KIBO ENERGY PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

INDEX

CORPORATE DIRECTORY	2
CHAIRMAN'S REPORT	4
CORPORATE GOVERNANCE REPORT	6
DIRECTORS' REPORT	13
DIRECTORS' STATEMENT OF RESPONSIBILITIES	26
AUDIT COMMITTEE REPORT	27
INDEPENDENT AUDITOR'S REPORT	29
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	36
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	37
COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	38
COMPANY STATEMENT OF FINANCIAL POSITION	39
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	40
COMPANY STATEMENT OF CHANGES IN EQUITY	41
CONSOLIDATED STATEMENT OF CASH FLOWS	42
COMPANY STATEMENT OF CASH FLOWS	43
SUMMARY OF MATERIAL ACCOUNTING POLICIES	44
NOTES TO THE ANNUAL FINANCIAL STATEMENTS	57
ANNEXURE 1: HEADLINE EARNINGS PER SHARE	91

CORPORATE DIRECTORY

BOARD OF DIRECTORS:	Clive Roberts:	Chairman (Non-Executive)
	Jacobus van der Merwe:	Interim Chief Executive Officer
	Noel O'Keeffe:	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:
Global Investment Strategy UK Limited

200 Aldersgate Street
London
EC1A4HD
England

JOINT BROKER:
Shard Capital Partners LLP

36-38 Cornhill
London
EC3V 3NG
England

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 Avenue 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

As the recently appointed non-executive Chairman, 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 2023 reporting period and to present our full-year audited accounts for 2023.

The year proved a very challenging period for the Company in its endeavours to fund and develop its portfolio of renewable energy projects spanning waste-to-energy, biofuel, and battery storage (the "African projects") and reserve energy in the UK. Consequently, progress with advancing these projects during 2023 was slow while the Company focused on solutions to deal with its outstanding loan repayment obligations and to manage outstanding creditor payments. At 31 December 2023, the Company's total liabilities were £2,320,138 comprising £1,217,913 owed to institutional investors and £1,102,225 to other creditors whilst total assets were £2,494,274. In recognition of the risk profile of its assets, the Board of the Company following extensive consultation with the Company's lenders, advisors, potential investors and other stakeholders decided to implement an extensive restructuring and repositioning plan (the Kibo Business Recovery Plan or "KBRP") during the first half of 2024 which focused on transitioning Kibo to a broader based energy company, looking at new business opportunities whilst deleveraging the Company's balance sheet.

The KBRP provided for the reconstitution of the Board with the appointment of new directors with the vision, experience and access to projects and finance and to broaden the Company's focus to new business opportunities within the broader energy sector. Additionally, it provided for a part disposal and restructuring of the Company's loan debt and agreement for part conversion of trade creditor debt to equity. Despite some setbacks along the way these tasks were significantly advanced with the support of a £350,000 placing subscription from a private investor (refer Company RNS announcement of 27 June 2024).

Before I reflect on the Company's activities during 2023, I take the opportunity to introduce the new members of the reconstituted board comprising myself, appointed non-executive Chairman and Cobus van der Merwe our interim CEO, both appointments to the board made in July 2024. Cobus, as the Company's former Chief Financial Officer is well placed to lead Kibo through its current transition phase while it seeks new project opportunities. I am also pleased that Noel O'Keeffe is continuing in his current role as a non-executive director and company secretary over this transitionary period to support the Company as it seeks new business opportunities. Louis Coetzee, the Company's former CEO is also making himself available to the Company in a board advisory role on a temporary basis to assist with new project acquisitions.

During early 2023 the Company, notwithstanding its financial and operational challenges, continued to focus on progressing its sustainable, renewable energy assets. These included its 2.7 MW plastic-to-syngas joint venture with Industrial Green Energy Holdings ("IGEH Joint Venture") in South Africa (Kibo held 65% of the project), where an optimisation and integration study into the production of synthetic oil from non-recyclable plastic was initiated during the reporting period. The Company also continued to liaise with TANESCO, the state electricity utility company in Tanzania with the establishment of a Joint Technical Committee to supervise the production of a scope of work to ensure key milestones are met with regard to the feasibility of establishing a biofuel fuelled thermal power plant in southern Tanzania (the "Mbeya Power Project"), following the signing of a Memo of Understanding ("MoU") in November 2022. Regrettably, progress was severely hampered by the Company's inability to secure funding for any meaningful project development activities and subsequently all project activity came to a standstill towards the end of the reporting period.

During 2024, the Company divested of most of its assets and became an AIM Rule 15 cash shell on 11 October 2024. This followed the sale of its wholly owned Cyprus subsidiary, Kibo Mining (Cyprus) Limited, the holding company for its African projects to Aria Capital Management Limited. The Company also disposed of its remaining 19.52% in LSE listed UK Reserve Power operator and development company, Mast Energy Developments PLC.

As shareholders are aware, the Company remains suspended from trading on AIM from 1 July 2024 as it was unable to prepare and publish its audited 2023 financial accounts (the "FY2023 Annual Accounts") by this date due to the financial challenges it was experiencing. I am pleased that the Company now expects the AIM trading suspension to be lifted coincident with the publication of these FY2023 Annual Accounts and the HY24 Interim Results for the six months ending 30 June 2024 to follow shortly.

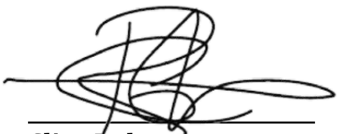
On the corporate front, the Company, following extensive stakeholder engagement, implemented several measures to ensure the Company's financial and operational stability including warrant re-pricing, convertible loan note conversions and bridge loan reprofiling during 2023. While these measures offered some financial respite to the Company during 2023, it became increasingly apparent that a more radical restructuring of the Board, debt profile and project focus would be required to attract new investors. This resulted in the creation of the KBRP which provided a proposal for a restructuring and repositioning plan for the Company, which has now been substantially implemented notwithstanding some outstanding challenges in our efforts to complete a substantial corporate transaction that will bring new projects and new investment into the Company. As the new non-executive Chairman of Kibo I am looking forward to guiding and working with the rest of

CHAIRMAN'S REPORT

the board as we strive to fully execute the KBRP to re-launch the Company and take it forward by securing new projects and new business opportunities in the broader energy sector.

In terms of International Financial Reporting Standards (IFRS), intangible assets with an indefinite life must be tested for impairment on an annual basis and as a result the Group recognised impairment of £2,289,372, (2022: £7,038,930) related to its assets. The result for the reporting period amounted to a loss of £5,715,341 for the year ended 31 December 2023 (31 December 2022: £10,908,524) 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 other stakeholders as we embark on a new journey with the Company. I would like to thank our Board, as well as management and staff, for their continued support and commitment in advancing Kibo on the road ahead.



Clive Roberts
Chairman
20 December 2024

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

Following the adoption of the recent Kibo Business Recovery Plan and the re-organisation of the Board, The Company is establishing a strategy and business model which it believes will promote long term value for shareholders. This business model will span the Group's financial, technical and operational areas and is continually updated as the Group's project portfolio expands. The Company believes this business model will deliver long term value to shareholders by providing diverse exposure in the global energy sector. 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 its projects that will 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 does not currently have any projects but is currently evaluating various project portfolios for acquisition via corporate transaction which will most likely take the form of a reverse takeover of the Company. Pending acquisition of new project(s) staff and locally appointed representatives at the Company's project offices, when established, will 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 will appoint 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 will convey 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 will mandate 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 will renew and implement a Corporate Social Responsibility Plan ("CSR Plan"). As the company is currently reviewing the composition and scope of new energy projects, it will update its CSR Plan in line with new projects acquired and implement new initiatives specifically tailored to any new areas of operation.

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 will be identified and control procedures implemented. The Board acknowledges its responsibility for reviewing and updating the effectiveness of the systems that are in place to manage risk in view of its new business strategy 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 13. 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 25 provides further details on the committee's activities during 2023.

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 a non-executive chairman, one executive director and one non-executive director. The non-executive chairman and the other non-executive director are not considered by the Board to be independent directors as a result their shareholdings in the Company. To address this, the Company intends to reconstitute the Board and appoint independent non-executive directors commensurate with a corporate transaction to acquire new projects. 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 comprises the Company's interim 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.

CORPORATE GOVERNANCE REPORT

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-five (25) times during the last financial year to 31 December 2023 with on average >90% attendance by directors during this period.

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. 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 believes that its current composition reflects this commitment.

The Company retains the services of independent advisors across financial, legal, 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.

CORPORATE GOVERNANCE REPORT

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

Historically the Company has operated across several countries including Ireland, UK, Cyprus, South Africa, Tanzania, 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.

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.

CORPORATE GOVERNANCE REPORT

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.

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 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 led by the CEO. The CEO is primarily responsible for the Group's business performance and manages the Group in accordance with the strategies and business plan. The non-executive directors are responsible for providing advice to the CEO and assisting with making Board decisions that are in the best interests of the Company.

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

Governance Committee: Currently comprises two non-executive directors. 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 is chaired by Clive Roberts and the other member is Noel O'Keeffe.

Executive Committee: Currently just comprises one executive director but will be expanded commensurate with new project acquisitions. When reconstituted, the Executive 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's function is currently carried out solely by Cobus van der Merwe (Interim CEO).

CORPORATE GOVERNANCE REPORT

Remuneration Committee: Comprises 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 is chaired by Clive Roberts and the other member is Noel O'Keeffe.

Audit Committee: Comprises two non-executive directors. 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 Audit Committee is chaired by Noel O'Keeffe and the other member is Clive Roberts.

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.

The Company's Audit Committee Report is presented on page 25 and provides further details on the committee's activities during 2023, 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 2023 to ensure it remains in compliance with the QCA Code.

Clive Roberts
Chairman
Governance Committee
20 December 2024

DIRECTORS' REPORT

The Board of Directors present their Annual Report together with the audited annual financial statements for the year ended 31 December 2023.

During 2023, the Board comprised two executive directors, Louis Coetzee, CEO and Acting Chairman, Chris Schutte, Capital Project Director, and two non-executive directors, Ajay Saldanha and Noel O'Keeffe. Mr Schutte retired from the board in May 2023 while Mr Saldanha retired from the board in January 2024. The Company has reconstituted the Board in July 2024 with the retirement of Louis Coetzee and the appointment of two new directors, Clive Roberts as non-executive chairman and Cobus van der Merwe as executive director and Interim CEO. Mr. O'Keeffe, who is also the company secretary remains on the Board as a non-executive director.

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.

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-five (25) 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:

Clive Roberts - Chairman (non-executive)
Jacobus van der Merwe – Interim Chief Executive Officer
Noel O'Keeffe – Director (non-executive)

Clive Roberts, BSc (Hons), Age 61– Chairman (non- executive)

Clive Charles Herbert Roberts (Aged 61) had a 30-year career in investment banking, including 22 years at ABN AMRO Hoare Govett, and has spent the last 10 years investing in startups and AIM companies. He has helped raise many millions of investment funds for multiple companies and his market experience will be extremely valuable to KIBO going forward.

Cobus van der Merwe, BCom (Accounting), BCompt (Hons. Accounting Science), CA (SA), Age 43

Cobus is a qualified Chartered Accountant (South Africa) and has held senior financial, managerial and executive level positions for over 15 years in the investment management and energy, utilities and resources sectors. He has significant experience servicing clients based in the United Kingdom, Ireland and Africa with specific reference to the Energy and Resources industries. Further to this, he has extensive experience in managing bespoke investment portfolios for high net-worth individuals, including capital raising and facilitating deal making. Cobus is a member of the South African Institute of Chartered Accountants (SAICA) and holds a BCom degree in Accounting and a BCompt Honours degree in Accounting Science.

DIRECTORS' REPORT

Noel O'Keeffe, BSc (Hons), Geology, MBA, CG (Affiliated), Age 61 – Director (non-executive)

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 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.

Review of Business Developments throughout the year to date

As the Company has recently divested of all its projects (October 2024) a detailed review of work carried out during 2023 is not presented. This divestment took place through the sale of the Company's wholly owned Cyprus subsidiary, Kibo Mining (Cyprus) Limited (KMCY), to Aria Capital Management Limited. KMCY held the Company's African energy projects which comprises the joint investment with South African group Industrial Green Energy Holdings (IGEH), to convert un-recyclable plastic to syngas (using pyrolysis), its Long Duration Energy Storage (LDES) Strategic Framework Agreement with Austrian company Enerox GmbH ('CellCube') and the complementary National Broadband Solutions joint venture and its legacy coal projects in Tanzania and Mozambique.

Also in September 2024, the Company divested of its remaining 19.52% shareholding interest in Mast Energy Developments PLC in partial settlement of an outstanding loan with RiverFort Global Opportunities PCC Limited ("RiverFort") at a deemed value of £120,074 and so reducing the outstanding balance on the loan to £342,797.

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 Sheets as at 31 December 2022 and 31 December 2023. 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 has been engaged in constructive negotiations to reach an amicable resolve for the ongoing dispute, which may include cancelling the transaction, and is confident that this will be settled. Consequently, the investment in Shankley Biogas Limited in the Company Balance Sheet of £600,000 and the Intangible Assets in the Group Balance Sheet of £603,050, have been fully impaired and therefore the Company and Group Statements of Profit and Loss include impairment losses of £600,000 and £603,050 respectively.

In terms of International Financial Reporting Standards (IFRS), intangible assets with an indefinite life must be tested for impairment on an annual basis and as a result the Group recognised impairment of £2,289,372 (2022: £7,038,930) related to its assets. The result for the reporting period amounted to a loss of £5,715,341 for the year ended 31 December 2023 (31 December 2022: £10,908,524) 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

Retirement of Directors

Ajay Saldanha and Louis Coetzee retired from the Board as directors of the Company on 10 January 2024 and 5 July 2024 respectively.

Conversion of accrued fees & interest to equity

On 11 January 2024 the Company announced the allotment of 500,000,000 new ordinary Kibo shares of €0.0001 each to RiverFort representing conversion of accrued fees and interest totalling £161,000 forming part of the outstanding balance of £1,106,146.72 reported by the Company owing to RiverFort under the Facility Restatement Agreement signed on 11 April 2023. The conversion price was £0.000322 (0.0322 pence) calculated as 92% of the lowest daily VWAP over the ten (10) Trading Days immediately preceding the date of the conversion notice in accordance with the terms of the Facility Restatement Agreement.

Share issue to service provider in settlement of invoice

On 8 March 2024, a further 81,081,081 shares in settlement of an invoice to a separate service provider at a deemed price of 0.037p for a total of £30,000 were issued.

Strategy Update

On 16 January 2024 the Company provided a strategy update on its bio-coal development test work as part of its commitment to on-going sustainable clean energy solutions. It advised that it is currently formulating a joint development agreement with a multinational food and beverage producer ("the Client") intended to be funded equally (i.e., 50-50) by Kibo and the Client. The objective of this collaboration is to build and operate a pilot plant that will produce bio-coal as a preliminary step towards the establishment of a comprehensive production-scale facility. This initiative, subject to a successful pilot plant and financing, will enable the Client to transition from the use of fossil coal to bio-coal in its comprehensive boiler fleet, without any reconfiguration, aligning with established Environmental, Social and Governance (ESG) compliance standards. Furthermore, it noted that it has received conditional preliminary approval for development funding, subject to due diligence, from a prominent development banking institution in Southern Africa for one of the Company's existing waste-to-energy projects. It should be noted that Kibo no longer has any interest in this project following the sale of Kibo Mining (Cyprus) Limited to Aria Capital Management Limited in October 2024.

Extraordinary General Meetings

On 9 February 2024 the Company held an extraordinary general meeting where it obtained shareholder approval to renew its ability to issue shares without applying pre-emption rights and to update its Memo & Articles of Association to align with all authorities approved by Shareholders at previous general meetings.

On 25 July 2024 the Company held an extraordinary general meeting where it obtained shareholder approval to increase its ordinary authorised share capital to 30 billion shares of €0.0001 each.

On 11 October 2024 the Company held an extraordinary general meeting where it obtained shareholder approval for the sale of its wholly owned subsidiary, Kibo Mining (Cyprus) Limited to Aria Capital Management Limited.

Corporate Restructuring & Repositioning

On 7 June 2024, the Company announced a major corporate restructuring and repositioning of the Company that included, inter alia, the conditional appointment of four new directors to the board including a new CEO and non - executive Chairman, creditor restructuring and settlement, review of its existing energy portfolio, Option awards to directors and a Placing for £500,000.

On 20 June 2024 the Company announced a modification to its announcement on 7 June whereby the number of new directors to be appointed to the board was reduced from four to two, and a revised reduced placing of £340,000 by way of new broker sponsored placing and private subscriptions.

On 25 June 2024, the Company announced that it was unlikely it could meet its 30 June 2024 deadline for the publication of its 2023 audited accounts following which it would be suspended from trading on AIM effective 7.30

DIRECTORS' REPORT

a.m. on 1 July 2024 and also provided details for the admission of the new shares to be issued further to the £340,000 placing announced on 20 June 2024.

On 27 June 2024, the Company announced further changes to the placing details announced on 20 June 2024 as regards placing amount, placing price, placees and schedule for admission of placing shares to AIM. The placing amount was increased from £340,000 to £350,000 and at a placing price of 0.0084 pence and the issue of 4,166,666,666 new ordinary Kibo shares. (the "Placing Shares"). The entire placing amount was subscribed for by a private investor to be settled in two tranches with 1,785,714,286 Placing Shares (Tranche 1) for a consideration of £150,000, settling immediately and 2,380,952,380 Placing Shares (Tranche 2) for a consideration of £200,000 settling following Kibo shareholder approval for an increase in authorized share capital of the Company at a General Meeting to be held as soon as possible after settlement of Tranche 1; and all Kibo creditor conversions as noted in the 7 June and 20 June RNS Announcement being settled in full. Admission of the shares to AIM was scheduled to coincide with the lifting of the Company's share trading suspension, such trading suspension subsequently coming into effect as anticipated from 30 June 2024 and as announced by the Company on 1 July 2024.

On the 5 July 2024, the Company announced the stepping down of Louis Coetzee as CEO of the Company the appointment of Cobus van der Merwe as the Interim CEO of the Company.

On 18 July 2024 the Company announced the appointment of Clive Roberts as non-executive chairman of the Company.

On 5 August 2024, the Company announced the completion of the creditor conversions (credit restructuring) first announced on 7 June 2024) following shareholder approval for an increase in its authorised capital at its EGM on 25 July 2024 which was required to create sufficient authorised share headroom for the creditor conversion to be implemented.

On 16 September 2024, the Company announced that it had signed a binding term sheet (the "Term Sheet") with Swiss company, ESTI AG to acquire a diverse portfolio of renewable energy projects across Europe and Africa spanning wind and solar generation, agri-photovoltaics and technology development by way of a proposed reverse takeover transaction. Under the Term Sheet Aria Capital Management Limited ("Aria), a global asset management company were to be appointed as the arrange to the reverse takeover transaction.

On the 19 September 2024, the Company announced that it had signed a sale agreement with Aria Capital Management Limited for the purchase by Aria of Kibo's its wholly owned subsidiary Kibo Mining (Cyprus) limited subject to shareholder approval as required under AIM Rules. Shareholder approval was subsequently obtained at a Kibo EGM on 11 October 2024 from which date the Company was considered an AIM Rule 15 cash shell. As a cash shell, it was noted that the Company had six months from 11 October 2024 to undertake a Reverse Takeover or otherwise will be suspended, after which it will have a further six months to complete a Reverse Takeover or otherwise be cancelled from trading on AIM.

On 3 December 2024, the Company announced that it had terminated the Term Sheet by mutual consent with ESTGI AG and secured a loan facility for up to £500,000 from Aria (the "Aria Facility"). The Company noted that it had taken this decision as it believed that it does have sufficient time to secure all relevant information in a timely manner necessary to complete the ESTGI AG reverse takeover particularly noting the Company will have been suspended for 6 months on 31 December 2024. The Company noted that it will now focus on completing and publishing its audited accounts to 31 December 2023 and interim accounts to 30 June 2024 before 31 December 2024 to enable the Company's current suspension from trading on AIM to be lifted. Following resumption of trading, the Company will be noted that it will seek an alternative project portfolio to proceed with a revised transaction (the "Revised Transaction") and that it is already evaluating a number of project acquisition opportunities.

The Aria Facility is to provide the Company with working capital for the next four months (to 31 March 2025) until it is able to identify and complete a Revised Transaction.

The Company also announced that it had also signed a Deed of Amendment to the terms of its outstanding loan facility with River Global Opportunities PCC limited (the "RiverFort Loan"). The terms of the RiverFort Loan required RiverFort's consent for the Company to enter into another loan facility with another institution.

DIRECTORS' REPORT

Disposal, loss of control and deconsolidation of Mast Energy Developments

On 6 June 2024, the Company entered into an agreement with Riverfort Global Opportunities in which it ceded its loan with Mast Energy Developments Plc (MED) through its subsidiary Kibo Mining (Cyprus) Limited to Riverfort in partial settlement of its loan with Riverfort. The loan with Riverfort Global Opportunities and a transaction date balance of £767,205 was reduced to £400,000 in exchange for the cession of the £797,396 loan receivable from MED.

The loan receivable from MED was payable on demand and was historically partially settled with shares issued in MED. The directors considered the loan and historic precedent of conversion thereof as part of their assessment on control over MED in terms of IFRS 10.

The directors determined that the combined factors of significant reduction in shareholding in MED during the 2024 year, and the disposal of the loan receivable from MED and resulting convertibility of the loan through shares issued, resulted in loss of control of MED with effect from 7th of June 2024. From this date onwards MED was recognised as an associate and equity accounted until the investment in MED was disposed of in full on the 30th of September 2024.

MED's contribution to 31 December 2023's Balance Sheet and Profit and Loss is summarised as follows:

	Group 2023 (£)	MED Contribution 2023 (£)	Unconsolidated Group 2023 (£)
Assets	4,158,362	(2,569,419)	1,588,943
Equity	(2,144,659)	(464,744)	(2,609,403)
Liabilities	(6,303,021)	2,104,675	(4,198,346)
Loss for the year	(5,715,341)	3,539,394	(2,175,947)

As a result of the investment in MED being reclassified as an associate and the Group accounting policy of investments in listed associates being measured at fair value of the shares at market value, the Group expects impairments and gains on disposals of MED shares to amount to £12,482 and £268,497 respectively in its 30 June 2024 interim results. The gain on disposal is as a result of the proceeds from share disposals and the recovery of loan and fair value of the retained MED shares exceeding the net asset value thereof on disposal date.

The retained investment in MED was disposed of in September 2024 to Riverfort for £120,074.

Disposal of investment in Kibo Energy Botswana Limited

The Group disposed of its interest in Kibo Energy Botswana Limited on 31 January 2024 to Aria Capital Management Limited for an amount of £70,000. The shareholding of Shumba Energy Limited did not form part of this agreement and was transferred to Kibo Energy (Cyprus) Limited (KMCL) pending secretarial finalisation. The transfer was completed in September 2024. The value of Kibo Energy Botswana Limited was represented by the investment in Shumba Energy Limited of £307,725. As Kibo Energy Botswana was held at a £Nil balance the group expects a profit on disposal of £70,000 in its 30 June 2024 interim results.

Disposal of investment in Kibo Mining (Cyprus) Limited

The Group disposed of its interest in Kibo Mining (Cyprus) Limited (KMCL) and its subsidiaries on 16 September 2024 for £Nil; the disposal did not include MED which contributed £1,902,936 of the carrying value of KMCL of £2,210,661 as at 31 December 2024. The disposal of the remaining carrying value of £307,725, represented by the investment in Shumba, will result in a loss on disposal of £307,725 of Kibo for the 2024 year.

These measures summarised above amount to a business re-set for the Company where it intends to move ahead under the stewardship of the reconstituted board by transitioning Kibo to a broader based energy company,

The discussion of risk and uncertainties on the following section takes regard to the potential acquisition by the Company of projects in the natural resource and renewable energy areas The term "energy projects" or "energy assets" refers to both unless otherwise qualified.

The disposals above came about after the restructuring process initiated in 2024.

DIRECTORS' REPORT

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;
- speculative nature of energy assets development;
- development 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 energy development opportunities throughout the world. Because of this competition, the Company may be unable to acquire, explore, discover and develop attractive energy projects on terms it considers acceptable. Accordingly, there can be no assurance that the Company will acquire any interest in energy project opportunities, and should they be successful in doing so, there can be no assurance that would eventually 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. Given the proposed expansion of its business strategy from developing a portfolio of sustainable energy projects in the reserve power, waste-to-energy, biofuel and long duration battery storage sectors to include seeking opportunities in the Oil and Gas sector, there can be no assurance that such funds will continue to be available in the required amounts, 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 energy sector is competitive and there is no assurance that, even if its existing portfolio of sustainable and renewable energy projects are developed and/or commercial quantities of hydrocarbons are discovered by 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. Development 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 energy sector is subject to both global and country-specific regulation which is constantly evolving and is increasingly impacted by the pressure on all governments to reduce their greenhouse gas emissions by promoting renewable energy projects in favour of fossil fuel projects. Specifically, there is greater regulatory involvement in the structure of the Oil & Gas sector globally than has been the case over the last 20 years. Therefore, there remains a risk that future interventions by governments and other regulatory bodies could have an adverse impact on the assets that the Group intends to acquire, and while the Group will use its experience to acquire oil and gas exploration assets in those jurisdictions which have stable regulatory regimes and it perceives to be still favourable to and supports natural resource developments, there can be no assurance that support for such developments will change with time.

DIRECTORS' REPORT

Operational risk
Energy projects are subject to hazards normally encountered in acquisition, exploration, 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 existing projects and any it acquires.

Staffing and key personnel risks
Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the energy sector 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 asset development
There can be no assurance that the discovery and development of energy assets will result in profitable project execution. The recoverability of the carrying value of oil & gas assets, for example is dependent on the achievement of discovery, 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 advantageous basis. Changes in market conditions may result in material write downs of the carrying value of the Company's assets.

Development of energy projects is, amongst others, contingent upon obtaining satisfactory feasibility results and securing additional adequate funding. Energy asset development, particularly Oil & Gas, involves substantial expense and relatively long-time horizons to development following discovery, implying 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 will continuously assess funding requirements against project viability and prioritise key projects over the short to medium term.

The development of energy assets 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, discovery (in the case of Oil & Gas) and development to when commercial operations are commenced.

Political stability
The Company will likely be conducting its operational activities in various countries and regions. The directors will satisfy themselves that the governments of these countries support the development of natural resources 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 oil & gas resources. Any changes in policy affecting ownership of oil & gas 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' REPORT

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:

Ordinary Shares (held directly and indirectly)

	18 December 2024	31 December 2023	31 December 2022
Directors & Secretary			
Ajay Saldanha (retired 10 January 2024)	n/a	-	n/a
Clive Roberts	1,805,733,828	n/a	n/a
Cobus van der Merwe (appointed 11 January 2024)	88,642,857	-	-
Louis Coetzee (resigned 5 July 2024)	n/a	223,198,427	19,505,996
Noel O'Keeffe	57,234,904	7,037,047	7,037,047

Warrants (held directly and indirectly)

	18 December 2024	31 December 2023	31 December 2022
Directors & Secretary			
Ajay Saldanha	n/a	-	n/a
Clive Roberts	1,698,095,238	n/a	n/a
Cobus van der Merwe	-	n/a	n/a
Louis Coetzee	n/a	-	5,720,000
Noel O'Keeffe	39,816,997	-	-

Warrants

Date of Grant	Vesting date	Expiry date	Exercise price	Number granted	Exercisable as at 31 December 2023
09 February 2024	09 February 2024	08 February 2027	0.13p	39,816,997	-
09 February 2024	09 August 2024	08 February 2026	0.25p	48,000,000	-
09 February 2024	09 August 2024	08 February 2026	0.25p	30,000,000	-
05 August 2024	05 August 2024	04 August 2027	0.01p	1,620,095,238	-
				1,737,912,235	**-**

For further detail surrounding the ordinary shares, share options and warrants in issue, refer to Notes 16 and 18 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 24 to the annual financial statements.

DIRECTORS' REPORT

Directors' meetings

The Company held twenty-five (25) 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 2023 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Louis Coetzee*	Chief Executive Officer	25	25
Christiaan Schutte**	Executive Director	9	9
Ajay Saldanha***	Non- Executive Director	25	25
Clive Roberts+	Non-Executive Chairman	-	-
Cobus van der Merwe++	Chief Executive Officer	-	-
Noel O'Keeffe	Non-Executive Director	25	25

*Retired on 5 July 2024
**Retired on 2 May 2023
***Retired on 10 January 2024

+ Appointed 18 July 2024
++Appointed 5 July 2024

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.

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 2023 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Noel O'Keeffe	Sole Member	2	2

The Company held no (0) Remuneration Committee meetings during the reporting period and the number of meetings attended by each of the members during the year to 31 December 2023 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Ajay Saldanha**	Chairman	n/a	n/a
Noel O'Keeffe	Member	n/a	n/a

**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 2023 were:

Director Name	Position	Number of Meetings Attended	Number of Meetings Eligible to Attend
Noel O'Keeffe	Chairman	1	1
Ajay Saldanha**	Member	1	1

**Appointed on 24 January 2023

DIRECTORS' REPORT

Significant Shareholders

According to the latest information available to the Company, in addition to the interests of the directors, at 31 December 2023 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

	18 December 2024	31 December 2023	31 December 2022
Sanderson Capital Partners Limited	3.54%	10.28%	12.79%
Peter Williams	28.32%	-	-
Tsitato Trading Limited	21.20%	-	-
Mzuri Exploration Services Limited	3.56%	-	-
RiverFort Global Opportunities PCC Limited	3.25%	4.94%	-
Spreadex (Clive Roberts)	12.27%	3.49%	-

Subsidiary Undertakings

Details of the Company's subsidiary undertakings are set out in Note 23 to the annual financial statements.

Political Donations

During the period, the Group made no charitable or political contributions (2022 £ 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 and Israel and Gaza conflicts, 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 £5,715,341 (2022: £10,908,524);
- Cash and cash equivalents readily available to the Group in the amount of £64,057 in order to pay its creditors and maturing liabilities in the amount of £5,453,266 as and when they fall due and meet its operating costs for the ensuing twelve months (2022: £163,884 and £4,192,170 respectively);
- 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; and
- Investment and associated funding opportunities available to the company after disposal of its Cyprus subsidiary, Kibo Mining (Cyprus) Limited effective on 11 October as disclosed in note 26 (the "KMCL Disposal"), following which the Company became an AIM Rule 15 cash shell. Given the Company's limited available cash resources post the KMCL Disposal and considering the Company's status as a cash shell, the Board is considering various investment opportunities to acquire a portfolio of assets as part of a Reverse Takeover transaction ("RTO") as envisaged under the AIM Rules which will coincide with a substantial fundraise to provide the Company with sufficient working capital to meet its overhead and project development commitments post RTO.

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 2023, 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.

DIRECTORS' REPORT

This is largely attributable to the short-term liquidity position the Group finds itself in as a result of the significant capital required to meet its obligations that exceeds cash contributed to the Group by the capital contributors. The Directors have evaluated the Group's 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 approval 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 keep the Company in good standing until the successful completion of a reverse takeover transaction as the Company pursues its objective to acquire a new portfolio of assets; and
- Successful completion of a reverse takeover transaction as required under AIM Rule 15 given that the Company became a cash shell on 11 October 2024 with the disposal of its subsidiary, Kibo Mining (Cyprus) Limited.

Further to the above, on 3 December 2024 the Company announced that it had secured a loan facility for up to £500,000 from Aria Capital Management Limited ("Aria") (the "Aria Facility"). The Company has received the first payment totalling £122,585 under the Aria Facility. The purpose of the Aria Facility is to provide the Company with working capital until it is able to identify and complete a reverse takeover transaction. Aria has also provided the Company with written confirmation, which is effective for a period until 31 December 2025, that it will support the Company in its capacity as lender under the Aria Facility and advisor to the Company, as follows:

- Assist the Company in the timely sourcing and procurement of an appropriate project portfolio as part a reverse takeover transaction;
- Assist the Company to raise appropriate funding to the Company in good standing until completion of a reverse takeover transaction to enable the Company to continue as a going concern for the foreseeable future; and
- Aria will not recall or demand cash repayment of the Aria Facility provided to the Company, except insofar as the funds of the Company permit repayment and that such repayment will not adversely affect the ability of the Company to carry on its business operations as a going concern.

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.

Dividends

There have been no dividends declared or paid during the current financial period (2022: £ 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.

DIRECTORS' REPORT

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 6.

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 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.

DIRECTORS' REPORT

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

Cobus van der Merwe
20 December 2024

Noel O'Keeffe
20 December 2024

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

Cobus van der Merwe
20 December 2024

Noel O'Keeffe
20 December 2024

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 and Clive Roberts who was co-opted on to the Audit Committee on 15 August 2024. 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 Audit 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 did not meet during 2023 as it comprised of just one member, Noel O'Keeffe. Mr. O'Keeffe carried out all duties described below on a continuous basis and references to the Audit Committee below refer to the activities of Mr. O'Keeffe.

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 2022 annual accounts and the interim accounts to 30 June 2023. Members of the committee reviewed with the independent auditor its judgements as to the acceptability of the Company's accounting principles.

AUDIT COMMITTEE REPORT

Since the year end the committee has met further with the auditors to consider the 2023 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
Chairman
Audit Committee
20 December 2024

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 2023, 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 Material 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 2023 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 2023 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 of £600,000 less an impairment provision of £600,000, while the Group Balance Sheet includes an amount capitalised in Intangible Assets for Project Development Rights of £603,050 less an impairment provision for £603,050, development costs of £939,664 and associated current liabilities of £950,326, while the Company Statement of Profit and Loss includes an impairment cost of £600,000 in respect of the investment cost of the shares, and the Group Statement of Profit and Loss includes an impairment cost of £603,050 in respect of the Intangible asset. 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 Intangible Assets, the Group Development costs and associated liabilities as at 31 December 2022 and 31 December 2023 and the impairment costs in both the Company and Group Statements of Profit and Loss and Other Comprehensive Income recognised in the year ended 31 December 2023, 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.

INDEPENDENT AUDITOR'S REPORT

Material uncertainty relating to going concern
We draw attention to the Section headed Going Concern on page 22 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 44 to 45, 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.

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 £208,000 (2022: £190,000) This was based on 5% of the Group Total Assets at the balance sheet date. Parent company materiality was set at £125,000 (2022: £174,000) based on 5% 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 (£10,400) (2022: £9,500) 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, Botswana, 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. 2023 was the second 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 and Cyprus 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.

INDEPENDENT AUDITOR'S REPORT

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 relevant cash generating units especially for projects where there is an uncertain timeframe. At the balance sheet date. the Group had 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 capitalised at cost amounted to £4.96m, with no significant additions in the year. Impairments of £2.2m were recognised during the year and at 31 December 2023, intangibles totalled £0.4m (2022: £2.7m). 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 71 to 72 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.	Our procedures to obtain comfort that the balance of the indefinite life intangible assets is not materially misstated, included: - 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 activity in 2024 and the disposal of legacy coal-based assets; - Considering and challenging management's impairment review together with the calculations and basis for the impairment provisions on the Hindlip Lane 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. - Discussing and reviewing the post year end movements on investments in the subsidiaries companies in which intangible assets are held in order to assess whether the impairments recognised at 31 December 2023 were appropriately supported by post year end transactions, in particular with reference to the Mast Energy Developments Plc assets and the Sustinieri assets; - 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 as non-current assets. *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.
Treatment of the Investment in Mast Energy Developments Limited sub-group ("MED") as a subsidiary for consolidation purposes During 2023, the Kibo Group's interest in MED reduced from 57% at the start of the year to 42% at the year end. The Company has continued to account for MED as a fully consolidated subsidiary on the basis that Kibo continued to exercise control over MED at the financial year end date. The gross assets of MED included in the Kibo consolidated balance sheet totalled £2.6M at the year end, alongside gross liabilities of £2.98M, capital and equity reserves of (£0.4M)and a Non-Controlling Interest of £0.27M .	Our procedures to obtain comfort that the balance of the associate asset is not materially misstated, included: - Obtaining and reviewing written technical memorandum which formed the basis by which management have concluded the technical appropriateness of continuing to consolidate a sub-group in which the balance sheet date interest had decreased below 50%; - Considering and challenging management's contention that Kibo continued to exercise "control" over MED by virtue of its position as both a significant creditor with share conversion rights and the main shareholder bloc, including by review to supporting documentation. - Assessing whether appropriate and full disclosures have been made in the financial statements to set out the basis on which management have concluded it to be appropriate to consolidate.

INDEPENDENT AUDITOR'S REPORT

We considered the risk whether the accounting treatment adopted by the Company in respect of MED was appropriate.	*Our findings* We have obtained sufficient comfort that the Group has accounted for its investment in MED 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 £2.2M after prior year impairment provisions of £41.7M and a further provision of £3.3M in the current year. The carrying value of Kibo Mining Cyprus is underpinned by the interests it holds 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 the United Kingdom subsidiaries will also result in an impairment to the value of £3.4M 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 post year end reorganisation of the Company's investments; - Considering and challenging management's impairment review together with the calculations and basis for the impairment charge on the investment in Kibo Cyprus in particular with reference to the post year end disposal of that investment; - Assessing whether the disclosures in relation to the valuation of the investment are compliant with the relevant financial reporting requirements, in particular with IAS36; *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.

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.

INDEPENDENT AUDITOR'S REPORT

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.

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 26, 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.

INDEPENDENT AUDITOR'S REPORT

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;
- 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.

INDEPENDENT AUDITOR'S REPORT

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.

Signed by:

Christopher Magill FCA

2AC6BF457A3B441...

for and on behalf of
Crowe Ireland
Chartered Accountants and Statutory Audit Firm
40 Mespil Road
Dublin 4
Date: 20/12/2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Revenue	2	341,207	1,036,743
Cost of sales		(223,838)	(778,802)
Gross profit		**117,369**	**257,941**
Administrative expenses		(2,164,670)	(2,579,028)
Impairment of non-current assets	5	(2,289,372)	(7,038,930)
Listing and capital raising fees		(855,323)	(363,368)
Project and exploration expenditure		(326,093)	(847,567)
Operating loss		**(5,518,089)**	**(10,570,952)**
Investment and other income	3	105,734	93,866
Share of loss from associate		(97,340)	(181,684)
Finance costs	4	(205,646)	(249,754)
Loss before tax	5	**(5,715,341)**	**(10,908,524)**
Taxation	8	-	-
Loss for the period		**(5,715,341)**	**(10,908,524)**
Other comprehensive loss:			
Items that may be classified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		576,313	372,191
Exchange differences reclassified on disposal of foreign operation		6,195	-
Other Comprehensive loss for the period net of tax		**582,508**	**372,191**
Total comprehensive loss for the period		**(5,132,833)**	**(10,536,333)**
Loss for the period		**(5,715,341)**	**(10,908,524)**
Attributable to the owners of the parent		(3,854,280)	(9,776,917)
Attributable to the non-controlling interest		(1,861,061)	(1,131,607)
Total comprehensive loss for the period		**(5,132,833)**	**(10,536,333)**
Attributable to the owners of the parent		(3,277,967)	(9,404,726)
Attributable to the non-controlling interest		(1,854,866)	(1,131,607)
Loss Per Share			
Basic loss per share	9	(0.001)	(0.003)
Diluted loss per share	9	(0.001)	(0.003)

All activities derive from continuing operations.

The accompanying notes on pages 57-91 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe **Noel O'Keeffe**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Assets			
Non-current assets			
Property, plant and equipment	10	3,021,547	3,493,998
Intangible assets	11	397,779	2,691,893
Investments in associates	12	124,982	100,945
Other financial assets	13	307,725	-
Total non-current assets		**3,852,033**	**6,286,836**
Current assets			
Other receivables	14	242,272	227,223
Cash and cash equivalents	15	64,057	163,884
Total current assets		**306,329**	**391,107**
Total assets		**4,158,362**	**6,677,943**
Equity and liabilities			
Equity			
Called up share capital	16	21,790,988	21,140,481
Share premium account	16	45,816,001	45,516,081
Share based payments reserve	18	-	73,469
Share capital reserve		68,250	-
Translation reserve	19	482,320	(93,993)
Retained deficit		(70,557,426)	(66,319,142)
Attributable to equity holders of the parent		**(2,399,867)**	**316,896**
Non-controlling interest	20	255,208	1,164,218
Total equity		**(2,144,659)**	**1,481,114**
Liabilities			
Non-current liabilities			
Lease liability	10	405,390	346,674
Other financial liabilities	22	444,365	243,056
Total non-current liabilities		**849,755**	**589,730**
Current liabilities			
Lease liability	10	4,205	3,980
Trade and other payables	21	3,912,223	2,395,090
Borrowings	22	1,217,913	1,195,239
Other financial liabilities	22	318,925	1,012,790
Total current liabilities		**5,453,266**	**4,607,099**
Total liabilities		**6,303,021**	**5,196,829**
Total equity and liabilities		**4,158,362**	**6,677,943**

The accompanying notes on pages 57-91 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe **Noel O'Keeffe**

COMPANY STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Revenue		-	-
Administrative expenses		(316,557)	(804,820)
Listing and capital raising fees		(345,618)	(230,920)
Impairment of subsidiary investments	23	(3,328,031)	(12,333,224)
Fair value adjustment	23	24,037	(427,819)
Operating loss		**(3,966,169)**	**(13,796,783)**
Other income	3	89,937	16,266
Finance costs	4	(115,397)	(151,375)
Loss before tax	5	**(3,991,629)**	**(13,931,892)**
Taxation	8	-	-
Loss for the period		**(3,991,629)**	**(13,931,892)**

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 57-91 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe **Noel O'Keeffe**

COMPANY STATEMENT OF FINANCIAL POSITION

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Non-current Assets			
Investments	23	2,335,641	5,688,607
Property, plant and equipment	10	1,012	1,265
Total non-current assets		**2,336,653**	**5,689,872**
Current assets			
Other receivables	14	156,114	90,720
Cash and cash equivalents	15	1,507	19,442
Total current assets		**157,621**	**110,162**
Total assets		**2,494,274**	**5,800,034**
Equity and liabilities			
Equity			
Called up share capital	16	21,790,988	21,140,481
Share premium account	16	45,816,001	45,516,081
Share based payment reserve	18	-	73,469
Share capital reserve		68,250	-
Retained deficit		(67,501,103)	(63,609,256)
Total equity		**174,136**	**3,120,775**
Liabilities			
Current liabilities			
Trade and other payables	21	1,102,225	826,035
Borrowings	22	1,217,913	1,195,239
Other financial liabilities	22	-	657,985
Total current liabilities		**2,320,138**	**2,679,259**
Total liabilities		**2,320,138**	**2,679,259**
Total equity and liabilities		**2,494,274**	**5,800,034**

The accompanying notes on pages 57-91 form integral part of these financial statements.

The financial statements were approved by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe **Noel O'Keeffe**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Share premium	Warrants and share based payment reserve	Warrant and share capital reserve	Control reserve	Translation reserve	Retained deficit	Non-controlling interest	Total equity
All figures are stated in Sterling	£	£	£	£	£	£	£	£	£
Balance as at 1 January 2022	**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**
Loss for the year	-	-	-	-	-	-	(3,854,280)	(1,861,061)	(5,715,341)
Other comprehensive income – exchange differences	-	-	-	-	-	576,313	-	6,195	582,508
Change in shareholding without loss of control							(483,786)	483,786	-
Shares issued	650,507	299,920	-	-	-	-	-	-	950,427
Outstanding warrants repriced	-	-	(45,850)	-	-	-	45,850	-	-
Directors loan repayable in shares			-	-	-	-	-	81,329	81,329
Warrants issued by Mast Energy Development PLC	-	-	-	-	-	-	-	380,741	380,741
Warrants issued by Kibo Energy PLC which were exercised during the year pending settlement	-	-	-	68,250	-	-	-	-	68,250
Warrants issued by Kibo Energy PLC which were exercised during the year	-	-	(10,178)	-	-	-	10,178	-	-
Warrants expired during the year			(17,441)				43,754		26,313
Balance as at 31 December 2023	**21,790,988**	**45,816,001**	**-**	**68,250**	**-**	**482,320**	**(70,557,426)**	**255,208**	**(2,144,659)**
Notes	16	16	18		17	19		20	

The warrant and share capital reserves represent irrevocably exercised equity instruments which require issuance of shares.

The notes on pages 57-91 form part of the financial statements. The financial statements were approved by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe

Noel O'Keeffe

COMPANY STATEMENT OF CHANGES IN EQUITY

All figures are stated in Sterling	Share capital £	Share premium £	Share capital reserve £	Share based payment reserve £	Retained deficit £	Total equity £
Balance as at 1 January 2022	**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**
Loss for the year	-	-	-	-	(3,991,629)	(3,991,629)
Shares issued	650,507	299,920	-	-	-	950,427
Outstanding warrants repriced	-	-	-	(45,850)	45,850	-
Warrants issued which were exercised during the year pending settlement	-	-	68,250	-	-	68,250
Warrants issued which were exercised during the year	-	-	-	(10,178)	10,178	-
Warrants expired during the year	-	-	-	(17,441)	43,754	26,313
Balance as at 31 December 2023	**21,790,988**	**45,816,001**	**68,250**	**-**	**(67,501,103)**	**174,136**
Notes	16	16		18		

The accompanying notes on pages 57-91 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 20 December 2024 and signed on its behalf by:

On behalf of the Board

Cobus van der Merwe

Noel O'Keeffe

CONSOLIDATED STATEMENT OF CASH FLOWS

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Cash flows from operating activities			
Loss for the period before taxation		(5,715,341)	(10,908,524)
Adjustments for:			
(Reversal of) / Impairment of associates	12	(429,102)	3,809,775
Costs settled through the issue of shares		19,635	95,001
Depreciation on property, plant and equipment	10	75,023	66,582
Directors' fees settled with credit loan notes		-	44,591
(Losses)/Gains on revaluations of derivatives		86,558	(86,558)
Impairment of intangible assets	11	2,258,774	3,229,155
Impairment of property, plant and equipment	10	459,700	-
Interest accrued		204,128	248,202
Loss from equity accounted associate		97,340	181,684
Loan reprofiling costs not settled in cash		195,559	-
Other non-cashflow items		3,698	133
Profit on sale of property, plant and equipment		(6,424)	(7,264)
Warrants and options issued		422,100	24,774
		(2,328,352)	**(3,302,449)**
Movement in working capital			
Decrease / (Increase) in debtors	14	(15,049)	28,524
Increase / (Decrease) in creditors	21	1,517,133	678,817
		1,502,084	**707,341**
Net cash outflows from operating activities		**(826,268)**	**(2,595,108)**
Cash flows from financing activities			
Repayment of lease liabilities		(39,292)	(27,000)
Repayment of borrowings		(466,870)	(44,917)
Proceeds from borrowings		85,800	2,322,824
Proceeds from director's loan		81,329	-
Proceeds from disposal of interests in subsidiary to non-controlling interest without loss of control		482,966	-
Net cash (used in) / proceeds from financing activities		**143,933**	**2,250,907**
Cash flows from investing activities			
Cash received from /(advanced) to Joint Venture		-	20,955
Property, plant and equipment acquired (excluding right of use assets)		-	(1,020,747)
Intangible assets acquired		-	(342,038)
Deferred payment settlement		-	(555,535)
Net cash flows from/(used in) investing activities		**-**	**(1,897,365)**
Net (decrease) / increase in cash		**(682,335)**	**(2,241,566)**
Cash at beginning of period		163,884	2,082,906
Exchange movement		582,508	322,544
Cash at end of the period	15	**64,057**	**163,884**

The accompanying notes pages 57-91 form an integral part of these financial statements.

COMPANY STATEMENT OF CASH FLOWS

All figures are stated in Sterling	Notes	31 December 2023 Audited £	31 December 2022 Audited £
Cash flows from operating activities			
(Loss) for the period before taxation		(3,991,629)	(13,931,892)
Adjusted for:			
Depreciation		253	-
Fair value adjustment of investment in associates	23	(24,037)	406,863
Warrants and options issued		99,782	24,774
Interest accrued		115,397	151,377
Impairment of investments	23	3,328,031	12,354,180
Expenses settled in shares		166,244	95,001
Directors' fees settled with credit loan notes		-	44,591
Other non-cash items		3,084	134
		(302,875)	**(854,972)**
Movement in working capital			
(Increase) in debtors	14	(65,394)	(16,986)
Increase in creditors	21	276,190	111,973
		210,796	**94,987**
Net cash outflows from operating activities		**(92,079)**	**(759,985)**
Cash flows from financing activities			
Proceeds from borrowings	22	317,039	1,672,824
Repayment of borrowings	22	(322,687)	(44,917)
Net cash (outflows) / inflows from financing activities		**(5,648)**	**1,627,907**
Cash flows from investing activities			
Cash advances to Group Companies		(359,093)	(1,086,889)
Repayments of advances from group companies		438,885	-
Purchase of Property, Plant and Equipment	10		(1,265)
Net cash generated from/(used in) investing activities		**79,792**	**(1,088,154)**
Net (decrease) in cash		**(17,395)**	**(220,232)**
Cash at beginning of period		19,442	239,674
Cash at end of the period	15	**1,507**	**19,442**

The accompanying notes on pages 57-91 form an integral part of these financial statements.

SUMMARY OF MATERIAL 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 Company's ordinary shares are admitted to trading on the AIM Market of the London Stock Exchange. 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 required by AIM rules and permitted by Company Law, 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 for accounting periods commencing on or before 1 January 2023 or were early adopted as indicated elsewhere in these accounting policies.

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 and Israel and Gaza conflicts, 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 £5,715,341 (2022: £10,908,524);
- Cash and cash equivalents readily available to the Group in the amount of £64,057 in order to pay its creditors and maturing liabilities in the amount of £5,453,266 as and when they fall due and meet its operating costs for the ensuing twelve months (2022: £163,884 and £4,192,170 respectively);

SUMMARY OF MATERIAL ACCOUNTING POLICIES

- 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; and
- Investment and associated funding opportunities available to the company after disposal of its Cyprus subsidiary, Kibo Mining (Cyprus) Limited effective on 11 October as disclosed in note 26 (the "KMCL Disposal"), following which the Company became an AIM Rule 15 cash shell. Given the Company's limited available cash resources post the KMCL Disposal and considering the Company's status as a cash shell, the Board is considering various investment opportunities to acquire a portfolio of assets as part of a Reverse Takeover transaction ("RTO") as envisaged under the AIM Rules which will coincide with a substantial fundraise to provide the Company with sufficient working capital to meet its overhead and project development commitments post RTO.

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 2023, 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 meet its obligations that exceeds cash contributed to the Group by the capital contributors. The Directors have evaluated the Group's 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 approval 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 keep the Company in good standing until the successful completion of a reverse takeover transaction as the Company pursues its objective to acquire a new portfolio of assets; and
- Successful completion of a reverse takeover transaction as required under AIM Rule 15 given that the Company became a cash shell on 11 October 2024 with the disposal of its subsidiary, Kibo Mining (Cyprus) Limited.

Further to the above, on 3 December 2024 the Company announced that it had secured a loan facility for up to £500,000 from Aria Capital Management Limited ("Aria") (the "Aria Facility"). The Company has received the first payment totalling £122,585 under the Aria Facility. The purpose of the Aria Facility is to provide the Company with working capital until it is able to identify and complete a reverse takeover transaction. Aria has also provided the Company with written confirmation, which is effective for a period until 31 December 2025, that it will support the Company in its capacity as lender under the Aria Facility and advisor to the Company, as follows:

- Assist the Company in the timely sourcing and procurement of an appropriate project portfolio as part a reverse takeover transaction;
- Assist the Company to raise appropriate funding to the Company in good standing until completion of a reverse takeover transaction to enable the Company to continue as a going concern for the foreseeable future; and
- Aria will not recall or demand cash repayment of the Aria Facility provided to the Company, except insofar as the funds of the Company permit repayment and that such repayment will not adversely affect the ability of the Company to carry on its business operations as a going concern.

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.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

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 Subsidiary interest;
- Consolidation of Associate interest; and
- Going concern.

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 18 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 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 £326,093 would have been capitalised in the current year (2022: £847,567).

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

SUMMARY OF MATERIAL ACCOUNTING POLICIES

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 Subsidiary interest
In the current year Kibo's effective equity interest in Mast Energy Developments PLC ("MED") was 42.58% as at 31 December 2023 (2022: 57.86%). MED is recognised as a subsidiary and is measured in accordance with the business combinations as prescribed by IFRS 3.

During the current year the shareholding in MED was reduced to below 50%. Judgement was applied on continued recognition of MED as a subsidiary based on factors other than shareholding above 50%. These judgements take into account the board composition of MED, Kibo's voting bloc in relation to other investors and significant intercompany loans at the reporting date with historic precedent of conversion to share equity. These factors satisfy the requirements of IFRS 10 (Consolidated Financial Statements) in relation to control, and Kibo's continued consolidation of MED.

Significant judgement relating to the consolidation of Associate interest
In the current year Kibo's effective equity interest in Katoro Gold PLC ("Katoro") was 14.36% as at 31 December 2023 (2022: 20.88%). Katoro Gold PLC is recognised as an associate and is measured in accordance with the equity method as prescribed by IAS 28.

During the current year the shareholding of Katoro declined to below 20%. The recognition of Katoro Plc and its subsidiaries as an associate were based on factors other than shareholding. These judgements take into account the board composition of Katoro Gold Plc which indicated significant influence at the reporting date.

Significant judgement relating to the adoption of the Going Concern basis of preparation
The Group's current liabilities exceed its current assets as at 31 December 2023 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.

Consolidation

The consolidated annual financial statements comprise the financial statements of Kibo and its subsidiaries for the year ended 31 December 2023 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.

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.

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;

SUMMARY OF MATERIAL ACCOUNTING POLICIES

- 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.

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

SUMMARY OF MATERIAL ACCOUNTING POLICIES

- 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.

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 whichever is earlier. 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.

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

SUMMARY OF MATERIAL ACCOUNTING POLICIES

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.

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.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

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.

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

SUMMARY OF MATERIAL ACCOUNTING POLICIES

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.

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**
Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture If a parent loses control of a subsidiary which does not contain a business, as a result of a transaction with an associate or joint venture, then the gain or loss on the loss of control is recognised in the parents' profit or loss only to the extent of the unrelated investors' interest in the associate or joint venture. The remaining gain or loss is eliminated against the carrying amount of the investment in the associate or joint venture. The same treatment is followed for the measurement to fair value of any remaining investment which is itself an associate or joint venture. If the remaining investment is accounted for in terms of IFRS 9, then the measurement to fair value of that interest is recognised in full in the parents' profit or loss.	To be determined by the IASB.
Non-current liabilities with covenants – amendments to IAS 1 The amendment applies to the classification of liabilities with loan covenants as current or non-current. If an entity has the right to defer settlement of a liability for at least twelve months after the reporting period, but subject to conditions, then the timing of the required conditions impacts whether the entity has a right to defer settlement. If the conditions must be complied with at or before the reporting date, then they affect whether the rights to defer settlement exists at reporting date. However, if the entity is only required to comply with the conditions after the reporting period, then the conditions do not affect whether the right to defer settlement exists at reporting date. If an entity classifies a liability as non-current when the conditions are only required to be met after the reporting period, then additional disclosures are required to enable the users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period.	1 January 2024
Lease liability in a sale and leaseback – amendments to IFRS 16 The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognise a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date. The amendments do not affect the gain or loss recognised by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognised a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease term) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate. As part of the amendments, the IASB amended an Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15 is a lease liability. The amendments are effective for annual reporting periods beginning on or after 1 January 2024. Earlier application is permitted. If a seller-lessee applies the amendments for an earlier period, it is required to disclose that fact. A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after	1 January 2024

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

<table>
<tr><th>Standard</th><th>Effective date, annual period beginning on or after</th></tr>
<tr><td>the date of initial application, which is defined as the beginning of the annual reporting period in which the entity first applied IFRS 16.</td><td></td></tr>
<tr><td>Lease liability in a sale and leaseback – amendments to IFRS 16

Specify when a currency is exchangeable into another currency and when it is not — a currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specified purpose; a currency is not exchangeable into the other currency if an entity can only obtain an insignificant amount of the other currency. Specify how an entity determines the exchange rate to apply when a currency is not exchangeable — when a currency is not exchangeable at the measurement date, an entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect the economic conditions prevailing. Require the disclosure of additional information when a currency is not exchangeable — when a currency is not exchangeable an entity discloses information that would enable users of its financial statements to evaluate how a currency's lack of exchangeability affects, or is expected to affect, its financial performance, financial position and cash flows. The amendments are effective for reporting periods beginning on or after 1 January 2025 and earlier application is permitted.</td><td>1 January 2025</td></tr>
<tr><td>IFRS 18 Presentation and Disclosure in Financial Statements

The new Standard, IFRS 18 Presentation and Disclosure in Financial Statements, will give investors more transparent and comparable information about companies' financial performance, thereby enabling better investment decisions. It will affect all companies using IFRS Accounting Standards. IFRS 18 introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analysing and comparing companies:

Improved comparability in the statement of profit or loss (income statement)

Currently there is no specified structure for the income statement. Companies choose their own subtotals to include. Often companies report an operating profit but the way operating profit is calculated varies from company to company, reducing comparability. IFRS 18 introduces three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and requires all companies to provide new defined subtotals, including operating profit. The improved structure and new subtotals will give investors a consistent starting point for analysing companies' performance and make it easier to compare companies.

Enhanced transparency of management-defined performance measures

Many companies provide company-specific measures, often referred to as alternative performance measures. Investors find this information useful. However, most companies don't currently provide enough information to enable investors to understand how these measures are calculated and how they relate to the required measures in the income statement. IFRS 18 therefore requires companies to disclose explanations of those company-specific measures that are related to the income statement, referred to as management-defined performance measures. The new requirements will improve the discipline and transparency of management-defined performance measures, and make them subject to audit.</td><td>1 January 2027</td></tr>
</table>

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Standard	Effective date, annual period beginning on or after
More useful grouping of information in the financial statements Investor analysis of companies' performance is hampered if the information provided by companies is too summarised or too detailed. IFRS 18 sets out enhanced guidance on how to organise information and whether to provide it in the primary financial statements[2] or in the notes. The changes are expected to provide more detailed and useful information. IFRS 18 also requires companies to provide more transparency about operating expenses, helping investors to find and understand the information they need. Retrospective application of the standard is mandatory for annual reporting periods starting from 1 January 2027 onwards, but earlier application is permitted provided that this fact is disclosed.	

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:

2023 Group	**ADV001 Hindlip Lane (£)**	**ARL018 Stather Road (£)**	**Bordersley (£)**	**Pyebridge (£)**	**Rochdale Power (£)**	**Sustineri Energy (£)**	**Corporate (£)**	**31 December 2023 (£) Group**
Revenue	-	-	-	341,207	-	-	-	341,207
Cost of sales	-	-	-	(223,838)	-	-	-	(223,838)
Administrative and other cost	(14,302)	(20,313)	(37,736)	(46,424)	(9,377)	(1,381)	(1,965,476)	(2,095,009)
Depreciation	-	(2,509)	(11,941)	(58,504)	-	-	(2,069)	(75,023)
Impairments and fair value adjustments	-	(208,398)	(1,649,206)	-	-	-	(512,964)	(2,370,568)
Listing and Capital raising fees	-	-	-	-	-	-	(855,323)	(855,323)
Project and exploration expenditure	(38,434)	(5,743)	(27,972)	(173,631)	(23,396)	(16,059)	(40,858)	(326,093)
Share in loss of associate	-	-	-	-	-	-	(97,340)	(97,340)
Investment and other income	-	-	-	126,933	-	-	65,359	192,292
Finance costs	-	-	-	-	-	2	(205,648)	(205,646)
Loss before tax	**(52,736)**	**(236,963)**	**(1,726,855)**	**(34,257)**	**(32,773)**	**(17,438)**	**(3,614,319)**	**(5,715,341)**

2022 Group	**ADV001 Hindlip Lane (£)**	**ARL018 Stather Road (£)**	**Bordersley (£)**	**Pyebridge (£)**	**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)**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

2023 Group	ADV001 Hindlip Lane (£)	ARL018 Stather Road (£)	Bordersley Power (£)	Pyebridge Power (£)	Rochdale Power (£)	Sustineri Energy (£)	Corporate (£)	31 December 2023 (£) Group
Assets								
Segment assets	9,163	117,215	392,155	2,020,584	91,134	-	1,528,111	4,158,362
Liabilities								
Segment liabilities	25,979	139,276	389,225	174,537	38,391	133,650	5,401,963	6,303,021

2022 Group	ADV001 Hindlip Lane (£)	ARL018 Stather Road (£)	Bordersley 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

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 2023 (£)
Carrying value of segmented assets	624	-	307,725	143,845	3,545,042	126,503	4,123,739
Revenue	-	-	-	-	341,207	-	341,207
Loss before tax	(85,095)	-	(862,827)	(277,592)	(3,805,221)	(684,606)	(5,715,341)

	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)

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 2023 (£) Group	31 December 2022 (£) Group
Electricity sales	341,207	1,036,743
	341,207	**1,036,743**

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 2023 (£) Group	31 December 2022 (£) Group	31 December 2023 (£) Company	31 December 2022 (£) Company
Interest received	1,128	44	1	34
(Reversal of gain) / Gain on revaluation of derivative liabilities	(86,558)	86,558	-	-
Profit on sale of plant and equipment	6,424	7,264	-	-
Recoveries	57,806	-	89,936	16,232
Insurance claims	126,934	-	-	-
	105,734	**93,866**	**89,937**	**16,266**

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 2023 (£) Group	31 December 2022 (£) Group	31 December 2023 (£) Company	31 December 2022 (£) Company
Interest paid to finance houses	169,687	223,623	115,397	151,375
Interest from leases (refer note 10)	35,959	26,131	-	-
	205,646	**249,754**	**115,397**	**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 2023 (£) Group	31 December 2022 (£) Group	31 December 2023 (£) Company	31 December 2022 (£) Company
Depreciation of property, plant and equipment	75,023	66,582	253	-
Group auditors' remuneration for audit of financial statements	102,890	58,425	-	58,425
Subsidiaries auditors' remuneration for audit of the financial statements	140,662	172,767	-	-
Impairment of non-current assets*	2,289,372	7,038,929	-	-
Impairment of subsidiary investments	-	-	3,328,031	12,333,224
Share in loss from associate	97,340	-	-	-
Fair value adjustments	-	-	(24,037)	427,819
(Gains) / losses on revaluations of derivatives	86,558	(86,558)	-	-
Profit on sale of assets	(6,424)	(7,264)	-	-

Disaggregation of impairment of non-current assets:	31 December 2023 (£) Group	31 December 2022 (£) Group	31 December 2023 (£) Company	31 December 2022 (£) Company
Impairment of property, plant and equipment (refer note 10)	459,700	-	-	-
Impairment of intangible assets (refer note 11)	2,258,774	3,229,155	-	-
Impairment of associates (refer note 12)	(429,102)	3,809,774	-	-
Impairment of subsidiary investments (refer note 23)			3,328,031	12,333,224
	2,289,372	**7,038,929**	**3,328,031**	**12,333,224**

* The comparative balances for the impairments of non-current assets have been combined, please see separate disaggregation.

6. Staff costs (including Directors)

	Group 31 December 2023 (£)	Group 31 December 2022 (£)	Company 31 December 2023 (£)	Company 31 December 2022 (£)
Wages and salaries	1,305,331	949,355	67,335	28,297
Share based remuneration	-	-	-	-
	1,305,331	**949,355**	**67,335**	**28,297**

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

	Group 31 December 2023	Group 31 December 2022	Company 31 December 2023	Company 31 December 2022
Exploration and development activities	9	10	-	1
Administration	5	7	1	1
	14	**17**	**1**	**2**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

7. Directors' emoluments

	Group 31 December 2023 (£)	Group 31 December 2022 (£)	Company 31 December 2023 (£)	Company 31 December 2022 (£)
Basic salary and fees accrued	283,079	374,308		24,366
Share based payments	-	-		-
	283,079	**374,308**		**24,366**

The acting chairman in 2023 did not receive any additional emoluments other than those disclosed below. (2022: The emoluments of the Chairman were £ 55,950). The emoluments of the highest paid director were £167,896 (2022: £164,726).

Directors received shares in the value of £Nil during the year (2022: £Nil) and warrants to the value of £Nil (2022: £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 2023	**Salary and fees accrued £**	**Salary and fees settled in shares £**	**Warrants issued £**	**Total £**
Louis Coetzee	167,896	-	-	167,896
Noel O'Keeffe	39,074	-	-	39,074
Ajay Saldanha	34,037	-	-	34,037
Christiaan Schutte	42,072	-	-	42,072
Total	**283,079**	**-**	**-**	**283,079**

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**

As at 31 December 2023, an amount of £274,621 (2022: £174,482) was due and payable to Directors for services rendered not yet settled.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

8. Taxation

Current tax

	31 December 2023 (£)	31 December 2022(£)
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:

	2023 (£)	2022 (£)
Loss on ordinary activities before tax	(5,715,341)	(10,908,524)
Income tax expense calculated at blended rate of 13.18% (2021: 13.18%)	(753,282)	(1,437,917)
Income which is not taxable	-	(4,615)
Expenses which are not deductible	301,033	913,814
Losses available for carry forward	(452,249)	528,718
Income tax expense recognised in the Statement of Profit or Loss	-	-

The effective tax rate used for the December 2023 and December 2022 reconciliations above is the corporate rate of 13.18% and 13.18% 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 2023 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 £45,328,153 (2022: £41,896,825) available for potential offset against future profits which equates to an estimated potential deferred tax asset of £6,231,314 (2022: £5,779,065). 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 2023(£)**	**31 December 2022(£)**
Loss for the period attributable to equity holders of the parent		(3,854,280)	(9,776,917)
Weighted average number of ordinary shares for the purposes of basic loss per share		3,568,946,718	3,010,992,501
Basic loss per ordinary share (GBP)		(0.001)	(0.003)

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 (£)	Assets under construction (£)	Total (£)
Opening Cost as at 1 January 2022	**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**
Disposal			(14,747)	(1,559)					(16,306)
Change in lease	-	-	-	-	-	-	62,274	-	62,274
Transfer between classes	-	-	-	-	-	(1,066,464)	-	1,066,464	-
Exchange movement			(1,576)		(701)	985			(1,292)
Closing Cost as at 31 December 2023	**602,500**	**-**	**-**	**-**	**7,527**	**1,545,370**	**418,157**	**1,066,464**	**3,640,018**
Accumulated Depreciation ("Acc Depr")									
Acc Depr as at 1 January 2022	**-**	**(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)**
Disposals			14,747	1,559	-	-	-	-	16,306
Depreciation	-	-	-	(228)	(1,842)	(58,504)	(14,449)	-	(75,023)
Exchange movements	-	-	1,576	(307)	21	-	-	-	1,290
Impairment	-	-	-	-	-	-	(381,350)	(78,350)	(459,700)
Acc Depr as at 31 December 2023	**-**	**-**	**-**	**-**	**(4,087)**	**(117,877)**	**(418,157)**	**(78,350)**	**(618,471)**

	Land	Furniture and Fittings	Motor Vehicles	Office Equipment	I.T Equipment	Plant & Machinery	Right of use assets	Assets under construction	Total

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Carrying Value	(£)	(£)	(£)	(£)	(£)	(£)	(£)	(£)	(£)
Carrying value as at 31 December 2022	**602,500**	**-**	**-**	**535**	**5,962**	**2,551,476**	**333,525**	**333,525**	**3,493,998**
Carrying value as at 31 December 2023	**602,500**	**-**	**-**	**-**	**3,440**	**1,427,493**	**-**	**988,114**	**3,021,547**

COMPANY	**Land**	**Furniture and Fittings**	**Motor Vehicles**	**Office Equipment**	**I.T Equipment**	**Plant & Machinery**	**Right of use assets**	**Total**
Cost	**(£)**	**(£)**	**(£)**	**(£)**	**(£)**	**(£)**	**(£)**	**(£)**
Opening Cost as at 1 January 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions					1,265			
Closing Cost as at 31 December 2022	**-**	**-**	**-**	**-**	**1,265**	**-**	**-**	**1,265**
Closing Cost as at 31 December 2023					**1,265**			**1,265**
Accumulated Depreciation ("Acc Depr")								
Acc Depr as at 1 January 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Acc Depr as at 31 December 2022	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation	-	-	-	-	(253)	-	-	(253)
Acc Depr as at 31 December 2023	**-**	**-**	**-**	**-**	**(253)**	**-**	**-**	**(253)**

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 2022	**-**	**-**	**-**	**-**	**1,265**	**-**	**-**	**1,265**
Carrying value as at 31 December 2023	**-**	**-**	**-**	**-**	**1,012**	**-**	**-**	**1,012**

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 2023 (£) Group**	**31 December 2022 (£) Group**
Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:		
Opening balance	**333,525**	**284,000**
Additions	-	62,090
Change in lease	62,274	-
Impairment	(381,350)	-
Depreciation	(14,449)	(12,565)
Closing balance	**-**	**333,525**
Lease liability		
Set out below are the carrying amounts of lease liabilities and the movements during the period:		
Opening balance	**350,654**	**291,518**
Additions	-	60,005
Interest	35,959	26,131
Change in lease	62,274	
Repayment	(39,292)	(27,000)
Closing balance	**409,595**	**350,654**
Spilt of lease liability between current and non-current portions:		
Non-current	405,390	346,674
Current	4,205	3,980
Total	**409,595**	**350,654**
Future minimum lease payments fall due as follows		
- within 1 year	39,826	33,960
- later than 1 year but within 5 years	159,304	135,840
- later than 5 years	851,812	756,720
Subtotal	**1,050,942**	**926,520**
- Unearned future finance charges	(641,347)	(575,866)
Closing balance	**409,595**	**350,654**

A 100bp change in the Incremental Borrowing Rate ("IBR"), would result in a £Nil (2022: £29,603) change in the Right of Use Asset, and the corresponding Lease Liability of £33,643 (2022: £29,603) on transaction date. Short term leases to the value of £43,949 (2023: £5,506) were not recognised as right of use Assets

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 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 1 January 2023	**247,506**	**91,482**	**1,306,422**	**-**	**150,273**	**603,050**	**293,160**	**2,691,893**
Impairments	-	(91,482)	(1,306,422)		-	(603,050)	(257,820)	(2,258,774)
Exchange movements	-	-	-	-	-	-	(35,340)	(35,340)
Carrying value at 31 December 2023	**247,506**	**-**	**-**	**-**	**150,273**	**-**	**-**	**397,779**

During the year the Group disposed of its holdings in the Mbeya Coal to Power Project.

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

Until such time as the underlying operations commence production, the Group performs regular impairment reviews to determine whether any impairment indicators exist.

When the following circumstance arise, it indicates that an entity should test an intangible asset for impairment:
the carrying value of the project assets (deemed to be property, plant and equipment as well as intangible asset) exceed the recoverable amount of the assets.

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 cost of disposal (FVLCD) and value in use (VIU). The valuation techniques applicable to the valuation of the abovementioned 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 forecast-based estimates performed:

- energy prices pegged from base year;
- commercial viability period;
- cost of capital related to funding requirements;
- applicable inflationary increases in energy prices and related costs;
- future operating expenditure for developments of the project; and
- co-operation of key project partners going forward.

Through review of the project specific financial, operational, market and economic indicators applicable to the above intangible assets, as well as consideration of the various elements which contribute toward the indication of impairment, it was concluded impairment was necessary in the 2023 financial period.

Mbeya Coal to Power Project

The project has not made any significant progress and as at year end did not indicate any improvement and is therefore held at £Nil. Refer to note 26 where the parent of the Mbeya Coal to Power Project was disposed during September 2024.

Shankley Biogas Limited

The investment was originally seen as recoverable, but during the 2023 the dispute with the vendor which started during 2022 was not significantly progressed 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 has been engaged in constructive negotiations to reach an amicable resolve for the ongoing dispute and is confident that this will be settled soon. This has impacted the viability thereof.

Management has sought to resolve this with the former owners of the business without any formal way forward. This has therefore resulted in the project being idle. This, coupled with cash flow restrictions of Kibo, has led to no further development of the project taking place.
The current considerations of management is:

- Dissolving the purchase agreement and in effect walking back the transaction in full.
- Legal action to maintain ownership, resolve the points of contention with the former owners and develop the projects.

None of the positions have been finalised and as such the project is still deemed to be under control of Kibo which results in an impairment of £600,000 of the goodwill. If the acquisition contract is cancelled the impairment would be reversed and brought back to its current net book value (assets less liabilities) of £Nil.
Any contingent liabilities arising from the actions of the former owner is deemed to fall outside of Kibo's responsibility and Kibo has obtained legal opinion that the liabilities would be the responsibility of the former owners as he had acted outside of the contractual agreement.

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

Key estimation variables	**ADV001**	**ARL018**
Recoverable value of project	£685,141	-
Recoverable value method of calculation	FVLCD	FVLCD
Life of project	20 years	20 years
Weighted average cost of capital ("WACC")	12.39%	12.39%
Output	7.0 MW	2.4 MW
Average £/MW output	£171,347 per MW output	£172,697 per MW output
Debt/Equity ratio	67/33	67/33
Sensitivity analysis		
Project delayed by 6 months	(£51,689)	-
250bps Increase/Decrease in WACC	(£685,141) / £1,079,758	-
250bps Increase/Decrease in £/MW output	£393,537 / (£393,537)	-
Project life decreased by 5 years	(£306,816)	-

Key estimation variables	**Bordersley**	**Rochdale**
Recoverable value of project	£48,449	£568,844
Recoverable value method of calculation	FVLCD	FVLCD
Life of project	20 years	20 years
Weighted average cost of capital ("WACC")	12.39%	12.39%
Output	5.0 MW	4.4 MW
Average annual £/MW output	£410,606 per MW output	£518,620 per MW output
Debt/Equity ratio	67/33	67/33
Sensitivity analysis		
Project delayed by 6 months	(£3,304)	(£43,833)
250bps Increase/Decrease in WACC	(£48,449) / £612,219	(£544,043) / £753,963
250bps Increase/Decrease in £/MW output	£115,246 / (£48,499)	£268,599 / (£268,599)
Project life decreased by 5 years	(£48,449)	(£317,634)

Key estimation variables	**Pyebridge**	**Sustineri Energy**
Recoverable value of project	£3,166,679	-
Recoverable value method of calculation – based on active project	FVLCD	FVLCD
Life of project	20 years	10 years
Output	8.0 MW	2.7 MW
Average annual £/MW output	£297,000 per MW output	£15,000 - £20,000 per MW output

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. As a result of the disposal of the interest in these projects during 2024, the group does not expect that a reversal of impairment would occur.

The assessment of the value in use of the intangible assets resulted in an impairment of £2,258,774 (2022: £3,229,155) 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.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

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

Key estimation variables	Reason for assessment
Projects delayed by 6 months	The projects may be delayed due to project funding restrictions.
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.
250bps Increase/Decrease in £/MW output	The energy market has experienced above average movements during the financial year and an assessment of 250bps increase or decrease was performed.
Projects life reduced by 5 years	The projects might be abandoned in 15 years due to excessive wear on the plant or significant change in market sentiment regarding natural gas.

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 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 1 January 2023	**100,945**	**-**	**100,945**
Share of losses for the year	(97,340)	-	(97,340)
Reversal of impairment loss	121,377	307,725	429,102
Disposal of intangible asset		(307,725)	(307,725)
Carrying value at 31 December 2023	**124,982**	**-**	**124,982**

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.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

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.

During the financial year the investment in Mabasekwa was disposed of for the shares in the listed company Shumba Energy Limited with a fair value of £307,725 at disposal date. The shares fair valued at year end did not change and remained as £307,725. Shumba Energy trades on the Botswana Stock Exchange. The intangible asset for the Mabasekwa Coal assets were valued at the disposal price which resulted in a reversal of impairment of £307,725.

Kibo Energy Botswana (Pty) Ltd recognised no revenue during the year (2022: Nil). No dividends were received during the year (2022: Nil). Kibo Energy Botswana (Pty) Ltd's principal place of business is Plot 2780, Extension 9, Gaborone, Botswana.

During the 2024 year, the investment in Shumba was disposed of as part of the disposal of Kibo Mining (Cyprus) Limited ("KMCL") on 11 October 2024, for a consideration to Kibo Energy Plc of £Nil as the proceeds with said disposal was set off against KMCL's payroll liabilities under the terms of the share purchase agreement, which resulted in a group loss on disposal of £307,725. The disposal was as a result of the Group restructuring initiated during June 2024 (refer note 26).

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.

During the current year the shareholding of Katoro declined to below the 20% threshold. Due to significant influence retained over Katoro as a result of shared board members during the 2023 year, Katoro was deemed to be an associate as at reporting date. In the 2024 financial year board changes in both Kibo and Katoro resulted in Katoro no longer being recognised as an associate.

Summarised financial information of the associate is set out below:

	Group (£) 31 December 2023	**Group (£) 31 December 2022**
Non-current assets	-	-
Current assets	16,330	65,936
Current liabilities	(654,618)	(296,844)
Loss for the year ended	(607,365)	(1,066,616)
Cash flow from operating activities	(200,388)	(893,310)
Cash flow from investing activities	-	-
Cash flows from financing activities	144,711	114,950

Katoro Gold PLC recognised no revenue during the year (2022: £Nil). No dividends were received during the year (2022: £Nil). Kibo owns 96,138,738 of Katoro's 669,497,693 issued shares or 14.36% (2022: 20.88%) of the issued shares at year end.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

At 31 December 2023 the group equity accounted for loss and other comprehensive income in Katoro to the value of £97,340. In terms of group accounting policies, the carrying value of investments in associates that are publicly traded are measured at the fair value of their shares. The resultant difference is recognised as an impairment loss or reversal of impairment. The net reversal of impairment amounted to £121,377 for the year (2022: £246,135 impairment loss).

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.

13. Other financial assets

	Group (£) 2023	Group (£) 2022
Other financial assets comprise of:		
Shumba Energy Limited (refer note 12)	307,725	
	307,725	**-**
Impairment allowance for other financial assets receivable		
Shumba Energy Limited (refer note 12)	-	-

Reconciliation of movement in other financial assets	Group Shumba Energy Limited £
Carrying value as at 31 December 2022	**-**
Additions	307,725
Carrying value as at 31 December 2023	**307,725**
Fair value hierarchy measurement	**Level 1**

14. Other receivables

	Group 2023 (£)	Group 2022 (£)	Company 2023 (£)	Company 2022 (£)
Amounts falling due within one year:				
Other debtors	242,272	227,223	156,114	90,720
	242,272	**227,223**	**156,114**	**90,720**

The carrying value of current receivables approximates their fair value.

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.

15. Cash and cash equivalents

	Group (£)		Company (£)	
Cash consists of:	**2023**	**2022**	**2023**	**2022**
Short term convertible cash reserves	64,057	163,884	1,507	19,442
	64,057	**163,884**	**1,507**	**19,442**

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

16. Share capital - Group and Company

	2023	2022
Authorised equity		
10,000,000,000 Ordinary shares of €0.0001 each	€1,000,000	-
5,000,000,000 Ordinary shares of €0.001 each	-	€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
5,000,000,000 deferred shares of €0.0009 each	€4,500,000	-
	€46,500,000	**€46,000,000**
Allotted, issued and fully paid shares		
2023: 3,779,866,683 Ordinary shares of €0.0001 each	£258,511	-
2022: 3,039,197,458 Ordinary shares of €0.001 each	-	£1,934,599
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
3,779,866,683 Deferred shares of €0.0009 each	£2,326,595	-
	£21,790,988	**£21,140,481**

	Number of Shares	Ordinary Share Capital (£)	Deferred Share Capital (£)	Share premium (£)
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**
Shares issued during the period	740,669,225	650,508		299,920
Deferred shares issued during the period	-	(2,326,595)	2,326,595	-
Balance at 31 December 2023	**3,779,866,683**	**258,511**	**21,532,477**	**45,816,001**

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.

During the year, the Company resolved to reduce the nominal value of the ordinary shares in issue from €0.001 to €0.0001, whilst retaining the same number of shares. Under the capital re-organisation, each ordinary share was converted into one new deferred share of €0.0009 each and one new ordinary share of €0.0001 each.

The Deferred Shares will not entitle holders to receive notice of, or attend or vote at any general meeting of the Company or to receive a dividend or other distribution or to participate in any return on capital on a winding up other than the nominal amount paid following a substantial distribution to the holders of the Ordinary Shares in the Company.

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

- 14,025,314 new Kibo Shares were issued on 25 January 2023 of €0.001 each at a deemed issue price of £0.0014 per share to a supplier in settlement of £19,635 of amounts due;
- 510,369,286 new Kibo Shares were issued on 11 April 2023 of €0.001 each at a deemed issue price of £0.0014 to and Institutional Lender pursuant to partial settlement of convertible loan notes;
- 168,274,625 new Kibo Shares were issued on 26 April 2023 of €0.001 each at a deemed issue price of £0.0011 per share pursuant to 168,274,625 warrants exercised
- 48,000,000 new Kibo Shares were issued on 26 May 2023 of €0.001 each at a deemed issue price of £0.0011 per share pursuant to 48,000,000 warrants exercised.

17. 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.

18. 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 (£)	
	2023	**2022**	**2023**	**2022**
Opening balance of share-based payment reserve	**73,469**	**466,868**	**73,469**	**466,868**
Repricing of warrants	(45,850)	-	(45,850)	-
Issue of share options and warrants	380,741	24,774	-	24,774
Warrants attributable to NCI	(380,741)	-	-	-
Expired warrants during the period	(17,441)	(418,173)	(17,441)	(418,173)
Warrants exercised	(10,178)	-	(10,178)	-
	-	**73,469**	**-**	**73,469**

Share Options and Warrants detail

Share Options

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

Warrants

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

	Group (£)		Company (£)	
	2023	**2022**	**2023**	**2022**
Opening balance of warrant reserve	**73,469**	**466,868**	**73,469**	**466,868**
Repricing of warrants	(45,850)	-	(45,850)	-
Issue of share options and warrants	380,741	24,774	-	24,774
Expired warrants during the period	(17,441)	(418,173)	(17,441)	(418,173)
Warrants exercised	(10,178)	-	(10,178)	-
	380,741	**73,469**	**-**	**73,469**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

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

	Group		Company	
	2023	2022	2023	2022
Opening balance	**1,128,024,625**	**1,180,861,140**	**1,128,024,625**	**1,180,861,140**
New warrants issued	86,814,562	168,274,625	-	168,274,625
Warrants exercised	(284,524,625)	-	(284,524,625)	-
Warrants expired	(843,500,000)	(221,111,140)	(843,500,000)	(221,111,140)
	86,814,562	**1,128,024,625**	**-**	**1,128,024,625**

At 31 December 2023 the Group had no share options and 86,814,562 (2022: 1,128,024,625) warrants outstanding:

Warrants (All arose in Mast Energy Developments Plc)

Date of Grant	Issue date	Expiry date	Exercis e price	Number granted	Exercisable as at 31 December 2023
18 May 2023	18 May 2023	18 May 2026	2p	2,255,656	2,255,656
18 May 2023	18 May 2023	18 May 2026	2p	2,255,656	2,255,656
18 May 2023	18 May 2023	18 May 2027	0.89	20,575,813	20,575,813
18 May 2023	18 May 2023	18 May 2027	1.8p	20,575,813	20,575,813
18 May 2023	18 May 2023	18 May 2027	0.89p	20,575,813	20,575,813
18 May 2023	18 May 2023	18 May 2027	1.8pp	20,575,813	20,575,813
				86,814,564	**86,814,564**
Total contingently issuable shares				**86,814,564**	**86,814,564**

Expenses settled through the issue of shares

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

	2023 (£)	2022 (£)
Geological expenditure settled	-	25,000
Listing and capital raising fees	195,559	159,790
Shares and warrants issued to directors and staff	-	-
	195,559	**184,790**

19. Translation reserve

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	
	2023 (£)	2022 (£)
Opening balance	**(93,993)**	**(466,184)**
Movement during the period	576,313	372,191
Closing balance	**482,320**	**(93,993)**

The gain on foreign currency translation is a result of investments in foreign denominated subsidiaries with the primary investments in Euro and secondary investments in US Dollar and South African Rand. The devaluation of the Euro to the British Pound specifically resulted in above normal gains experienced in the current year. The foreign currency translation reserve is expected to be derecognised during the 2024 year as a result of Kibo Mining Cyprus Limited's disposal (refer note 26).

20. 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 2023, the Group's non-controlling interest comprises 57,42% equity held in MAST Energy Development PLC (2022: 42.14%) and 35% in Sustineri Energy (2022: 35%).

	Group	
	2023 (£)	**2022 (£)**
Opening balance	**1,164,218**	**1,962,816**
Change of interest in subsidiary without loss of control	483,786	333,009
Warrants attributable to NCI	380,741	-
Director's loan repayable in shares	81,329	-
Comprehensive loss for the year allocated to non-controlling interest	(1,854,866)	(1,131,607)
Closing balance of non-controlling interest	**255,208**	**1,164,218**

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 2023, is presented below:

	MAST Energy Development PLC	
	2023 (£)	**2022 (£)**
Statement of Financial position		
Total assets	2,601,549	4,617,505
Total liabilities	2,986,058	2,500,761
Statement of Profit and Loss		
Revenue for the period	341,207	1,036,743
Loss for the period	(3,539,394)	(2,733,000)
Statement of Cash Flow		
Cash flows from operating activities	(727,125)	(1,284,427)
Cash flows from investing activities	-	(974,350)
Cash flows from financing activities	595,193	585,500

21. Trade and other payables

	Group 2023 (£)	Group 2022 (£)	Company 2023 (£)	Company 2022 (£)
Amounts falling due within one year:				
Trade payables	1,862,542	680,722	420,340	159,009
Derivative liabilities (refer below)	22,232	20,386	-	-
Other payables	600,000	884,015	600,000	-
Accrued liabilities	1,427,449	809,967	81,885	667,026
	3,912,223	**2,395,090**	**1,102,225**	**826,035**
Movements in derivative liabilities included in Trade and Other Payables:				
(Derecognition) / Recognition of derivative liability derived from the convertible loan notes	(64,326)	106,944	-	-
Gain on fair value adjustment of derivative liability	86,558	(86,558)	-	-
	22,232	**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.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

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.

22. Borrowings and other financial liabilities

	Group 2023 (£)	Group 2022 (£)	Company 2023 (£)	Company 2022 (£)
Amounts falling due within one year:				
Short term loans	1,217,913	1,195,239	1,217,913	1,195,239
Other financial liabilities – Convertible loan notes	318,925	1,012,790	-	657,985
Amounts falling due between one year and five years:				
Other financial liabilities – Convertible loan notes	444,365	243,056	-	-
	1,981,203	**2,451,085**	**1,217,913**	**1,853,224**

	Group 2023 (£)	Group 2022 (£)	Company 2023 (£)	Company 2022 (£)
Reconciliation of borrowings and other financial liabilities:				
Opening balance	2,451,085	1,079,691	1,853,224	119,004
Proceeds from convertible loans in MED	171,931	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		-		-
Repayment of deferred payment liability		(555,535)		-
Repayment of borrowings	(466,870)	(44,917)	(322,687)	(44,917)
Waiver of deferred payment liability		(421,041)		-
Debt forgiven		-		-
Interest charged	204,128	192,087	115,397	121,393
Costs incurred on borrowings	195,559	74,709	146,609	74,709
Settled through the issue of shares	(574,630)	(89,789)	(574,630)	(89,789)
Closing balance	**1,981,203**	**2,451,085**	**1,217,913**	**1,853,224**
Breakdown of borrowings and other financial liabilities:				
Non-current	-	243,056	-	-
Current	1,981,203	2,208,029	1,217,913	1,853,224
Total	**1,981,203**	**2,451,085**	**1,217,913**	**1,853,224**

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.

During the year the loan notes were reprofiled.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

23. Investment in subsidiaries and associates

Breakdown of investments as at 31 December 2023

	Associate undertakings (£)	Subsidiary undertakings (£)
Kibo Mining (Cyprus) Limited	-	2,210,659
Katoro Gold PLC	124,982	-
Shankley Biogas Limited	-	-
Total investments	**124,982**	**2,210,659**

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**
Investments at Cost		
At 1 January 2022	**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**
Reduction in Kibo Mining Cyprus Limited		(48,972)
Impairment of subsidiaries		(3,328,031)
Fair value adjustment of Katoro Gold PLC	24,037	-
At 31 December 2023 (£)	**124,982**	**2,210,659**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

At 31 December 2023 the Company had the following undertakings:

Description	Subsidiary, associate, Joint Ops	Activity	Incorporated in	Interest held (2023)	Interest held (2022)
Directly held investments					
Kibo Mining (Cyprus) Limited	Subsidiary	Treasury Function	Cyprus	100%	100%
Katoro Gold PLC	Associate	Mineral Exploration	United Kingdom	14.36%	20.88%
Indirectly held investments					
MAST Energy Development PLC	Subsidiary	Power Generation	United Kingdom	42.58%	57.86%
Sloane Developments Limited	Subsidiary	Holding Company	United Kingdom	42.58%	57.86%
MAST Energy Projects Limited	Subsidiary	Power Generation	United Kingdom	42.58%	57.86%
Bordersley Power Limited	Subsidiary	Power Generation	United Kingdom	42.58%	57.86%
Rochdale Power Limited	Subsidiary	Power Generation	United Kingdom	42.58%	57.86%
Pyebridge Power Limited	Subsidiary	Power Generation	United Kingdom	42.58%	57.86%
Kibo Gold Limited	Associate	Holding Company	Cyprus	2.87%	20.88%
Savannah Mining Limited	Associate	Mineral Exploration	Tanzania	2.87%	20.88%
Kibo Nickel Limited	Associate	Holding Company	Cyprus	9.33%	20.88%
Eagle Exploration Limited	Associate	Mineral Exploration	Tanzania	9.33%	20.88%
Katoro (Cyprus) Limited	Associate	Mineral Exploration	Cyprus	9.33%	20.88%
Katoro South Africa Limited	Associate	Mineral Exploration	South Africa	9.33%	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%

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Description	Subsidiary, associate, Joint Ops	Activity	Incorporated in	Interest held (2023)	Interest held (2022)
Kibo Energy Botswana (Pty) Ltd - disposed	Associate	Mineral Exploration	Botswana	0%	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%	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.

24. 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 (resigned 2022)	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 Proprietary 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
MAST Energy Developments PLC
MAST Energy Projects Limited
Sloane Developments Limited
Bordersley Power Limited
Rochdale Power Limited
Pyebridge Power Limited
Shankley Biogas Limited
Icon Park (Pty) Ltd
Sustineri Energy Proprietary Limited

Balances

Name	Amount (£) 2023	Amount (£) 2022
Group		
Boudica Group – Secretarial services	-	27,577
River Group – Professional and legal services	-	2,500
Company		
Katoro Gold Plc – recharges receivable	30,403	-
Mast Energy Developments Plc– Management and administration services receivable	38,306	16,025
Mast Energy Developments Plc (through Kibo Mining (Cyprus) Limited)– loan receivable	849,253	1,231,535

Transactions

Name	Amount (£) 2023	Amount (£) 2022
Group		
Boudica Group – Secretarial services	-	27,577
Company		
Mast Energy Developments Plc – Management and administration services	30,892	16,232
Katoro Gold Plc– Management and administration services	30,403	49,453
Directors fees (refer note 7)	-	24,366

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation. The transactions during the period between the Company and its subsidiaries included the settlement of expenditure to/from subsidiaries, working capital funding, and settlement of the Company's liabilities through the issue of equity in subsidiaries. The loans from related parties do not have fixed repayment terms and are unsecured.

25. 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 2023 and 2022 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.

Financial instruments of the Group are:	2023 (£) Financial assets	2023 (£) Financial liabilities	2022 (£) Financial assets	2022 (£) Financial liabilities
Financial assets at amortised cost				
Other receivables	242,272	-	227,223	-
Cash and cash equivalents	64,057	-	163,884	-
Financial liabilities at amortised cost				
Trade and other payables	-	3,912,223	-	2,374,704
Other financial liabilities	-	763,290	-	1,255,846
Borrowings	-	1,217,913	-	1,195,239
Financial liabilities at fair value				
Trade payables – derivative liabilities	-	22,232	-	20,386
	306,329	**5,915,658**	**391,107**	**4,846,175**

Financial instruments of the Company are:	2023 (£) Financial assets	2023 (£) Financial liabilities	2022 (£) Financial assets	2022 (£) Financial liabilities
Financial assets at amortised cost				
Other receivables	156,114		90,720	-
Cash and cash equivalents	1,507		19,442	-
Financial liabilities at amortised cost				
Trade and other payables		1,102,225	-	826,035
Other financial liabilties		-	-	657,985
Borrowings		1,217,913	-	1,195,239
	157,621	**2,320,138**	**110,162**	**2,679,259**

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 2023, the Group had no outstanding forward exchange contracts.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Exchange rates used for conversion of foreign subsidiaries undertakings were:

	2023	2022
EURO to GBP (Average)	0.8765	0.8115
EURO to GBP (Spot)	0.8675	0.8866
USD to GBP (Average)	0.8074	0.8528
USD to GBP (Spot)	0.7855	0.8266
ZAR to GBP (Average)	0.0459	0.0496
ZAR to GBP (Spot)	0.0430	0.0486

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

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 assets	**Group (£)**		**Company (£)**	
	2023	**2022**	**2023**	**2022**
Trade & other receivables	242,272	227,223	156,114	90,720
Cash	64,057	163,884	1,507	19,442
	306,329	**391,107**	**157,621**	**110,162**

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.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

The Group and Company's financial liabilities relating to trade payables and borrowings as at 31 December 2023 were payable on demand.

Group (£)	Less than 1 year	Greater than 1 year but within 5 years	Greater than 5 years
At 31 December 2023			
Trade and other payables	3,912,223	-	-
Borrowings	1,217,913	-	-
Lease liabilities	39,826	159,304	851,812
Other financial liabilities	318,925	444,365	-
	5,488,887	**603,669**	**851,812**
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	-
	4,630,119	**351,056**	**621,000**
Company (£)			
At 31 December 2023			
Trade and other payables	1,102,225	-	-
Borrowings	1,217,913	-	-
	2,320,138	**-**	**-**
At 31 December 2022			
Trade and other payables	826,035	-	-
Borrowings	1,195,239	-	-
Other financial liabilities	657,985		
	2,679,259	**-**	

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 2023.

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 2023, the Group had no outstanding contracts designated as hedges.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

26. Events After the Reporting Period

Retirement of Directors

Ajay Saldanha and Louis Coetzee retired from the Board as directors of the Company on 10 January 2024 and 5 July 2024 respectively.

Conversion of accrued fees & interest to equity

On 11 January 2024 the Company announced the allotment of 500,000,000 new ordinary Kibo shares of €0.0001 each to RiverFort representing conversion of accrued fees and interest totalling £161,000 forming part of the outstanding balance of £1,106,146.72 reported by the Company owing to RiverFort under the Facility Restatement Agreement signed on 10 April 2023. The conversion price was £0.000322 (0.0322 pence) calculated as 92% of the lowest daily VWAP over the ten (10) Trading Days immediately preceding the date of the conversion notice in accordance with the terms of the Facility Restatement Agreement.

Share issue to service provider in settlement of invoice

On 8 March 2024, a further 81,081,081 shares in settlement of an invoice to a separate service provider at a deemed price of 0.037p for a total of £30,000 were issued.

Strategy Update

On 16 January 2024 the Company provided a strategy update on its bio-coal development test work as part of its commitment to on-going sustainable clean energy solutions. It advised that it is currently formulating a joint development agreement with a multinational food and beverage producer ("the Client") intended to be funded equally (i.e., 50-50) by Kibo and the Client. The objective of this collaboration is to build and operate a pilot plant that will produce bio-coal as a preliminary step towards the establishment of a comprehensive production-scale facility. This initiative, subject to a successful pilot plant and financing, will enable the Client to transition from the use of fossil coal to bio-coal in its comprehensive boiler fleet, without any reconfiguration, aligning with established Environmental, Social and Governance (ESG) compliance standards. Furthermore, it noted that it has received conditional preliminary approval for development funding, subject to due diligence, from a prominent development banking institution in Southern Africa for one of the Company's existing waste-to-energy projects. It should be noted that Kibo no longer has any interest in this project following the sale of Kibo Mining (Cyprus) Limited to Aria Capital Management Limited in October 2024.

Extraordinary General Meetings

On 9 February 2024 the Company held an extraordinary general meeting where it obtained shareholder approval to renew its ability to issue shares without applying pre-emption rights and to update its Memo & Articles of Association to align with all authorities approved by Shareholders at previous general meetings.

On 25 July 2024 the Company held an extraordinary general meeting where it obtained shareholder approval to increase its ordinary authorised share capital to 30 billion shares of €0.0001 each.

On 11 October 2024 the Company held an extraordinary general meeting where it obtained shareholder approval for the sale of its wholly owned subsidiary, Kibo Mining (Cyprus) Limited to Aria Capital Management Limited.

Corporate Restructuring & Repositioning

On 7 June 2024, the Company announced a major corporate restructuring and repositioning of the Company that included, inter alia, the conditional appointment of four new directors to the board including a new CEO and non - executive Chairman, creditor restructuring and settlement, review of its existing energy portfolio, Option awards to directors and a Placing for £500,000.

On 20 June 2024 the Company announced a modification to its announcement on 7 June whereby the number of new directors to be appointed to the board was reduced from four to two, and a revised reduced placing of £340,000 by way of new broker sponsored placing and private subscriptions.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

On 25 June 2024, the Company announced that it was unlikely it could meet its 30 June 2024 deadline for the publication of its 2023 audited accounts following which it would be suspended from trading on AIM effective 7.30 a.m. on 1 July 2024 and also provided details for the admission of the new shares to be issued further to the £340,000 placing announced on 20 June 2024.

On 27 June 2024, the Company announced further changes to the placing details announced on 20 June 2024 as regards placing amount, placing price, placees and schedule for admission of placing shares to AIM. The placing amount was increased from £340,000 to £350,000 and at a placing price of 0.0084 pence and the issue of 4,166,666,666 new ordinary Kibo shares. (the "Placing Shares"). The entire placing amount was subscribed for by a private investor to be settled in two tranches with 1,785,714,286 Placing Shares (Tranche 1) for a consideration of £150,000, settling immediately and 2,380,952,380 Placing Shares (Tranche 2) for a consideration of £200,000 settling following Kibo shareholder approval for an increase in authorized share capital of the Company at a General Meeting to be held as soon as possible after settlement of Tranche 1; and all Kibo creditor conversions as noted in the 7 June and 20 June RNS Announcement being settled in full. Admission of the shares to AIM was scheduled to coincide with the lifting of the Company's share trading suspension, such trading suspension subsequently coming into effect as anticipated from 30 June 2024 and as announced by the Company on 1 July 2024.

On the 5 July 2024, the Company announced the stepping down of Louis Coetzee as CEO of the Company and the appointment of Cobus van der Merwe as the Interim CEO of the Company.

On 18 July 2024 the Company announced the appointment of Clive Roberts as non-executive chairman of the Company.

On 5 August 2024, the Company announced the completion of the creditor conversions (credit restructuring) first announced on 7 June 2024) following shareholder approval for an increase in its authorised capital at its EGM on 25 July 2024 which was required to create sufficient authorised share headroom for the creditor conversion to be implemented.

On 16 September 2024, the Company announced that it had signed a binding term sheet (the "Term Sheet") with Swiss company, ESTI AG to acquire a diverse portfolio of renewable energy projects across Europe and Africa spanning wind and solar generation, agri-photovoltaics and technology development by way of a proposed reverse takeover transaction. Under the Term Sheet Aria Capital Management Limited ("Aria), a global asset management company were to be appointed as the arrange to the reverse takeover transaction.

On the 19 September 2024, the Company announced that it had signed a sale agreement with Aria Capital Management Limited for the purchase by Aria of Kibo's its wholly owned subsidiary Kibo Mining (Cyprus) limited subject to shareholder approval as required under AIM Rules. Shareholder approval was subsequently obtained at a Kibo EGM on 11 October 2024 from which date the Company was considered an AIM Rule 15 cash shell. As a cash shell, it was noted that the Company had six months from 11 October 2024 to undertake a Reverse Takeover or otherwise will be suspended, after which it will have a further six months to complete a Reverse Takeover or otherwise be cancelled from trading on AIM.

On 3 December 2024, the Company announced that it had terminated the Term Sheet by mutual consent with ESTGI AG and secured a loan facility for up to £500,000 from Aria (the "Aria Facility"). The Company noted that it had taken this decision as it believed that it does not have sufficient time to secure all relevant information in a timely manner necessary to complete the ESTGI AG reverse takeover particularly noting the Company will have been suspended for 6 months on 31 December 2024. The Company noted that it will now focus on completing and publishing its audited accounts to 31 December 2023 and interim accounts to 30 June 2024 before 31 December 2024 to enable the Company's current suspension from trading on AIM to be lifted. Following resumption of trading, the Company noted that it will seek an alternative project portfolio to proceed with a revised transaction (the "Revised Transaction") and that it is already evaluating a number of project acquisition opportunities.

The Aria Facility is to provide the Company with working capital for the next four months (to 31 March 2025) until it is able to identify and complete a Revised Transaction.

The Company also announced that it had also signed a Deed of Amendment to the terms of its outstanding loan facility with River Global Opportunities PCC limited (the "RiverFort Loan"). The terms of the RiverFort Loan required RiverFort's consent for the Company to enter into another loan facility with another institution.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

These measures summarised above amount to a business re-set for the Company where it intends to move ahead under the stewardship of the reconstituted board by transitioning Kibo to a broader based energy company,

Disposal, loss of control and deconsolidation of Mast Energy Developments

On 6 June 2024, the Company entered into an agreement with Riverfort Global Opportunities in which it ceded its loan with Mast Energy Developments Plc (MED) through its subsidiary Kibo Mining (Cyprus) Limited to Riverfort in partial settlement of its loan with Riverfort. The loan with Riverfort Global Opportunities and a transaction date balance of £767,205 was reduced to £400,000 in exchange for the cession of the £797,396 loan receivable from MED.

The loan receivable from MED was payable on demand and was historically partially settled with shares issued in MED. The directors considered the loan and historic precedent of conversion thereof as part of their assessment on control over MED in terms of IFRS 10.

The directors determined that the combined factors of significant reduction in shareholding in MED during the 2024 year, and the disposal of the loan receivable from MED and resulting convertibility of the loan through shares issued, resulted in loss of control of MED with effect from 7th of June 2024. From this date onwards MED was recognised as an associate and equity accounted until the investment in MED was disposed of in full on the 30th of September 2024.

MED's contribution to 31 December 2023's Balance Sheet and Profit and Loss is summarised as follows:

	Group 2023 (£)	**MED Contribution 2023 (£)**	**Unconsolidated Group 2023 (£)**
Assets	4,158,362	(2,569,419)	1,588,943
Equity	(2,144,659)	(464,744)	(2,609,403)
Liabilities	(6,303,021)	2,104,675	(4,198,346)
Loss for the year	(5,715,341)	3,539,394	(2,175,947)

As a result of the investment in MED being reclassified as an associate and the Group accounting policy of investments in listed associates being measured at fair value of the shares at market value, the Group expects impairments and gains on disposals of MED shares to amount to £12,482 and £268,497 respectively in its 30 June 2024 interim results. The gain on disposal is as a result of the proceeds from share disposals and the recovery of loan and fair value of the retained MED shares exceeding the net asset value thereof on disposal date.

The retained investment in MED was disposed of in September 2024 to Riverfort for £120,074.

Disposal of investment in Kibo Energy Botswana Limited

The Group disposed of its interest in Kibo Energy Botswana Limited on 31 January 2024 to Aria Capital Management Limited for an amount of £70,000. The shareholding of Shumba Energy Limited did not form part of this agreement and was transferred to Kibo Energy (Cyprus) Limited (KMCL) pending secretarial finalisation. The transfer was completed in September 2024. The value of Kibo Energy Botswana Limited was represented by the investment in Shumba Energy Limited of £307,725. As Kibo Energy Botswana was held at a £Nil balance the group expects a profit on disposal of £70,000 in its 30 June 2024 interim results.

Disposal of investment in Kibo Mining (Cyprus) Limited

The Group disposed of its interest in Kibo Mining (Cyprus) Limited (KMCL) and its subsidiaries on 16 September 2024 for £Nil; the disposal did not include MED which contributed £1,902,936 of the carrying value of KMCL of £2,210,661 as at 31 December 2024. The disposal of the remaining carrying value of £307,725, represented by the investment in Shumba, will result in a loss on disposal of £307,725 of Kibo for the 2024 year.

The disposals above came about after the restructuring process initiated in 2024.

27. 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. It should be noted that that the Group disposed of its interest in the Benga Power Project through the disposal of the Company's Cyprus subsidiary, Kibo Mining (Cyprus) Limited, on 11 October 2024.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

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 2023 (£)**	**31 December 2022 (£)**
Loss for the period attributable to normal shareholders	(3,854,280)	(9,776,917)
Adjustments:		
Profit on disposal of PPE	(6,424)	(7,264)
Impairment of intangible assets	2,258,774	3,229,155
(Reversal of) / Impairment of associates	(429,102)	3,809,774
Impairment of property, plant and equipment	459,700	-
Headline loss for the period attributable to normal shareholders	**(1,571,332)**	**(2,745,252)**
Headline loss per ordinary share	**(0.0004)**	**(0.0009)**
Weighted average number of shares in issue:	**3,568,946,718**	**3,010,992,501**

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.