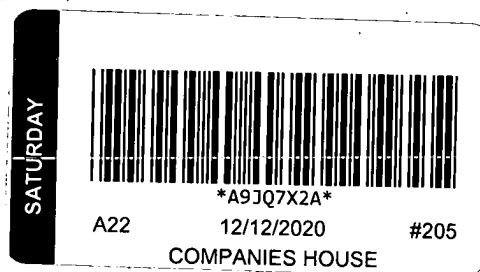


Registered number: 08039437

RUST RESOURCES HOLDCO LIMITED

Annual Report and Financial Statements

For the Year Ended 31 December 2019



RUST RESOURCES HOLDCO LIMITED

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RUST RESOURCES HOLDCO LIMITED

Company Information

Directors

L M Guiliano
H M Smith
D E Spencer
R Fielding
G Lennox

Registered number

08039437

Registered office

Egerton House
68 Baker Street
Weybridge
KT13 8AL

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors and
Donington Court
Pegasus Business Park
Herald Way
East Midlands
DE74 2UZ

RUST RESOURCES HOLDCO LIMITED

Directors' Report For the Year Ended 31 December 2019

The directors present their annual report and the audited financial statements of Rust Resources Holdco Limited (the "Company") for the year ended 31 December 2019.

Directors

The directors who served during the year and up to the date of signing the financial statements were:

L M Guiliano
H M Smith
D E Spencer
R Fielding
G Lennox

Going concern

The company has net liabilities as a result of loan notes payable to the directors and their partners. A letter of support and a letter of representation has been received from the Company's directors and loan note holders, to confirm that the loan notes will not be called for repayment during the going concern period, and a letter of support has been received from the directors of two group subsidiary companies to confirm that they will continue to provide financial support to the company by not demanding repayment of any intercompany balance due by the company throughout the going concern period unless the company has the financial capability to do so. Consequently, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). 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 that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

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 enable them to ensure that the financial statements comply with the Companies Act 2006.

RUST RESOURCES HOLDCO LIMITED

Directors' Report (continued) For the Year Ended 31 December 2019

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

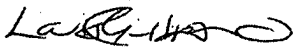
Independent auditors

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:



L M Guiliano
Director

Date: 4th December 2020

RUST RESOURCES HOLDCO LIMITED

Independent Auditors' Report to the Members of Rust Resources Holdco Limited

Report on the audit of the financial statements

Opinion

In our opinion, Rust Resources Holdco Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report And Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2019; the Statement of Income and Retained Earnings for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit; or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

RUST RESOURCES HOLDCO LIMITED

Independent Auditors' Report to the Members of Rust Resources Holdco Limited (continued)

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

RUST RESOURCES HOLDCO LIMITED

Independent Auditors' Report to the Members of Rust Resources Holdco Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

L. Gartside

Lucy Gartside (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
East Midlands

Date: 4 December 2020

RUST RESOURCES HOLDCO LIMITED

Statement of Income and Retained Earnings For the Year Ended 31 December 2019

	2019	2018
	£	£
Administrative expenses	-	-
Result for the financial year	-	-
Accumulated losses		
Accumulated losses at the beginning of the financial year	(1,743,808)	(1,743,808)
Result for the financial year	-	-
Accumulated losses at the end of the financial year	(1,743,808)	(1,743,808)

The notes on pages 9 to 14 form part of these financial statements.

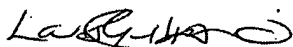
RUST RESOURCES HOLDCO LIMITED
Registered number: 08039437

Balance Sheet
As at 31 December 2019

	Note	2019 £	2018 £
Current assets			
Debtors	6	116,288	396,281
Creditors: amounts falling due within one year	7	(1,858,996)	(2,138,989)
Net current liabilities		(1,742,708)	(1,742,708)
Net liabilities		(1,742,708)	(1,742,708)
Capital and reserves			
Called up share capital		1,100	1,100
Accumulated losses		(1,743,808)	(1,743,808)
Total shareholders' deficit		(1,742,708)	(1,742,708)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements on pages 7 to 14 were approved and authorised for issue by the board and were signed on its behalf by:



L M Guiliano
Director

Date: 4th December 2020

The notes on pages 9 to 14 form part of these financial statements.

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

1. General information

Rust Resources Holdco Limited (the "Company") is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is Egerton House, 68 Baker Street, Weybridge, KT13 8AL.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied consistently throughout the year:

2.2 Going concern

The company has net liabilities as a result of loan notes payable to the directors and their partners. A letter of support and a letter of representation has been received from the Company's directors and loan note holders, to confirm that the loan notes will not be called for repayment during the going concern period, and a letter of support has been received from the directors of two group subsidiary companies to confirm that they will continue to provide financial support to the company by not demanding repayment of any intercompany balance due by the company throughout the going concern period unless the company has the financial capability to do so. Consequently, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2.3 Consolidation

The Company has taken the small companies exemption as outlined by FRS 102 1A S1A.21, so as to not prepare consolidated financial statements.

2.4 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

2. Accounting policies (continued)

2.6 Financial instruments (continued)

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Income and Retained Earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

2. Accounting policies (continued)

2.8 Current and deferred taxation

Tax is recognised in the Statement of Income and Retained Earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

3. Auditors' remuneration

	2019 £	2018 £
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	<u>6,813</u>	<u>6,489</u>
Fees payable to the Company's auditors in respect of:		
Taxation compliance services	1,680	1,600
All other services	<u>1,523</u>	<u>1,450</u>
	<u>3,203</u>	<u>3,050</u>

Audit fees are borne by a subsidiary Rust Resources Limited and are not recharged to the Company.

4. Employees

The Company has no employees other than the directors who are remunerated through another company within the Group (2018: Nil).

5. Investments

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Rust Resources Limited	Egerton House, 68 Baker Street, Weybridge, England, KT13 8AL	Recruitment of personnel and consultants to the oil and gas industry.	Ordinary	100%
Rust Resources Inc	701 Brazos Ste 720, Austin, Texas USA 78701	Recruitment of personnel and consultants to the oil and gas industry.	Ordinary	100%
Falkland Island Oil Services Limited	56 John Street, PO Box 21, Stanley, Falkland Islands, FIQQ 1ZZ	Dormant	Ordinary	49%
RR Personnel (Singapore) PTE. Ltd	24 Raffles Place, #24-03 Clifford Centre, Singapore, 048621	Dormant	Ordinary	100%

The investments are held at £Nil on the Balance Sheet (2018: £Nil).

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

6. Debtors

	2019	2018
	£	£
Amounts owed by group undertakings	114,706	394,699
Other debtors	1,302	1,302
Tax recoverable	280	280
	116,288	396,281

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Trade debtors are stated after provisions for impairments of £Nil (2018: £Nil).

7. Creditors: amounts falling due within one year

	2019	2018
	£	£
Loan notes	1,838,987	2,118,980
Trade creditors	80	80
Amounts owed to group undertakings	19,879	19,879
Other creditors	50	50
	1,858,996	2,138,989

The loan notes are interest free and repayable on demand.

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

RUST RESOURCES HOLDCO LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2019

8. Related party transactions

Include within creditors at the Balance Sheet date are loan notes payable to the directors and their partners to the value of:

	2019 £	2018 £
Richard Fielding	311,515	358,953
Claire Fielding	310,096	357,305
Geoff Lennox	315,519	363,758
Amy Lennox	306,672	353,360
David Spencer	44,511	51,281
Lesley Spencer	44,549	51,281
Mark Cooper	178,805	206,028
Deborah Cooper	74,017	85,204
Helen Smith	44,505	51,281
Ronald Smith	44,554	51,281
Louise Guiliano	82,122	94,624
Laura Polo	82,122	94,624
	1,838,987	2,118,980

Within other debtors at 31 December 2019 is an amount of £1,200 (2018: £1,200) due from Oil Consultants Limited, a company which shares directors with the Company.

Within other creditors at 31 December 2019 is an amount of £50 (2018: £50) due to Geoff Lennox, a shareholder of the Company.

9. Ultimate parent undertaking and controlling party

Rust Resources Holdco Limited is wholly owned and controlled by the directors of the Company. The directors do not consider there to be any one controlling party.

10. Post balance sheet events

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity. We have taken a number of measures to monitor and mitigate the effects of COVID-19, such as safety and health measures for our people (such as social distancing and working from home) and securing a process for travel that is essential to our business.

At this stage, the impact on our business and results has not been significant and based on our experience to date we expect this to remain the case. We will continue to follow the various government policies and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our people.

For the purpose of these financial statements, the impact of Covid-19 is considered as a non-adjusting post balance sheet event. The directors have reviewed the balance sheet and are not aware of any significant impairment since 31 December 2019 as a result of Covid-19 that would be required to be disclosed.