideration of the above, the Directors believe that the Company will remain able to meet its obligations as they fall due for a period of at least 12 months from the date of this report, and hence that preparation of the financial statements on the going concern basis remains appropriate.

However, given there remains a level of uncertainty regarding the completion of settlement agreements with the Company creditors, including loan balances which mature for settlement within the next 12 months, the

Directors consider that there remains a material uncertainty over the capacity of the Company to continue meeting its obligations as they fall due over this period and hence the status of the Company as a going concern.

Government grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Grants received in the period were for the Coronavirus Job retention scheme and are included in other income. There are no unfulfilled conditions or other contingencies attaching to these grants. The Company did not benefit directly from any other forms of government assistance. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Financial instruments

Financial assets

All of the Company's financial assets are held within a business model whose objective is to collect contractual cash flows which are solely payments of principals and interest and therefore classified as subsequently measured at amortised cost. The Company's financial assets include cash and cash equivalents and trade and other receivables. The Company assesses, on a forward-looking basis, any expected credit loss, defined as the difference between the contractual cash flows and the cash flows that are expected to be received.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions, in accordance with IAS 32:

- They include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- Where the instrument will or may be settled in the Company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments. To the extent that this definition is not met, the financial instrument is classified as a financial liability.

As such, financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest of the assets of the Company after deducting all of its liabilities.

Borrowings

Borrowings are recognised initially at the fair value of the proceeds received which is determined using a discount rate which reflects the cost of borrowing to the Company. In subsequent periods borrowings are recognised at amortised costs, using an effective interest rate method. Any difference between the fair value of the proceeds costs and the redemption amount is recognised as a finance cost over the period of the borrowings.

The fair value of the liability portion of a convertible bond is determined using a market interest rate for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholder's equity, net of income tax effects.

Trade and other payables

Trade payables are non-interest bearing and are stated initially at fair value and then amortised cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Foreign currency translation

The Company's presentation and functional currency is sterling.

In preparing the financial statements, transactions in foreign currencies other than the functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date.

Exchange rate differences arising on the settlement of monetary items and on the retranslation of monetary items are included in profit or loss for the period. Exchange rate differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

Income taxes

Current income tax assets and liabilities for the current and prior period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Share capital

Issued share capital is recorded in the Statement of Financial Position at nominal value with any premium at the date of issue being credited to the share premium account.

Equity

Share capital is determined using the nominal value of shares that have been issued.

The Share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the Share premium account, net of any related income tax benefits.

Equity-settled share-based payments are credited to a warrants and other reserve as a component of equity until related options or warrants are exercised or lapse.

The warrant and other reserve includes share warrants issued to shareholders in connection with share capital issues that are measured at fair value at the date of issue and treated as a separate component of equity.

The C4 Loan reserve includes the transfer and refinancing of the loan amount with C4.

The merger relief reserve is recognised when the equity interests of the acquiree are acquired during the completion of a deemed reverse takeover.

Retained earnings includes all current and prior period results as disclosed in the income statement.

Share-based transactions

From time to time, the Company may pay for goods or services through the issue of new shares. The cost of such equity-settled transactions is recognised in the income statement, together with a corresponding increase in equity, in the period during which the goods or services are received. The value of such share based payments is measured by reference to the fair value of the goods or services received or the market value of the shares issued, whichever value is more readily determinable.

Warrants

From time to time, the Company may issue warrants to suppliers as partial payment for goods or services or to investors or advisers in relation to the raising of new equity finance. When warrants are issued as partial payment for goods or services related to operations, the fair value of those warrants is recognised as a cost in the income statement. When warrants are issued in relation to the raising of new equity finance, the fair value of those warrants is set off against share premium. Warrants issued but not exercised are held in a warrant reserve within equity.

Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the Directors when there has been an indication of potential impairment.

Critical accounting judgements and estimates in applying the Company's accounting policies

The preparation of the financial statements in conformity with IFRS requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates. In the process of applying the Company's accounting policies, management have made the following estimates that may have a significant effect on the amounts recognised in the financial statements.

Going Concern: The financial statements have been prepared assuming the Company will continue as a going concern. The basis to which the Directors have formed this critical accounting judgement is further outlined in note 1 of the Company's financial statements which discloses a material uncertainty.

Determination of Discount Rates: Where settlement of the liability component of a compound financial instrument is deferred, the amounts payable in the future are discounted to their present value as at the date of initial recognition. The discount rate used is generally judged to be the entity's incremental borrowing rate, being the rate at which a similar borrowing might be obtained from an independent financier under comparable terms and conditions; in other words, a similar liability (including any embedded nonequity derivative features) that does not have an associated equity component.

New Standards and revisions to existing standards issued that are effective at 1 January 2022

Certain new accounting standards and interpretations have been published that are effective at 1 January 2022:

	Effective Date
Amendments to IFRS 3: Business Combinations – Reference to the Conceptual Framework	1 January 2022

Amendments to IAS 16: Property, Plant and Equipment	1 January 2022
Amendments to IAS 37: Provisions, Contingent Liabilities and Contingent Assets	1 January 2022
Annual Improvements to IFRS Standards 2018-2020 Cycle	1 January 2022

These amendments had no impact on the financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

New Standards and revisions to existing standards issued that are not yet effective

Certain new accounting standards and interpretations have been published that are not yet effective

	Effective Date
Amendments to IAS 1: Classification of Liabilities as Current or Non-current	1 January 2023
Definition of Accounting Estimates - Amendments to IAS 8	1 January 2023
Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement	1 January 2023

The Company is currently assessing the impact of the amendments to determine the impact they will have on the Company's accounting policy disclosures.

3. Grant income

The Company has availed of government initiatives designed to support businesses impacted by Covid-19. Regarding the job retention scheme support initiatives, the Company has recognised £nil (2021: £13,250) in respect of grant income for employees furloughed during the period.

4. Staff Costs

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Wages and salaries	-	405
Pension	-	(4)
Social security costs, net of allowances	-	4
Total Staff Costs	**-**	**405**

During the prior period, amounts accrued as staff pension contributions totalling £4,189 where written back, resulting in a credit to the results for the period.

Number	12 months ended 31 Dec 22	18 months ended 31 Dec 21

Executives/ Directors	3	3
Administration	0	1
Total	**3**	**4**

5. Directors Emoluments

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
J Bhattacherjee	-	136
A Dennan	-	125
F Jackson	-	115
Total Directors Emoluments	**-**	**376**

Pension contributions accrued during the 12 months ended 31 December 2022 to Directors was £nil (Period ended to 31 December 2021 £nil).

There were no other related party transactions in the 12 months to 31 December 2022 or the period ending 30 December 2021.

6. Operating Loss

Operating loss is after charging:

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Depreciation, amortisation and impairment	85	3
Directors fees	-	376

During the period, the Company obtained various services from its auditors, the costs of which are set out below:

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Audit fees	30	20
	30	20

7. Finance Costs

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Interest expense	338	386

In October 2019, Shard Capital Management Limited ('Shard') sold its interest in the Shard Loan to C4 Energy Limited ('C4'). Following the novation of the loan, the Company agreed refinancing terms with C4 and entered into a convertible loan note instrument resulting in the issuance of loan notes with a par value of £2,500,000. The notes are convertible into ordinary shares at a fixed price of 0.05p per share at the option of the lender, are freely transferable and have a maturity date in October 2024. The notes are unsecured and carry a nil interest coupon.

8. Taxation

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Statutory income tax rate	19%	19%
Loss for the period	(499)	(1,111)
Expected income tax recovery	(95)	(211)
Transferred to losses	95	211
Total tax	-	-

The deferred income tax asset not recognised at 31 December 2022 and 31 December 2021 are £11,354,000 and £11,259,000 respectively.

9. Property Plant and Equipment

£ '000	Fixtures, fittings and equipment	Total
Cost		
30 June 2020	3	3
Net Additions / disposals	-	-
31 December 2021	3	3
Net Additions / disposals	-	-
31 December 2022	3	3
Charge / impairment		
30 June 2020	-	-
31 December 2021	(3)	(3)
31 December 2022	(3)	(3)
Carrying Value		
31 December 2021	-	-
31 December 2022	-	-

10. Trade and Other Receivables

£ '000	Audited as at 31 Dec 22	Audited as at 31 Dec 21
VAT recoverable	-	78
Prepayments and other receivables	-	8
	-	86

11. Trade and Other Payables

£ '000	Audited as at 31 Dec 22	Audited as at 31 Dec 21
Trade payables	307	254
Accruals	679	674
Social security	-	4
	986	932

12. Cash Used in Operations

£ '000	12 months ended 31 Dec 22	18 months ended 31 Dec 21
Loss before income tax – continuing operations	(499)	(1,111)

Gain before income tax discontinued operations	-	-
Loss before tax	(499)	(1,111)
Discontinued operations	-	-
Increase/(decrease) in trade and other payables	54	246
Depreciation, amortisation and impairment	-	3
Decrease/(increase) in receivables	84	36
Non-cash transaction – effective interest charge	338	386
Cash flows used in operating activities	**(23)**	**(378)**

13. Ordinary Share Capital and Share Premium Account

The company undertook a reorganisation of it's share capital in October 2015 and again in year ended June 2020. Under the Companies act 2006 a company is unable to issue shares at a subscription price which is lower than the nominal value. Therefore, in order to raise additional funding a reorganisation of the Company's share capital was performed. The reorganisation subdivided existing shares into new ordinary shares with a nominal value of £0.001 and deferred shares with a nominal value of £0.009. The deferred shares, amongst other things, are not traded, do not receive dividends and do not have voting rights. The issuance of new ordinary shares will not require the issuance of deferred shares to new subscribers.

Authorised, issued and fully paid:	Number of shares 000's	Ordinary Share Capital £
Ordinary shares of 0.0001p each	4,465,393	4,465
Deferred shares of 0.0999p each	180,792	189,603

The weighted average number of ordinary shares in issue during the period was 3,969,616,961 (December 2021: 3,969,616,961)

As at 31 December 2022, the following warrants relating to the Company's ordinary share capital had been issued.

	Ord. Shares	Exercise Price GBP £	Expiry
Warrants: Company's Broker	8,333,333	0.00030	3 April 2024
Warrants: Various	110,000,000	0.000625	19 January 2024
Warrants: Various	1,075,000,000	0.00025	11 March 2023

14. Share-based payments

The Company operated an equity-settled share-based payment arrangement in the year, whereby share options have been granted to qualifying employees, and to certain members of senior management who are self-employed.

The Company recognised an expense relating to equity-settled share-based payment transactions of £nil during the period to 31 December 2022 (31 December 2021: £nil).

Details of movements in share options during the current and prior periods are as follows:

	Audited as at 31-Dec 22		**Audited as at 31-Dec 21**	
	Number of share options thousand	**Weighted average exercise price pence**	Number of share options thousand	Weighted average exercise price pence
Outstanding at start of period	192,000,000	0.0961	**192,000,000**	**0.0961**
Granted during the period	-	-	-	-
Lapsed during the period	(12,000,000)	0.0375	-	-
Exercised during the period	-	-	-	-
Outstanding at period end	180,000,000	0.0625	**192,000,000**	**0.0961**
Exercisable at period end	180,000,000	0.0625	**192,000,000**	**0.0961**

The table below shows details in relation to options outstanding at the period end:

		31 Dec 2022		31 Dec 2021	
Performance share plan	Average exercise price pence	**Number of share options thousand**	**Contractual life remaining years**	Number of share options thousand	Contractual life remaining years
27 Feb 2017	0.6000	-	-	**12,000,000**	**0.16**
11 Apr 2018	1.2540	-	-	-	-
5 Mar 2019	0.6700	-	-	-	-
4 Nov 2019	0.0625	**180,000,000**	**1.84**	**180,000,000**	**2.84**

There were no performance share plan options granted during the period 31 December 2022 (31 December 2021: nil).

15. Net debt

£ '000	YA Global	C4 Loan	Total
Balance 30 Jun 20	(200)	(966)	(1,166)
Loan write-off	10	-	10
Effective interest charge	-	(386)	(386)
Balance 31 Dec 21	(190)	(1,352)	(1,542)
Loan write-off	-	-	-
Effective interest charge	-	(338)	(338)
Balance 31 Dec 22	**(190)**	**(1,690)**	**(1,880)**

In October 2019, Shard Capital Management Limited ('Shard') sold its interest in the Shard Loan to C4 Energy Limited ('C4'). Following the novation of the loan, the Company agreed refinancing terms with C4 and entered into a convertible loan note instrument resulting in the issuance of loan notes with a par value of £2,500,000. The notes are convertible into ordinary shares at a fixed price of 0.05p per share at the option of the lender, are freely transferable and repayable in full at the maturity date in October 2024. The notes are unsecured and carry a nil interest coupon.

In accordance with IAS 32, judgement is requirement when determining the classification of financial instruments in terms of liability or equity. These judgements include an assessment of whether the financial instrument includes any embedded derivative features, whether it includes contractual obligations upon the

Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party, and whether that obligation will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Under the terms of accounting standard IAS 32, the C4 loan note instrument is assessed to be a non-derivative compound financial instrument and as such the Company is required to recognise separately the components of the financial instrument that (a) creates a financial liability and (b) grants an option to the holder of the instrument to convert it into an equity instrument of the entity. In establishing the value of these components, an effective interest rate must be used. The value of the liability component is determined by discounting the par value at the effective interest rate upon initial recognition. The discount rate used for this purpose has been assessed to be 25%. By reference, the cost of capital of the Shard loan was used as a start point in forming this judgement; a sensitivity of +/- 5% in the interest rate would result in a decrease/increase in the value of the liability component as at the reporting date of £146,000/£185,000 and an increase in the finance expense of £3,000/£2,000. The discount is then unwound over the remaining life of the loan. The value attributable to equity component represents the residual interest in the instrument upon initial recognition. Consequently, at the point of initial recognition, the sum of the carrying amounts assigned to the liability and equity components is always equal to the value of the instrument as a whole, namely £2,500,000.

The Company remains contractually obligated to settle the full £2,500,000 which remains outstanding until it is extinguished through conversion, maturity of the instrument, or some other transaction.

The Company also has a loan with YA Global. In March 2020, the Company reached a settlement agreement with YA Global regarding amounts owing to them upon satisfactory completion of a transaction constituting a reverse takeover. YA Global has indicated it may accept settlement via newly issued ordinary shares.

16. Financial Instruments

The Company's principal financial instruments comprise cash, trade and other receivables, trade and other payables and accruals and loan amounts owed, which are set out in the Statement of Financial Position. The carrying values of the Company's financial instruments approximate their fair values due to the short-term maturity and normal trade credit terms of these instruments.

Financial instruments issued by the Company are treated as equity only to the extent they meet the relevant conditions in accordance with IAS 32. Specifically, the Company's loan with C4 is the only such instrument issued by the Company, refer Note 15. Credit risk and expected credit losses on receivables is considered negligible.

Credit risk on liquid funds is considered limited because the Company counterparty exposure is to a UK and international bank with an investment grade credit rating. Credit risk and expected credit losses on receivables is considered negligible. Liquidity risk implies maintaining sufficient funds to meet the Company's liabilities when they fall due. The Board has been disciplined in managing the Company's cash and commitment positions actively engaging with creditors and advisors to ensure committed credit lines are agreed and reasonable and through its regular review of the Company's cash forecast. The liquidity risk associated with the C4 loan is considered negligible.

17. Related party transactions

There have been no related party transactions in the year.

18. Events subsequent to period end

On 12 January 2024 the Company entered into an agreement with MBD Partners SA to raise up to £750,000 of funding for the purpose of working capital and acquisition transaction costs, via the issuance of a convertible loan note maturing 24 months from the date of issue and convertible at the election of the noteholder into ordinary shares of the Company at 80% of the relisting share price of the Company on readmission to trading on AIM/LSE following completion of an acquisition of a suitable project by way of Reverse Take Over (RTO). The funding under this agreement is available to the Company in 2 tranches, with the first tranche of £250,000 having been made available on execution of the agreement and the second tranche of £500,000 becoming available to the Company to drawn down once an SPA for the acquisition of a suitable project has been executed.

On 15 December 2023, creditors to whom the company owed £148,204 agreed, subject to Shareholder's approval in a general meeting, that the Company shall issue 973,007,475 new ordinary shares on readmission of the Company shares to trading on AIM/LSE, in full and final settlement of the amount owed.

On 8 December 2023, an agreement was entered into with the holders of the £2,500,000 convertible loan notes in issue at the reporting date. The parties agreed that the entire balance of £2,500,000 owing shall be settled in full through the issuance of 16,192,122,950 new ordinary shares on readmission of the Company shares to trading on AIM/LSE, subject to Shareholder approval at a general meeting.

On 22 November 2023 the Company announced that it had raised a further £50,000 in funding by the placing of 892,857,143 new ordinary shares in the Company at a price of 0.0056 pence per share.