KIBO ENERGY PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

INDEX

CORPORATE DIRECTORY

BOARD OF DIRECTORS:	**Louis Coetzee**	Chief Executive Officer & Acting Chairman
	Noel O'Keeffe	Technical Director (Non-Executive Director)
	Ajay Saldanha	Non-Executive Director
COMPANY SECRETARY:	**Noel O'Keeffe**	
REGISTERED OFFICE:	17 Pembroke Street Upper Dublin 2, Ireland	
BUSINESS ADDRESS - IRELAND:	Gray Office Park Galway Retail Park Headford Road Galway, Ireland	
AUDITORS:	**Crowe Ireland** 40 Mespil Rd Dublin 4 D04 C2N4 Ireland	
STOCK EXCHANGE LISTING:	London Stock Exchange: AIM - (Share code: **KIBO**) – Primary Johannesburg Stock Exchange: JSE Alt X - (Share Code: **KBO**) – Secondary	
SHARE REGISTRARS:	**United Kingdom & Ireland** **Link Registrars Ltd** Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79	
	South Africa **JSE Investor Services (Pty) Ltd** One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 South Africa	
PRINCIPAL BANKERS:	**Allied Irish Banks PLC** Tuam Road Galway Ireland	
JOINT BROKER:	**Hybridan LLP** 1 Poultry London EC2R 8EJ	
JOINT BROKER:	**Shard Capital Partners LLP** 23rd Floor 20 Fenchurch Street London, EC3M 3BY	
UK PUBLIC RELATIONS:	**Lifa Communications** 32 Fricker Road Illovo, Johannesburg 2169, South Africa	

CORPORATE DIRECTORY

SOLICITORS:	*As to Irish Law:* **OBH Partners** 17 Pembroke Street Upper Dublin 2 Ireland *As to English Law:* **Druces LLP** Salisbury House London Wall London EC2M 5PS
UK NOMINATED ADVISER:	**Beaumont Cornish Limited** Building 3 566 Chiswick High Road London W4 5YA
JSE DESIGNATED ADVISER:	**River Group** Unit 2, 211 Kloof Street Waterkloof Pretoria, South Africa
WEBSITE:	www.kibo.energy
CONTACT:	info@kibo.energy
DATE OF INCORPORATION:	17 January 2008
REGISTERED NUMBER:	451931

CHAIRMAN'S REPORT

Chairman's Statement

I am pleased to provide a review of Kibo Energy PLC ("Kibo" or the "Company") and its subsidiaries' (together with Kibo, the "Group") activities for the 2022 FY reporting period and to present our full-year audited accounts for 2022.

Kibo, still a relatively newcomer to the sustainable clean and renewable energy sector, has made significant progress in waste-to-energy, biofuel, reserve power, and battery storage projects. Despite significant market challenges, Kibo remains resilient, focused and committed to its goals. The Company has successfully transitioned into a clean / renewable energy company and has acquired a strong project portfolio in the UK and Southern Africa.

To provide context, I will offer a concise summary of the year's activities outlined in more detail elsewhere in this annual report:

- Joint venture with IGES converts un-recyclable plastic into syngas, secures power purchase agreement for waste-to-energy facility;
- Kibo acquires Shankley Biogas Limited and invests in Mast Energy Developments PLC for waste-to-energy and reserve energy projects;
- Initiates work program to establish the viability of substituting coal with biofuel in thermal power plants and renews MoU with Tanzanian Government for the Mbeya Power Project;
- Entered Long Duration Energy Storage sector through strategic agreement with Enerox GmbH and establishes joint venture with National Broadband Solution (Pty) Ltd; and
- New appointments made to the board, retirements of long-serving directors.

Kibo is pioneering the energy landscape in its approach to the Company's strategic shift towards sustainable and renewable assets. Through groundbreaking ventures and partnerships, we are driving advancements in waste-to-energy, biofuel, reserve power, and long-duration battery storage. With a forward – looking focus on innovation to address the challenges in maintaining stable base load generation while transitioning to sustainable renewable energy generation solutions, Kibo is contributing to a productive, greener and brighter future.

In terms of International Financial Reporting Standards (IFRS), intangible assets with an indefinite life must be tested for impairment on an annual basis. The change in the Group's strategy during 2021 to move toward renewable energies coupled with global divestments in fossil fuel assets, resulted therein that the Group recognised impairment of £5,504,216 (2021: £20,088,240) related to its coal assets. The result for the reporting period amounted to a loss of £10,908,524 for the year ended 31 December 2022 (31 December 2021: £23,148,155) as detailed further in the Statement of Profit or Loss and Other Comprehensive Income, and further details on financial activities are detailed elsewhere in the Annual Report. The loss is primarily due to the impairment of non-current assets, referred to above.

In closing, I would like to acknowledge the support of our shareholders and all stakeholders as we continue with advancing our new project portfolio. I would like to thank our Board, as well as management and staff, for their continued support and commitment in advancing Kibo.

Louis Coetzee
Chairman
28 June 2023

REVIEW OF ACTIVITIES

CEO Report

Introduction

During 2022, the Group demonstrated its firm commitment to transition the Group into a sustainable renewable energy company, despite challenging conditions. We solidified our position in sectors like Waste to Energy, Biofuel, Reserve Power, and Renewable Energy Generation Long Duration Battery Storage. Focusing on Southern Africa and the UK, our achievements have been significant.

Operations

Sustineri Energy Joint Venture – Waste-to-Energy Project (South Africa)

Kibo and Industrial Green Energy Solutions (IGES) have formed Sustineri Energy (Pty) Ltd, aiming to generate over 50 MW of electricity in South Africa through waste-to-energy projects. Pyrolysis technology will convert non-recyclable plastics into syngas.

- Kibo provides £560,000 financial support, including an equity loan.
- First phase: phased construction of c. 8 MW Waste to Energy facility in Gauteng.
- 20-year conditional Power Purchase Agreement secured for initial 2.7 MW phase.
- JV explores synthetic oil production for additional revenue and profitability from the original project design. Viability assessments are being conducted; a feasibility optimisation study is underway for oil integration into original design.
- Kibo identifies additional waste-to-energy opportunities in pursuit of c. 50 MW capacity.
- Lesedi Nuclear Services selected as strategic partner for EPC and O&M.

Southport – Waste-to-Energy Project (UK)

Kibo has entered into a share purchase agreement to acquire Shankley Biogas Limited, securing the rights to the Southport project—a 12 MW Waste to Energy initiative near Liverpool, UK. The project aims to generate bio-methane, power a 10 MW CHP plant, and a 2 MW battery storage facility. Shankley Biogas Limited has secured a favourable conditional Power Purchase Agreement (PPA) and Gas Purchase Agreement (GPA) with a reputable buyer. The project has received full planning permission and has established grid and gas connection points. Financial estimates demonstrate promising returns and value for the project.

With reference to the qualified audit opinion on the Company's investment in Shankley Biogas Limited, Kibo was unable to provide the auditor with sufficient appropriate audit evidence about the carrying values of the investment in Shankley and its associated assets and liabilities, as included in the Group and Company Balance Sheet as at 31 December 2022. This is because of a dispute with the vendor due to the vendor's inability to provide sufficient and reliable financial information for Shankley Biogas Limited, despite numerous requests in this regard, and the Company being unable to agree an option to lease agreement in respect of the site with the vendor. The Company is currently engaged in constructive negotiations to reach an amicable resolve for the ongoing dispute and is confident that this will be settled soon.

Legacy Coal Projects – Tanzania, Botswana and Mozambique and Biofuel Initiative

Kibo is actively pursuing sustainable fuel sources for its energy projects in Tanzania, Botswana, and Mozambique.

- Kibo aims to divest from coal assets while retaining energy projects through innovative biofuel technology. Recent testing showed the superior potential of biomass (bio coal) compared to conventional coal in industrial boilers.
- The company has initiated a technical study to assess the feasibility of replacing fossil fuels with renewable biofuel. In this regard, Kibo has appointed an experienced international biomass and biofuel consultant to evaluate the economic and operational feasibility of implementing bio coal as a fuel replacement for utility-scale power projects.
- Kibo is in discussions with the Tanzanian government for the Mbeya Power Project, aligning with the Tanzanian Power System Master Plan. A renewed MOU with TANESCO outlines the framework for finalizing power purchase and implementation agreements.

REVIEW OF ACTIVITIES

Long Duration Energy Storage

Kibo's CellCube Vanadium Redox Flow Battery Energy Storage Systems (VRFB BESS) strengthens the Company's Southern Africa project development with durable, long-duration energy storage for renewables, addressing key aspects such as load shedding and grid stability.

- The partnership with Enerox GmbH secures qualified exclusive rights to deploy VRFB Energy Storage Systems, advancing our commitment to sustainable energy.
- Kibo's role as a project developer includes the prospective manufacturing specific CellCube BESS, driving our clean energy solutions.

Investments

Mast Energy Developments PLC ("MED")

Since its IPO in April 2021, MAST Energy Developers (MED), in which Kibo holds a 57.86% investment has been steadily advancing towards its goal of establishing a portfolio of flexible power sites in the UK, aiming for a capacity of up to 300 MW. MED's recent addition of the Hindlip Lane and Stather Road projects, alongside existing gas peaker plants, brings them closer to this target. The company's announcement of a heads of terms for a Joint Venture Agreement, with a significant investor providing an investment of c. £33.6 million, positions MED to accelerate project acquisition and achieve their capacity goal within the next two years.

Further information on these projects and the latest MED updates can be found on its website at www.med.energy.

Katoro Gold PLC – Mineral Exploration

During 2022, Kibo's 20.88% investment in Katoro Gold PLC yielded progressive results in their projects in Tanzania and South Africa. While the planned listing and IPO for the Blyvoor gold tailings joint venture was delayed, Katoro is actively seeking funding options for its development. In Tanzania, Katoro made progress with drilling phases in the Haneti Nickel-PGM Project and reestablished a joint venture interest in the Imweru Gold Project, restructuring the transaction with Lake Victoria Gold for the asset's development.

Further information on the Katoro projects and the latest updates can be found on its website at www.katorogold.com.

Corporate

In 2022, Kibo underwent financial and organizational changes, issuing shares to settle invoices, fees, and debts.

- Share Issuance: Kibo issued 108,540,021 new ordinary shares at various prices to settle invoices, implementation fees, and outstanding debts.
- Director and Management Changes: In a series of key transitions, Christian Schaffalitzky and Chris Schutte retired, and Andreas Lianos resigned from their director positions. Ajay Saldanha joined the Board in early 2023, while Pieter Krügel took on the role of CEO at Mast Energy Developments PLC. Cobus van der Merwe assumed the position of Kibo Group CFO, and Peter Oldacre was appointed as the Group Business Development Executive. Shard Capital Partners LLP became a joint broker alongside Hybridan LLP, and Beaumont Cornish took over as the new Nomad. These changes aimed to fortify internal management capacity and support strategic growth.

Despite Kibo's proven ability to secure ongoing funding, unexpected and uncontrollable obstacles during Q4 2022 disrupted its annual funding plans, causing a loss of time and moreover, business continuity.

- The Company faced an initial setback with the unexpected resignation of the previous NOMAD, resulting in a mandatory suspension from AIM and a pause in closing planned funding initiatives.
- Additionally, major shareholders faced voting challenges arising from a technical problem within the Euroclear system preventing them from voting from outside the EU jurisdiction during critically important extraordinary general meetings.
- Despite the correction of, and recovery after the NOMAD and Euroclear issues and the subsequent resumption of funding plans, this created severe delays in securing funding, resulting in extensive operational disruption and progressive execution. Nevertheless, the situation was contained, and the company is back on track.

Kibo remains confident in its ability to adequately address its short and medium terms funding requirements through various strategic partnerships and creative funding solutions. Recent success in this regard is demonstrated by the various initiatives set out below:

REVIEW OF ACTIVITIES

- Convertible Loan Note Redeemable Instrument (CLN): In January 2022, a CLN was issued to settle debts. The maturity date was extended multiple times, with a final date set for April 28, 2023. Noteholders converted £714,517 worth of Notes into 510,369,286 Kibo shares.
- Bridge Loan Facility: In February 2022, Kibo secured a bridge loan facility of £1 million with an institutional investor. The loan carried a fixed coupon interest rate of 3.5% and was originally due for repayment in June 2022. To settle a facility implementation fee of £70,000, shares were issued. The repayment date was extended to April 2023, and the investor gained the right to trade Mast Energy Developments PLC shares worth up to £250,000, offsetting the outstanding amount.
- Reprofiling Agreement: Kibo implemented a Reprofiling Agreement on April 11, 2023, converting £1,113,980 of the bridge loan facility into a 24-month term loan. Additionally, Convertible Loan Notes were converted to shares, warrants were repriced and exercised, and new warrants were awarded. The agreement took effect on April 25, 2023, with the issuance of new warrants and shares.

Louis Coetzee
Chief Executive Officer
28 June 2023

CORPORATE GOVERNANCE REPORT

The Kibo board (the "Board") aims to conform to its statutory responsibilities and industry good practice in relation to corporate governance of Kibo Energy PLC ("Kibo" or the "Company") and its subsidiaries (together with Kibo, the "Group"). The Board has adopted the latest version of the QCA Corporate Governance Code (2018) ("QCA Code") and endeavours to follow its ten principles ("the Principles") with due regard to the stage of development of the Group .

In addition to my role as non-executive chairman of the Board, I am also the chairman of the Company's Governance Committee and retain primary responsibility for the design, implementation, articulation, review and updates of the Company's corporate governance policy. The Governance Committee meets at least once a year and makes recommendations to the Board to ensure the Company's corporate governance policy remains aligned with the Principles as it grows.

The following are the principal ways in which the Group meets these requirements.

1. Establish a strategy and business model which promotes long-term value for shareholders

The Company has established a strategy and business model which it believes will promote long term value for shareholders. This business model spans the Group's financial, technical and operational areas and is continually updated as the Group's project portfolio expands. The Company believes its current business model will deliver long term value to shareholders by providing diverse exposure to the growing demand-led energy markets in sub-Saharan Africa and the UK. It further believes that this business model is appropriate to protect the Company from unnecessary risk and secure its long-term future.

2. Seek to understand and meet shareholder needs and expectations

The Company seeks to understand and meet shareholder needs and expectations by engaging with them across a range of platforms including regular investor presentations, Q&A forums, investor relations company services, social media sites and at its Annual General Meeting where the Board encourages the active participation of shareholders on important and relevant matters, including the Group's strategy, financial performance, and operational and commercial developments. The Company provides contact details on its RNS and SENS announcements where shareholders can contact the appropriate senior Company representatives or advisors directly with their queries together with a dedicated email address for shareholder feedback. The Board receives regular shareholder feedback and provides prompt responses through all these communication channels and therefore believes it adequately meets its shareholders expectations in this regard.

3. Consider wider stakeholder and social responsibilities and their implications for long-term success

The Company firmly believes that the energy development projects that form the basis of its business model will substantially benefit the countries and regions in which it operates. It fosters a culture of open communication with all stakeholders who may be impacted by its activities. Its strategy and business model are designed to minimise any negative impact of its activities on the communities where it operates and on the environment.

The Company's project areas are located in South Africa, Tanzania, Botswana, Mozambique and the United Kingdom. Staff and locally appointed representatives at the Company's project offices provide a first point of contact for stakeholders to receive information on the Company's activities and provide feedback on any issues or concerns they may have. The Company has appointed dedicated liaison officers to communicate with stakeholder groups e.g., local & regional government officials, central government departments, community groups and local suppliers to keep them continuously updated on project activities and plans. Management conveys to the Board in a timely manner through formal reporting channels and at operational review meetings any substantive concerns of stakeholders and where necessary, the Board mandates appropriate action be taken to address these concerns.

In support of the Company's social responsibility towards the local communities among which it works, it has implemented a Corporate Social Responsibility Plan ("CSR Plan"). The first phase of this plan saw the building and refurbishment of school buildings in two local villages close to its MCPP project in southern Tanzania. As the company has undertaken a strategic shift in its business away from mineral resource projects to renewable energy projects in the last two years, it will update its CSR Plan to focus on its new projects in the UK and Africa and implement new initiatives specifically tailored to its new areas of operation.

Successive phases of this CSR Plan will be implemented commensurate with and contingent on the construction, commissioning and management of its waste-to-energy, long term battery storage, biofuel and reserve power projects which are still in the early stages of development. These phases will include, inter alia, support of health care, education & employment opportunities, local business development and public infrastructure development.

CORPORATE GOVERNANCE REPORT

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board has considered mechanisms by which the business and the financial risks facing the Group are managed and reported to the Board. The principal business and financial risks have been identified and control procedures implemented. The Board acknowledges its responsibility for reviewing the effectiveness of the systems that are in place to manage risk and to provide reasonable but not absolute assurance on the safeguarding of the Group's assets against misstatement or loss.

The major risks facing the Company are clearly identified in the Directors' Report on page 15 The Company relies on internal and external assessments of its systems for managing risk and it believes the continuous implementation of recommendations from these reviews provide the Board with adequate assurance that its systems for managing risks are effective.

The Company's Audit Committee is the primary body that is tasked with identifying, assessing and managing risk. The principal risks identified across all aspects of the Company's operation include, inter alia, risks associated with foreign exchange, strategy, funding, staffing, political stability and commercial activities. The Audit Committee regularly reviews reports from Management across all financial and operational activities enabling it to identify and assess risks and make recommendations to the Board where appropriate for mitigation. Similarly, it also informs the Board where it identifies business opportunities that may be beneficial to the Company. The Audit Committee's other core function is to review and, if in order, recommend the annual financial statement to the Board for approval. Where the Company's auditors have identified risks or any shortcomings in accounting procedures, the Audit Committee brings these to the Board's attention for mitigation and/or rectification. The Audit Committee Report on page 29 provides further details on the committee's activities during 2022.

The Company maintains a Risk Register which is updated quarterly. This document is the cornerstone of its Risk Management Policy and a key tool in monitoring the effectiveness of remedial action proposed by the Audit Committee on an on-going basis.

5. Maintain the board as a well-functioning, balanced team led by the chair

The Board regularly meets to monitor and approve the strategy and business model for the Group.

The Board comprises an executive chairman who is also the CEO and two non-executive directors. One of the non-executive directors (Ajay Saldanha), is considered by the Board to be an independent director. The Board considers non-executive directors to be independent when they are independent of Management and free from any business or relationship that would materially interfere with the exercise of independent judgment as a Board member.

The Executive director comprise the Company's CEO who dedicates 100% of his time to the Group. The non-executive directors dedicate as much time as is required for them to fully carry out their duties for the Group including overseeing corporate governance arrangements and serving on board committees. One of the non-executive directors, Noel O'Keeffe, also serves as the Company secretary. The functions and composition of the various Board sub-committees are outlined in Section 9 below.

The Board alone is responsible for:

- formulating, reviewing and approving the Group's budgets and major items of capital expenditure;
- formulating the Group's major policies and strategy;
- monitoring and reviewing the Group's performance and achievement of goals;
- approval of Financial Statements and Annual Report;
- major contracts and transactions;
- board and management structure and appointments (the whole Board acts as the Nominations Committee);
- effectiveness and integrity of internal control and management information systems; and
- overall corporate governance of the Group.

An agenda and all supporting documentation are circulated to the directors before each Board meeting. Open and timely access to all information is provided to directors to enable them to bring independent judgement on issues affecting the Group and facilitate them in discharging their duties. The Board met twenty four (24) times during the last financial year to 31 December 2022 with on average >90% attendance during this period.

CORPORATE GOVERNANCE REPORT

In accordance with the Articles of Association of the Company, one third of the Board is required to retire each year at the Company's AGM but directors so resigning can put their name forward for re-election. The Board sets the Group's strategy and monitors its implementation through management and financial performance reviews. It also works to ensure that adequate resources are available to implement strategy in a timely manner.

The Board is accountable to the shareholders for delivery of sustained value growth. In order to support its duties and responsibilities the Board implements control procedures, such as quarterly operational review meetings, that assess and manage risk and ensure robust financial and operational management within the Group.

6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The Board considers that there is an appropriate balance between the Executive and non-executive directors and that no individual or small group dominates the Board's decision making. The Board's members have a wide range of expertise and experience which the Board considers to be conducive to the effective leadership of the Group and to the optimisation of shareholder value.

The Board members' diverse range of skills and experience span technical, financial and operational areas relevant to the management of the Company. Summary biographies of each Board member are shown on the Company's website and in the Directors' Report on page 15. Directors keep their skill sets up to date by attendance at, and participation in, various events organised by their respective industry sectors and/or by participation in continuing professional development courses.

As the Company evolves, the Board composition will be reviewed to ensure appropriate expertise is always in place to support its business activities. It strives to align directors' responsibilities with their individual skills so they can optimally contribute to its current strategy and business model. The board is currently considering the appointment of new directors following the retirement of two non-executive directors during 2022. While the Board has not yet adopted any formal policy on gender balance, ethnicity or age group, it is committed to fair and equal opportunity and fostering diversity subject to ensuring appointees are appropriately qualified and experienced for their roles. The Company acknowledges that as it expands and grows its operations, it will be to its benefit to align its Board composition to reflect balance in the ethnicity and gender of its members.

The Company retains the services of independent advisors across financial, legal, investor relations, technical/engineering and IT fields that are always available to the Board. These advisors provide support and guidance to the Board and complement the Company's internal expertise.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The performance of the Board and Management of the Company is evaluated on an on-going basis by the Remuneration Committee ("Remcom"). The results of these evaluations are reflected in changes in the Executive remuneration levels recommended by the Remcom from time to time and in awards under the Company's Share Option and Management Incentive Schemes where it considers such awards are warranted. Remuneration levels are benchmarked against peer companies while performance awards are based on meeting pre-defined milestones such as successful project acquisitions or completion of significant project development phases. As the Company grows, the Board will develop more comprehensive human resource policies to provide both internal and external performance evaluations of its Board, senior management and staff including the provision for upskilling where necessary and to provide for Board member succession planning.

The Board considers that the corporate governance policies it has currently in place for Board performance reviews is commensurate with the size and development stage of the Company.

8. Promote a corporate culture that is based on ethical values and behaviour

The Company operates across several countries including Ireland, UK, Cyprus, South Africa, Tanzania, Botswana and Mozambique. In line with its international reach, the Company recognises the cultural diversity both internally and among its business partners, service providers and other stakeholders. The Board promotes corporate values that reflect its commitment to provide equal opportunity to all subject to its core principles that demand the adoption of ethical values and conduct at all times. In this regard it has developed robust whistle-blower and anti-corruption policies that Board, management, staff and service providers have signed up to. The Company's Anti-Corruption policy requires all Group personnel to declare conflicts of interest in any dealings on behalf of the Group and to excuse themselves from any negotiation on behalf of, or with, the Company in such circumstances.

CORPORATE GOVERNANCE REPORT

While the Company has not adopted a formal Code of Conduct at board level, management and staff behaviour is governed by the terms of individual employment (and supplier) contracts whose terms reflect the ethics and values of the Group. Together with other Company policies such as its whistle-blower and anti-corruption policies noted above, these establish a high standard of values and behaviour to which all personnel working for, or on behalf, of the Group are expected to adhere to. The Board monitors compliance with its ethical values through feedback from Management and has disciplinary procedures in place to take corrective action where required.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The Company has developed and adopted a variety of plans, policies, and procedures as part of its corporate governance framework to ensure that the Company is run in an efficient, effective and responsible manner. Key policies include:

Board Governance Plan

The Board Governance Plan is integrated into a Corporate Procedures Manual which sets out corporate governance structure and includes the terms of reference for the various Board Committees. In addition, the Corporate Procedures Manual outlines:

- high level financial controls;
- information system environment;
- forecasting & budget procedures;
- treasury operations;
- accounting policies;
- financial accounting procedures; and
- management reporting framework.

Securities Trading/Share Dealing Policy

The Company's Share Dealing Code sets out the Company's policy, procedures and restrictions for directors, management, staff and insiders in dealings in the Company's shares. It is compliant with AIM and FCA Rules and with the Company's obligations under the Market Abuse Directive (2016).

Continuous Disclosure and Market Communications Policy

The Company's policy is governed by the AIM Rules and the JSE Rules and all applicable national financial regulation in the UK, Ireland and South Africa.

Risk Management Policy

The Company has developed a Risk Register which is reviewed on a quarterly basis. The Risk Register reviews the risks around each aspect of management and operations and is scored by each Executive member of the Board in terms of probability and impact to derive an overall risk profile for the Company. The Risk Register also records the steps that are being taken to mitigate the major risks identified.

Health and Safety Policy & Procedures

All operating companies within the Group have their own Health and Safety Policy and Procedures ("HSE Policy") tailored to the particular jurisdiction and environment in which they are active. The Board retains overall responsibility to ensure appropriate HSE Policy is in place at all times and reviews this at its operations' review meetings.

CORPORATE GOVERNANCE REPORT

Environmental Policy

Kibo is committed to high standards of environmental protection across our business. Our goal is to protect people, minimise harm to the environment, integrate biodiversity considerations and reduce disruption to our neighbouring communities. We seek to achieve continuous improvement in our environmental protection performance. The Company will significantly expand and escalate our actions to meet our commitment to environmental protection commensurate with the start of plant construction and energy production on our projects. The results of environmental impact reports already completed and in progress across our projects will be used to carefully plan for environmental risk assessments and implement mitigating measures to protect the environment in association with relevant government bodies and local communities.

Anti-corruption and bribery Policy

The Company's Anti-corruption and bribery policy is in place to ensure that all directors, management, staff and suppliers to the Group conduct themselves in an honest and ethical manner at all times. It meets the requirements of the UK Bribery Act 2010.

Whistleblowing Policy

The Company's Whistleblowing Policy is informed by Whistleblowing Arrangements Code of Practice issued by the British Standards Institute and Public Concern at Work. Its objectives are:

- to encourage Group personnel to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- to provide Group personnel with guidance as to how to raise those concerns; and
- to reassure Group personnel that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

IT, communications and systems procedures

IT, communications and systems procedures are included in the Company's Corporate Procedures Manual and are designed to ensure a robust, upgradeable and secure IT system, with appropriate back-up to ensure any system failure will not be catastrophic for the continued operations of the Company.

The Chairman is responsible for providing leadership to the Board while the day-to-day management of the Group is delegated to the Executive Committee lead by the CEO. Currently the Chairman and CEO role are held by the same person, following recent director retirements during 2022 and the Company is evaluating candidates for appointment to the board including for a stand-alone Chairman in accordance with good governance practise. The CEO is primarily responsible for the Group's business performance and manages the Group in accordance with the strategies and business plan. The independent non-executive directors are responsible for providing independent advice and are considered by the Board to be independent of Management.

The Board/senior officer committees are the Governance Committee, Executive Committee, Remuneration Committee Audit Committee, and the Nomination Committee.

Governance Committee: Currently comprises one non-executive director. The Committee meets at least once a year to review the Company's ongoing compliance with the QCA Code and to make recommendations to the Board where it judges that there is a requirement to update, replace or expand corporate governance policies and procedures in line with current activities. The Governance Committee was chaired by Christian Schaffalitzky until his retirement from the board in September 2022, and Noel O'Keeffe is currently the only member pending the completion of appointment of new members to the Kibo board.

Executive Committee: Comprises one executive director and three senior Company officers: The Committee meets at least once a month. The Executive Committee is the core senior management team in the Company responsible for day-to-day management and operations. Its terms of reference are defined in the Company's Corporate Procedures Manual. The Executive Committee is chaired by Louis Coetzee and the other members are Louis Scheepers (COO), Cobus van der Merwe (CFO) and Peter Oldacre who was appointed Group Business Development Executive in March 2023.

CORPORATE GOVERNANCE REPORT

Remuneration Committee: Currently two non-executive directors. The Committee meets at least once a year to determine Company policy on senior executive remuneration, to make detailed recommendations to the Board regarding the remuneration packages of the executive directors and to consider awards under the Company's Share Option and Management Incentive Award schemes. The Chief Executive Officer is consulted on remuneration packages and policy but does not attend discussions regarding his own package. The remuneration and terms and conditions of the appointment of non-executive directors are determined by the Board. The Governance Committee was chaired by Christian Schaffalitzky until his retirement from the board in September 2022 with Ajay Saldanha being appointed as Chairman on 24 January 2023. Noel O'Keeffe was also appointed to the Renumeration Committee on 24 January 2023 to serve with Mr. Saldanha.

Audit Committee: Comprises one non-executive director. The Committee meets at least twice a year to consider the scope of the annual audit and the interim financial statements and to assess the effectiveness of the Group's system of internal financial controls and risk management systems. It reviews the results of the external audit, its cost effectiveness and the objectives of the auditor. Given the size of the Group, the Audit Committee considers that an internal audit function is not currently justified. The Governance Committee was chaired by Andreas Lianos until his retirement from the board in November 2022 and Noel O'Keeffe is currently the only member pending additional appointments when the appointment of new Kibo board members, currently being considered, is complete.

Nomination Committee: Comprises the entire Board. The principal objectives of the Committee are to monitor and review the Board structure, size, composition and the mix of skills and expertise to ensure that these are in line with the Group's strategies and to consider potential candidates for directorship.

The selection criteria for selection and recruitment of the potential candidates for directorship shall include qualifications of the individual, experience, knowledge and achievements, credibility and background and ability of the candidates to contribute effectively to the Board and Group. The Nomination Committee also oversees succession planning of directors, taking into account the relative experience of each Board member in relation to the Company's requirements given its stage of development and strategies, with the goal of having in place an adequate and sufficiently experienced board at all times.

The Company's Corporate Procedures Manual includes a schedule of matters that are reserved as the sole responsibility of the Board. These matters, in addition to setting strategy for the Company, include, but are not limited to, Board nominations and appointments, approval of acquisitions and disposals and approval of annual budgets and financings.

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board recognises the importance of establishing and maintaining good relationship with Kibo's shareholders and other stakeholders. The Board is responsible for ensuring satisfactory dialogue with shareholders throughout the year. In order to establish and maintain good relationships with the shareholders of Kibo, and to maintain transparency and accountability to its shareholders, Kibo uses various means to continuously communicate and disseminate timely information to shareholders and stakeholders:

- market announcements on regulatory platforms (RNS and SENS);
- annual and interim reports;
- circulars;
- annual general meetings of shareholders;
- investor presentations and briefings;
- Q&A forums and social media sites;
- website at www.kibo.energy; and
- via investor relations professionals at Lifa Communications (contact person: Zainab Slemang van Rijmenant - zainab@lifacommunications.com)

The Company's Audit Committee Report is presented on page 29 and provides further details on the committee's activities during 2022, and while a separate report from the Remuneration Committee was not produced due to the size of the Company, the Company intends to review this requirement on an annual basis.

CORPORATE GOVERNANCE REPORT

Conclusion

The Company believes that its governance structures and practices as detailed above comply with the expectations of the QCA Code in all material respects. It also acknowledges its obligations under the Code to continually monitor and further develop the scope and suitability of its governance structures in line with its growth. The Company continued to update its Plans, Policies and Procedures itemised at 9 above during 2022 to ensure it remains in compliance with the QCA Code.

Noel O'Keeffe
Chairman
Governance Committee
28 June 2023

DIRECTORS' REPORT

The Board of Directors present their Annual Report together with the audited annual financial statements for the year ended 31 December 2022.

The Board comprises one executive director who is CEO and Acting Chairman and two non-executive directors. Two non-executive directors, including the Company Chairman (Christian Schaffalitzky) retired during 2022 and the Company plans to make additional appointments to the Board during 2023 to replace them and continue to ensure independent appropriate expertise is always in place to support its business activities. These pending appointments will also ensure the CEO and Chairman roles do not continue to be held by the same person in accordance with good governance practise.

The Board is responsible for the supervision and control of the Company and is accountable to the shareholders. The Board has reserved decision-making on a variety of matters and is responsible for formulating, reviewing and approving the Company's strategy, budgets, major items of capital expenditure and acquisitions, as well as reviewing the performance of management.

An agenda and all supporting documentation are circulated to all directors before each Board meeting. Open and timely access to all information is provided to all directors to enable them to bring independent judgement on issues affecting the Company and facilitate them in discharging their duties.

Role of Directors

All Board members ensure that appropriate governance procedures are adhered to and there is a clear division of responsibilities at Board level to ensure a balance of power and authority so that no one individual has unfettered powers of decision making. While the role of Chairman and Chief Executive Officer are currently held by the same person on an interim basis, this will be addressed following further appointments to the Board that are being planned.

Board and Audit Committee meetings have been taking place periodically and the CEO manages the daily Company operations with the Board meetings taking place on a regular basis throughout the financial period. During the current reporting period the Board met twenty-four (24) times and provided pertinent information to the Executive Committee of the Company.

Directors are entitled, in consultation with the Chairman, to seek independent professional advice about the affairs of the Company, at the Company's expense. The composition, roles and responsibilities of the board committees established by the Company are set out in the Corporate Governance Report.

Board Composition

At the date of this report, the board of directors comprised:

Louis Coetzee - Chief Executive Officer & Acting Chairman (executive)
Noel O'Keeffe - Technical Director (non-executive)
Ajay Saldanha - Director (independent non-executive)

Louis Coetzee, BA, MBA, Age 59– Chief Executive Officer & Acting Chairman (executive)

Louis Coetzee has over 28 years' experience in business development, promotion and financing in both the public and private sector. In recent years, he has concentrated on the exploration and mining arena where he has founded, promoted and developed a number of junior mineral exploration companies based mainly on Tanzanian assets. Louis has tertiary qualifications in law and languages, project management, supply chain management and an MBA from Bond University (Australia) specialising in entrepreneurship, and business planning and strategy. He has worked in various project management and business development roles mostly in the mining industry throughout his career. Between 2007 and 2009, he held the position of Vice-President, Business Development with Canadian listed Great Basin Gold (TSX: CBG). Mr. Coetzee is also Executive Chairman of AIM-listed Katoro Gold PLC and Non-Executive Chairman of LSE (Standard List) Mast Energy Developments PLC in which Kibo has a significant shareholding.

Noel O'Keeffe, BSc (Hons), Geology, MBA, CG (Affiliated), Age 59 – Technical Director (non-executive) Company Secretary and Chairman of Governance, Audit and Remuneration Committees.

Noel O'Keeffe has over 30 years' experience in mineral exploration and has worked on a variety of base metal and gold projects in Ireland, Canada, Australia and Africa. Prior to co-founding Kibo in 2008 he worked as a quality coordinator with Boston Scientific (Ireland) Ltd, a multinational medical device company. He also worked part-time

DIRECTORS' REPORT

for Irish geological services group, Aurum Exploration Ltd during 2003 and early 2004. During the mid-nineties he was exploration manager with Ormonde Mining PLC in Tanzania, a company currently listed on the Irish Stock Exchange and on AIM. Previously Noel was a senior geological consultant with BDA Consultants Limited and worked on both government and private sector contracts. Earlier in his career, Noel worked as a geologist for Burmin Exploration and Development PLC and for its Canadian and Australian subsidiaries. In recent years, Noel has assumed administration, company secretarial and regulatory oversight roles within the Kibo Group.

Ajay Saldanha, B.Eng., MBA, Age 47 – Director (independent non-executive)

Ajay Dominic Saldanha is an experienced banking and investment professional with more than 20 years of experience in the power, energy, and utilities sector. He has dealt extensively with asset owners, developers and investors in the low-carbon and energy efficiency space. Ajay was Partner and Head of Energy M&A at KPMG until 2017 and prior to that, at Lehman Brothers (& Nomura) since 2001. During his investment banking and advisory tenure, Ajay has led acquisitions and financing of more than $60bn, related to assets in the UK, Europe, Asia and sub-Saharan Africa. Ajay is also a qualified chemical plant engineer from the University of Mumbai and obtained his MBA from the Indian Institute of Management, Ahmedabad.

Review of Business Developments throughout the year to date

In June 2021 Kibo announced a significant strategy shift, largely prompted by a global surge in clean energy policies and investment aimed at putting the energy system on track to achieve the global Sustainable Development Goals of the 2030 Agenda for Sustainable Development as was reiterated during COP 26. This made it increasingly difficult to promote and fund its fossil fuel energy projects, notwithstanding intended integration of renewable energy components in the development of these projects.

The underlying strategic concept of the Kibo Strategy assumes long term energy solutions as a key enabler for Sustainability in a circular economy. Kibo therefore restated its strategy to advance the Company as a significant developer of sustainable energy solutions, integrating renewable and alternative generation with energy storage. Kibo has, since June 2021, focused on the acquisition, development and operationalisation of a portfolio of sustainable, renewable energy assets and disposal, or reposition of its coal assets.

The establishment and maintenance of a sustainable project pipeline that will be delivering production assets therefore remains a main high-level target. This requires exclusive focus on the rapidly expanding renewable and clean energy markets to produce a pipeline of new projects in the United Kingdom ("UK) and SADC Countries. This approach has continued in 2022 and the first half of 2023 with further work continuing existing projects and new projects having been added to the Company's portfolio.

The joint investment with South African group Industrial Green Energy Solutions (IGES), to convert un-recyclable plastic to syngas (using pyrolysis) in energy starved South Africa for industrial power production, has progressed during 2022. In February 2022 the Company announced the signing of a 10-year take-or-pay conditional Power Purchase Agreement (`PPA') to generate baseload electricity from the first 2.7 MW phase of the development of the most advanced project, in an industrial park in Gauteng Province. (Project 1). This PPA was subsequently extended to 20 years. More recently, in January 2023 the Company announced another potential revenue stream for Project 1 involving the production of synthetic oil from plastic wate feedstock as a separate product line to syngas production. While originally anticipated that Financial Close would take place in Q3 2022, the expansion of the project to include synthetic oil production has necessitated deferral until further feasibility and testing work can be completed and the full impact this new revenue stream will have on the financial model can be assessed. The Company believes success with this phase will bode well for the rapid expansion of Project 1 to its full c. 8 MW potential and for the development of the other projects in the IGES joint venture.

The 5-year Strategic Framework Agreement with Austrian company Enerox GmbH ('CellCube') and the complementary National Broadband Solutions joint venture, both announced in May 2022, give the Company the potential to establish a strong position in the growing Long Duration Energy Storage (LDES) business in Southern Africa. These agreements give Kibo agency over the sale, supply, and installation of one of the leading current battery technologies (vanadium redox flow batteries) for specific segments of the South African market and ready access to a project pipeline requiring such installations. The growing market for LDES in South Africa is as a result of electricity rationing with on-going daily power cuts being experienced by consumers because of electricity production under capacity on its national grid. National Broadband Solutions placed its first order to purchase two CellCube batteries in July 2022 to test their applicability in the market segments that it has the agency to service.

DIRECTORS' REPORT

As the UK Government set out to deliver energy security and accelerate the transition to a low carbon economy it understands that it will require urgent and ambitious action at home and abroad. The UK's strategy continues to be based on the principle that independently regulated, competitive energy markets, are the most cost-effective and efficient way of delivering its objectives. Kibo is currently participating in the UK market on two fronts: the acquisition of utility scale waste to energy plants and the expansion of its Reserve Power project footprint by rapidly expanding its acquisition and development of gas -fuelled peaking power plants through its investment in Mast Energy Developments PLC. The Southport project which the Company's is in the process of completing acquisition represents the Company's first entry to the UK's waste to energy sector. This planned 10 MW combined heat and power plant and 2 MW battery storage facility is being designed to produce 5.5 million cubic metres of bio-methane annually from municipal waste and shows attractive estimated financial returns from initial financial modelling.

Kibo was the cornerstone investor behind LSE listed subsidiary, Mast Energy Developments PLC ("MED") in which it retains a 57.86% interest. MED completed a successful IPO on the London Stock Exchange in 2021, raising £5.54 million to acquire of a c. 50 MW reserve power portfolio in the short to medium term. It already has a 9 MW site in production, 4.5 MW site under construction, and a further 14.4 MW in development. MED anticipates it can rapidly expand its project portfolio over the next 12 months, contingent on completing a joint venture agreement an investor to a value of. £33.6m for which a Heads of Terms has already been agreed.

In line with continuation of its rapid transition to a renewable energy focused development company, Kibo has investigated the potential for the conversion of its existing energy projects in Tanzania, Botswana and Mozambique to clean / renewable energy projects. Kibo announced in August 2022 that it has initiated a process for Requests for Proposals ('RFPs') to investigate the feasibility of replacing fossil-fuel (coal) with renewable biofuel. This followed an extensive review of the Company's operations and assets wherein it determined to dispose of all its coal assets (RNS dated 16 June 2021) while retaining the associated energy (power) projects through its introduction of innovative biofuel technology, on which the Company has done extensive work during 2022 and which is continuing. Through the RFP process, Kibo appointed an experienced international biomass and biofuel consultant to determine the economic and technical viability of utilising the specific biomass (or bio-coal) technology, as a feasible fuel source at industrial scale, to fuel the Company's existing and already developed utility scale power projects.

Recent verification testing as announced by the Company on 2 May 2023 on selected biomass types demonstrate that the selected biomass types of not only match but significantly outperforms conventional coal in many specification categories used in industrial boilers. These verification results have shown more favourable outcomes in terms of specifications compared to previous tests and demonstrate in principle the feasibility of using biofuel instead of coal to fuel the Company's African power projects.

The potential to fuel its legacy coal power plant projects with biofuel is being advanced alongside renewed negotiations on a power purchase agreement with the Tanzanian Government in relation to the Mbeya Power Project. These negotiations led to the signing of a renewed Memorandum of Understanding ('MOU') with Tanzania Electric Supply Company Limited ('TANESCO'), announced on 23 November 2022, in relation to the development of the Mbeya Power Project The renewed MOU is in essence an agreement between the parties on the process to agree and conclude a power purchase agreement ('PPA') whereby TANESCO will purchase power with a capacity of 300 MW from Mbeya Power Limited a subsidiary of Kibo. The objective of this MOU is to establish a general framework of collaboration and cooperation to enable the design, development, financing, construction, commissioning and operation of the Mbeya Power Project and its associated infrastructure. The MOU sets out clear guidelines, deliverables, and timelines for the conclusion of a PPA and related implementation agreements. The Project is Kibo's initial flagship energy project based in Tanzania where the Company aims to build a 300MW steam-powered power station in alignment with the Tanzanian Power System Master Plan (2020). The renewed MOU provides Kibo with the opportunity to reintroduce the Project into its development plans and specifically alongside the Company's bio-fuel initiative. Recently (May 2023) the Company announced the establishment of a Joint Technical Committee with TANESCO to ensure the key milestones, as set out in the MOU, are met.

In terms of International Financial Reporting Standards (IFRS), intangible assets with an indefinite life must be tested for impairment on an annual basis. The change in the Group's strategy during 2021 to move toward renewable energies coupled with global divestments in fossil fuel assets, resulted therein that the Group recognised impairment of £5,504,216 (2021: £20,088,240) related to its coal assets. The result for the reporting period amounted to a loss of £10,908,524 for the year ended 31 December 2022 (31 December 2021: £23,148,155) as detailed further in the Statement of Profit or Loss and Other Comprehensive Income, and further details on financial activities are detailed elsewhere in the Annual Report. The loss is primarily due to the impairment of non-current assets, referred to above.

DIRECTORS' REPORT

Events After the Reporting Period

Appointment of Beaumont Cornish as Company Nomad

Kibo appointed Beaumont Cornish to the Company as its Nominated Advisor (Nomad) on 11 January 2023. This appointed coincided with the lift of a suspension of Kibo shares trading on AIM/JSE in place since 12 December 2022 following the resignation of RFC Ambrian as Company Nomad on 9 December 2022.

Appointment of Company Director and Senior Executive

Ajay Saldanha was appointed by the Board as a director of the Company on 11 January 2023. Peter Oldacre was appointed as Kibo Group Business Development Executive by the Board on 10 March 2023.

Update on IGES Waste to Energy Joint Venture

On 17 January 2023, the Company announced a potential new revenue stream for its initial project (the "Project") within the IGES waste to energy joint venture, targeting the production of synthetic oil from non-recyclable plastic waste (in addition to the previously reported production of electricity from syngas), which promises significant added benefits.

It is expected that the addition of synthetic oil production could significantly increase the Project's profitability and provides the Company with the opportunity to potentially generate revenue much earlier than initially projected. It also contributes materially to de-risking the Project and will make the Project significantly more attractive to a wider spectrum of interested funders, thereby reducing the funding risk.

Share issue to Company service provider

On 25 January 2023, the Company issued 14,025,314 shares in settlement of an invoice to a service provider at a deemed share price of 0.14p for a total of £19,635.44.

7% Convertible Loan Note Instrument - Extension of Redemption Date

On 1 March 2023 Kibo agreed an extension of three months for the redemption date of its 7% Convertible Loan Note Instrument (the "Instrument"). The new extended redemption date was revised to be 31 May 2023. The extension included notes in aggregate of £657,985, from the total amount of £672,824 issued to noteholders (the "Noteholders"). An amount of £14,839 (face value and interest) was settled in cash with one subscriber who did not participate in the extension agreement in accordance with the terms of the convertible instrument announced on 07 January 2022.

The Instrument was subsequently redeemed with the agreement of Noteholders for outstanding balances amounting to £714,517 (principal and interest) as of 28 February 2023 on 11 April 2023 for Kibo shares to satisfy one of the conditions precedents to the re-profiling of the Kibo Facility Agreement signed on 10 April 2023 (see next section).

Reprofiling of Bridge Loan Facility agreed with Institutional Investor

On 11 April 2023, the Company announced a reprofiling of the Bridge Loan Facility Agreement signed with an Institutional Investor on 16 February 2022 and for which the maturity date was subsequently extended from its original date of 16 June 2022 to 28 April 2023. The Reprofiling Agreement saw £1,113,980 of the outstanding balance on the existing bridge loan facility converted into a new 24-month term loan (the Reprofiling Agreement) following the completion of the following conditions precedent which were satisfied by on 25 April 2023 and announced on 26 April 2023.

- Subscribers to Kibo's 7% Convertible Loan Note Instrument (the CLN) convert their Notes amounting to £714,517 in value to Kibo shares at a conversion price of 0.14p resulting in the issue of 510,369,286 new Kibo shares to Noteholders. This was completed and announced by the Company on 26 April 2023.

- The exercise price for all Kibo's outstanding warrants in the amount of 1,128,024,625 is repriced to 0.1p and existing warrant holders (excluding institutional investor) exercise up to 264,125,000 of these at the new exercise price, resulting in potential cash proceeds of up to £264,125 to the Company and the issue of up to 264,125,000 new Kibo shares to the warrant holders. The total amount of outstanding warrants exercised to date (excluding institutional investor) at 0.1p is 116,250,000 resulting in proceeds of £116,250 to the Company of which £48,000 was received to the date of this Annual Report. It is noted that warrant conversion notices

DIRECTORS' REPORT

under their respective warrant instruments are irrevocable once received by the Company and the balance of £68,250 is a payment receivable for the Company. These warrant exercises were completed and announced by the Company on 26 April 2023 and 26 May 2023.

- The Institutional Investor exercises further 168,274,625 of outstanding Kibo warrants that it holds at the new exercise price of 0.1p, resulting in cash proceeds of £100,000 to the Company, and £68,274 to be set off against the outstanding amount of the bridge loan facility of £1,182,254 leaving £1,113,980 as the initial balance for the Reprofiling Agreement. This was completed and announced on the 26 April 2023.

- The terms of the Reprofiling Agreement also required the awarding of new Kibo warrants (each warrant convertible to one Kibo share) to the (i) Institutional Investor (Institutional Investor Warrants), (ii) all warrant holders who exercise their repriced warrants and including institutional investor (Incentive Warrants) and) (iii) the CLN Noteholders (Noteholder Warrants). The details of these new Kibo warrants are shown in the table below. The Institutional Investor Warrants were issued on 25 April 2023, while the Incentive and Noteholder Warrants were to be issued on 2 June 2023 pending shareholder approval of an increase in the Company's share capital authorisation, renewal of director share issue authorisations, reduction of the nominal value of ordinary shares and disapplication of pre-emptive rights on new share issues at its EGM on that date. While the share capital authorisation increase, renewal of director share issue authorisations and reduction in nominal value of ordinary shares were approved by shareholders, the resolution approving disapplication of pre-emptive rights on new share issues was not carried at the EGM. The consequence of this is that the vesting date for the Institutional Investor warrants cannot now occur until the Company succeeds in obtaining shareholder approval for the dis-application of pre-emptive rights at another general meeting. Similarly, the Incentive Warrants and the Noteholder Warrants will not now be issued until the disapplication of pre-emptive rights is approved at a general meeting.

Warrant Description	**No of Warrants**	**Exercise Price**	**Issue Date**	**Vesting Date**	**Exercise Period (from Vesting Date**
Institutional Investor Warrants	1,262,300,283	50% at 0.08825p 50% at 0.1765p	25/4/23	Conditional on dis-application of pre-emption rights at general meeting	36 months*
Incentive Warrants	357,274,625	0.25p	Conditional on dis-application of pre-emption rights at general meeting	Conditional on dis-application of pre-emption rights at general meeting	18 months**
Noteholder Warrants	404,825,496	0.132375p	Conditional on dis-application of pre-emption rights at general meeting	Conditional on dis-application of pre-emption rights at general meeting	36 months***
*Exercise Period is extended to 48 months if outstanding balance on Reprofiling Agreement as at 25 April is not cleared within 12 months					

DIRECTORS' REPORT

** Incentive warrants can only be exercised pro rata to how many Kibo shares held by warrant holder at time they elect to exercise warrants.
***Only exercisable when outstanding balance on Reprofiling Agreement is less than 50% of what it was at 25 April 2023

Conversion of 7% Convertible Loan Note Redeemable instrument to Directors and Management

Subscribers to Kibo's 7% convertible loan note redeemable instrument converted their Notes to Kibo shares effective 11 April 2023 on balances held as of 28 February 2023. The aggregate amount converted, including principal and accrued interest was £714,517 which was converted at a deemed price of 0.14p as per the terms of the instrument. The instrument was originally issued in January 2022 to settle outstanding salaries and fees due to management, directors and former directors who were the sole subscribers to the notes. The conversions were in accordance with one of the conditions precedents to the reprofiling of the Kibo Bridge Loan Facility Agreement with an institutional investor as outlined in the previous section.

Update on Biofuels Test Work

On 2 May 2023, the Company announced that recent verification testing on selected biomass types demonstrate that the selected biomass types of not only match but significantly outperforms conventional coal in many specification categories used in industrial boilers. These verification results have shown more favourable outcomes in terms of specifications compared to previous tests. The outcome of the previous pilot test work indicated that the bio-coal performed well above expectation over a measured three-day period, not only in terms of its combustion properties but also in terms of its physical characteristics in the materials-handling process (feeding process and ash removal into and from the boiler). The results report provided by the boiler manufacturer indicated that bio-coal performed in line or better than what is expected from conventional coal, with the strategic benefit that it is a carbon-neutral solution. The positive lab and pilot tests clearly demonstrate the potential viability to replace conventional coal with solid biofuel from a technical and operational perspective. The latest results are now being fed into the detailed feasibility studies that are currently underway, to establish the technical and commercial viability to replace coal with solid biofuel in small- to medium-sized boilers and similar applications.

Update om Mbeya Power Project

On 18 May 2023, the Company announced that the potential to fuel its legacy coal power plant projects with biofuel is being advanced alongside renewed negotiations on a power purchase agreement with the Tanzanian Government in relation to the Mbeya Power Project. These negotiations have led to the signing of a renewed Memorandum of Understanding ('MOU') with Tanzania Electric Supply Company Limited ('TANESCO'), announced on 23 November 2022, in relation to the development of the Mbeya Power Project The renewed MOU is in essence an agreement between the parties on the process to agree and conclude a power purchase agreement ('PPA') whereby TANESCO will purchase power with a capacity of 300 MW from Mbeya Power Limited a subsidiary of Kibo. The objective of this MOU is to establish a general framework of collaboration and cooperation to enable the design, development, financing, construction, commissioning and operation of the Mbeya Power Project and its associated infrastructure. The MOU sets out clear guidelines, deliverables and timelines for the conclusion of a PPA and related implementation agreements. The Project is Kibo's initial flagship energy project based in Tanzania where the Company aims to build a 300MW steam-powered power station in alignment with the Tanzanian Power System Master Plan (2020). The renewed MOU provides Kibo with the opportunity to reintroduce the Project into its development plans and specifically alongside the Company's bio-fuel initiative. Recently (May 2023) the Company announced the establishment of a Joint Technical Committee with TANESCO to ensure the key milestones, as set out in the MOU, are met.

Principal Risks and Uncertainties

The realisation of energy assets is dependent on the completion of positive integrated bankable feasibility studies and is subject to a number of significant potential risks summarised as follows, and described further below:

- strategic risk;
- funding risk;
- commercial risk;
- regulatory risk;
- operational risk;
- staffing and key personnel risks;

DIRECTORS' REPORT

- speculative nature of energy project development;
- development and construction risk;
- political stability;
- uninsurable risks; and
- foreign investment risks including increases in taxes, royalties and renegotiation of contracts.

Strategic risk
Significant and increasing competition exists for sustainable energy project acquisition opportunities throughout the world. Because of this competition, the Company may be unable to acquire and develop additional attractive projects on terms it considers acceptable. Accordingly, there can be no assurance that the Company will acquire any interest in energy development projects that would yield commercial opportunities. The Company expects to undertake comprehensive due diligence where warranted to help ensure opportunities are subjected to proper evaluation.

Funding risk
In the past the Company has raised funds via equity contributions from new and existing shareholders, thereby ensuring the Company remains a going concern until such time that revenues are earned through the sale or development of its projects. There can be no assurance that such funds will continue to be available on reasonable terms, or at all in future. The Directors regularly review cash flow requirements to ensure the Company can meet financial obligations as and when they fall due.

Commercial risk
The renewable energy industries are competitive and there is no assurance that, even if commercial opportunities are available to the Company, a profitable market will exist for the realisation of such opportunities. Factors beyond the control of the Company may affect the economic feasibility of any projects pursued. Construction costs are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns and speculative activities. Ultimately, the Company expects that prior to a development decision, a project would be the subject of a feasibility analysis to ensure there exists an appropriate level of confidence in its economic viability.

Regulatory risk
The UK power sector has undergone a number of considerable regulatory changes over the last few years and is now at a state of transition from large fossil-fuel plants to a more diverse range of power generation sources including renewables, small, distributed plants and new nuclear. As a result, there is greater regulatory involvement in the structure of the UK power market than has been the case over the last 20 years. Therefore, there remains a risk that future interventions by Ofgem or Government could have an adverse impact on the underlying assets that the Group manages and/or owns. The Company's South African projects are also exposed to comparable regulatory risk in South Africa.

Operational risk
Renewable energy developments are subject to hazards normally encountered in acquisition, development, construction and production. Although it is intended to take adequate precautions to minimise risk, there is a possibility of a material adverse impact on the Company's operations and its financial results should these risks realise outside the allowable risk parameters. The Company will develop and maintain policies appropriate to the stage of development of its various projects.

Staffing and key personnel risks
Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the development of energy projects is limited and competition for such persons is intense. While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labour relations which may be introduced by the relevant governmental authorities. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition. Staff are encouraged to discuss with management matters of interest to the employees and subjects affecting day-to-day operations of the Company.

Speculative nature of energy project development
In addition to the above there can be no assurance that the current activities will result in profitable project execution. The recoverability of the carrying value of renewable energy assets is dependent on the achievement of profitable operations, successful development of the underlying projects to commercial viability and the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an

DIRECTORS' REPORT

advantageous basis. Changes in market conditions resulted in material write downs of the carrying value of the Company's assets.

Development of the Company's assets is, amongst others, contingent upon obtaining satisfactory feasibility results and securing additional adequate funding. Energy project development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. The degree of risk reduces substantially when a Company's properties move from the concept phase to the advanced feasibility phase. Management continuously assesses funding requirements against project viability and prioritise key projects over the short to medium term.

The development of renewable energy projects is dependent upon several factors including the technical skill of the personnel involved. The commercial viability of a project, once acquired, is also dependent upon a number of factors, including proximity to infrastructure, energy prices and government regulations, including regulations relating to allowable production and environmental protection. In addition, several years can elapse from acquisition until commercial operations are commenced.

Development and construction risk
The Group will continue to develop new project sites which includes obtaining planning permission, securing land (under option to lease or freehold), and obtaining energy, gas and grid connections. The Group will also oversee the construction of these projects where needed. Risks to project delivery include damage or disruption to suppliers or to relevant manufacturing or distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, or other reasons could impair our ability to deliver projects on time.

Failure to take adequate steps to mitigate the likelihood or potential impact of development and construction setbacks, or to effectively manage such events if they occur, could adversely affect our business or financial results. There are inherent risks that the Group may not ultimately be successful in achieving the full development and construction of every site and sunk costs could be lost. However, the risk is mitigated as the Group targets shovel ready sites that adhere to specific requirements, coupled with an experienced senior management team.

Political stability
The Company is conducting its operational activities in Mozambique, Botswana, Tanzania, South Africa and the UK. The directors believe that the governments of these countries support the development of natural resources and energy production by foreign investors and actively monitor the situation. However, there is no assurance that future political and economic conditions in these countries will not result in their governments adopting different policies regarding foreign development and ownership of mineral resources. Any changes in policy affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, may affect the Company's ability to develop its projects.

Uninsurable risks
The Company may become subject to liability for accidents, pollution and other hazards against which it cannot insure or against which it may elect not to insure because of prohibitive premium costs or for other reasons, such as amounts which exceed policy limits. The company chooses to manage these risks, as best possible, through cautious business practice, on a continuous basis.

Foreign investment risks including increases in taxes, royalties and renegotiation of contracts
The Group is subject to risk arising from the ever-changing economic environment in which its subsidiaries operate, mainly driven by the changing regulatory environment governing corporate taxation, transfer pricing and other investment related operational activities. The Group continues to re-assess its investment decisions to limit exposure to the ever-changing regulatory environment in which it operates.

Directors' Interests

The interests of the directors and Company secretary (held directly and indirectly), who held office at the date of approval of the financial statements, in the share capital of the Company are as follows:

DIRECTORS' REPORT

Ordinary Shares (held directly and indirectly)

	28 June 2023	31 December 2022	31 December 2021
Directors & Secretary			
Louis Coetzee	219,381,711	19,505,996	19,505,996
Noel O'Keeffe	57,234,904	7,037,047	7,037,047
Ajay Saldanha	-	-	-

Warrants (held directly and indirectly)

	28 June 2023	31 December 2022	31 December 2021
Directors & Secretary			
Louis Coetzee	158,541,644	-	5,720,000
Noel O'Keeffe	39,816,996	-	1,722,800
Ajay Saldanha	-	-	-

These warrants are part of the Noteholder Warrants (refer Table on page 19) issuable to Louis Coetzee and Noel O'Keeffe and conditional on approval by shareholders at a Kibo general meeting of a resolution dis-applying pre-emption rights. On issue, the warrants will be exercisable at a price of 0.132375p for a period of 36 months from the date of issue conditional on the outstanding balance on Reprofiling Agreement being less than 50% of what it was at 25 April 2023.

For further detail surrounding the ordinary shares, share options and warrants in issue, refer to Notes 17 and 19 of the annual financial statements.

Transactions Involving Directors

There have been no contracts or arrangements of significance during the period in which Directors of the Company, or their related parties, were interested other than as disclosed in Note 25 to the annual financial statements.

Directors' meetings

The Company held twenty-four (24) Board meetings during the reporting period and the number of meetings attended by each of the directors of the Company during the year to 31 December 2022 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky*	Chairman	19	19
Christiaan Schutte**	Executive Director	24	24
Louis Coetzee	Chief Executive Officer	24	24
Andreas Lianos***	Non-Executive Director	17	20
Noel O'Keeffe	Non-Executive Technical Director	24	24
Ajay Saldanha ****	Executive Director	0	0

* Retired on 28 October 2022
** Retired on 2 May 2023
***Retired on 15 November 2022
****Appointed on 11 January 2023

Under the Company's Memorandum & Articles of Association, one third of directors are required to retire by rotation from the Board on an annual basis, through resignation at the Annual General Meeting (AGM) and may put themselves forward again for re-election at the AGM.

DIRECTORS' REPORT

Committee meetings

The Company held two (2) Audit Committee meetings during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2022 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Andreas Lianos	Chairman (Non-Executive)	2	2
Christian Schaffalitzky	Non-Executive Director	2	2
Noel O'Keeffe	Non-Executive Director	n/a	n/a

* Retired on 15 November 2022
**Retired on 28 October 2022
***Appointed on 24 January 2023

The Company held one (1) Remuneration Committee meetings during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2022 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky*	Chairman (Non-Executive)	1	1
Andreas Lianos**	Non-Executive Director	1	1
Ajay Saldanha***	Chairman (Non-Executive)	n/a	n/a
Noel O'Keeffe	Non-Executive Director	n/a	n/a

* Retired on 28 October 2022
**Retired on 11 November 2023
***Appointed on 24 January 2023
****Appointed on 24 January 2023

The Company held one (1) Governance Committee meeting during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2022 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Christian Schaffalitzky*	Chairman (Non-executive)	1	1
Noel O'Keeffe	(Non-Executive)	1	1
Ajay Saldanha	(Non-Executive)	n/a	n/a

*Retired on 28 October 2022
**Appointed on 24 January 2023

Significant Shareholders

According to the latest information available to the Company, in addition to the interests of the directors, at 31 December 2022 and at the date of this report, the following shareholders own 3% or more beneficial interest, either direct or indirect, of the issued share capital of the Company, which is considered significant for disclosure purposes in the annual financial statements:

Percentage of issued share capital

	27 June 2023	31 December 2022	31 December 2021
Sanderson Capital Partners Ltd	10.28%	12.79%	13.43%
Yakoub Yakoubov	4.07%	5.06%	3.64%
Charlemont Capital Investments société à responsabilité limitée	-	4.0%	-

DIRECTORS' REPORT

Subsidiary Undertakings

Details of the Company's subsidiary undertakings are set out in Note 24 to the annual financial statements.

Political Donations

During the period, the Group made no charitable or political contributions (2021 £ Nil).

Going Concern

The financial statements have been prepared on the going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business. In performing the going concern assessment, the Board considered various factors, including the availability of cash and cash equivalents; data relating to working capital requirements for the foreseeable future; cash-flows from operational commencement, available information about the future, the possible outcomes of planned events, changes in future conditions, the current global economic situation due to the ongoing Ukraine conflict and the responses to such events and conditions that would be available to the Board.

The Board has, inter alia, considered the following specific factors in determining whether the Group is a going concern:

- The significant financial loss for the year amounting to £10,908,524 (2021: £23,148,155);
- Cash and cash equivalents readily available to the Group in the amount of £163,884 in order to pay its creditors and maturing liabilities in the amount of £4,192,170 as and when they fall due and meet its operating costs for the ensuing twelve months (2021: £2,082,906 and £2,198,437 respectively); and
- Whether the Group has available cash resources, or equivalent short term funding opportunities in the foreseeable future, to deploy in developing and growing existing operations or invest in new opportunities.

Following from the losses incurred in the current financial period, coupled with the net current liability position the Group finds itself in as at December 2022, these conditions, together with those mentioned above are considered to indicate that a material uncertainty exists which may cast significant doubt on the Group's ability to continue as a going concern.

This is largely attributable to the short-term liquidity position the Group finds itself in as a result of the significant capital required to develop projects that exceeds cash contributed to the group by the capital contributors. The Directors have evaluated the Groups liquidity requirements to confirm whether the Group has adequate cash resources to continue as a going concern for the foreseeable future, taking into account the net current liability position, and consequently prepared a cash flow forecast covering a period of 12 months from the date of these financial statements, concluding that the Group would be able to continue its operations as a going concern.

In response to the net current liability position, to address future cash flow requirements, detailed liquidity improvement initiatives have been identified and are being pursued, with their implementation regularly monitored in order to ensure the Group is able to alleviate the liquidity constraints in the foreseeable future. Therefore, the ability of the Group to continue as a going concern is dependent on the successful implementation or conclusion of the below noted matters in order to address the liquidity risk the Group faces on an ongoing basis:

- Successful conclusion of funding initiatives of the Group in order to continue development of the underlying projects of the Group; and
- Successful completion of a joint venture agreement between MED and an institutional investor to a value of. £33.6m for which a Heads of Terms has already been agreed.

As the Board is confident it would be able to successfully implement the above matters, it has adopted the going concern basis of accounting in preparing the consolidated financial statements.

Environmental responsibility

The Company recognises that its activities require it to have regard to the potential impact that it, its subsidiaries and partners may have on the environment. Where exploration and development works are carried out, care is taken to limit the amount of disturbance and where any remediation works are required, they are carried out as and when required.

DIRECTORS' REPORT

Dividends

There have been no dividends declared or paid during the current financial period (2021: £ Nil).

Corporate Governance Policy

The Board is aware of the importance to conform to its statutory responsibilities and industry good practice in relation to corporate governance of the Group.

The Board is accountable to the shareholders for delivery of sustained value growth. In order to support its duties and responsibilities the Board implements control procedures that assess and manage risk and ensure robust financial and operational management within the Company. The principal risks that the Company is exposed to can be classified under the general headings of exploration risk, commodity risk, price risk, currency risk and political risk.

The Board also sets the Company's core values and ethical standards of business conduct ensuring these are effectively communicated to all staff and are monitored continuously by the Board.

The Board sets the Company's strategy and monitors its implementation through management and financial performance reviews. It also works to ensure that adequate resources are available to implement strategy in a timely manner.

The Company subscribes to the values of good corporate governance at all levels and is committed to conduct business with discipline, integrity and social responsibility. The Board of Directors is firmly committed to promoting Kibo Energy PLC's adherence to the principles contained in the QCA Corporate Governance Code (2018) ("QCA Code"), and constantly reviews its performance against the QCA Code. The Directors are committed to the implementation of the principles and non-compliance is limited to the matter listed in this report. In compliance with its statutory, AIM & JSE listing obligations, the directors present a Corporate Governance Report on page 8.

Internal Audit

The Company does not have an internal audit function. Currently the operations of the Group do not warrant an internal audit function, however the Board is assessing the need to establish an internal audit department considering future prospects as the Group's operations increase. During the period the Board has taken responsibility to ensure effective governance, risk management and that the internal control environment is maintained.

Health, Safety and Environmental Policy

The Group is committed to high standards of Health, Safety and Environmental performance across our business. Our goal is to protect people, minimise harm to the environment, integrate biodiversity considerations and reduce disruption to our neighbouring communities. We seek to achieve continuous improvement in our Health, Safety and Environmental performance.

Corporate Social Responsibility Policy (CSR)

The Group's policy is to conduct all our business operations to best industry standards and to behave in a socially responsible manner. Our goal is to behave ethically and with integrity and to respect cultural, national and religious diversity.

Governance of IT

The Board is responsible for IT governance as an integral part of the Group's governance as a whole. The IT function is not expected to significantly change in the foreseeable future. The Board has the required policies and procedures in place to ensure governance of IT is adhered to.

Integrated and Sustainability Reporting

Integrated Reporting is defined as a "holistic and integrated representation of the Group's performance in terms of both its finances and its sustainability". The Group currently does not have a separate integrated report. The Board and its sub-committees are in the process of assessing the principles and practices of integrated reporting and sustainability reporting to ensure that adequate information about the operations of the Group, the sustainability

DIRECTORS' REPORT

issues pertinent to its business, the financial results and the results of its operations and cash flows are disclosed in a single report.

Accounting records

The measures taken by the directors to ensure compliance with the requirements in Sections 281 to 285 of the Companies Act 2014, regarding proper books of account, are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The books of account of the Company are maintained at 119 Witch-Hazel Avenue, Highveld Technopark, Centurion 0157, South Africa.

Auditors

The auditors, Crowe Ireland, were re-appointed as the Company's auditors at the last Annual General Meeting and have indicated their willingness to continue in office in accordance with section s383(2) of the Companies Act 2014.

Provision of information to the auditor

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

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

Compliance statement

The directors acknowledge that they are responsible for securing the Company's compliance with the Company's ''relevant obligations'' within the meaning of section 225 of the Companies Act 2014 (described below as the ''relevant obligations'').

The directors confirm that they have:

- drawn up a compliance policy statement setting out the Company's policies (that are, in the opinion of the directors, appropriate to the Company) in respect of the Company's compliance with its Relevant Obligations;
- put in place appropriate arrangements or structures that, in the opinion of the Directors, provide a reasonable assurance of compliance in all material respects with the Company's Relevant Obligations; and
- during the financial year to which this report relates, conducted a review of the arrangements of structures that the directors have put in place to ensure material compliance with the Company's Relevant Obligations.

On behalf of the Board

Louis Coetzee	**Noel O'Keeffe**
28 June 2023	28 June 2023

DIRECTORS' STATEMENT OF RESPONSIBILITIES

The directors are responsible for preparing the Group and Company financial statements in accordance with applicable Laws and Regulations.

Irish Company law requires the directors to prepare Group and Company financial statements for each financial year. As permitted by Company law, the directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU IFRS) and have elected to prepare the Company financial statements, as applied in accordance with the provisions of the Companies Act 2014.

The Group and Company financial statements are required by law and EU IFRS to present fairly the financial position and performance of the Group. References in the relevant part of the Companies Act 2014 to financial statements giving a true and fair view are provided for in the Act to mean such references to the financial statements achieving a fair presentation. Under company law the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company and of the Group's profit or loss for that year. In preparing each of the Group and Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards 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.

The directors confirm they have complied with the above requirements in preparing these accounts.

Under applicable law the directors are also responsible for preparing a Directors' Report and reports relating to directors' remuneration and corporate governance that comply with that law and those rules.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that its financial statements are prepared in accordance with International Financial Reporting Standards, and comply with the Companies Act 2014, and European Communities (Companies: Group Accounts) Regulations 1992 and all regulations to be construed as one with those acts. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud 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 Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

Louis Coetzee
28 June 2023

Noel O'Keeffe
28 June 2023

AUDIT COMMITTEE REPORT

I am pleased to present this report on behalf of the Audit Committee and to report on the progress made by the Committee during the year.

Aims of the Audit Committee

Our purpose is to assist the Board in managing risk, discharging its duties regarding the preparation of financial statements, ensure that a robust framework of accounting policies is in place and enacted and oversee the maintenance of proper internal financial controls.

The Audit Committee currently comprises Noel O'Keeffe following the retirement of Andreas Lianos (former Chairman) and Christian Schaffalitzky from the Board in Q4 2022. The Committee aims to meet at least once each year and its key responsibilities include monitoring the integrity of the Group's financial reporting and to approve and recommend the annual financial statements to the Board. The Chief Executive Officer and Chief Financial Officer are invited to attend meetings of the Committee.

The Audit Committee is committed to:

- Maintaining the integrity of the financial statements of the Company and reviewing any significant reporting matters therein;
- Reviewing the Annual & Interim Report and Accounts and monitoring the accuracy and fairness of the Company's financial statements;
- Ensuring compliance of financial statements with applicable accounting standards and the AIM & JSE Rules;
- Reviewing the adequacy and effectiveness of the internal financial control environment and risk management systems; and
- Overseeing the relationship with and the remuneration of the external auditor, reviewing their performance and advising the Board members on their appointment.

The Audit Committee met twice in 2022.

Activities of the Audit Committee during the year

On behalf of the Board, the Audit Committee has closely monitored the maintenance of internal controls and risk management during the year. Key financial risks are reported during each Audit Committee meeting, including developments and progress made towards mitigating these risks.

The Audit committee received and reviewed reports from the Chief Financial Officer, other members of management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group.

The external auditors attended meetings to discuss the planning and conclusions of their work and met with members of the committee. The committee was able to call for information from management and consult with the external auditors directly as required.

The objectivity and independence of the external auditors was safeguarded by reviewing the auditors' formal declarations, monitoring relationships between key audit staff and the Company and tracking the level of non-audit fees payable to the auditors. Significant attention was given to the level of non-audit fees provided.

As noted above, the committee met twice during the year, to review the 2021 annual accounts and the interim accounts to 30 June 2022 and audit planning for the year ended 31 December 2022. Members of the committee reviewed with the independent auditor its judgements as to the acceptability of the Company's accounting principles.

Since the year end the committee has met further with the auditors to consider the 2022 financial statements. In particular, the committee discussed the significant audit risks, accounting for acquisitions and disposals during the year and the application of the new accounting standard. In addition, the committee monitors the auditor firm's independence from Company management and the Company.

Noel O'Keeffe

Noel O'Keeffe
Chairman
Audit Committee
28 June 2023

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Kibo Energy Plc

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion
We have audited the consolidated financial statements of Kibo Energy Plc ("the Company") and its subsidiaries (the "Group") for the year ended 31 December 2022, which comprise the Consolidated Statement of Profit or Loss and Other Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Profit or Loss and Other Comprehensive Income, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows, the Summary of Significant Accounting Policies and the related notes to the consolidated financial statements. The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards ("IFRSs"), as adopted by the EU.

In our opinion, except for the possible effects of the matter described in the Basis of Qualified Opinion section of our report, the accompanying consolidated financial statements:

- give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of the profit or loss and cash flows of the Group for the year then ended;
- give a true and fair view of the financial position of the Company as at 31 December 2022 and of the Company profit or loss and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs"), as adopted by the EU; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for Qualified Opinion
The Group's investment in Shankley Biogas Limited, a company acquired under a Share Purchase Agreement effective on 30 September 2022, is carried in the Company Balance Sheet at cost at £600,000 and the Group Balance Sheet includes an amount capitalised in Intangible Assets for Project Development Rights of £603,050, development costs of £939,664 and associated current liabilities of £950,326. The acquisition is also subject to ongoing disputes between the seller and the Company. We were unable to obtain sufficient appropriate audit evidence about the carrying value of the Company investment, the Group Intangibles, the Group Development costs and associated liabilities as at 31 December 2022 because management were unable to provide access to sufficient and reliable financial information for Shankley Biogas Limited. Consequently, we were unable to determine whether any adjustments to these amounts were necessary.

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material uncertainty relating to going concern
We draw attention to the Section headed Going Concern on page 25 of the financial statements, which details the factors the Company has considered when assessing the going concern position. As detailed in the relevant note on pages 45 to 46, the uncertainty surrounding the availability of funds to finance ongoing working capital requirements and the financing of commercial projects of the Group through to the stage of cash generation indicates the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

Our responsibilities with respect to Going Concern are described further the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of this report while the directors' responsibilities are described further in the Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements section.

Overview of our audit approach

Our application of materiality

In planning and performing our audit we use the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. Materiality is used as to help establish our areas of audit focus and to evaluate the impact of misstatements identified in the course of the audit.

Materiality for the Group financial statements as a whole was set at £190,000 (2021: £170,000) This was based on 5% of the Group Loss before Exceptional Impairments. Parent company materiality was set at £174,000 (2021: £170,000) based on 3% of total assets of the Company.

We use Performance Materiality to determine the nature and extent of our audit testing. Performance Materiality is a measure based on overall audit materiality (as above) adjusted downwards for the judgements we make as to entity risk and specific risks around each audit area, having regard to the internal control environment.

For certain items such as related party transactions and directors' remuneration disclosures, we may reduce performance materiality further.

All errors identified in excess of 5% of Materiality (£9,500) (2021: £8,500) are reported to the Audit Committee. Other errors below this threshold may be reported to the Audit Committee on qualitative grounds, if we believe warranted.

Overview of the scope of our audit

The Group operates in seven main jurisdictions: Ireland, the UK, Cyprus, Tanzania, Bostwana, South Africa and Mozambique. The audit of Kibo Energy plc was conducted from Ireland. The transactions undertaken in Ireland are Corporate and administrative in nature, principally capital fund raising and associated costs, professional fees and the administration and incurrence of exploration and development expenditure on behalf of subsidiaries. 2022 was the first year of significant revenue generation in the Group within the MAST Energy Developments plc sub-group and this formed an area of focus.

We engaged member firms of the Crowe international network to undertake work on the UK, Cyprus and Tanzanian subsidiaries under our direction. Following discussions at the planning stage, we issued instructions to the network firms that set out the significant risks to be addressed and the information we required to be reported. We further reviewed and discussed their working papers on key findings, as well as obtaining information directly from management on matters accounted for at subsidiary level but significant at group level.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	*How the scope of our audit addressed the key audit matter*
Carrying value of indefinite life intangibles Intangible assets with an indefinite life must be tested for impairment on an annual basis. The determination of their recoverable amount requires judgement on the part of management in both identifying and then valuing the	Our procedures to obtain comfort that the balance of the indefinite life intangible assets is not materially misstated, included: - Obtaining and reviewing documentation supporting the ownership and rights and obligations assertions in relation to the exploration and evaluation assets, as well as reviewing the status of the required permits and

INDEPENDENT AUDITOR'S REPORT

relevant cash generating units especially for projects where there is an uncertain timeframe. The Group has upstream and downstream power generation and delivery projects in Tanzania (Mbeya Coal to Power (MCPP), the UK (Rochdale Power, Bordersely, Shankley/Southport, Hindlip and Stather) and South Africa (Sustineri Project). Intangible assets additions in 2022 amounted to £0.95m, with impairments of £3.2m recognised during the year. At 31 December 2022, intangibles totalled £2.7m (2021: £4.9m). Certain of the assessments for impairment of intangibles in the Group are underpinned by Value in Use calculations of projects, the key assumptions for which are set out on pages 68 to 73 of the financial statements. We considered the risk whether indicators of impairment may exist as well as the risk of misstatements of the estimated fair value of assets impaired during the year.	licenses. We also challenged the transferability of asset rights of the Group where the carrying value was based on proposed disposals; - Discussing and challenging management as to the status of the projects' developments and future planned exploration and development and management intentions on those projects, particularly in light of the Group's stated intention to move away from fossil-fuel projects into Renewables sectors; - Considering and challenging management's impairment review together with the calculations and basis for the impairment charge on the MCPP and Bordersley intangibles and goodwill. This involved reviewing and challenging the Value in Use calculations (including the assumptions used) prepared by Management as part of their review for impairment on the UK assets and ensuring the accuracy of the disclosures in the financial statements on the assumptions used. - Reviewing whether the accounting policies adopted and applied by the Group for the exploration and evaluation assets were consistent with IFRS 6; - Assessing whether the disclosures in relation to the valuation of the intangible assets are compliant with the relevant financial reporting requirements, in particular management's treatment of the MCPP asset as a non-current asset. - As a result of our challenge to management on the value of the Mbeya project, a material impairment charge was recognised. *Our findings* We have obtained sufficient comfort that the Group has accounted for its indefinite life intangibles in accordance with applicable standards and with the accounting policies as set out.

Carrying value of the Associate Undertaking in Botswana In 2019, Kibo restructured its holding in Kibo Energy Botswana to a 35% interest of an enlarged resource (MCIPP). As a result, it is accounted for as investment in an associate at £9.7m. During 2021 the Group has impaired the carrying value of the asset to £3.6M and recognised an impairment of £6.1M. In 2022, the Group recognised a further impairment of £3.6M based on assessing the reduced likelihood of a disposal to potential buyers. The carrying value of the associate is underpinned by the interest of the Group in the Mabesekwa. The Group has evaluated the underlying assets and concluded that the current realisable value from a disposal of the interest is significantly less than estimated in	Our procedures to obtain comfort that the balance of the associate asset is not materially misstated, included: - Obtaining and reviewing documentation supporting the ownership and rights and obligations assertions in relation to the exploration and evaluation assets, as well as reviewing the status of the required permits and licenses. We also challenged the transferability of asset rights of the Group since the carrying value is based on a proposed disposal; - Discussing and challenging management as to the status of the project's developments and future planned exploration and development and management intentions on the project, particularly in light of the Group's stated intention to move away from fossil-fuel projects into Renewables sectors; - Considering and challenging management's impairment review together with the calculations and basis for the impairment charge on MCIPP; - Assessing whether the disclosures in relation to the valuation of the intangible assets are compliant with the

INDEPENDENT AUDITOR'S REPORT

2021 and less than the value in use, and the previous carrying value and a further impairment is required as noted above. We considered the risk whether indicators of impairment may exist as well as the risk of misstatements of the estimated fair value of assets impaired during the year.	relevant financial reporting requirements, in particular management's treatment of the MCIPP asset as a non-current asset. - As a result of our challenge to management on the value of the Mabesekwa interest, a material impairment charge was recognised in the year. *Our findings* We have obtained sufficient comfort that the Group has accounted for its investment in the associate in accordance with applicable standards and with the accounting policies as set out.

Carrying value of the Company's Net Investment in Kibo Cyprus and sub-subsidiaries The Company has net balance sheet investment in Kibo Cyprus amounting to £5M after prior year impairment provisions of £29.4 M and a further provision of £12.3M in the current year. The carrying value of Kibo Mining Cyprus is underpinned by the interests it should in subsidiaries and related projects in the UK (MAST Energy Developments), Tanzania (Mbeya), Botswana (Mabesekwa), Mozambique (Benga) and South Africa (Sustineri). The Group has evaluated the underlying assets and concluded that factors related to impairments projects in Tanzania and Botswana will also result in an impairment to the value of £12.3M to the investment in Kibo Cyprus. We considered the risk whether indicators of impairment may exist as well as the risk of misstatements of the estimated fair value of assets impaired during the year.	Our procedures to obtain comfort that the balance of the associate asset is not materially misstated, included: - Obtaining and reviewing documentation supporting the ownership and rights and obligations assertions in relation to the investments in Kibo Cyprus and its subsidiaries; - Comparing the carrying value of the Company's investment in Kibo Cyprus to the consolidated net asset position of Kibo Cyprus; - Discussing and challenging management as to the status of each of the entities under Kibo Cyprus and the associated projects along with the projects' developments and future planned exploration and development and management intentions on the project, particularly in light of the Group's stated intention to move away from fossil-fuel projects into Renewables sectors; - Considering and challenging management's impairment review together with the calculations and basis for the impairment charge on the investment in Kibo Cyprus; - Assessing whether the disclosures in relation to the valuation of the investment are compliant with the relevant financial reporting requirements; - As a result of our challenge to management on the value of the investment in Kibo Mining Cyprus, a material impairment charge was recognised in the year *Our findings* We have obtained sufficient comfort that the Company has accounted for its investment in the subsidiary in accordance with applicable standards and with the accounting policies as set out.

INDEPENDENT AUDITOR'S REPORT

Accounting for Revenue In 2022 the Group has significant revenue from Electricity generation and sale through its MAST Energy Development plc subsidiary group. In accordance with ISA's Ireland, there is a rebuttable assumption that revenue recognition is a significant risk due to fraud. As this is the first year of revenue generation for the Group, we have assessed the accuracy of revenue generation as a significant matter.	Our procedures to obtain comfort that the balance of the associate asset is not materially misstated, included: - We obtained an understanding of the internal control environment in the entity, including design and implementation of systems and controls relevant to the revenue process; - We reviewed the accounting policy adopted by management in relation to the revenue recognition, and whether it is consistent with IFRS; - We reviewed the testing performed by the component auditor including a review of the Power Purchase Agreement and self-billing invoices provided by the vendor, confirming the terms of engagement had been followed appropriately; - We reviewed correspondence and minutes of meetings with management. *Our findings* Control deficiencies were identified from the testing performed. No formal meter readings were completed and compared to invoiced readings on a monthly basis during the year under audit. In addition, no verification of electricity prices to third party data was done, although a high level margin check was carried out as a mitigating factor. No material misstatements were identified in the current year and we are satisfied that the revenue recognised is complete and accurate.

We refer to the Basis of Qualified Opinion section of our Report wherein we have set out a matter giving rise to a modified opinion. We also refer to the Material uncertainty relating to going concern section of our report. Both these matters are Key Audit Matters but have been reported on individually in the respective sections of our report, in accordance with ISA 701.

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

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

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

Opinion on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the Directors' Report is consistent with the financial statements; and
- in our opinion, the Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited, and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

Respective responsibilities and restrictions on use

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

As explained more fully in the Directors' Responsibilities Statement on page 28, the directors are responsible for the preparation of the consolidated 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 (Ireland) 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 consolidated financial statements.

As part of an audit in accordance with ISAs (Ireland), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

INDEPENDENT AUDITOR'S REPORT

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members in accordance with Section 391 of the Companies Act 2014. 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 Auditors' 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 for our audit work, for this report, or for the opinions we have formed.

for and on behalf of
Crowe Ireland
Chartered Accountants and Statutory Audit Firm
40 Mespil Road
Dublin 4
Date: 28 June 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Revenue	2	1,036,743	3,245
Cost of sales		(778,802)	(34,321)
Gross profit/(loss)		**257,941**	**(31,076)**
Administrative expenses		(2,579,028)	(2,325,750)
Impairment of non-current assets	11, 12 & 14	(7,038,930)	(20,705,209)
Listing and capital raising fees		(363,368)	(321,365)
Project and exploration expenditure		(847,567)	(687,963)
Operating loss		**(10,570,952)**	**(24,071,363)**
Investment and other income	3	93,866	1,017,937
Share of loss from associate		(181,684)	(48,357)
Finance costs	4	(249,754)	(46,372)
Loss before tax	5	**(10,908,524)**	**(23,148,155)**
Taxation	8	-	-
Loss for the period		**(10,908,524)**	**(23,148,155)**
Other comprehensive loss:			
Items that may be classified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		372,191	(212,919)
Exchange differences reclassified on disposal of foreign operation		-	345,217
Other Comprehensive loss for the period net of tax		**372,191**	**132,298**
Total comprehensive loss for the period		**(10,536,333)**	**(23,015,857)**
Loss for the period		**(10,908,524)**	**(23,148,155)**
Attributable to the owners of the parent		(9,776,917)	(21,996,968)
Attributable to the non-controlling interest		(1,131,607)	(1,151,187)
Total comprehensive loss for the period		**(10,536,333)**	**(23,015,857)**
Attributable to the owners of the parent		(9,404,726)	(21,864,515)
Attributable to the non-controlling interest		(1,131,607)	(1,151,342)
Loss Per Share			
Basic loss per share	9	(0.003)	(0.009)
Diluted loss per share	9	(0.003)	(0.009)

All activities derive from continuing operations.

The accompanying notes on pages 58-92 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee **Noel O'Keeffe**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Assets			
Non-current assets			
Property, plant and equipment	10	3,493,998	2,899,759
Intangible assets	11	2,691,893	4,964,550
Investments in associates	12	100,945	4,092,403
Total non-current assets		**6,286,836**	**11,956,712**
Current assets			
Other receivables	15	227,223	255,747
Cash and cash equivalents	16	163,884	2,082,906
Total current assets		**391,107**	**2,338,653**
Total assets		**6,677,943**	**14,295,365**
Equity and liabilities			
Equity			
Called up share capital	17	21,140,481	21,042,444
Share premium account	17	45,516,081	45,429,328
Share based payments reserve	19	73,469	466,868
Translation reserves	20	(93,993)	(466,184)
Retained deficit		(66,319,142)	(56,627,389)
Attributable to equity holders of the parent		**316,896**	**9,845,067**
Non-controlling interest	21	1,164,218	1,962,816
Total equity		**1,481,114**	**11,807,883**
Liabilities			
Non-current liabilities			
Lease liability	10	346,674	289,045
Other financial liabilities	23	243,056	-
Total non-current liabilities		**589,730**	**289,045**
Current liabilities			
Lease liability	10	3,980	2,473
Trade and other payables	22	2,395,090	1,116,273
Borrowings	23	1,195,239	1,079,691
Other financial liabilities	23	1,012,790	-
Total current liabilities		**4,607,099**	**2,198,437**
Total liabilities		**5,196,829**	**2,487,482**
Total equity and liabilities		**6,677,943**	**14,295,365**

The accompanying notes on pages 58-92 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee **Noel O'Keeffe**

COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Revenue		-	-
Administrative expenses		(804,820)	(315,666)
Listing and capital raising fees		(230,920)	(39,583)
Impairment of subsidiary investments		(12,333,224)	(29,379,842)
Fair value adjustment		(427,819)	(1,635,881)
Operating loss		**(13,796,783)**	**(31,370,972)**
Other income	3	16,266	135,709
Finance costs	4	(151,375)	-
Loss before tax	5	**(13,931,892)**	**(31,235,263)**
Taxation		-	-
Loss for the period		**(13,931,892)**	**(31,235,263)**

All activities derive from continuing operations.

The Company has no recognised gains or losses other than those dealt with in the Statement of Profit or Loss and Other Comprehensive Income.

The accompanying notes on pages 58-92 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee **Noel O'Keeffe**

COMPANY STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Non-current Assets			
Investments	24	5,688,607	16,762,761
Property, plant and equipment	10	1,265	
Total non-current assets		**5,689,872**	**16,762,761**
Current assets			
Other receivables	15	90,720	73,734
Cash and cash equivalents	16	19,442	239,674
Total current assets		**110,162**	**313,408**
Total assets		**5,800,034**	**17,076,169**
Equity and liabilities			
Equity			
Called up share capital	17	21,140,481	21,042,444
Share premium account	17	45,516,081	45,429,328
Share based payment reserve	19	73,469	466,868
Retained deficit		(63,609,256)	(50,095,537)
Total equity		**3,120,775**	**16,843,103**
Liabilities			
Current liabilities			
Trade and other payables	22	826,035	114,062
Borrowings	23	1,195,239	119,004
Other financial liabilities	23	657,985	-
Total current liabilities		**2,679,259**	**233,066**
Total liabilities		**2,679,259**	**233,066**
Total equity and liabilities		**5,800,034**	**17,076,169**

The accompanying notes on pages 58-92 form integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee **Noel O'Keeffe**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Share premium	Warrants and share based payment reserve	Control reserve	Foreign currency translation reserve	Retained deficit	Non-controlling interest	Total equity
All figures are stated in Sterling	£	£	£	£	£	£	£	£
Balance as at 1 January 2021	**20,411,493**	**44,312,371**	**1,728,487**	**(18,329)**	**(598,637)**	**(39,019,856)**	**(256,841)**	**26,558,688**
Loss for the year	-	-	-	-	-	(21,996,968)	(1,151,187)	(23,148,155)
Other comprehensive income – exchange differences	-	-	-	-	(212,764)	-	(155)	(212,919)
Shares issued	630,951	1,116,957	-	-	-	-	-	1,747,908
Disposal of subsidiary	-	-	-	-	-	3,259,232	3,201,014	6,460,246
Acquisition of non-controlling interest	-	-	-	-	-	(308,030)	308,030	-
Vesting of share options – Katoro Gold PLC	-	-	146,249	-	-	-	-	146,249
Warrants issued by Kibo Energy PLC	-	-	48,695	-	-	-	-	48,695
Warrants issued by Kibo Energy plc which expired during the year	-	-	(559,400)	-	-	559,400	-	-
Change in shareholding without loss of control	-	-	(897,163)	18,329	345,217	878,833	(138,045)	207,171
Balance as at 31 December 2021	**21,042,444**	**45,429,328**	**466,868**	**-**	**(466,184)**	**(56,627,389)**	**1,962,816**	**11,807,883**
Loss for the year	-	-	-	-	-	(9,776,917)	(1,131,607)	(10,908,524)
Other comprehensive income - exchange differences	-	-	-	-	372,191	-	-	372,191
Change in shareholding without loss of control						(333,009)	333,009	-
Shares issued	98,037	86,753	-	-	-		-	184,790
Warrants issued by Kibo Energy PLC during the year	-	-	24,774	-	-	-	-	24,774
Warrants issued by Kibo Energy PLC which expired during the year	-	-	(418,173)	-	-	418,173	-	-
Balance as at 31 December 2022	**21,140,481**	**45,516,081**	**73,469**	**-**	**(93,993)**	**(66,319,142)**	**1,164,218**	**1,481,114**
Notes	17	17	19	18	20		21	

The notes on pages 58-92 form part of the financial statements.

The financial statements were approved by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee

Noel O'Keeffe

COMPANY STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Share based payment reserve	Retained deficit	Total equity
All figures are stated in Sterling	£	£	£	£	£
Balance as at 1 January 2021	**20,411,493**	**44,312,371**	**977,575**	**(19,419,674)**	**46,281,765**
Profit the year	-	-	-	(31,235,263)	(31,235,263)
Shares issued	630,951	1,116,957	-	-	1,747,908
Shares issued to pay deferred vendor liability	-	-	48,693	-	48,693
	-	-	(559,400)	559,400	-
Balance as at 31 December 2021	**21,042,444**	**45,429,328**	**466,868**	**(50,095,537)**	**16,843,103**
Loss for the year	-	-	-	(13,931,892)	(13,931,892)
Shares issued	98,037	86,753	-	-	184,790
Warrants issued by Kibo Energy PLC during the year	-	-	24,774	-	24,774
Warrants issued by Kibo Energy PLC which expired during the year	-	-	(418,173)	418,173	-
Balance as at 31 December 2022	**21,140,481**	**45,516,081**	**73,469**	**(63,609,256)**	**3,120,775**
Notes	17	17	19		

The accompanying notes on pages 58-92 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 June 2023 and signed on its behalf by:

On behalf of the Board

Louis Coetzee

Noel O'Keeffe

CONSOLIDATED STATEMENT OF CASH FLOWS

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Cash flows from operating activities			
Loss for the period before taxation		(10,908,524)	(23,148,155)
Adjustments for:			
(Profit)/Loss from the disposal of subsidiary		-	(529,415)
Interest accrued		248,202	46,357
Debt forgiven	3	-	(355,659)
Warrants and options issued		24,774	194,945
Impairment of goodwill	14	-	300,000
Impairment of intangible assets	11	3,229,155	13,955,528
Impairment of associates	12	3,809,775	6,449,681
Loss from equity accounted associate		181,684	48,357
Exploration and development expenditure on a Joint Operation		-	91,179
Impairment of financial asset receivable		-	43,722
Depreciation on property, plant and equipment	10	66,582	10,635
Profit on sale of property, plant and equipment		(7,264)	-
Gains on revaluations of derivatives		(86,558)	-
Costs settled through the issue of shares		95,001	-
Directors' fees settled with credit loan notes		44,591	-
Other non-cashflow items		133	-
		(3,302,449)	**(2,892,825)**
Movement in working capital			
Decrease / (Increase) in debtors	15	28,524	(145,525)
Increase / (Decrease) in creditors	22	678,817	(240,958)
		707,341	**(386,483)**
Net cash outflows from operating activities		**(2,595,108)**	**(3,279,308)**
Cash flows from financing activities			
Proceeds of issue of share capital		-	1,527,576
Proceeds from disposal of shares to non-controlling interest		-	6,099,500
Repayment of lease liabilities		(27,000)	(27,000)
Repayment of borrowings		(44,917)	(195,282)
Proceeds from borrowings		2,322,824	38,975
Net cash proceeds from financing activities		**2,250,907**	**7,443,769**
Cash flows from investing activities			
Cash received from /(advanced) to Joint Venture		20,955	(91,179)
Property, plant and equipment acquired (excluding right of use assets)		(1,020,747)	(1,654,239)
Intangible assets acquired		(342,038)	(150,273)
Cash forfeited on disposal of subsidiary		-	(272,075)
Deferred payment settlement		(555,535)	-
Net cash flows from investing activities		**(1,897,365)**	**(2,167,766)**
Net (decrease) / increase in cash		**(2,241,566)**	**1,996,695**
Cash at beginning of period		2,082,906	256,760
Exchange movement		322,544	(170,549)
Cash at end of the period	16	**163,884**	**2,082,906**

The accompanying notes pages 58-92 form an integral part of these financial statements.

COMPANY STATEMENT OF CASH FLOWS

All figures are stated in Sterling	Notes	31 December 2022 Audited £	31 December 2021 Audited £
Cash flows from operating activities			
(Loss) for the period before taxation		(13,931,892)	(31,235,263)
Adjusted for:			
Inter-company sales capitalised		-	(61,000)
Fair value adjustment		406,863	1,635,881
Warrants and options issued		24,774	48,693
Interest accrued		151,377	-
Non-cash recoveries of expenses		-	(114,253)
Impairment of investment in subsidiaries		12,354,180	29,379,842
Expenses settled in shares		95,001	-
Directors' fees settled with credit loan notes		44,591	-
Other non-cash items		134	-
		(854,972)	**(346,100)**
Movement in working capital			
(Increase) / Decrease in debtors	15	(16,986)	(40,314)
Increase / (Decrease) in creditors	22	111,973	(104,815)
		94,987	**(145,129)**
Net cash outflows from operating activities		**(759,985)**	**(491,229)**
Cash flows from financing activities			
Proceeds of issue of share capital	17	-	1,497,176
Proceeds from borrowings	23	1,672,824	-
Repayment of borrowings		(44,917)	(50,007)
Net cash proceeds from financing activities		**1,627,907**	**1,447,169**
Cash flows from investing activities			
Cash advances to Group Companies		(1,086,889)	(858,054)
Purchase of Property, Plant and Equipment	10	(1,265)	-
Net cash used in investing activities		**(1,088,154)**	**(858,054)**
Net (decrease)/increase in cash		**(220,232)**	**97,886**
Cash at beginning of period		239,674	141,788
Cash at end of the period	16	**19,442**	**239,674**

The accompanying notes on pages 58-92 form an integral part of these financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General Information

Kibo Energy PLC ("the Company") is a Company incorporated in Ireland at registered office 17 Pembroke Street Upper Dublin 2, Ireland. The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group").

The principal activities of the Company and its subsidiaries are related to the exploration for and development of multi-asset energy projects in Sub Saharan Africa, and the United Kingdom.

Statement of Compliance

As permitted by the European Union, the Group financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and their interpretations issued by the International Accounting Standards Board (IASB) as adopted by the EU (IFRS).

The IFRS adopted by the EU as applied by the Company and the Group in the preparation of these financial statements are those that were effective on 31 December 2022.

The financial statements have been prepared in accordance with the requirements of the Companies Act 2014.

Statement of Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements in the current financial period.

Basis of Preparation

The Group and Company financial statements are prepared on the historical cost basis less accumulated impairments, except for the investment in Katoro Gold PLC which is measured at fair value by the Company. The accounting policies have been applied consistently by Group entities, except for the adoption of new standards and interpretations which became effective in the current year. The Group and Company financial statements have been prepared on a going concern basis as explained in the notes to the financial statements.

The individual financial information of each Group entity is measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial information of the Group is presented in Pounds Sterling, which is the presentation currency for the Group. The functional currency of each of the Group entities is the local currency of each individual entity.

Going Concern

The financial statements have been prepared on the going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business. In performing the going concern assessment, the Board considered various factors, including the availability of cash and cash equivalents; data relating to working capital requirements for the foreseeable future; cash-flows from operational commencement, available information about the future, the possible outcomes of planned events, changes in future conditions, the current global economic situation due to the ongoing Ukraine conflict and the responses to such events and conditions that would be available to the Board.

The Board has, inter alia, considered the following specific factors in determining whether the Group is a going concern:

- The significant financial loss for the year amounting to £10,908,524 (2021: £23,148,155);
- Cash and cash equivalents readily available to the Group in the amount of £163,884 in order to pay its creditors and maturing liabilities in the amount of £4,192,170 as and when they fall due and meet its operating costs for the ensuing twelve months (2021: £2,082,906 and £2,198,437 respectively); and
- Whether the Group has available cash resources, or equivalent short term funding opportunities in the foreseeable future, to deploy in developing and growing existing operations or invest in new opportunities.

Following from the losses incurred in the current financial period, coupled with the net current liability position the Group finds itself in as at December 2022, these conditions, together with those mentioned above are considered to indicate that a material uncertainty exists which may cast significant doubt on the Group's ability to continue as a going concern.

This is largely attributable to the short-term liquidity position the Group finds itself in as a result of the significant capital required to develop projects that exceeds cash contributed to the group by the capital contributors as well as insufficient revenue generated to cover overhead costs. The Directors have evaluated the Groups liquidity requirements to confirm whether the Group has adequate cash resources to continue as a going concern for the foreseeable future, taking into account the net current liability position, and consequently prepared a cash flow forecast covering a period of 12 months from the date of these financial statements, concluding that the Group would be able to continue its operations as a going concern.

In response to the net current liability position, to address future cash flow requirements, detailed liquidity improvement initiatives have been identified and are being pursued, with their implementation regularly monitored in order to ensure the Group is able to alleviate the liquidity constraints in the foreseeable future. Therefore, the ability of the Group to continue as a going concern is dependent on the successful implementation or conclusion of the below noted matters in order to address the liquidity risk the Group faces on an ongoing basis:

- Successful conclusion of funding initiatives of the Group in order to continue development of the underlying projects of the Group; and
- Successful completion of a joint venture agreement between MED and an institutional investor to a value of. £33.6m for which a Heads of Terms has already been agreed.

As the Board is confident it would be able to successfully implement the above matters, it has adopted the going concern basis of accounting in preparing the consolidated financial statements.

Use of Estimates and Judgements

The preparation of financial statements in conformity with EU IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

In particular, there are significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements.

The following key areas of estimation uncertainty exist:

- significant estimation uncertainty inherent in determination of the recoverable amount as part of the impairment assessment of non-financial assets, which include amongst others intangible assets related to mining rights and exploration licences as well as tangible assets in the form of property, plant or equipment;
- estimation uncertainty inherent in determination of the period of the useful life of Tangible and Intangible assets;
- estimation uncertainty inherent in determination of the incremental borrowing rate of leases;
- estimation uncertainty inherent in the fair value determination of investment in unlisted associates;
- estimation uncertainty in the valuation of share-based instruments in issue; and
- estimation uncertainty inherent in the determination of credit loss allowance for other financial assets.

The following key areas of judgement exist:

- Recognition and measurement of exploration and evaluation expenditure;
- Fair value determination of unlisted investments measured at fair value through profit or loss;
- Consolidation of Joint Venture interest;
- Consolidation of Associate interest; and
- Going concern.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant estimation uncertainty inherent in determination of the recoverable amount as part of the impairment assessment of non-financial assets, which include amongst others intangible assets related to mining rights and exploration licences, associate investments as well as tangible assets in the form of property, plant or equipment

In applying IAS 36, impairment assessments are performed whenever events or changes in circumstances indicate that the carrying amount of an asset or CGU may not be recoverable, over and above the annual impairment assessment required for goodwill and intangible assets which have an indefinite useful live. Estimates are made in determining the recoverable amount of assets which includes the estimation of cash flows and discount rates used. In estimating the cash flows, management bases cash flow projections on reasonable and supportable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of the assets. The discount rates used reflect the current market assessment of the time value of money and the risks specific to the assets for which the future cash flow estimates have not been adjusted. Where the value in use basis to determine the recoverable amount is not considered appropriate the recoverable amount is based on fair market value, which is determined by identifying recent completed sales transactions or valuations for similar commodity projects, in similar condition and with similar stage of development to utilise as base from which to quantify the proposed fair value at which an independent third party may be willing to acquire the assets.

Estimation uncertainty inherent in determination of the period of the useful life of Tangible and Intangible assets

Depreciation "(Amortisation for intangible assets") is charged on a systematic basis over the estimated useful lives of the assets after taking into account the estimated residual values of the assets. In determining the depreciable amount, management makes assumptions in respect of the residual value of assets based on the expected estimated amount that the entity would currently obtain from disposing the asset, after deducting the estimated costs of disposal. If an asset is expected to be abandoned, the residual value is estimated at nil. Useful live is either the period of time over which the asset is expected to be used or the number of production or similar units expected to be obtained from the use of the asset, taking into account the expected physical wear and tear, legal or similar limits of assets such as rights, condition and location of the asset as well as obsolescence.

Estimation uncertainty inherent in determination of the incremental borrowing rate of leases

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Estimation uncertainty inherent in the fair value determination of investment in unlisted associates

Following the disposal of the controlling interest held in Mabesekwa Coal during the prior financial period, the remaining interest in the Mabesekwa Coal indicated the existence of significant influence, thus the remaining equity investment is recognised as an investment in associate where its cost at initial recognition is equal to the fair value determined on loss of control. The principal asset held by Mabesekwa Coal comprises a pending mining licence for a prospective coal asset and coal resources where previous work had identified an indicative resource. The asset is considered to be unique, and a fair market price is not easily obtainable. The overall value of the investment in associate, however, was separately reviewed by the independent directors, as announced to the market on various occasions, which is the basis utilised for the valuation of the associate on loss of control.

Estimation uncertainty in the valuation of share-based instruments in issue

Share-based instruments issued, such as warrants or options, or payments made require significant judgment and estimate concerning the method of valuation applied and key inputs applied respectively. In order to calculate the charge for share based warrants issued or payments as required by IFRS 9 and IFRS 2 respectively, the Group makes estimates principally relating to the assumptions used in its option-pricing model. Refer to Note 19 for details on valuation of share-based transactions, including options and warrants granted.

Estimation uncertainty inherent in the determination of credit loss allowance for other financial assets

Lake Victoria Gold

The credit loss allowance for the Lake Victoria Gold Receivable as disclosed in Note 12 was determined to be equal to a lifetime expected credit loss allowance following from the continued default of the counterparty.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The continued default from the counterparty resulted in the credit risk increasing significantly during the period to lifetime expected credit losses for the financial asset receivable. With effect from 30 September 2021, the Group lost control over its net investment in Katoro Gold PLC, following which the financial asset receivable was de-recognised.

Blyvoor Joint Venture
The Blyvoor joint operation agreement has been structured in such a way that all amounts contributed to the joint operations by Katoro is receivable from the Blyvoor joint operation once the project reaches commercial viability and starts generating positive cashflow to pay firstly the third-party creditors and thereafter Katoro capital contributed to the joint operations. The credit loss allowance for the Blyvoor Joint Venture Receivable as disclosed in Note 12 was determined to be equal to a lifetime expected credit loss allowance following from the uncertainty related to the commercial viability of the underlying project as at reporting period date The uncertainty around the successful achievement of commercial viability of the project as at this point in time results in the increased credit risk to lifetime expected credit losses for the financial asset receivable. With effect from 30 September 2021, the Group lost control over its net investment in Katoro Gold PLC, following which the financial asset receivable was de-recognised.

Significant judgement concerning the choice of accounting policy w.r.t exploration and evaluation expenditure
In line with the Group's accounting policy, all the exploration and evaluation expenditure has been charged to profit or loss, as in the judgement of the Directors the commercial viability of the mineral deposits had not been established. If a policy of capitalisation of exploration expenditure had been adopted an amount of £847,529 would have been capitalised in the current year (2021: £687,963).

Significant judgement relating to the consolidation of Joint Venture interest
In the 2018 year Kibo entered into a Joint Venture Agreement ("JV") acquiring a 65% equity interest in the Benga Power Plant Project ("BPPP"). Although the agreement refers to the existence of a 65% equity stake, and Kibo's ability to appoint three of five management committee members, all decisions presented in front of the management committee requires absolute agreement by all committee members before it stands, failing which it would result in a decision to be made between the two respective CEOs of the participating entities in the JV. Furthermore, the participating interest only allows to partake in the net revenue of the JV.

Significant judgement relating to the consolidation of Associate interest
In the current year Kibo's effective equity interest in Katoro Gold PLC ("Katoro") remained 20.88% as at 31 December 2022 (2021: 20.88%). Katoro Gold PLC is recognised as an associate and is measured in accordance with the equity method as prescribed by IAS 28.

Significant judgement relating to the adoption of the Going Concern basis of preparation
The Groups current liabilities exceed its current assets as at 31 December 2022 which contributes significantly to the material uncertainty related to the going concern assumption applied in preparation of the financial statements. Management applies judgement in determining whether or not the Group is able to continue as a going concern for the foreseeable future, in identifying the matters which give rise to the existence of the material uncertainty, and in developing responses thereto in order to address the risk of material uncertainty.

Significant judgement relating to the classification of certain non-current assets as held for sale
The Group in the preceding financial year announced its proposed sale of its Mbeya Coal to Power and Mabasekwa Coal to Power projects. Notwithstanding the fact that the coal assets are immediately available for sale with the Group identifying various prospective buyers and the Board of Directors is committed to realisation of the assets through sale rather than through use, it is unlikely that the sale would be completed within 12 months post year end due to the lengthy process related to the sale of such assets, which is why the Group has concluded not to classify these assets as non-current assets held for sale as at 31 December 2022.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The consolidated annual financial statements comprise the financial statements of Kibo and its subsidiaries for the year ended 31 December 2022 over which the Company has control.

Control is achieved when the Company:
- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstance indicate that there are changes to one or more of the three elements of control listed above.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights.

In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:
- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the company and by other parties;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Intragroup balances and any unrealised gains or losses or income or expenses arising from intragroup transactions are eliminated in preparing the Group financial statements, except to the extent they provide evidence of impairment.

The Group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given, liabilities incurred or assumed, and equity instruments issued. Costs directly attributable to the business combination are expensed as incurred, except the costs to issue debt which are amortised as part of the effective interest and costs to issue equity which are included in equity.

The acquiree's identifiable assets, liabilities and contingent liabilities which meet the recognition conditions of IFRS 3 Business Combinations are recognised at their fair values at acquisition date.

Contingent liabilities are only included in the identifiable assets and liabilities of the acquiree where there is a present obligation at acquisition date.

Non-controlling interest arising from a business combination is measured either at their share of the fair value of the assets and liabilities of the acquiree or at fair value. The treatment is not an accounting policy choice but is selected for each individual business combination and disclosed in the note for business combinations.

Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Upon the loss of control, the Company derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any resulting gain or loss is recognised in profit or loss. If the Company retains any interest in the previous subsidiary, such interest is measured at fair value at the date that control is lost.

Any gain from the acquisition of a subsidiary or gain/loss from the disposal of subsidiary will be recognised through profit and loss in the current financial period.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations involving entities under common control

Business combinations involving entities under common control comprise business combinations where both entities remain under the ultimate control of the holding company before and after the combination, and that control is not transitory. The group applies merger accounting for all its common control transactions from the date that it obtains control. In terms of this:

- the assets and liabilities of the acquiree are recorded at their existing carrying amounts (not fair value);
- if necessary, adjustments are made to achieve uniform accounting policies;
- intangible assets and contingent liabilities are recognised only to the extent that they were recognised by the acquiree in accordance with applicable IFRS;
- no goodwill is recognised. Any difference between the acquirer's cost of investment and the acquiree's equity is presented separately directly in equity as a common control reserve (CCR) on consolidation;
- any non-controlling interest is measured as a proportionate share of the carrying amounts of the related assets and liabilities (as adjusted to achieve uniform accounting policies); and
- any expenses of the combination are written off immediately in profit or loss, except for the costs to issue debt which are amortised as part of the effective interest and costs to issue equity which are recognised within equity.

When control is lost, resulting in the common control of entities, the balance of CCR recognised in respect of that acquisition is realised directly to retained earnings on the effective date when control is lost.

Intangible Assets

Intangible assets acquired separately
Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives which are disclosed in Note 11. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with an indefinite useful life
An intangible asset is regarded as having an indefinite useful life when, based on all relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows. Amortisation is not provided for these intangible assets, but they are tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired, and it is subsequently carried at cost less accumulated impairment losses.

Derecognition of intangible assets
An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Categories of intangible assets
Intangible assets comprise the following:

- acquisition of rights to explore or mine in relation to the Group's exploration and evaluation activities; and
- intellectual property acquired in relation to the Group's renewable energy activities.

Irrespective of whether there is any indication of impairment, the Group also tests intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.

Investments in associates

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Under the equity method, the investment is initially recognised at cost where the equity interest in the associate is acquired, however where control is lost over a subsidiary the remaining equity interest is recognised at fair value on date which control is lost and the fair value is deemed to be the cost of the investment in associate going forward and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The group's share of post-acquisition profit or loss is recognised in the statement of profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of the impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit/(loss) of associates in the statement of comprehensive income.

Exploration & Evaluation Assets

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource. Exploration and evaluation activity includes:

- researching and analysing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- conducting market and finance studies.

Exploration and evaluation expenditure is charged to the Statement of Profit or Loss as incurred except in the following circumstances, in which case the expenditure may be capitalised:

In respect of minerals activities:

- the exploration and evaluation activity are within an area of interest which was previously acquired as an asset acquisition or in a business combination and measured at fair value on acquisition; or
- the existence of a commercially viable mineral deposit has been established.

Capitalised exploration and evaluation expenditure considered to be tangible is recorded as a component of property, plant and equipment at cost less impairment charges. Otherwise, it is recorded as an intangible.

Intangible assets all relate to exploration and evaluation expenditure which are carried at cost with an indefinite useful life and therefore are reviewed for impairment annually and when there are indicators of impairment. Where a potential impairment is indicated, assessment is performed for each area of interest in conjunction with the group of operating assets (representing a cash generating unit) to which the exploration is attributed. Exploration areas at which reserves have been discovered but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is under way or planned.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Impairment

Non-financial assets
Assets are reviewed for impairment at each reporting date or 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).

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit or Loss immediately.

Property, Plant and Equipment

Property, Plant and Equipment is stated at cost, less accumulated depreciation.

Cost includes expenditure that is directly attributable to the acquisition of the items of property, plant and equipment. The cost of self-constructed items of property, plant and equipment includes the cost of materials and direct labour, any other costs directly attributable to bringing the items of property, plant and equipment to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:
- Land is not depreciated;
- Office equipment between 12.5% to 37.5% straight line;
- Plant & machinery at 20% straight line;
- Furniture & fixtures at 12.5% straight line;
- Motor vehicles at 25% straight line;
- Right of Use assets straight line over the lease term; and
- I.T. Equipment at 20% straight line

Depreciation methods, useful lives and residual values are reviewed at each reporting date. Useful lives are affected by technology innovations, maintenance programmes and future economic benefits. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

On disposal of property, plant and equipment the cost and the related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the Statement of Profit or Loss and Other Comprehensive Income.

Right-of-use assets and corresponding lease liability
For any new contracts entered into 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

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

At lease commencement date, the group recognises a right-of-use asset and a lease liability on the statement of financial position. 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, and any lease payments made in advance of the lease commencement date. 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. In determining the present value of the lease liability, the group has used its incremental borrowing rate of prime as the rate implicit in the lease was not readily available. 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 payables.

Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Income Statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Employee benefits

Short-term benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonuses or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Foreign Currencies

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated annual financial statements are presented in Sterling, which is the Group's presentation currency. This is also the functional currency of the Company and is considered by the Board also to be appropriate for the purposes of preparing the Group financial statements.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the 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 period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss.

Group companies
The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- monetary assets and liabilities for each Statement of Financial Position presented are presented at the closing rate at the date of that Statement of Financial Position. Non-monetary items are measured at the exchange rate in effect at the historical transaction date and are not translated at each Statement of Financial Position date;
- income and expenses for each Statement of Profit or Loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transaction): and
- all resulting exchange differences are recognised as a separate component of equity. On consolidation, exchange differences arising from the translation of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future are taken to shareholders equity. When a foreign operation is sold, such exchange differences are recognised in the Statement of Profit or Loss as part of the gain or loss on sale.

Finance income and expense

Finance income comprises interest income on funds invested, dividend income, gains on the disposal of available-for-sale financial assets, and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of listed securities is the ex-dividend date.

Finance expenses comprise interest expense on borrowings, unwinding of discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognised on financial assets and losses on forward exchange contracts that are recognised in profit or loss. All borrowing costs are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

Earnings per Share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

Recognition
Financial instruments comprise other financial assets receivable, trade and other receivables, cash and cash equivalents, trade and other payables, other financial liabilities and borrowings.

Financial assets and liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Classification
The Group classifies financial assets on initial recognition as measured at amortised cost as the Group's business model and objective is to hold the financial asset in order to collect the contractual cash flow and the contractual terms allows for cash flows on specified dates for the payment of the principal amounts outstanding.

Financial liabilities are classified at amortised cost.

Financial assets	Classification
Other financial assets	Financial assets at amortised cost
Trade and other receivables	Financial assets at amortised cost
Cash and Cash Equivalents	Financial assets at amortised cost
Investment in listed entities	Financial assets at fair value through profit or loss

Financial liabilities	Classification
Trade and other payables	Financial liabilities at amortised cost
Borrowings	Financial liabilities at amortised cost

Financial assets are classified as current if expected to be realised or settled within 12 months from the reporting date; if not, they are classified as non-current. Financial liabilities are classified as non-current if the Group has an unconditional right to defer payment for more than 12 months from the reporting date.

Measurement on Initial recognition
All financial assets and liabilities are initially measured at fair value, including transaction costs.

Subsequent measurement
Financial assets held at amortised cost are subsequently measured at amortised cost using the effective interest method, less any impairment losses.

Foreign exchange gains and losses and impairments are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

Financial assets held at fair value through profit or loss are subsequently measured at fair value with fair value movement recognised through profit or loss.

Financial liabilities are subsequently measured at amortised cost using the effective interest method.

De-recognition
Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership.

Financial liabilities are derecognised when the obligations specified in the contracts are discharged, cancelled or expire.

On de-recognition of a financial asset/liability, any difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Impairment of Financial Assets not carried at Fair value

Under IFRS 9 the Group calculates its allowance for credit losses as expected credit losses (ECLs) for financial assets measured at amortised cost. ECLs are a probability weighted estimate of credit losses.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in Groups that share similar credit risk characteristics.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost, the reversal is recognised in the profit or loss.

Warrant reserves

For such grants of share options or warrants qualifying as equity-settled share-based payments, the fair value as at the date of grant is calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options or warrants were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options or warrants that are likely to vest, except where forfeiture is only due to market-based conditions not achieving the threshold for vesting.

Share based payments

For such grants of share options qualifying as equity-settled share-based payments, the fair value as at the date of grant is calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that are likely to vest, except where forfeiture is only due to market-based conditions not achieving the threshold for vesting.

Share Capital

Incremental costs directly attributable to the issue of ordinary shares are recognised directly in equity.

Issue Expenses and Share Premium Account

Issue expenses directly attributable to the issuance of new ordinary shares are written off against the premium arising on the issue of share capital where ordinary shares are issued at a premium. Where the ordinary shares are issued at their nominal value, the issue expenses directly attributable to the issuance of new ordinary shares is set off against the accumulated loss reserve.

Segment reporting

The Group determines and presents operating segments based on the information that is internally provided to the Chief Executive Officer, who is the chief operating decision maker. A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of the other segments. The Group’s primary format for segment reporting is based on business segments. The business segments are determined based on the reporting business units.

Joint arrangements

Joint arrangements are arrangements in which the Group shares joint control with one or more parties. Joint control is the contractually agreed sharing of control of an arrangement and exists only when decisions about the activities that significantly affect the arrangement’s returns require the unanimous consent of the parties sharing control. Judgement is required in determining this classification through an evaluation of the facts and circumstances arising from each individual arrangement. Joint arrangements are classified as either joint operations or joint ventures based on the rights and obligations of the parties to the arrangement.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

In joint operations, the parties have rights to the assets and obligations for the liabilities relating to the arrangement, whereas in joint ventures, the parties have rights to the net assets of the arrangement. Joint arrangements that are not structured through a separate vehicle are always joint operations. Joint arrangements that are structured through a separate vehicle may be either joint operations or joint ventures depending on the substance of the arrangement. In these cases, consideration is given to the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, other facts and circumstances. The Group accounts for joint operations by recognising the assets, liabilities, revenue, and expenses for which it has rights or obligations, including its share of such items held or incurred jointly.

Revenue from contracts with customers

The Group and Company recognise revenue from the following major source:

- Provision of produced electricity generated from peaker power plants.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The transaction price is the amount of consideration to which the expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties and is variable.

The revenue is generated upon consumption by the customer and is recognised at a point in time based on the variable consumption for the specific period for which the revenue is recognised.

Customers are invoiced on a monthly basis and consideration is payable when invoiced.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

NEW STANDARDS AND INTERPRETATIONS

Standards issued but not yet effective:

At the date of authorisation of these financial statements, the following standards and interpretations relevant to the Group and which have not been applied in these financial statements, were in issue but were not yet effective.

Standard	Effective date, annual period beginning on or after
IAS 1 Presentation of Financial Statements Classification of Liabilities as Current or Noncurrent: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current. Disclosure of Accounting Policies: The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies, with additional guidance added to the Standard to explain how an entity can identify material accounting policy information with examples of when accounting policy information is likely to be material.	1 January 2023
IAS 12 amendments on deferred tax The IASB issued 'Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)' that clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations.	1 January 2023
IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors Definition of Accounting Estimates: The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. The requirements for recognising the effect of change in accounting prospectively remain unchanged.	1 January 2023

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Group but may result in reduced disclosure requirements.

The Group expects to adopt all relevant standards and interpretations as and when they become effective.

Standards and interpretations which are effective in the current period (Changes in accounting policies):

None of these standards which became effective during the period which are applicable to the Group, have had a material impact.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

1. Segment analysis

IFRS 8 requires an entity to report financial and descriptive information about its reportable segments, which are operating segments or aggregations of operating segments that meet specific criteria. Operating segments are components of an entity about which separate financial information is available that is evaluated regularly by the chief operating decision maker. The Chief Executive Officer is the chief operating decision maker of the Group.

Management currently identifies individual projects as operating segments. These operating segments are monitored, and strategic decisions are made based upon their individual nature, together with other non-financial data collated from exploration activities. Principal activities for these operating segments are as follows:

2022 Group	**Bordersley Power**	**Mabasekwa Coal to Power**	**Mbeya Coal**	**Pyebridge Power**	**Rochdale Power**	**Sustineri Energy**	**Corporate**	**31 December 2022 (£) Group**
Revenue	-	-	-	1,036,743	-	-	-	1,036,743
Cost of sales	-	-	-	(778,802)	-	-	-	(778,802)
Administrative and other cost	(46,064)	(7,065)	(7,186)	(52,809)	(10,763)	(1,766)	(2,453,375)	(2,579,028)
Impairments and fair value adjustments	(1,288,578)	(3,563,639)	(1,940,577)	-	-	-	(246,136)	(7,038,930)
Listing and Capital raising fees	-	-	-	-	-	-	(363,368)	(363,368)
Project and exploration expenditure	(222,296)	-	-	(255,601)	(104,090)	(108,912)	(156,668)	(847,567)
Share in loss of associate	-	-	-	-	-	-	(181,684)	(181,684)
Investment and other income	-	-	-	-	-	10	93,856	93,866
Finance costs	(24,537)	-	-	-	-	-	(225,217)	(249,754)
Loss before tax	**(1,581,475)**	**(3,570,704)**	**(1,947,763)**	**(50,469)**	**(114,853)**	**(110,668)**	**(3,532,592)**	**(10,908,524)**

2021 Group	**Benga Power J. V**	**Blyvoor Joint Venture**	**Bordersley Power**	**Haneti**	**Lake Victoria Gold**	**Mabesekwa Coal to Power**	**Mbeya Coal to Power**	**Pyebridge Power**	**Rochdale Power**	**Sustineri Energy**	**Corporate**	**31 December 2021 (£) Group**
Revenue	-	-	-	-	-	-	-	3,245	-	-	-	3,245
Cost of sales	-	-	-	-	-	-	-	(34,321)	-	-	-	(34,321)
Administrative and other cost	(26,682)	(16,799)	(332,550)	(82,504)	(141,098)	(13,944)	(43,967)	(13,448)	(4,641)	(1,097)	(1,649,020)	(2,325,750)
Impairments and fair value adjustments	-	-	(300,000)	-	-	(6,132,711)	(13,955,528)	-	-	-	(316,970)	(20,705,209)
Listing and Capital raising fees	-	-	-	-	-	-	-	-	-	-	(321,365)	(321,365)
Project and exploration expenditure	(74,337)	(126,173)	(24,878)	(119,101)	-	-	(100,165)	(44,004)	(11,265)	(94,207)	(93,833)	(687,963)
Investment and other income	787	5,134	355,659	-	16,505	-	48,298	-	-	-	591,554	1,017,937
Loss before tax	**(100,232)**	**(137,838)**	**(301,769)**	**(201,605)**	**(124,593)**	**(6,146,655)**	**(14,051,362)**	**(88,528)**	**(15,906)**	**(95,304)**	**(1,884,363)**	**(23,148,155)**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

2022 Group	Bordersley Power	Mabasekwa Coal to Power	MbeyaCoal to Power	Pyebridge Power	Rochdale Power	Sustineri Energy	Corporate	31 December 2022 (£) Group
Assets								
Segment assets	1,733,554	235	-	2,082,352	262,043	293,160	2,306,599	6,677,943
Liabilities								
Segment liabilities	296,984	7,270	2,320	133,650	6,897	48,491	4,701,217	5,196,829

2021 Group	Benga Power J. V	Bordersley Power	Mabesekwa Coal to Power	Mbeya Coal to Power	Pyebridge Power	Rochdale Power	Sustineri Energy	Corporate	31 December 2021 (£) Group
Assets									
Segment assets	14,219	3,085,261	3,405,354	1,944,925	2,491,666	261,454	278,985	2,813,501	14,295,365
Liabilities									
Segment liabilities	10,065	394,588	5,577	52,379	70,847	5,570	18,976	1,929,480	2,487,482

Geographical segments

The Group operates in six principal geographical areas being Tanzania (Exploration), Botswana (Exploration), Cyprus (Corporate), South Africa (Renewable Energy), United Kingdom (Renewable Energy) and Ireland (Corporate).

	Tanzania	Botswana	Cyprus	South Africa	United Kingdom	Ireland	31 December 2022 (£)
Carrying value of segmented assets	-	-	218,735	293,160	5,564,783	601,265	6,677,943
Revenue	-	-	-	-	1,036,743	-	1,036,743
Loss before tax	(1,947,763)	(3,563,639)	(1,517,557)	(110,843)	(2,732,982)	(1,035,740)	(10,908,524)

	Tanzania	Botswana	Cyprus	South Africa	United Kingdom	Ireland	31 December 2021 (£)
Carrying value of segmented assets	1,944,925	3,405,354	188,879	283,831	7,630,489	841,887	14,295,365
Revenue	-	-	-	-	3,245	-	3,245
Profit/ Loss after tax	(14,211,842)	(6,143,283)	(1,008,539)	(218,316)	(1,827,534)	261,359	(23,148,155)

All revenue generated was from the United Kingdom geographical area with the only customer being Statkraft Markets GMBH.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

2. Revenue

	31 December 2022 (£) Group	31 December 2021 (£) Group
Electricity sales	1,036,743	3,245
	1,036,743	**3,245**

Revenue comprised ancillary electricity sales from operational testing of the renewable energy operations of MAST Energy Developments PLC in the United Kingdom.

3. Investment and other Income

	31 December 2022 (£) Group	31 December 2021 (£) Group	31 December 2022 (£) Company	31 December 2021 (£) Company
Debt forgiven	-	355,659	-	-
Interest received	44	-	34	-
Gain on revaluation of derivative liabilities	86,558	-	-	-
Profit on the loss of control over subsidiary	-	529,415	-	-
Profit on sale of plant and equipment	7,264	-	-	-
Recoveries	-	-	16,232	61,000
Other income	-	132,863	-	74,709
	93,866	**1,017,937**	**16,266**	**135,709**

During the financial year the Group recorded other income resulting from the revaluation of derivative liabilities. These liabilities were recognised as part of convertible loan notes entered into during the financial year. The derivative liability was fair valued at year end and resulted in a gain for the financial year.

4. Finance costs

	31 December 2022 (£) Group	31 December 2021 (£) Group	31 December 2022 (£) Company	31 December 2021 (£) Company
Interest paid to finance houses	223,623	21,647	151,375	-
Interest from leases (refer note 10)	26,131	24,725	-	-
	249,754	**46,372**	**151,375**	**-**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

5. Loss on ordinary activities before taxation

Operating loss is stated after the following key transactions:	31 December 2022 (£) Group	31 December 2021 (£) Group	31 December 2022 (£) Company	31 December 2021 (£) Company
Depreciation of property, plant and equipment	66,582	10,635	-	-
Impairment of other financial assets – receivable from Lake Victoria Gold	-	16,240	-	-
Group auditors' remuneration for audit of financial statements	58,425	45,000	58,425	-
Subsidiaries auditors' remuneration for audit of the financial statements	172,767	155,094	-	-
Impairment of goodwill	-	300,000	-	-
Impairment of intangible assets	3,229,155	13,955,528	-	-
Impairment of associates	3,809,774	6,449,682	-	-
Impairment of subsidiary investments	-	-	12,354,180	29,379,842
Fair value adjustments	-	-	406,863	1,635,881
Gains on revaluations of derivatives	(86,558)	-	-	-
Profit on sale of assets	(7,264)	-	-	-

6. Staff costs (including Directors)

	Group 31 December 2022 (£)	Group 31 December 2021 (£)	Company 31 December 2022 (£)	Company 31 December 2021 (£)
Wages and salaries	**949,355**	898,145	28,297	27,415
Share based remuneration	-	146,250		-
	949,355	**1,044,395**	**28,297**	**27,415**

The average monthly number of employees (including executive Directors) during the period was as follows:

	Group 31 December 2022	Group 31 December 2021	Company 31 December 2022	Company 31 December 2021
Exploration and development activities	10	10	1	1
Administration	7	7	1	1
	17	**17**	**2**	**2**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

7. Directors' emoluments

	Group 31 December 2022 (£)	Group 31 December 2021 (£)	Company 31 December 2022 (£)	Company 31 December 2021 (£)
Basic salary and fees accrued	374,308	397,262	24,366	27,415
Share based payments	-	-	-	-
	374,308	**397,262**	**24,366**	**27,415**

The emoluments of the Chairman were £ 55,950 (2021: £ 47,578). The emoluments of the highest paid director were £164,726 (2021: £129,347).

Directors received shares in the value of £Nil during the year (2021: £Nil) and warrants to the value of £Nil (2021: £Nil) during the year.

Key management personnel consist only of the Directors. Details of share options and interests in the Company's shares of each director are shown in the Directors' report.

The following table summarises the remuneration applicable to each of the individuals who held office as a director during the reporting period:

31 December 2022	**Salary and fees accrued £**	**Salary and fees settled in shares £**	**Warrants issued £**	**Total £**
Christian Schaffalitzky	16,990	-	-	16,990
Louis Coetzee	164,726	-	-	164,726
Noel O'Keeffe	38,135	-	-	38,135
Andreas Lianos	31,274	-	-	31,274
Christiaan Schutte	123,183	-	-	123,183
Total	**374,308**	**-**	**-**	**374,308**

31 December 2021	**Salary and fees accrued £**	**Salary and fees settled in shares £**	**Warrants issued £**	**Total £**
Christian Schaffalitzky	20,578	-	-	20,578
Louis Coetzee	165,347	-	-	165,347
Noel O'Keeffe	38,319	-	-	38,319
Lukas Maree	7,349	-	-	7,349
Wenzel Kerremans	7,349	-	-	7,349
Andreas Lianos	36,050	-	-	36,050
Christiaan Schutte	122,270	-	-	122,270
Total	**397,262**	**-**	**-**	**397,262**

As at 31 December 2022, an amount of £174,482 (2021: £443,336) was due and payable to Directors for services rendered not yet settled.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

8. Taxation

Current tax

	31 December 2022 (£)	31 December 2021 (£)
Charge for the period in respect of corporate taxation	-	-
Total tax charge	-	-

The difference between the total current tax shown above and the amount calculated by applying the standard rate of corporation tax for various jurisdictions to the loss before tax is as follows:

	2022 (£)	2021 (£)
Loss on ordinary activities before tax	(10,908,524)	(23,148,155)
Income tax expense calculated at blended rate of 13.18% (2021: 18.86%)	(1,437,917)	(4,365,742)
Income which is not taxable	(4,615)	(100,589)
Expenses which are not deductible	913,814	3,959,520
Losses available for carry forward	528,718	506,811
Income tax expense recognised in the Statement of Profit or Loss	-	-

The effective tax rate used for the December 2022 and December 2021 reconciliations above is the corporate rate of 14.15% and 18.86% payable by corporate entities on taxable profits under tax law in that jurisdiction respectively. The tax jurisdictions in which the Group operates are Cyprus, Ireland, South Africa, Tanzania and the United Kingdom.

No provision has been made for the 2022 deferred taxation as no taxable income has been received to date, and the probability of future taxable income is indicative of current market conditions which remain uncertain. At the Statement of Financial Position date, the Directors estimate that the Group has unused tax losses of £41,896,825 (2021: £38,201,734) available for potential offset against future profits which equates to an estimated potential deferred tax asset of £5,779,065 (2021: £5,076,208). No deferred tax asset has been recognised due to the unpredictability of the future profit streams. Losses may be carried forward indefinitely in accordance with the applicable taxation regulations ruling within each of the above jurisdictions.

9. Loss per share

Basic loss per share

The basic loss and weighted average number of ordinary shares used for calculation purposes comprise the following:

Basic Loss per share	31 December 2022(£)	31 December 2021 (£)
Loss for the period attributable to equity holders of the parent	(9,776,917)	(21,996,968)
Weighted average number of ordinary shares for the purposes of basic loss per share	3,010,992,501	2,480,279,189
Basic loss per ordinary share (GBP)	(0.003)	(0.009)

As there are no instruments in issue which have a dilutive impact, the dilutive loss per share is equal to the basic loss per share, and thus not disclosed separately.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

10. Property, plant and equipment

GROUP Cost	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Opening Cost as at 1 January 2021	**-**	**2,436**	**16,131**	**4,970**	**4,989**	**8,601**	**-**	**37,127**
Disposals	-	-	-	-	-	-	-	-
Additions	602,500	-	-	-	509	2,011,409	293,793	2,908,211
Exchange movements	-	29	192	(28)	(108)	102	-	187
Closing Cost as at 31 December 2021	**602,500**	**2,465**	**16,323**	**4,942**	**5,390**	**2,020,112**	**293,793**	**2,945,525**
Disposals	-	(2,465)	-	(3,383)	(3,193)	(5,642)	-	(14,683)
Additions	-	-	-	-	6,031	75,061	62,090	143,182
Assets under development	-	-	-	-	-	939,664	-	939,664
Derecognition as a result of waiver	-	-	-	-	-	(421,041)	-	(421,041)
Exchange movement	-	-	-	-	-	2,695	-	2,695
Closing Cost as at 31 December 2022	**602,500**	**-**	**16,323**	**1,559**	**8,228**	**2,610,849**	**355,883**	**3,595,342**

Accumulated Depreciation ("Acc Depr")	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Acc Depr as at 1 January 2021	**-**	**(2,436)**	**(15,285)**	**(4,398)**	**(4,289)**	**(8,601)**	**-**	**(35,009)**
Disposals	-	-	-	-	-	-	-	-
Depreciation	-	-	(842)	-	-	-	(9,793)	(10,635)
Exchange movements	-	(29)	(196)	(9)	215	(103)	-	(122)
Acc Depr as at 31 December 2021	**-**	**(2,465)**	**(16,323)**	**(4,407)**	**(4,074)**	**(8,704)**	**(9,793)**	**(45,766)**
Disposals	-	2,465	-	3,383	3,193	1,974	-	11,015
Depreciation	-				(1,385)	(52,632)	(12,565)	(66,582)
Exchange movements	-	-	-	-	-	(11)	-	(11)
Acc Depr as at 31 December 2022	**-**	**-**	**(16,323)**	**(1,024)**	**(2,266)**	**(59,373)**	**(22,358)**	**(101,344)**

Carrying Value	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Carrying value as at 31 December 2021	**602,500**	**-**	**-**	**535**	**1,316**	**2,011,408**	**284,000**	**2,899,759**
Carrying value as at 31 December 2022	**602,500**	**-**	**-**	**535**	**5,962**	**2,551,476**	**333,525**	**3,493,998**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

COMPANY Cost	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Opening Cost as at 1 January 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Closing Cost as at 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions	-	-	-	-	1,265	-	-	1,265
Closing Cost as at 31 December 2022	**-**	**-**	**-**	**-**	**1,265**	**-**	**-**	**1,265**

Accumulated Depreciation ("Acc Depr")	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Acc Depr as at 1 January 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Acc Depr as at 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Acc Depr as at 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Carrying Value	Land (£)	Furniture and Fittings (£)	Motor Vehicles (£)	Office Equipment (£)	I.T Equipment (£)	Plant & Machinery (£)	Right of use assets (£)	Total (£)
Carrying value as at 31 December 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Carrying value as at 31 December 2022	**-**	**-**	**-**	**-**	**1,265**	**-**	**-**	**1,265**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Right of use asset

The Group has one lease contract for land it shall utilise to construct a 5MW gas-fuelled power generation plant. The land is located at Bordesley, Liverpool St. Birmingham.

The land has a lease term of 20 years, with an option to extend for 10 years which the Group has opted to include due to the highly likely nature of extension as at the time of the original assessment.

The Group's obligations under its leases are secured by the lessor's title to the leased assets. The Group's incremental borrowing rate ranges between 8.44% and 10.38%.

The Group has valued its property, plant and equipment in line with its directors' estimation of the Value in Use for those assets. Kindly refer to note 11 for the key variables used in the estimation of the value thereof.

Right of use asset	**31 December 2022 (£) Group**	**31 December 2021 (£) Group**
Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:		
Opening balance	**284,000**	**-**
Additions	62,090	293,793
Depreciation	(12,565)	(9,793)
Closing balance	**333,525**	**284,000**

Lease liability		
Set out below are the carrying amounts of lease liabilities and the movements during the period:		
Opening balance	**291,518**	**-**
Additions	60,005	293,793
Interest	26,131	24,725
Repayment	(27,000)	(27,000)
Closing balance	**350,654**	**291,518**
Spilt of lease liability between current and non-current portions:		
Non-current	346,674	289,045
Current	3,980	2,473
Total	**350,654**	**291,518**
Future minimum lease payments fall due as follows		
- within 1 year	33,960	27,000
- later than 1 year but within 5 years	135,840	108,000
- later than 5 years	756,720	648,000
Subtotal	**926,520**	**783,000**
- Unearned future finance charges	(575,866)	(491,482)
Closing balance	**350,654**	**291,518**

A 100bp change in the Incremental Borrowing Rate ("IBR"), would result in a £29,603 change in the Right of Use Asset, and corresponding Lease Liability on inception date.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

11. Intangible assets

Intangible assets consist of separately identifiable prospecting, exploration and renewable energy assets in the form of licences, intellectual property or rights acquired either through business combinations or through separate asset acquisitions.

The following reconciliation serves to summarise the composition of intangible assets as at period end:

	ADV001 Hindlip Lane (£)	ARL018 Stather Road (£)	Bordersley Power (£)	Mbeya Coal to Power Project (£)	Rochdale Power (£)	Shankley Biogas (£)	Sustineri Energy (£)	Total (£)
Carrying value at 1 January 2021	**-**	**-**	**2,595,000**	**15,896,105**	**-**	**-**	**-**	**18,491,105**
Impairments	-	-	-	(13,955,528)	-	-	-	(13,955,528)
Acquisition of Rochdale Power	-	-	-	-	150,273	-	-	150,273
Acquisition of Sustineri Energy	-	-	-	-	-	-	278,700	278,700
Carrying value at 1 January 2022	**-**	**-**	**2,595,000**	**1,940,577**	**150,273**	**-**	**278,700**	**4,964,550**
Impairments	-	-	(1,288,578)	(1,940,577)	-	-	-	(3,229,155)
Acquisition of ARL018 Stather Road	-	91,482	-	-	-	-	-	91,482
Acquisition of ADV001 Hindlip Lane	247,506	-	-	-	-	-	-	247,506
Acquisition of Shankley Biogas Ltd	-	-	-	-	-	603,050	-	603,050
Exchange movements	-	-	-	-	-	-	14,460	14,460
Carrying value at 31 December 2022	**247,506**	**91,482**	**1,306,422**	**-**	**150,273**	**603,050**	**293,160**	**2,691,893**

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Intangible assets attributable to prospecting or exploration activities with an indefinite useful life are not amortised until such time that active mining operations commence, which will result in the intangible asset being amortised over the useful life of the relevant project.

Intangible assets attributable to renewable energy activities are amortised once commercial production commences, over the remaining useful life of the project, which is estimated to be between 20 to 30 years, depending on the unique characteristics of each project.

Until such time as the underlying operations commence production, intangible assets with an indefinite useful life are assessed for impairment on an annual basis, against the recoverable value of the intangible asset, or earlier if an indication of impairment exists.

One or more of the following facts or circumstances indicate that the Group should test an intangible asset for impairment:

- the period for which the Group has the right to develop the asset has expired during the period or will expire in the foreseeable future;
- substantial expenditure on the asset in future is neither planned nor budgeted;
- sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the development asset is unlikely to be recovered in full from successful development or by sale.

In assessing whether a write-down is required in the carrying value of a potentially impaired intangible asset, the asset’s carrying value is compared with its recoverable amount.

The recoverable amount is the higher of the asset’s fair value less costs to sell and value in use.

The valuation techniques applicable to the valuation of the above mentioned intangible assets comprise a combination of fair market values, discounted cash flow projections and historic transaction prices.

The following key assumptions influence the measurement of the intangible assets’ recoverable amounts, through utilising the value in use calculation performed:

- measurement of the available resources and reserves;
- currency fluctuations and exchange movements applicable to the valuation model;
- commodity prices related to resources and reserve and forward-looking statements;
- expected growth rates in respect of production capacity;
- cost of capital related to funding requirements;
- determination of the commercial viability period;
- applicable discounts rates, inflation and taxation implications;
- future operating expenditure related to the realisation of the respective project assets; and
- co-operation of key project partners going forward.

The following key assumptions influence the measurement of the intangible assets’ recoverable amounts, through utilising the fair value calculation performed:

- Determination of consideration receivable based on recently completed transactions, considering the nature, location, size and desirability of recently completed transactions, for similar assets.

A summary of each project and the impairment assessment performed for each of the intangible assets are detailed below.

Mbeya Coal to Power Project

The Mbeya Coal to Power Project situated in the Mbeya region of Tanzania, which comprises the Mbeya Coal Mine, a potential 1.5Mt p/a mining operation, and the Mbeya Power Plant, a planned 300MW mine-mouth thermal power station. The Mbeya Coal Mine has a defined 120.8 Mt NI 43-101 thermal coal resource. The 300MW mouth-of-mine thermal power station has long term scalability with the potential to become a 1000MW plant. The completed full Power Feasibility Study highlighted an annual power output target of 1.8GW based on annual average coal consumption of 1.5Mt.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Subsequent to the completion of a compulsory tender process through TANESCO on the development of the Mbeya Coal to Power Project, the Group was informed that its bid to secure a Power-Purchase Agreement was unsuccessful in February 2019. Further engagement with TANESCO has subsequently culminated in the receipt of a formal notice from TANESCO during 2020 and inviting the Group to develop the Mbeya Coal to Power Project for the export market and thereby enabling the Company to engage with the African Power Pools regarding potential off-take agreements.

Result of impairment review undertaken during the period

Status of the Term Sheet
The initial Term Sheet signed with interested parties for the Mbeya Coal Ltd Mining Licenses is no longer valid. After conducting due diligence, the interested parties discovered several factors that contribute to the reduced commercial attractiveness and feasibility of the project. These factors include the low quality of the coal and the significant challenges posed by its grade and associated market related price, as well as the remote location of the mining site (1000 km from Dar es Salaam or 600 km from Mtwara). The absence of bulk coal handling facilities at nearby ports and the high indicative transportation costs further undermines the project's viability. Without a nearby off-taker, it is no longer feasible to design, construct, and operate a mid-sized coal mine on the indicative Mbeya mining site.

The project's original intention was to exclusively supply coal to the mine-mouth power station. However, Mbeya Power Ltd, the sister company of MCPP (Mbeya Coal Power Project), has made the decision to align with its parent company, Kibo Energy PLC, and not pursue coal-fired steam power. As a result, there is no longer a need to supply coal exclusively to the power station.

In conclusion, the abandonment of coal-fired steam power by Mbeya Power Ltd, along with the low-quality coal, remote location, lack of infrastructure, high transportation costs, and unattractive coal price, has rendered the Mbeya Coal Ltd Mining Licenses commercially unviable and infeasible.

Status of the Mining Licenses (Mining Licences Numbers ML 655-ML 661)
Mbeya Coal Ltd is a Tanzanian registered mining and exploration company that was actively involved in the development of a 300MW integrated coal-to-power project, aligned with the Tanzania Power System Master Plan. As part of the Mbeya Coal to Power Project (MCPP), Mbeya Coal Ltd holds a portfolio of Coal Prospecting Licences that led to the application and granting of the seven above mentioned Mining Licenses. The coal mine intended for this project serves as the sole fuel source for the 300MW power plant. Kibo Energy PLC, in collaboration with TANESCO, has made a USD 20 million investment in the development of the MCPP project.
Throughout the exploration and mining license application process, the Mining Commission was duly informed that this project was an integrated coal-to-power initiative, and that the commencement of mine development was contingent upon signing relevant power agreements with TANESCO and the Government of Tanzania. This understanding was officially acknowledged on multiple occasions.

The Mining Commission granted the aforementioned mining licenses on March 2, 2022, subject to the payment of annual rent fees. However, the investor expressed reluctance to pay the annual rent until a new Memorandum of Understanding (MoU) with TANESCO was signed to avoid incurring unnecessary expenses amounting to approximately USD 210,000 annually. The Mining Commission was notified of this situation, and they agreed to extend the payment deadlines pending discussions and the eventual signing of a definitive MoU with TANESCO.

On September 20, Mbeya Coal reported positive progress in discussions with TANESCO and indicated that the signing of the MoU was imminent. They requested another extension for the payment deadline until the MoU was either signed or denied. On December 12, Mbeya Coal Ltd informed the Mining Commission that the MoU with TANESCO had been signed on November 15, 2022. However, no responses were received in relation to these official requests.

Subsequently, Mbeya Coal discovered that the status of the Mining License in question had been changed online and replaced with a foreign Prospecting License. Concerned about this development, Mbeya Coal made an urgent inquiry, leading to the receipt of a letter from the Mining Commission dated December 28, 2022, stating that the Mining Licenses had been cancelled due to Mbeya Coal's alleged failure to respond to a Default Notice issued on August 3, 2022.
Mbeya Coal promptly disputed the unilateral and unfair cancellation, asserting that the Mining Commission had disregarded their various requests for extensions and highlighting irregularities and potential illegality in the commission's procedures. The matter was pursued vigorously with the Minerals Department and Mining Commission and eventually escalated to the office of the Prime Minister of Tanzania. (The latter was acknowledged by the PM's office)

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As of now, the unjust cancellation of the mining licenses by Mbeya Coal Ltd remains in dispute and unresolved, and Mbeya Coal Ltd is still awaiting a response from the Principal Secretary for Energy's office.

An independent consultant was appointed who is actively engaging the Mining Commission in following up this matter.

Resultingly, we estimated the recoverable amount of Kibo's Coal Assets to be £Nil, due to there being no viable offer at present for the acquisition of the mining licences coupled with the fact that the licences have been revoked and currently under dispute.

During the year, the intangible asset was by impaired by £1,940,577 to £Nil.

Bordersley - 2019

MAST Energy PLC initially acquired an indirect 100% equity interest in shovel-ready reserve power generation project, Bordersley, which will comprise a 5MW gas-fuelled power generation plant for the consideration of £175,000 settled through the issue of shares.

Thereafter, MAST acquired all of St Anderton's direct and indirect interests (Royalty Agreements) in the Bordersley power project described above giving it a 100% economic and 100% equity interest in Bordersley (the 'Acquisition'). Consideration for the Acquisition consists of the allotment and issue of 46,067,206 ordinary shares in the capital of MAST to St Anderton at an issue price of £0.0525 per share and payable in five tranches ('Consideration Shares') such that the full consideration is only payable in the event that Bordersley is progressively de-risked.

As there were no separately identifiable assets and/or liabilities acquired, the purchase price was allocated toward the Intellectual Property acquired, in the amount of £2,595,000.

During the year, the intangible asset was measured at its value in use value and found to be impaired in the amount of £1,288,578. The discount rate applicable to the value in use assessment was 13.54%.

Pyebridge Power Ltd - 2021

Sloane Developments (Sloane) acquired a 100% equity interest in Pyebridge Power Limited ("Pyebridge") for £2,500,000 in cash which is settled as follows:

- An initial £1,485,500 to be paid in cash at completion date on the 10th of August 2021;
- Repayment of the loan outstanding of £14,500 by Sloane to Pyebridge;
- Deferred consideration of £1,000,000 to be paid in two tranches 8 months and 12 months respectively from the date of completion. During the 2022 financial year £421,041 of the deferred consideration was waived and the cost price of the assets reduced by the same amount.

The acquisition of Pyebridge comprised of the following:

- An installed and commissioned synchronous gas-powered standby generation facility; and
- The land on which the gas-powered facility stands.

The acquisition of land and gas-powered generation facility has been accounted for as assets purchased at consolidated level, and not as a business combination in accordance with IFRS 3. Therefore, the purchase price has been allocated between land and the PPE based on their respective fair values as at the date of acquisition, as disclosed in Note 10.

Rochdale Power Ltd - 2021

Sloane Developments (Sloane) acquired a 100% interest in Rochdale Power Limited ("Rochdale"), from Balance Power Projects Limited, for the installation of a 4.4 MW flexible gas power project in Dig Gate Lane, Rochdale, OL 16 4NR.

The acquisition purchase price totals £239,523 of which the freehold site amounts to £90,750 excluding VAT and the property rights amount to £150,273. The acquisition purchase price is to be paid in cash. The freehold site purchased is the property at Dig Gate Lane, Kingsway Business Park, Rochdale, OL16 4NR.

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The acquisition of land and gas-powered generation facility will be accounted for as assets purchased at consolidated level, and not as a business combination in accordance with IFRS 3. Therefore, the purchase price has been allocated to the property, plant and equipment and intangible assets, as disclosed in Note 10 and Note 11 respectively.

ADV 001 Ltd – 2022

Sloane Developments (Sloane) acquired a 100% interest in ADV 001 Limited ("Hindlip Lane"), from DKE Flexible Energy Limited, for the installation of a 7.5 MW gas-peaker plant in Buildings Farm, Hindlip Lane, Hindlip, Worcester, WR3 8SB.

The acquisition purchase price totals £262,500 of which £88,817 is utilised to settle a shareholder's loan of the same amount and the remainder of £173,683 is allocated towards purchasing all issued shares of the business. The acquisition purchase price was paid from a credit loan obtained from the institutional investor. A further £10,694 was paid in cash by Mast Energy Developments PLC ("MED") of which £8,020 is allocated to the purchase price of Hindlip Lane.

The acquisition of land and gas-powered generation facility was accounted for as an asset acquisition at consolidated level, and not as a business combination in accordance with IFRS 3. Therefore, the purchase price has been allocated to assets and liabilities acquired based on their respective fair values as at the date of acquisition.

ARL 018 Ltd – 2022

Sloane Developments (Sloane) acquired a 100% interest in ARL 015 Limited ("Stather Road"), from DKE Flexible Energy Limited, for the installation of a 2.4 MW gas-peaker plant on Land lying on the south side of Stather Road, Flixborough.

The acquisition purchase price totals £87,500 of which £54,882 is utilised to settle a shareholder's loan of the same amount and the remainder of £32,618 is allocated towards purchasing all issued shares of the business. The acquisition purchase price is to be paid from a credit loan obtained from the institutional investor. A further £10,694 was paid in cash by Mast Energy Developments PLC ("MED") of which £2,673 is allocated to the purchase price of Stather Road.

The acquisition of land and gas-powered generation facility was accounted for as an asset acquisition at consolidated level, and not as a business combination in accordance with IFRS 3. Therefore, the purchase price has been allocated to assets and liabilities acquired based on their respective fair values as at the date of acquisition.

Sustineri Energy - 2021

The Group, through its subsidiary Kibo Energy (Cyprus) Limited (KE), entered into an agreement with Industrial Green Energy Solutions (Pty) Ltd (IGES) whereby KE would acquire 65% equity stake in Sustineri Energy (Pty) Ltd (Sustineri), with IGES, the technology (IP) and process owner, acquiring a 35% stake. IGES would contribute IP in the amount of approximately £278,000 through an equity loan to Sustineri Energy (Pty) Ltd as contribution to the incorporation of the entity, and KE would thereafter contribute resources in the amount of £532,000 as part of its contribution. Thereafter Sustineri would source debt and equity to develop its underlying projects.

IGES, on behalf of Sustineri Energy (Pty) Ltd, completed and filed the necessary environmental approvals and was awarded a waste management license by the DEFF on 4 March 2021 for the waste fired combined heat and power plant to be installed at the Limeroc Business Park in Centurion, South Africa.

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Shankley Biogas Ltd - 2022

The Group, entered into an agreement on 30 September 2022 with Richard Watts whereby KE would acquire 100% equity stake in Shankley Biogas Limited (Shankley) for a purchase consideration of £600,000 which was still due as at 31 December 2022.

The purchase consideration is to be settled partially in cash to the amount of £250,000 and the remainder in shares with a value of £350,000. Based on the agreement 198,637,911 ordinary shares will be issued at an exercise price of £0.001762 per share. The date of settlement is undetermined at this stage but is expected to be settled within 12 months after the financial year end.

The purchase of Shankley does not constitute a business in terms of IFRS 3: Business Combinations and is treated as a purchase of assets and liabilities at fair value at year end. Kibo invested in the project based on the project location and technological rights attributable to specific project planning and recognises an intangible asset of £603,050 therefore.

The intangible asset will remain at cost until such time as the project is ready for use and output is generated.

Highlights of the project purchase is summarised as:

- Shankley Biogas Ltd has negotiated a Power Purchase Agreement ('PPA') and a Gas Purchase Agreement ('GPA') term sheet on favourable terms with a blue-chip buyer.

- The Project has full planning permission as well as grid and gas connection points already in place.

- Based on independent financial estimates, prepared by reputable and appropriately accredited consulting firm, the projected valuation metrics for the Project are summarised as follows:

    - - Internal rate of return ('IRR') of c. 22.78%
    - - Net Present Value (6%) ('NPV') of c. £47 million
    - - Net Asset Value ('NAV') of c. £22 million
    - - Projected average annual revenue of c. £24 million over a 25-year term.
    - - Estimated Operating margin c. 38%
    - - Capital estimated of c. £.35m

The major classes of assets acquired, and liabilities assumed are as follows:

	Shankley Biogas Limited (£)
Property, plant and equipment	939,664
Cash and cash equivalents	7,412
Accounts receivable	200
Accrued liabilities	(950,326)
Net equity acquired	(3,050)

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A summary of the assessment performed for each of the renewable energy intangible assets are detailed below.

Key estimation variables	**Rochdale**	**Bordersley**
Life of project	20 years	20 years
Weighted average cost of capital ("WACC")	13.54%	13.54%
Output	4.4MW	5.0MW
Average £/MW output	£481,118 per MW output	£423,384 per MW output
Debt/Equity ratio	58/42	58/42
Sensitivity analysis		
Project delayed by 6 months	£102,664	£89,079
250bps Increase/Decrease in WACC	£800,806	£881,030
250bps Increase/Decrease in £/MW output	£29,290	£40,868

Key estimation variables	**ADV001**	**ARL018**
Life of project	20 years	20 years
Weighted average cost of capital ("WACC")	13.54%	13.54%
Output	7.5MW	2.4MW
Average £/MW output	£436,463 per MW output	£437,865 per MW output
Debt/Equity ratio	58/42	58/42
Sensitivity analysis		
Projects delayed by 6 months	£40,173	£10,601
250bps Increase/Decrease in WACC	£946,375	£317,017
250bps Increase/Decrease in £/MW output	£36,248	£12,399

Key estimation variables	**Sustineri Energy**
Life of project	10 years
Weighted average cost of capital ("WACC")	13.37%
Output	2.7MW
Average £/MW output	£15 to £20 per MW output
Debt/Equity ratio	75/25
Sensitivity analysis	
Projects delayed by 6 months	£258,665
250bps Increase/Decrease in WACC	£82,784
250bps Increase/Decrease in £/MW output	£166,726

The Group is exposed to significant market volatility in its estimate of the weighted average cost of capital. The risk-free rate for the market in which the Group operates was negatively affected during the financial year as a direct result of the war between Russia and Ukraine.

The market interest rates have increased significantly year on year and the weighted average cost of capital rose from +-6.2% in the previous year to 13.5% for the current financial year. This has resulted in impairments being required for the investments and related property, plant and equipment.

Market indicators are predominantly showing an expected decrease in the interest rates during the second half of the 2023 financial year. When these indicators are compared to the sensitivity analysis the Group expects that a high likelihood exists of impairment reversal in future when the market interest rates start lowering.

The assessment of the value in use of the intangible assets resulted in an impairment of £1,288,478 being recognised. The most significant contributor to the impairment required was the increase of the weighted average cost of capital due to increase in market interest rates.

The directors have performed further sensitivity analysis on the value in use assessments for the four projects based in the UK and Sustinery based in South Africa with the following variables being assessed:

Key estimation variables	Reason for assessment	Average change in value in use
Projects delayed by 6 months	Projects are dependent on external funding and delay in funding may result in delay in net cash inflows from the projects	£501,182
250bps Increase/Decrease in WACC	The market interest rates have been volatile during the financial year and due to the above average interest rate increases an assessment of 250bps increase or decrease was performed.	£3,028,012
250bps Increase/Decrease in £/MW output	The energy market has experienced above average increases during the financial year and an assessment of 250bps increase or decrease was performed.	£285,531

12. Investment in associates

Investment in associates consist of equity investments where the Group has an equity interest between 20% and 50% and does not exercise control over the investee.

The following reconciliation serves to summarise the composition of investments in associates as at period end:

	Katoro Gold PLC (£)	Mabesekwa Coal Independent Power Project (£)	Total (£)
Carrying value at 1 January 2021	**-**	**9,696,351**	**9,696,351**
Share of losses for the year	(48,357)	-	(48,357)
Remaining equity interest following loss of control over investee	894,090	-	894,090
Impairment loss	(316,969)	(6,132,712)	(6,449,681)
Carrying value at 1 January 2022	**528,764**	**3,563,639**	**4,092,403**
Share of losses for the year	(181,684)	-	(181,684)
Impairment loss	(246,135)	(3,563,639)	(3,809,774)
Carrying value at 31 December 2022	**100,945**	**-**	**100,945**

Mabesekwa Coal Independent Power Project

On 3 April 2018, the Group completed the acquisition of an 85% interest in the Mabesekwa Coal Independent Power Project, located in Botswana. The intangible asset was recognised at the fair value of the consideration paid, which emanates from the fair value of the equity instruments issued as at transaction date, being £9,376,312.

The Mabesekwa Coal Independent Power Project ("MCIPP") is located approximately 40km east of the village of Tonata and approximately 50km southeast of Francistown, Botswana's second largest city. Certain aspects of the Project have been advanced previously by Sechaba Natural Resources Limited ("Sechaba"), including water and land use permits and environmental certification. Mabesekwa consists of an in situ 777Mt Coal Resource. A pre-feasibility study on a coal mine and a scoping study on a coal fired thermal power plant has been completed. Kibo is in possession of a Competent Persons Report on the project, which includes a SAMREC-compliant Maiden Resource Statement on the excised 300 Mt portion of the Mabesekwa coal deposit.

In September 2019, Kibo and Shumba Energy Limited ("Shumba") signed a binding Heads of Agreement to reorganise the arrangements for the MCIPP and its associated coal asset in Botswana. Under the reorganisation the MCIPP retained assets will be consolidated back into KEB and Kibo's interest in KEB will be reduced to 35% to maintain Kibo's look-through interest in the MCIPP resource and make sundry adjustments to recognise Kibo's project expenditure. In exchange for the increase in the equity interest held by Shumba, Shumba would forego the previous claim it had against a portion of the MCIPP coal resources, thereby increasing the value of the interest held by KEB.

The value of the remaining equity interest in Kibo Energy Botswana (Pty) Ltd on initial recognition, was determined based on the fair value of the proportionate equity interest retained in the in the enlarged resource following the restructuring during 2019.

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Result of impairment review undertaken during the period

The Group has decided to divest itself from these assets in line with the Group direction change to renewable energy. As the Term Sheet upon which the Mabasekwa Coal assets were based has expired, the project value was impaired to £Nil during the year.

Summarised financial information of the associate is set out below:

	Group (£) 2022	Group (£) 2021
Non-Current assets	-	7,824,447
Current assets	-	866
Loss for the year	(3,865,168)	-

Kibo Energy Botswana (Pty) Ltd recognised no revenue during the year (2021: Nil). No dividends were received during the year (2021: Nil). Kibo Energy Botswana (Pty) Ltd's principal place of business is Plot 2780, Extension 9, Gaborone, Botswana.

Katoro Gold PLC

On 30 September 2021, the Group lost the ability to exercise control over the operations of Katoro Gold PLC and its subsidiaries (hereinafter referred to as the "Katoro Group") following from the resignation of certain Kibo directors.

Following the loss of control, in accordance with IFRS 10, the assets, liabilities, non-controlling interest and foreign currency translation reserves attributable to the operations of the Katoro Group were derecognised, with the remaining equity interest retained in the associate being recognised at fair value, resulting in a loss on deemed disposal recognised through profit or loss, as detailed below.

The value of the remaining equity interest in Katoro Gold PLC on initial recognition as an associate, was determined based on the fair value of the listed equities.

Summarised financial information of the associate is set out below:

	Group (£) 31 December 2022	Group (£) 31 December 2021
Non-current assets	-	209,500
Current assets	65,936	876,658
Current liabilities	(296,844)	(163,732)
Loss for the year ended	(1,066,616)	(1,142,479)
Cash flow from operating activities	(893,310)	(915,880)
Cash flow from investing activities	-	(125,866)
Cash flows from financing activities	114,950	(1,771,925)

Katoro Gold PLC recognised no revenue during the year (2021: £Nil). No dividends were received during the year (2021: £Nil). Kibo owns 96,138,738 of Katoro's 460,412,593 issued shares or 20.88% of the issued shares at year end.

Katoro Gold PLC's principal place of business is the 6th Floor, 60 Gracechurch Street, London, EC4V OHR. Project specific information about Katoro Gold PLC can be obtained from their website at katorogold.com.

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13. Other financial assets

	Group (£)	
	2022	2021
Other financial assets comprise of:		
Lake Victoria Gold receivable	-	657,061
Blyvoor Joint Venture receivable	-	1,223,495
	-	**1,880,556**
Impairment allowance for other financial assets receivable		
Lake Victoria Gold receivable	-	(657,061)
Blyvoor Joint Venture receivable	-	(1,223,495)
	-	**(1880,556)**

	Group (£)	
Reconciliation of movement in other financial assets	Blyvoor Joint Venture	Lake Victoria Gold
Foreign exchange movement	-	16,240
Further advance on the Blyvoor Joint Venture	63,158	-
Credit loss allowance recognised	(63,158)	(16,240)
Carrying value as at 31 December 2021	-	-
Carrying value as at 31 December 2022	-	-

14. Goodwill

MAST Energy Projects Limited - 2020

In the previous financial period, the Group acquired a 60% equity interest in MAST Energy Project Limited, previously known as MAST Energy Development Limited, for £300,000, settled through the issue of 5,714,286 ordinary shares in Kibo effective on 19 October 2018. The acquisition of MAST Energy Projects Limited falls within the ambit of IFRS 3: Business Combinations.

The net assets acquired were valued at Nil, with the resultant purchase price being allocated to Goodwill on date of acquisition. Goodwill is assessed for impairment on an annual basis, against the recoverable amount of underlying Cash Generating Unit ("CGU"). The recoverable amount of the CGU is the higher of its fair value less cost to sell and its value in use.

Because the underlying projects previously held by Mast Energy Projects Limited have now been restructured into separate SPV's, controlled directly by the intermediary holding company Sloane Developments Limited, there was no prospective benefit from continued operations of Mast Energy Projects Limited therefore the goodwill was impaired. The Company will cease operations in the foreseeable future.

The goodwill carried forward from this transaction is £Nil after an impairment of £300,000 in the previous financial year.

15. Other receivables

	Group 2022 (£)	Group 2021 (£)	Company 2022 (£)	Company 2021 (£)
Amounts falling due within one year:				
Other debtors	227,223	255,747	90,720	73,734
	227,223	**255,747**	**90,720**	**73,734**

The carrying value of current receivables approximates their fair value.

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Trade and other receivables pledged as security

None of the above stated trade and other receivables were pledged as security at period end. Credit quality of trade and other receivables that are neither past due nor impaired can be assessed by reference to historical repayment trends of the individual debtors.

16. Cash and cash equivalents

	Group (£)		Company (£)	
Cash consists of:	**2022**	**2021**	**2022**	**2021**
Short term convertible cash reserves	163,884	2,082,906	19,442	239,674
	163,884	**2,082,906**	**19,442**	**239,674**

Cash has not been ceded or placed as encumbrance toward any liabilities as at year end.

17. Share capital - Group and Company

	2022	**2021**
Authorised equity		
5,000,000,000 Ordinary shares of €0.001 each	€5,000,000	€5,000,000
1,000,000,000 deferred shares of €0.014 each	€14,000,000	€14,000,000
3,000,000,000 deferred shares of €0.009 each	€27,000,000	€27,000,000
	€46,000,000	**€46,000,000**
Allotted, issued and fully paid shares		
2022: 3,039,197,458 Ordinary shares of €0.001 each	£1,934,599	-
2021: 2,930,657,437 Ordinary shares of €0.001 each	-	£1,836,562
1,291,394,535 Deferred shares of €0.009 each	£9,257,075	£9,257,075
805,053,798 Deferred shares of €0.014 each	£9,948,807	£9,948,807
	£21,140,481	**£21,042,444**

	Number of Shares	**Ordinary Share Capital (£)**	**Deferred Share Capital (£)**	**Share premium (£)**
Balance at 31 December 2020	**2,221,640,835**	**1,205,611**	**19,205,882**	**44,312,371**
Shares issued during the period	709,016,602	630,951	-	1,116,957
Balance at 31 December 2021	**2,930,657,437**	**1,836,562**	**19,205,882**	**45,429,328**
Shares issued during the period	108,540,021	98,036	-	86,753
Balance at 31 December 2022	**3,039,197,458**	**1,934,598**	**19,205,882**	**45,516,081**

All ordinary shares issued have the right to vote, right to receive dividends, a copy of the annual report, and the right to transfer ownership.

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The company issued the following ordinary shares during the period, with regard to key transactions:

- 39,264,079 new Kibo Shares were issued on 16 February 2022 of €0.001 each at a deemed issue price of £0.0017828 per share to an Institutional Investor ("Investor") in settlement of £70,000 of facility implementation fee pursuant to the Funding Facility Agreement signed between the Investor and the Company in February 2022;
- 13,157,895 new Kibo Shares were issued on 16 February 2022 of €0.001 each at a deemed issue price of £0.0019 per share to certain providers of financial and technical services in settlement of £25,000 of outstanding invoices;
- 56,118,047 new Kibo Shares were issued on 20 May 2022 of €0.001 each at a deemed issue price of £0.0016 per share to Sanderson Capital Partners Limited in full and final settlement of £89,788.88 of the total remaining outstanding amount owing pursuant to the Forward Payment Facility

18. Control reserve

The transaction with Opera Investments PLC in 2017 represented a disposal without loss of control. Under IFRS this constitutes a transaction with equity holders and as such is recognised through equity as opposed to recognising goodwill. The control reserve represents the difference between the purchase consideration and the book value of the net assets and liabilities acquired in the transaction with Opera Investments. The control reserve balance as at the year-end is Nil, following the loss of control over of Katoro Gold PLC effective from 30 September 2021.

19. Share based payments reserve

The following reconciliation serves to summarise the composition of the share-based payment reserves as at period end, which incorporates both warrants and share options in issue for the Group:

	Group (£)		Company (£)	
	2022	**2021**	**2022**	**2021**
Opening balance of share-based payment reserve	**466,868**	**1,728,487**	**466,868**	**977,575**
Issue of share options and warrants	24,774	194,944	24,774	48,693
Expired warrants during the period	(418,173)	(559,400)	(418,173)	(559,400)
Loss of control over subsidiary	-	(897,163)	-	-
	73,469	**466,868**	**73,469**	**466,868**

Share Options and Warrants detail

Share Options

Kibo and MAST Energy Developments PLC had no share options in issue throughout the year

The following reconciliation serves to summarise the value attributable to the share option reserve as at period end:

	Group (£)	
	2022	**2021**
Opening balance of share-based payment reserve	**-**	**256,315**
Issue of share options	-	146,249
Loss of control over subsidiary	-	(402,564)
	-	-

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The following reconciliation serves to summarise the quantity of share options in issue as at period end:

	Group	
	2022	2021
Opening balance	-	32,244,781
Share options issued	-	-
Loss of control of subsidiary	-	(32,244,781)
	-	-

Warrants

The following reconciliation serves to summarise the value attributable to the share-based payment reserve as at period end for the Company:

	Company (£)	
	2022	2021
Opening balance of warrant reserve	**466,868**	**977,575**
Issue of warrants	24,774	48,693
Expired warrants	(418,173)	(559,400)
	73,469	**466,868**

The following reconciliation serves to summarise the quantity of warrants in issue as at period end:

	Group		Company	
	2022	2021	2022	2021
Opening balance	**1,180,861,140**	**1,341,308,419**	**1,180,861,140**	**1,275,833,420**
New warrants issued	168,274,625	430,000,000	168,274,625	430,000,000
Warrants exercised	-	(189,431,556)	-	(188,431,556)
Warrants expired	(221,111,140)	(340,740,724)	(221,111,140)	(336,540,724)
Decrease in warrants following loss of control over subsidiary	-	(60,274,999)	-	-
	1,128,024,625	**1,180,861,140**	**1,128,024,625**	**1,180,861,140**

At 31 December 2022 the Group had no share options and 1,128,024,625 warrants outstanding:

Warrants

Date of Grant	Issue date	Expiry date	Exercise price	Number granted	Exercisable as at 31 December 2022
17 Sept 2020	17 Sept 2020	17 Sept 2023	0.4p	240,000,000	216,000,000
17 Sept 2020	17 Sept 2020	17 Sept 2023	0.25p	362,500,000	313,750,000
3 November 2021	3 November 2021	2 November 2023	0.4p	430,000,000	430,000,000
16 February 2022	16 February 2022	15 February 2025	0.023p	168,274,625	168,274,625
				1,200,774,625	**1,128,024,625**
Total Contingently Issuable shares				**1,200,774,625**	**1,128,024,625**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Expenses settled through the issue of shares

The Group recognised the following expense related to equity settled share-based payment transactions:

	2022 (£)	2021 (£)
Geological expenditure settled	25,000	-
Listing and capital raising fees	159,790	-
Shares and warrants issued to directors and staff	-	146,250
	184,790	**146,250**

20. Translation reserves

The foreign exchange reserve relates to the foreign exchange effect of the retranslation of the Group's overseas subsidiaries on consolidation into the Group's financial statements, taking into account the financing provided to subsidiary operations is seen as part of the Group's net investment in subsidiaries.

	Group	
	2022 (£)	2021 (£)
Opening balance	**(466,184)**	**(598,637)**
Movement during the period	372,191	(212,764)
Disposal of subsidiary	-	345,217
Closing balance	**(93,993)**	**(466,184)**

21. Non-controlling interest

The non-controlling interest brought forward relates to the minority equity attributable to Sustineri Energy and Mast Energy Developments Plc. As at 31 December 2022, the Group's non-controlling interest comprises 42.14% equity held in MAST Energy Development PLC (2021: 45%).

	Group	
	2022 (£)	2021 (£)
Opening balance	**1,962,816**	**(256,841)**
Change of interest in subsidiary without loss of control	333,009	3,201,014
Acquisition of non-controlling interest	-	308,030
Change in shareholding resulting in a loss of control	-	(138,045)
Comprehensive loss for the year allocated to non-controlling interest	(1,131,607)	(1,151,342)
Closing balance of non-controlling interest	**1,164,218**	**1,962,816**

The summarised financial information for significant subsidiaries in which the non-controlling interest has an influence, namely MAST Energy Developments PLC as at ended 31 December 2022, is presented below:

	MAST Energy Development PLC 2022 (£)
Statement of Financial position	
Total assets	4,617,505
Total liabilities	2,500,761
Statement of Profit and Loss	
Revenue for the period	1,036,743
Loss for the period	(2,733,000)

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Statement of Cash Flow	
Cash flows from operating activities	(1,284,427)
Cash flows from investing activities	(974,350)
Cash flows from financing activities	585,500

22. Trade and other payables

	Group 2022 (£)	Group 2021 (£)	Company 2022 (£)	Company 2021 (£)
Amounts falling due within one year:				
Trade payables	680,722	1,116,273	159,009	114,062
Derivative liabilities (refer below)	20,386	-	-	-
Other payables	884,015	-	-	-
Accrued liabilities	809,967	-	667,026	-
	2,395,090	**1,116,273**	**826,035**	**114,062**
Movements in derivative liabilities included in Trade and Other Payables:				
Recognition of derivative liability derived from the convertible loan notes	106,944	-	-	-
Gain on fair value adjustment of derivative liability	(86,558)	-	-	-
	20,386	**-**	**-**	**-**

The carrying value of current trade and other payables equals their fair value due mainly to the short-term nature of these receivables.

Derivatives

The derivative liability is derived from the convertible credit note loans. The convertible feature within the credit notes enables the noteholders to convert into a fixed number of shares at the Fixed Premium Payment Price (FPPP). This price does have variability, although the FPPP is set at the Reference price, in the event that a share placing occurs 93,910 at below the Reference price, the FPPP will be the share placing price ("round down" feature). The conversion includes and embedded derivative, as its value moves in relation the share price (through a placing price) and it is not related to the underlying host instrument, the debt. The effect is that the embedded derivative is accounted for separately at fair value.

23. Borrowings and other financial liabilities

	Group 2022 (£)	Group 2021 (£)	Company 2022 (£)	Company 2021 (£)
Amounts falling due within one year:				
Short term loans	1,195,239	1,079,691	1,195,239	119,004
Other financial liabilities – Convertible loan notes	1,012,790	-	657,985	-
Amounts falling due between one year and five years:				
Other financial liabilities – Convertible loan notes	243,056	-	-	-
	2,451,085	**1,079,691**	**1,853,224**	**119,004**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

	Group 2022 (£)	Group 2021 (£)	Company 2022 (£)	Company 2021 (£)
Reconciliation of borrowings and other financial liabilities:				
Opening balance	1,079,691	858,546	119,004	344,391
Proceeds from convertible loans in MED	650,000	-	-	-
Proceeds from borrowings in Kibo	1,672,824	-	1,672,824	-
Recognition of derivative liability derived from the convertible loan notes	(106,944)	-	-	-
Raised during the year	-	978,038	-	-
Repayment of deferred payment liability	(555,535)	(175,705)	-	(55,669)
Repayment of borrowings	(44,917)	-	(44,917)	-
Waiver of deferred payment liability	(421,041)	-	-	-
Debt forgiven	-	(355,659)	-	-
Loss of control over subsidiary	-	(77,434)	-	-
Interest raised	192,087	21,623	121,393	-
Costs incurred on borrowings	74,709	-	74,709	-
Settled through the issue of shares	(89,789)	(169,718)	(89,789)	(169,718)
Closing balance	**2,451,085**	**1,079,691**	**1,853,224**	**119,004**
Breakdown of borrowings and other financial liabilities:				
Non-current	243,056	-	-	-
Current	2,208,029	1,079,691	1,853,224	119,004
Total	**2,451,085**	**1,079,691**	**1,853,224**	**119,004**

Deferred vendor liability
The deferred vendor liability was settled during the year by mutual agreement between the seller of Pyebridge and MED PLC. The settlement took place following agreed costs incurred by MED on behalf of the seller and the eventual waiver of the remaining amounts due in the amount of £421,041.
The settlement was reached as a result of the seller not reaching certain contractual milestones originally agreed to in the purchase agreement of Pyebridge. The deferred payment liability for the purchase was linked to the seller reaching these milestones.
The resulting waiver is treated as price adjustment to the underlying assets for the Company and Group respectively as the fair value of the consideration paid for the assets were reduced by the waiver.

Convertible loan notes
Short term loans relate to two unsecured loan facilities from the institutional investor which are repayable either through the issue of ordinary shares or payment of cash by the Company.
These facilities have repayment periods of 18 and 24 months respectively for each drawdown from the facility. The facilities may be converted at the option of the note holders once certain milestones have been met. At the financial year end 31 December 2022, none of these milestones have been met and no conversion may take place. The earliest conversion may occur during October 2023.

Institutional Investor

The Institutional Investor borrowing is a bridge loan facility agreement for up to £3m with a term of up to 36 months. Funds advanced under the Facility will attract a fixed coupon interest rate of 3.5% and will be repayable with accrued interest on 23 July 2023

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24. Investment in subsidiaries and associates

Breakdown of investments as at 31 December 2022

	Associate undertakings (£)	Subsidiary undertakings (£)
Kibo Mining (Cyprus) Limited	-	4,987,662
Katoro Gold PLC	100,945	-
Shankley Biogas Limited	-	600,000
Total cost of investments	**100,945**	**5,587,662**

Breakdown of investments as at 31 December 2021

	Associate undertakings (£)	Subsidiary undertakings (£)
Kibo Mining (Cyprus) Limited	-	16,233,997
Katoro Gold PLC	528,764	-
Total cost of investments	**528,764**	**16,233,997**

Investments at Cost		
At 1 January 2021	**-**	**46,664,160**
Additions in Kibo Mining Cyprus Limited	-	1,114,324
Impairment of the subsidiaries	-	(29,379,842)
Derecognition of subsidiary and recognition of associate	2,164,645	(2,164,645)
Fair value adjustment of Katoro Gold PLC	(1,635,881)	-
At 31 December 2021 (£)	**528,764**	**16,233,997**
Additions in Kibo Mining Cyprus Limited	-	1,086,889
Purchase of Shankley Biogas Limited (refer note 11)	-	600,000
Impairment of subsidiaries	-	(12,333,224)
Fair value adjustment of Katoro Gold PLC	(427,819)	-
At 31 December 2022 (£)	**100,945**	**5,587,662**

The impairment in Katoro Gold PLC is due to the significant decline in the share price, which results in the recoverable amount of the investment in Katoro Gold PLC decreasing considerably in 2022.

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At 31 December 2022 the Company had the following undertakings:

Description	Subsidiary, associate, Joint Ops	Activity	Incorporated in	Interest held (2022)	Interest held (2021)
Directly held investments					
Kibo Mining (Cyprus) Limited	Subsidiary	Treasury Function	Cyprus	100%	100%
Katoro Gold PLC	Associate	Mineral Exploration	United Kingdom	20.88%	20.88%
Indirectly held investments					
MAST Energy Development PLC	Subsidiary	Power Generation	United Kingdom	57.86%	55%
Sloane Developments Limited	Subsidiary	Holding Company	United Kingdom	57.86%	55%
MAST Energy Projects Limited	Subsidiary	Power Generation	United Kingdom	57.86%	55%
Bordersley Power Limited	Subsidiary	Power Generation	United Kingdom	57.86%	55%
Rochdale Power Limited	Subsidiary	Power Generation	United Kingdom	57.86%	55%
Pyebridge Power Limited	Subsidiary	Power Generation	United Kingdom	57.86%	55%
Kibo Gold Limited	Associate	Holding Company	Cyprus	20.88%	20.88%
Savannah Mining Limited	Associate	Mineral Exploration	Tanzania	20.88%	20.88%
Kibo Nickel Limited	Associate	Holding Company	Cyprus	20.88%	20.88%
Eagle Exploration Limited	Associate	Mineral Exploration	Tanzania	20.88%	20.88%
Katoro (Cyprus) Limited	Associate	Mineral Exploration	Cyprus	20.88%	20.88%
Katoro South Africa Limited	Associate	Mineral Exploration	South Africa	20.88%	20.88%
Mbeya Holdings Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mbeya Development Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mbeya Mining Company Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mbeya Coal Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Rukwa Holding Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mbeya Power Tanzania Limited	Subsidiary	Power Generation	Tanzania	100%	100%
Kibo Mining South Africa (Pty) Ltd	Subsidiary	Treasury Function	South Africa	100%	100%
Sustineri Energy (Pty) Ltd	Subsidiary	Renewable Energy	South Africa	65%	65%
Kibo Exploration Limited	Subsidiary	Treasury Function	Tanzania	100%	100%
Kibo MXS Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Mzuri Exploration Services Limited	Investment	Exploration Services	Tanzania	4.78%	4.78%
Protocol Mining Limited	Investment	Exploration Services	Tanzania	4.78%	4.78%
Jubilee Resources Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Kibo Energy Botswana Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Kibo Energy Botswana (Pty) Ltd	Associate	Mineral Exploration	Botswana	35%	35%
Kibo Energy Mozambique Limited	Subsidiary	Holding Company	Cyprus	100%	100%
Pinewood Resources Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
BENGA Power Plant Limited	Joint Venture	Power Generation	Tanzania	65%	65%
Makambako Resources Limited	Subsidiary	Mineral Exploration	Tanzania	100%	100%
Shankley Biogas Limited	Subsidiary	Power Generation	United Kingdom	100%	-

The Group has applied the approach whereby loans to Group undertakings and trade receivables from Group undertakings were capitalised to the cost of the underlying investments. The capitalisation results in a decrease in the exchange fluctuations between Group companies operating from various locations.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

25. Related parties

Related parties of the Group comprise subsidiaries, joint ventures, significant shareholders, the Board of Directors and related parties in terms of the listing requirements. Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation.

Board of Directors/ Key Management

Name	**Relationship (Directors of:)**
A. Lianos	River Group, Boudica Group and Namaqua Management Limited

Other entities over which directors/key management or their close family have control or significant influence:

River Group	River Group provide corporate advisory services and is the Company's Designated Advisor.
Boudica Group	Boudica Group provides secretarial services to the Group.
St Anderton on Vaal Limited	St Anderton on Vaal Limited provides consulting services to the Group. The directors of St Anderton on Vaal Limited are also directors of Mast Energy Developments PLC.

Kibo Mining PLC is a shareholder of the following companies and as such are considered related parties:

Directly held investments:	Kibo Mining (Cyprus) Limited Katoro Gold PLC
Indirectly held investments:	Kibo Gold Limited Kibo Mining South Africa Proprietary Limited Savannah Mining Limited Kibo Nickel Limited Katoro (Cyprus) Limited Katoro South Africa Limited Kibo Energy Botswana Limited Kibo Energy Mozambique Limited Eagle Exploration Mining Limited Rukwa Holdings Limited Mbeya Holdings Limited Mbeya Development Company Limited Mbeya Mining Company Limited Mbeya Coal Limited Mbeya Power Limited Kibo Exploration Limited Mbeya Power Tanzania Limited Kibo MXS Limited Kibo Energy Mozambique Limited Pinewood Resources Limited Makambako Resources Limited Jubilee Resources Limited Kibo Energy Botswana Limited MAST Energy Developments PLC MAST Energy Projects Limited Sloane Developments Limited Bordersley Power Limited Rochdale Power Limited Pyebridge Power Limited Shankley Biogas Limited

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

During the year £23,176 was paid to Boudica Group for secretarial services.

26. Financial Instruments and Financial Risk Management

The Group and Company's principal financial instruments comprises trade payables and borrowings. The main purpose of these financial instruments is to provide finance for the Group and Company's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is and has been throughout the 2022 and 2021 financial period, the Group and Company's policy not to undertake trading in derivatives. Any derivative liabilities due are a result of agreements with the Group and Company's suppliers or financiers under its primary business goals, i.e., financing and development of renewable energy projects.

The main risks arising from the Group and Company's financial instruments are foreign currency risk, credit risk, liquidity risk, interest rate risk and capital risk. Management reviews and agrees policies for managing each of these risks which are summarised below.

	2022 (£)		2021 (£)	
Financial instruments of the Group are:	**Loans and receivables**	**Financial liabilities**	**Loans and receivables**	**Financial liabilities**
Financial assets at amortised cost				
Other receivables	227,223	-	255,747	-
Cash and cash equivalents	163,884	-	2,082,906	-
Financial liabilities at amortised cost				
Trade and other payables	-	2,374,704	-	1,116,273
Other financial liabilities		1,255,846	-	-
Borrowings	-	1,195,239	-	1,079,691
Financial liabilities at fair value				
Trade payables – derivative liabilities	-	20,386	-	-
	391,107	**4,846,175**	**2,338,653**	**2,195,964**

	2022 (£)		2021 (£)	
Financial instruments of the Company are:	**Loans and receivables**	**Financial liabilities**	**Loans and receivables**	**Financial liabilities**
Financial assets at amortised cost				
Other receivables	90,720	-	73,734	-
Cash and cash equivalents	19,442	-	239,674	-
Financial liabilities at amortised cost				
Trade and other payables	-	826,035	-	114,062
Other financial liabilties	-	657,985	-	-
Borrowings	-	1,195,239	-	119,004
	110,162	**2,679,259**	**313,408**	**233,066**

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies and exposures to exchange rate fluctuations therefore may arise. Exchange rate exposures are managed by continuously reviewing exchange rate movements in the relevant foreign currencies. The exposure to exchange rate fluctuations for the Group/Company is limited to foreign currency translation of subsidiaries.

At the period ended 31 December 2022, the Group had no outstanding forward exchange contracts.

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Exchange rates used for conversion of foreign subsidiaries undertakings were:

	2022	2021
EURO to GBP (Average)	0.8115	0.8595
EURO to GBP (Spot)	0.8866	0.8394
USD to GBP (Average)	0.8528	0.7281
USD to GBP (Spot)	0.8266	0.7412
ZAR to GBP (Average)	0.0496	0.0492
ZAR to GBP (Spot)	0.0486	0.0465

The executive management of the Group monitor the Group's exposure to the concentration of fair value estimation risk on a monthly basis.

Group Sensitivity Analysis
As the Group/Company has no material monetary assets denominated in foreign currencies, the impact associated with a change in the foreign exchange rates is not expected to be material to the Group/Company.

Credit risk
Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. As the Group does not, as yet, have any significant sales to third parties, this risk is limited.

The Group and Company's financial assets comprise receivables and cash and cash equivalents. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies. The Group and Company's exposure to credit risk arise from default of its counterparty, with a maximum exposure equal to the carrying amount of cash and cash equivalents in its consolidated statement of financial position. Expected credit losses were not measured on a collective basis. The various financial assets owed from group undertakings were evaluated against the underlying asset value of the investee, taking into account the value of the various projects undertaken during the period, thus validating, as required the credit loss recognised in relation to amounts owed by group undertakings.

The Group does not have any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are connected or related entities.

Financial assets exposed to credit risk at period end were as follows:

Financial instruments	**Group (£)**		**Company (£)**	
	2022	**2021**	**2022**	**2021**
Trade & other receivables	227,223	255,747	90,720	73,734
Cash	163,884	2,082,906	19,442	239,674

Liquidity risk management
Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group and Company's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Cash forecasts are regularly produced to identify the liquidity requirements of the Group.

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The Group and Company's financial liabilities as at 31 December 2022 were all payable on demand.

Group (£)	Less than 1 year	Greater than 1 year but within 5 years	Greater than 5 years
At 31 December 2022			
Trade and other payables	2,395,090	-	-
Borrowings	1,195,239	-	-
Lease liabilities	27,000	108,000	621,000
Other financial liabilities	1,012,790	243,056	-
At 31 December 2021			
Trade and other payables	1,116,273	-	-
Borrowings	1,079,691	-	-
Lease liabilities	27,000	108,000	648,000

Company (£)			
At 31 December 2022			
Trade and other payables	826,035	-	-
Borrowings	1,195,239	-	-
Other financial liabilities	657,985		
At 31 December 2021			
Trade and other payables	114,062	-	-
Borrowings	119,004	-	-

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Interest rate risk
The Group and Company's exposure to the risk of changes in market interest rates relates primarily to the Group and Company's holdings of cash and short-term deposits.

It is the Group and Company's policy as part of its management of the budgetary process to place surplus funds on short term deposit in order to maximise interest earned.

Group Sensitivity Analysis:
Currently no significant impact exists due to possible interest rate changes on the Company's interest-bearing instruments.

Capital risk management
The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust its capital structure, the Group may adjust or issue new shares or raise debt. No changes were made in the objectives, policies or processes during the period ended 31 December 2022.

The capital structure of the Group consists of equity attributable to equity holders of the parent, comprising issued capital, reserves and retained losses as disclosed in the consolidated statement of changes in equity.

Fair values
The carrying amount of the Group and Company's financial assets and financial liabilities recognised at amortised cost in the financial statements approximate their fair value.

Hedging
As at 31 December 2022, the Group had no outstanding contracts designated as hedges.

27. Post Statement of Financial Position events

During January 2023, the Group appointed Beaumont Cornish Limited as Nominated Advisor (NOMAD) following the resignation of RFC Ambrian Ltd. On the same day, Ajay Dominic Saldanha was appointed to the board of directors as a non-executive director.

On 25 January 2023 Kibo settled outstanding creditors by way of issuing 14,025,314 ordinary shares at 0.14 pence per share, of par value €0.001 each (the "Settlement Shares") to a service provider in payment of an outstanding invoice for value of £19,635.44.

The Group made a decision to potentially introduce an additional revenue stream to its 2.7 MW plastic-to-syngas power plant (the 'Project'), which sits within the 65%-owned Sustineri Energy (Pty) Ltd, following the Company's previous announcement dated 14 February 2022. This potential new revenue stream involves the production of synthetic oil from non-recyclable plastic waste in addition to the production of electricity from syngas, which promises significant added benefits to the Project.

A subsidiary of Kibo, MED, applied for and was successful in pre-qualification to bid for two new CM contracts, being a T-1 and a T-4 CM contract. Following the preparation of a robust CM Auction bid strategy, MED is pleased to announce that pursuant to the recent Capacity Market Auctions and subsequent results, its T-1 bid cleared at £60/kW/pa and, its T-4 bid cleared at an unprecedented historic record price of £63/kW/pa.

Mr. Peter Oldacre was appointed as the new Group Business Development Executive for the Kibo Group of companies ('KEGC' or the 'Group').

On 11 April 2023 received warrant exercise notices and loan conversion notices for which new Kibo shares will be issued as follows:

Kibo Warrant Exercise

The Company has received warrant notices to exercise 284,524,625 Kibo warrants for which 284,524,625 ordinary Kibo shares of €0.001 at a price of £0.001 (0.1p) will be issued (the "Warrant Shares"). The Warrant Shares include 168,274,625 shares to be issued to the Institutional Investor. Accordingly, the Institutional Investor being RiverFort Global Opportunities PCC Ltd will have a holding of 168,274,625 shares representing a 4.37% interest in the Company. From the total Warrant proceeds of £284,524.63, £68,274.63 is being retained by the Institutional Investor from its warrant exercise as a reduction against the Outstanding Amount on the term loan facility (the "Facility") under the terms of the agreed reprofiling terms of the Facility.

Issue of the Warrant Shares satisfies conditions precedent 2 and 3 for the reprofiling of the Facility under the reprofiling agreement.

Kibo Convertible Loan Note Conversion

Accordingly, and further to the announcement of 11 April, Conversion notices have now been received by the noteholders on Kibo's 7% Convertible Loan Note Instrument dated 7 January 2022 (the 'Loan Notes'), to convert all principal amounts and accrued interest to ordinary Kibo shares of €0.001 par value. The total amount outstanding, including accrued interest on the Loan Notes, is £714,517 which has been converted at a deemed price of 0.14p, resulting in the issue of 510,369,286 new Kibo shares to the noteholders (the "Conversion Shares"). The noteholders include certain directors and senior management of the Company as further detailed below.

Issue of the Conversion Shares satisfied condition precedent 1 for the reprofiling of the Facility under the reprofiling agreement.

The total amount of new Kibo shares (Warrant Shares and Conversion Shares) issued is 794,893,911 (the "New Shares").

Kibo New Warrant Issue

The Company has also awarded 1,262,300,283 warrants to the Institutional Investor (Institutional Investor Warrants) under the agreed reprofiling terms of the Facility. This is calculated as being 100% of the Reprofiled Amount as defined in the 11 April announcement divided by the Reference Price of €0.001 and these warrants are exercisable half at a price of €0.001 per Share and half at a price of €0.002 per Share. Following the Kibo Warrant Exercise and the Kibo New Warrant Issue there will be 2,105,800,283 warrants outstanding in the Company (issued and unexpired).

Reprofiling of Facility becomes Effective.

As conditions precedent 1 to 3 for the reprofiling of the Facility under the reprofiling agreement have now been met, the debt reprofiling is now effective.

On 4 May 2023 the Group Company has requested that 116,250,000 of the shares it has applied for to be admitted for trading on AIM and the JSE, in its 26 April 2023 announcement, be deferred from being issued and admitted for trading, until full payment for the corresponding warrants, for which prior irrevocable exercise notices have been submitted, has been received. Accordingly, the Company has issued 168,274,625 Ordinary Shares to RiverFort Global Opportunities PCC Ltd in respect of the warrant exercise announced on 26 April 2023 for which trading on AIM and the JSE is expected on 5 May 2023 and for which full payment has been received by the Company from RiverFort Global Opportunities PCC Ltd ("Admission").

On 26 May 2023 the Group announced that 48,000,000 shares of the 116,250,00 it had deferred from being issued and admitted to AIM have now been allotted following receipt of warrant exercise funds in respect of a warrant exercise notice already received. The warrant exercise notice relates to exercise of 48,000,000 Kibo warrants for which 48,000,000 ordinary Kibo shares of €0.001 at a price of £0.001 (0.1p) will now be issued (the "Warrant Shares"). Total warrant exercise funds in respect of this warrant exercise received by the Company are £48,000.

Total Voting Rights

Application will be made for the Warrant Shares to be admitted to trading on AIM and the JSE AltX markets. Trading in the Warrant Shares is expected to commence on AIM and the JSE on or around 2 June 2023

('Admission'). Following Admission, the Company will have 3,779,866,683 shares in issue and the foregoing figure may be used by shareholders as the denominator for the calculations to determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

28. Commitments and Contingencies

Benga Power Project

Kibo entered into a Joint Venture Agreement (the 'Benga Power Joint Venture' or 'JV') with Mozambique energy company Termoeléctrica de Benga S.A. to participate in the further assessment and potential development of the Benga Independent Power Project ('BIPP').

In order to maintain its initial participation interest Kibo is required to ensure funding of a maximum amount of £1 million towards the completion of a Definitive Feasibility Study, however this expenditure is still discretionary.

Other than the commitments and contingencies noted above, the Group does not have identifiable material commitments and contingencies as at the reporting date. Any contingent rental is expensed in the period in which it incurred.

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Annexure 1: Headline Earning Per Share

Headline earnings per share (HEPS) is calculated using the weighted average number of ordinary shares in issue during the period and is based on the earnings attributable to ordinary shareholders, after excluding those items as required by Circular 1/2022 issued by the South African Institute of Chartered Accountants (SAICA).

Reconciliation of Headline earnings per share

Headline loss per share

Headline loss per share comprises the following:

Reconciliation of headline loss per share:	**31 December 2022 (£)**	**31 December 2021 (£)**
Loss for the period attributable to normal shareholders	(9,776,917)	(21,996,968)
Adjustments:		
Profit on loss of control over of subsidiaries		(529,415)
Profit on disposal of PPE	(7,264)	-
Impairment of goodwill		300,000
Impairment of intangible assets	3,229,155	13,955,528
Impairment of associates	3,809,774	6,449,681
Headline loss for the period attributable to normal shareholders	**(2,745,252)**	**(1,821,174)**
Headline loss per ordinary share	(0.0009)	(0.0007)
Weighted average number of shares in issue:	3,010,992,501	2,480,279,189

In order to accurately reflect the weighted average number of ordinary shares for the purposes of basic earnings, dilutive earnings and headline earnings per share as at year end, the weighted average number of ordinary shares was adjusted retrospectively.