Annual Report and Financial Statements 2022

TomCo Energy plc

For further information visit us online at:
www.tomcoenergy.com or email us at: info@tomcoenergy.com

COMPANY DETAILS

TOMCO ENERGY PLC

Company Registration Numbers

Isle of Man	6969V
England & Wales	FC022829

Country of Incorporation Isle of Man

Board of Directors

Malcolm Groat	*Non-Executive Chairman*
John Potter	*Chief Executive Officer*
Louis Castro	*Non-Executive Director*
Zac Phillips	*Non-Executive Director*

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1st Floor
Sixty Circular Road
Douglas
Isle of Man IM1 1AE

Broker
Novum Securities Limited
2nd Floor Lansdowne House
57 Berkeley Square London
W1J 6ER

Nominated Adviser
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Bridgwater Road
Bristol BS99 6ZZ

CONTENTS

CHAIRMAN'S STATEMENT

I am pleased to be delivering my third Chairman's statement to the shareholders of TomCo Energy plc ("TomCo" or the "Company" or, with its subsidiaries, the "Group"), together with the Annual Report and Financial Statements for the year ended 30 September 2022.

Operational Review

Greenfield Energy LLC

The Company's primary focus during the year remained on Greenfield Energy LLC ("Greenfield") and its plans to pursue the construction of two oil sands separation plants capable of processing at least 6,000 tonnes per day of oil sands in Utah, USA, at the earliest opportunity, as well as potentially exploiting other opportunities available to it.

During the financial year to 30 September 2022, the Company sought to support Greenfield in securing funding for delivery of its abovementioned strategy. This essentially requires: (i) raising the $16.25m required to exercise an exclusive option to purchase the remaining 90% of Tar Sands Holdings II ("TSHII"), which owns, 760 acres with a Large Mining Permit in Utah, and (ii) raising the requisite additional sums to construct up to two commercial scale oil sands separation/processing plants on such permitted area, whilst also commencing drilling of wells into the deeper oil sands that are too deep to mine for the implementation of oil recovery processes. Simultaneously, the Company has also been strengthening its relationship with Valkor Oil & Gas LLC ("Valkor") and other technical parties, working on the specification for the proposed oil sands processing plants.

Post the financial year end, the Company has continued to work on securing the requisite funding package for Greenfield's development, with one scenario involving the potential disposal of a majority stake in Greenfield to a partner(s) in return for, *inter alia*, certain upfront cash consideration, a continuing equity participation for TomCo in Greenfield without the requirement for further capital contributions from TomCo and the provision of a sizeable funding package to Greenfield. Discussions are ongoing and the Board remains confident that suitable funding arrangements can be successfully concluded during 2023 despite the current challenging macroeconomic environment. Following agreement with the vendor of TSHII, the deadline for Greenfield to exercise its option over the remaining 90% stake has recently been extended to 30 April 2023.

TurboShale RF Technology

Our focus has been, and remains, on Greenfield. The potential exploitation of the Company's TurboShale and Oil Mining Company assets, now fully impaired from an accounting perspective, will be revisited and reviewed when appropriate in due course.

Corporate

In late January 2022, the Company raised £1.25 million gross via a placing involving the issue of 250 million new ordinary shares at a price of 0.50 pence per share, with the net proceeds being utilised to satisfy general working capital requirements, the costs associated with drilling three exploration wells on the TSHII site and to progress Greenfield's funding plans.

On 1 September 2022, the Company obtained an unsecured facility of up to £0.75 million via a convertible loan instrument and associated subscription and put option entered into with certain subscribers introduced by the Company's broker. Such facility was subsequently draw down and converted in full and the proceeds utilised to repay, in aggregate, $0.5 million of the principal amount of the unsecured $1.5 million loan previously advanced by Valkor to Greenfield (the "Valkor Loan") in connection with its purchase of an initial 10% Membership Interest in TSHII, and for general corporate purposes.

Following the financial year end, on 30 November 2022, the Company raised a further £0.925 million gross through the placing of 264,285,714 new ordinary shares at a price of 0.35 pence per share to provide additional funds to cover the Company's expenditure as it progresses its plans for Greenfield. The terms of the Valkor Loan were also varied to extend the repayment date for the remaining $1 million principal amount to the completion date of a suitable funding transaction for Greenfield that provides sufficient funds to TomCo to, *inter alia*, enable it to affect repayment. As at the date of this statement the principal amount outstanding in respect of the Valkor Loan was $750k.

On 30 March 2023, the Company secured a new four tranche committed unsecured convertible loan facility of up to £1 million to provide additional working capital for the group whilst seeking to finalise funding arrangements for Greenfield.

In late January 2022, the Company was pleased to announce the appointment of Zac Phillips as a Non-Executive Director following Richard Horsman stepping down and there have been no further changes to the Board since that time. The Company's three Non-Executive Directors (Louis Castro, Zac Phillips and I) visited Utah in May 2022 in order to deepen our understanding of Greenfield's development plans project and to meet the key parties, including a potential sand off-take partner, that John Potter, our CEO, has assembled to bring the project to fruition. Based on my personal experience of serving on a number of AIM quoted companies' boards, I truly believe that the Company's current Board comprises a particularly knowledgeable and effective team. I am extremely grateful to all directors for their excellent contributions and particularly to John Potter for his unstinting efforts to realise the Company's clear strategic objectives.

Outlook and Summary

The Company acknowledges and greatly appreciates the ongoing support and patience of our shareholders as we seek to progress the Greenfield development project as well as exploit TomCo's other significant potential despite the current global economic headwinds.

Malcolm Groat
Chairman

6 April 2023

DIRECTORS' REPORT

The Directors submit their report and the financial statements of the Group for the year ended 30 September 2022.

PRINCIPAL ACTIVITY
The principal activity of the Group is that of seeking to develop, through its wholly owned subsidiary Greenfield Energy LLC, the oil sands resources contained in the Tar Sands Holdings II LLC site via the exploitation of separation technology to achieve sustained future production.

RISK ASSESSMENT
The Group's oil and gas activities are subject to a range of financial and operational risks which can significantly impact on its performance, with the key risks for the year ended 30 September 2022 set out below.

Operational risk

During the financial year, the Group further developed, with its engineering partners, the oil sands separation process incorporating an (identified but still to be licenced) reagent which has served to simplify the separation process. Initial site preparation has taken place involving a clearance plan in respect of the historic facility on the site, along with detailed site surveys to establish plans for a new access road for the first processing plant to be constructed on the site. Suitable off-take partners have been identified for both the oil and sand products intended to be produced by the separation process, with initial discussions undertaken to confirm likely levels of demand and pricing terms.

Discussions with potential funding partners for the requisite plant construction and supporting development costs are now at an advanced stage, subject to the Group's due diligence being satisfactorily completed. Executing on the preferred funding package will likely require the prior approval of the Company's shareholders, which, if forthcoming, will then enable the purchase of the 90% balance of Tar Sands Holdings II LLC to take place along with the instigation of the Detailed Engineering work for the first separation plant with the capacity to process 6,000 tonnes per day of oil sands. The Detailed Engineering phase is expected to take three months with construction of the first plant to take approximately 12-15 months thereafter before initial operations can commence. There can be no certainty that such preferred funding arrangements can be successfully concluded or as to the terms and structure of any such financing.

The Group continues to operate with a small team, which it is highly reliant on. Information is openly shared within the team to ensure that reliance is not placed on individuals.

Risks relating to environmental, health and safety and other regulatory standards

The Group's future extraction activities are subject to various US federal and state laws and regulations relating to the protection of the environment including the obtaining of appropriate permits and approvals by relevant environmental authorities. Such regulations typically cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. Furthermore, the future introduction or enactment of new laws, guidelines and regulations could serve to limit or curtail the growth and development of the Group's business or have an otherwise negative impact on its operations. The Group ensures that it complies with the relevant laws and regulations in force in the jurisdictions in which it operates.

Liquidity and interest rate risks

The Group is ultimately dependent on sources of equity and/or debt funding to develop Greenfield and any of the Group's other exploration assets and/or technology and to meet its day-to-day capital commitments and overheads. Cash forecasts identifying the liquidity requirements of the Group are produced frequently and are reviewed regularly by management and the Board. This strategy will continually be reviewed in light of existing project developments and new project opportunities as they arise. For further information regarding the Group's cash resources and future funding requirements, please refer to the 'Going Concern' section below.

Currency risk

Due to the limited income and expenses denominated in foreign currencies, it was not considered cost effective to manage transactional currency exposure on an active basis. However, as the financial statements are reported in sterling, any movements in the exchange rate of foreign currencies against sterling may affect the Group's statements of comprehensive income and financial position. The Group holds some cash in US dollars to mitigate the foreign exchange risk and keeps its currency profile under review.

COVID-19 risk

While COVID-19 continued to have an adverse impact on the global economy to some extent in 2022, oil prices were, absent the effects of the war in Ukraine, projected to continue to recover during 2022 - 2023 and beyond. The Group's continued activity with respect to Greenfield is not expected to be significantly affected by COVID-19 going forwards.

Financial instruments

It was not considered an appropriate policy for the Group to enter into any hedging activities or trade in any financial instruments in 2022. Further information can be found in Note 23.

RESULTS AND DIVIDENDS

The statement of comprehensive income is set out on page 23. The Directors do not propose the payment of a dividend (*2021: £nil*).

REVIEW OF KEY EVENTS DURING THE YEAR

TurboShale

During the year, the Group purchased the remaining interest it did not already own, for $15,000, therefore now owns 100% of the Company. There were no further developments in respect of our TurboShale technology during the financial year with the TurboShale and Oil Mining Company assets remaining fully impaired.

Greenfield Energy LLC

In October 2021, AC Oil LLC, a Utah incorporated company, was established as a vehicle to develop the deeper, non-minable oil sands on Tar Sands Holdings II's lands. An exploration permit was secured in February 2022 to drill 3 exploration wells to recover core and perform in hole surveys to collate detailed data on the location and quality of the oil sand formation. The results of the surveys were utilised to produce a potential drilling programme for a steam injection process to recover the oil in the formations. A permit application for an initial production well has been submitted and we are awaiting its acceptance. On receipt of this first permit, we are planning to submit up to a further 24 applications.

TSHII

On 16 November 2021, the Group announced that Greenfield had exercised its option to acquire an initial 10% of the membership rights and interests in TSHII (the "Membership Interests") for a total cash consideration of $2 million, of which $500,000 was satisfied by crediting the deposits paid previously. The balance of the consideration payable was financed by way of an unsecured loan from Valkor to Greenfield, full details of which are set out in the Company's announcement of 16 November 2021. Following this acquisition, Greenfield retains an exclusive option, at its sole discretion, to acquire the remaining 90% of the Membership Interests for certain additional cash consideration up to 30 April 2023.

Alongside the acquisition of the initial 10% of the Membership Interests, a newly incorporated subsidiary of Greenfield was granted a lease over approximately 320 acres of the 760-acre site owned by TSHII (the "Lease Area"), for a nominal consideration and annual rental of $320, together with a 12% net sales royalty per barrel of conventional oil and gas produced and removed from the Lease Area. The lease provides Greenfield's subsidiary with the exclusive right to explore, drill, and mine for, and extract, store, and remove oil, gas, hydrocarbons, and other associated substances on and from the Lease Area.

Greenfield is engaged in advanced ongoing discussions regarding possible funding solutions to potentially achieve the ultimate acquisition of 100% of the Membership Interests.

TSHII Reserves Report

On 13 January 2022, the Group announced the findings of an independent report commissioned from Netherland, Sewell & Associates, Inc. ("NSAI") estimating the proved (1P), proved plus probable (2P), and proved plus probable plus possible (3P) oil reserves, associated marketable sand volumes, and future net revenue, as of 31 December 2021 in respect of a 100 per cent. interest in a potential commercial scale project situated on the mining properties comprising the TSHII site.

NSAI estimated 1P oil reserves of 22.8 million barrels of oil ("bbls"), 2P oil reserves of 33.6 million bbls and 3P oil reserves of 44.3 million bbls. NSAI further estimated associated volumes of marketable sand at 22.8 million tonnes (1P), 41.2 million tonnes (2P) and 59.8 million tonnes (3P). Total estimated undiscounted future net revenues ranged from $942 million based on 1P reserves, to approximately $2.5 billion based on 3P reserves in respect of a gross 100% interest in TSHII. Estimated discounted future net revenues attributable to TomCo's current 10 per cent. interest in TSHII ranged from approximately $30.5 million based on 1P reserves, to approximately $57.6 million based on 3P reserves.

Third Party Agreements in relation to the TSHII site

TSHII entered into a 10-year lease with a tenant starting from 1 March 2022, covering an existing refinery on the TSHII site that is not required for Greenfield's future plans and was previously scheduled to be demolished should Greenfield eventually acquire 100% of TSHII. The tenant intends to develop a 10,000 barrels of oil per day refinery on the site and under the terms of the lease has two years in which to do so without potentially forfeiting the lease. The lease requires the tenant to pay TSHII $10,000 per month by way of rent, together with a further payment of $3 for every barrel of produced hydrocarbons.

Vivakor Inc ("Vivakor") entered into a renewed lease with TSHII covering approximately three acres of land for a term of five years, with an option to extend for a further five years, effective from 9 March 2022, to, *inter alia*, accommodate Vivakor's storage needs and planned plant operations at the TSHII site. Under the lease agreement, TSHII shall supply Vivakor with such quantity of oil sands as Vivakor determines each month, at a set minimum saturation quality, with a maximum supply of 2,000 tons per day. Vivakor will cover the cost of mining the oil sands and will pay TSHII $3 per ton of oil sands processed by way of rental for the Lease. Vivakor paid a $30,000 advance against future rental payments on signing of the Lease.

Additionally, Greenfield entered into a Memorandum of Understanding ("MoU") with Vivakor covering a proposed professional services agreement for the potential supply of certain operating and engineering services, including sand treatment and oil upscaling to Vivakor. In exchange for its services in respect of the enhancement of Vivakor's plant, Greenfield would be entitled to receive 50% of the net revenues received by Vivakor for any post-processed sand material from the plant sold through offtake agreements procured by Greenfield. The MoU includes a binding five-year exclusivity period for agreeing and entering into any definitive agreements.

Greenfield also entered into an agreement with Heavy Sweet Oil LLC ("Heavy Sweet Oil"), a US based oil and gas company, to assist it with permitting and government relations in respect of their planned drilling programme adjacent to the D Tract of the TSHII site. Should Heavy Sweet Oil progress to producing oil it is anticipated that some of the supporting infrastructure for their operations would be located on the TSHII site. Such assistance is being provided alongside Greenfield's own work to progress its plans for the TSHII site. Heavy Sweet Oil are paying TomCo $10,000 per month for its services, with the agreement backdated to start from 1 January 2022.

Financing

In late January 2022, the Company raised £1.25 million gross via a placing involving the issue of 250 million new ordinary shares at a price of 0.50 pence per share, with the net proceeds being utilised to satisfy general working capital requirements, the costs associated with drilling three exploration wells on the TSHII site and to progress Greenfield's funding plans.

On 1 September 2022, the Company obtained an unsecured facility of up to £0.75 million via a convertible loan instrument and associated subscription and put option entered into with certain subscribers introduced by the Company's broker. Such facility was subsequently draw down and converted in full and the proceeds utilised to repay, in aggregate, $0.5 million of the principal amount of the unsecured $1.5 million loan previously advanced by Valkor to Greenfield (the "Valkor Loan") in connection with its abovementioned purchase of an initial 10% Membership Interest in TSHII, and for general corporate purposes.

Following the financial year end, on 30 November 2022, the Company raised a further £0.925 million gross through the placing of 264,285,714 new ordinary shares at a price of 0.35 pence per share to provide additional funds to cover the Company's expenditure as it progresses its plans for Greenfield. The terms of the Valkor Loan were also varied to extend the repayment date for the remaining $1 million principal amount to the completion date of a suitable funding transaction for Greenfield that provides sufficient funds to TomCo to, *inter alia*, enable it to affect repayment. As at the date of this report the principal amount outstanding in respect of the Valkor Loan was $750k.

On 30 March 2023, the Company secured a new four tranche committed unsecured convertible loan facility of up to £1 million to provide additional working capital for the Group whilst seeking to finalise funding arrangements for Greenfield.

Directors

The Directors who served on the Board during the year to 30 September 2022 and to date were as follows:

Malcolm Groat

John Potter

Louis Castro

Zac Phillips *(appointed 24 January 2022)*

Richard Horsman (*resigned 24 January 2022*)

Directors' interests in the ordinary shares of the Company, including family interests, as at 30 September 2022 were as follows:

	30 September 2022			30 September 2021 (or date of appointment)		
	Ordinary shares of nil par value	**Share warrants**	**Share options**	Ordinary shares of nil par value	Share warrants	Share options
M. Groat	**11,887**	-	**20,380,952**	11,887	-	20,380,952
J. Potter	**26,500**	-	**52,714,285**	26,500	-	52,714,285
L. Castro	**-**	-	**15,000,000**	-	-	15,000,000
Z. Phillips	**-**	-	**-**	-	-	-
R. Horsman *(resigned 24 January 2022)*	**-**	-	**-**	-	-	7,500,000
	38,387	-	**88,095,237**	38,387	-	95,595,237

Details of the remuneration, share warrants and share options can be found in the Remuneration Committee Report and Notes 7, 20 and 22 to the financial statements.

Payments of payables

The Group's policy is to negotiate payment terms with its suppliers in all sectors to ensure that they know the terms on which payment will take place when the business is agreed and to abide by those terms of payment.

Going Concern

At 30 March 2023, the Group had cash of approximately £0.15million.

The Directors have prepared a cash flow forecast for the twelve months to 30 April 2024.

As set out in the Chairman's Statement, discussions with potential funders to finance the Group's plans including its working capital requirements are at an advanced stage but have not yet been concluded. The plans include the acquisition of the remaining 90% of TSHII; funding for two oil sand processing plants and associated infrastructure; drilling of wells into the deeper oil sands that are too deep to mine for the implementation of oil recovery processes; and repayment of the remainder of the Valkor Loan. On 30 November 2022, the terms of the Valkor Loan, which is unsecured, had been varied to extend the repayment date beyond 31 March 2023 for the remaining principal amount of the loan to the completion date of a suitable funding transaction for Greenfield that provides sufficient funds to enable the Company to affect such repayment. Hence, the forecast does not include any funding which would be received from a successful conclusion to these discussions with the identified potential financiers, nor does it include repayment of the Valkor Loan.

The forecast, which includes all commitments at the date of this report, indicates that the cash currently held by the Group together with the most recent convertible loan facility of up to £1 million which was secured post the financial year end (as detailed in Note 28 to the accounts - Subsequent Events), will be sufficient to fund ongoing costs for at least the next 12 months, assuming that no revenue is earned by the Group during that period, beyond which further funding will be required.

Accordingly, given the Group's current cash balance, the convertible loan facility referred to above, and, based on a positive history of raising funds, and the fact that the Valkor loan is only payable on completion of a suitable funding transaction that provides sufficient funds to complete the Greenfield purchase and pay off the Valkor Loan, the Directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

Going concern is also discussed at note 1.1 of the financial statements.

Directors' responsibilities

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Group's transactions and disclose, with reasonable accuracy at any time, the financial position of the Group and enable them to ensure that financial statements may be prepared, in accordance with the Isle of Man Companies Act 2006. They are also responsible for safeguarding the assets of the Group and for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies with securities trading on the AIM market. In accordance with those rules, the Directors have elected to prepare the Group's financial statements in accordance with International Financial Reporting Standards (IFRSs), as issued by the International Accounting Standards Board. The Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year. In preparing these financial statements, the Directors are required to:

- consistently select and apply appropriate accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- state that the Group has complied with IFRS, subject to any material departures disclosed and explained in the financial statements.

The Directors confirm that they have complied with these requirements, and, having a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, have continued to adopt the going concern basis in preparing the financial statements.

Auditors

All the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

The Company engaged PKF Littlejohn LLP as its auditor following the Company's last AGM and they have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the Company's next annual general meeting.

By order of the Board

John Potter
CEO
6 April 2023

CORPORATE GOVERNANCE STATEMENT

As Chairman, I am pleased to present the Company's Governance Statement under the QCA Corporate Governance Code (the "QCA Code"). Establishing effective corporate governance structures that evolve with the business and protect shareholder value is a key element of my role, together with the Board as a whole. Set out below are details of the Company's governance framework benchmarked against the QCA Code principles.

The Board of Directors of TomCo (the "Board") monitors the business affairs of the Company and its subsidiaries on behalf of its shareholders. The Board currently consists of the Chief Executive Officer and three Non-Executive Directors. None of the Non-Executive Directors have previously held an executive position with the Company. The Directors have responsibility for the overall corporate governance of the Company and recognise the need for the highest standards of behaviour and accountability. The Directors are committed to the principles underlying best practice in corporate governance and have adopted the QCA Code.

This statement explains, at a high level, how the QCA Code is applied by the Company and how its application supports the Company's medium to long-term success. Further information on the application of the QCA Code can be found on the Company's website at https://tomcoenergy.com/investors/governance/.

The Board is responsible for the stewardship of the Company through consultation with the management of the Company. Management represents the Executive Director. Any responsibility that is not delegated to management or to the committees of the Board remains with the Board, subject to the powers of shareholder meetings. The frequency of Board meetings, as well as the nature of agenda items, varies depending on the state of the Company's affairs and in light of opportunities or risks which the Company faces. Members of the Board are in frequent contact with one another, and meetings of the Board are held as deemed necessary.

Statement of compliance with the QCA Code

Throughout the year ended 30 September 2022, the Company has been in compliance with the provisions set out in the QCA Code.

Application of the QCA Code principles

The Company has applied the principles set out in the QCA Code, by complying with it as reported above. Further explanations of how the principles have been applied is set out below.

Principle One - Business Model and Strategy

TomCo is an oil exploration and development company focused on using innovative technology to unlock unconventional hydrocarbon resources, initially in Utah, USA.

The Company, as a result of the success of the opportunity developed within Greenfield Energy LLC, has shifted its primary focus onto developing an oil sand separation process with the planned potential future development of two commercial scale 6,000 tonnes of sand per day processing plants.

Principle Two - Understanding Shareholder Needs and Expectations

The Board is committed to maintaining good communications and having constructive dialogue with its shareholders. Shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company and management.

All shareholders are encouraged to attend and participate in all shareholder meetings called by the Company, in particular its Annual General Meeting (AGM). Investors also have access to current information on the Company and the Group through its website at: www.tomcoenergy.com.

Principle Three - Considering wider stakeholder and social responsibilities

The Board recognises that the long-term success of the Group is reliant upon the efforts of the employees of the Group, its partners, consultants, contractors, suppliers, regulators and other stakeholders. The Board have put in place a range of processes and systems to ensure that there is close oversight and contact with its key stakeholders.

The Group is subject to oversight by a number of different U.S. State and other regulatory bodies, who directly or indirectly are involved with the permitting and approval process of its oil and gas operations in Utah, including those conducted by Greenfield. Additionally, given the nature of the Group's business, including the activities of Greenfield there are other parties who, whilst not having regulatory power, nonetheless have an interest in seeing that the Group conducts its operations in a safe, environmentally responsible, ethical and conscientious manner.

The Group makes all reasonable efforts, directly or through its advisers, to engage in and maintain active dialogue with each of these governmental and non-governmental bodies, to ensure that any issues faced by the Group, including but not limited to regulations or proposed changes to regulations, are well understood and ensuring to the fullest extent possible that the Group is in compliance with all appropriate regulations, standards and specific licensing obligations, including environmental, social and safety aspects, at all times.

Principle Four - Risk Management

In addition to its other roles and responsibilities, the Board is responsible for ensuring that procedures are in place and are being implemented effectively to identify, evaluate and manage the significant risks faced by the Group.

As a result of the process described above, a number of risks have been identified. The principal risks and the manner in which the Company and its Board seek to mitigate them are set out below. The Board reviews the principal risks facing the business as part of its meetings through the year and changes to those risks as the Company develops. Where risks change or new risks are identified the Board implements risk management strategies as applicable.

Risk	**Comment**	**Mitigation**
Operational risks	See Directors' Report.	The Group's operations are limited currently, pending completion of the funding for the two planned 6,000 tonnes day processing plants. The Directors are in detailed discussions with a potential funder concerning, *inter alia*, securing funding for the plants, along with the completion of the purchase of the remaining 90% of the site for the plant and an in-situ well program. Permitting for the in-situ well program is still on going and while the process to be deployed is proven, its use into Oil Sands is less common and this has extended the permitting completion timing.
Environmental, health and safety and other regulatory standards	See Directors' Report.	The Company has engaged leading advisers to assist it in securing relevant permits or licences to operate. The Company maintains ongoing oversight of health and safety and environmental compliance.
Liquidity risk	See Directors' Report including 'Going Concern' section.	The Company maintains a detailed cashflow forecast and carefully monitors expenditure and may seek to raise additional funding as required and as referred to in Note 1.1.
Currency risk	See Directors' Report.	The Company aims to manage currency exposures by holding funds in the applicable currency to match anticipated expenditure.

The Board considers that an internal audit function is not necessary or practical due to the current size of the Group and the close day to day control exercised by the Executive Director. However, the Board will continue to monitor the need for an internal audit function. The Executive Director has established appropriate reporting and control mechanisms to ensure the effectiveness of the Group's control systems for the size of the business and its activities. The Board obtains regular updates on risks from the Executive Director, which allows it to monitor the effectiveness of risk management and through its regular engagement and review of reporting on areas such as the status of the Company's projects, budgets, results and cash flow position of the Company, it considers the effectiveness of controls on an ongoing basis.

Principle Five - A Well-Functioning Board of Directors

The Board currently comprises the Chief Executive, John Potter and three independent Non-Executive Directors, Malcolm Groat, Louis Castro and Zac Phillips.

Biographies for each of the current Directors are set out on the Company's website. Executive and Non-Executive Directors are subject to re-election usually at the Company's Annual General Meeting, at intervals of no more than three years.

The Board meets on a regular basis, typically at least once a month.

The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. As such, the Company has established separate Audit and Remuneration Committees.

The Audit Committee comprises Louis Castro (Chairman), Malcolm Groat and Zac Phillips. The Audit Committee meets at least twice a year to consider the integrity of the financial statements of the Company, including its annual and interim accounts; the effectiveness of the Company's internal controls and risk management systems; auditor reports; and terms of appointment and remuneration for the auditor.

The Company's Remuneration Committee comprises Louis Castro (Chairman), Malcolm Groat and Zac Phillips. The Remuneration Committee meets from time to time, but not less than once a year, to review and determine, amongst other matters, the remuneration of Executives on the Board and any share incentive plans of the Company.

The QCA Code recommends that the Chairman must have adequate separation from the day-to-day business to be able to make independent decisions. Malcolm Groat is the Company's Non-Executive Chairman and the Board believe that he has adequate separation from the day-to-day business of the Company to be able to make such independent decisions. As the Board is comprised of only four members, one of whom is Executive and three of whom are independent Non-Executive Directors, including the Chairman, the Board does not believe it is currently necessary to appoint a senior independent director.

The Chief Executive is a full-time employee of the Company. Whilst each of the Non-Executive Directors are considered to be part time, they are expected to provide as much time to the Company as is required. The attendance record of the Directors at Board and committee meetings held during the year ended 30 September 2022 was as follows:

	Main Board	Audit Committee	Remuneration Committee
Meetings held	**14**	**2**	**1**
Attendance:			
Malcolm Groat	**14**	**2**	**1**
John Potter	**14**	**-**	**-**
Louis Castro	**13**	**2**	**1**
Zac Phillips (*appointed 24 January 2022*)	**14**	**2**	**1**
Richard Horsman *(resigned 24 January 2022)*	**2**	**-**	**-**

Principle Six - Appropriate Skills and Experience of the Directors

The Board believes that the current balance of skills held by the Board as a whole, reflects a very broad range of commercial and professional skills across geographies and industries and each of the Directors has previous experience of public markets.

The Board believes that the Directors are well suited to the Company's fundamental objective of enhancing and preserving long-term shareholder value and ensuring that the Group conducts its business in an ethical and safe manner. The Board is considered to be of a sufficient size to provide more than adequate experience and perspective to its decision-making process and, given the size and nature of the Group, the Board does not consider at this time that it is appropriate to increase the size of the Board or amend its composition.
As the Board is not currently anticipating any change to its size or composition, it has not yet implemented a written policy regarding the identification and nomination of female directors. In the event that one of the existing members

of the Board stands down from their current position, the Company will, at that time, give further consideration to the specific selection of a female member of the Board and the adoption of a formal policy relating to the positive appointment of additional female members of the Board for future opportunities.

The Board is responsible for: (a) ensuring that all new Directors receive a comprehensive orientation, that they fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including the commitment of time and resources that the Company expects from its directors) and that they understand the nature and operation of the Group's business; and (b) providing continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure that their knowledge and understanding of the Group's business remains current.

Given the size of the Company and the in-depth experience of its Directors, the Board has not deemed it necessary to develop a formal process of orientation for new Directors but encourages all its Directors to visit the Group's operations to ensure familiarity and proper understanding.

Skills & Experience of Board Members

Malcolm Groat

Malcolm is a Chartered Accountant and has extensive corporate experience, with roles as Chairman, Non-Executive Director, Chairman of Audit Committees, CEO, COO and CFO for a number of public companies. He is an adviser on compliance and governance, strategy and operational improvement, and managing the risks of rapid change.

John Potter

John is an accomplished Chief Executive and project manager with many years of experience working within the energy sector. John brings a wide range of skills, knowledge and industry connections. His proficiency in understanding and identifying best technologies in projects and his proven abilities in developing relationships with stakeholders, including operators, politicians, financiers, technology providers and regulators, are well proven and have brought great value to the companies he has previously worked with.

Louis Castro

Louis is a graduate engineer and PwC Chartered Accountant who has spent his career in the City in investment banking and capital markets, advising growth companies on a wide range of matters including fund-raising and M&A. He served as an AIM Nomad for many years before becoming CFO of a listed oil company. In recent years, Louis became Executive Chairman of Orosur Mining Inc. which is quoted on both the TSXV and on AIM, and he is also a non-executive director of Tekcapital plc; Veteran Capital Corp. and Innovative Eyewear, Inc.

Zac Phillips

Zac has over 25 years' experience in oil and gas finance, having worked for BP, Chevron, Merrill Lynch and ING Barings. He was previously CFO for Dubai World's oil and gas business (DB Petroleum) with responsibility for risk management and authoring of investment proposals. He has a degree in Chemical Engineering and a PhD in Chemical Engineering from Bath University.

Principle Seven - Evaluation of Board Performance

The Board has determined that it shall be responsible for assessing the effectiveness and contributions of the Board as a whole and its committees (which currently comprise the Audit Committee and the Remuneration Committee). The small size of the Board allows for open discussion. The Chairman has regular dialogue with the Chief Executive whereby the Board's role and effectiveness can be considered.

No formal assessments have been prepared in the year. However, the Board assesses its effectiveness on an ongoing basis. The Board will keep this matter under review and especially if either the size of the Board or the number of committees increases, which in turn may require a more formalised assessment and evaluation process to be established to ensure continued effectiveness.

Principle Eight - Corporate Culture

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Group as a whole and that this will have an effect on the performance of the Group. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Group. The corporate governance arrangements that the Board has adopted are designed to ensure that the Group delivers long-term value to its shareholders and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board.

A large part of the Group's activities is centred upon what needs to be an open and respectful dialogue with partners, suppliers, consultants and other stakeholders. Therefore, the importance of sound ethical values and behaviour is crucial to the ability of the Group to successfully achieve its corporate objectives.

The Directors consider that, at present, the Group has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge.

Principle Nine - Maintenance of Governance Structures and Processes

Ultimate authority for all aspects of the Group's activities rests with the Board, with the responsibilities of the Executive Director arising as a consequence of delegation by the Board.

The Board has adopted appropriate delegations of authority which set out matters which are reserved to the Board. The Chairman is responsible for the effectiveness of the Board and compliance with the QCA Code, while management of the Group's business and primary contact with shareholders has been delegated by the Board to the Chief Executive Officer.

Non-Executive Directors
The Board evaluates its performance and composition on a regular basis and will make adjustments as and when indicated. When assessing the independence of each Non-Executive Director, length of service is one of the considerations. The Board will, when assessing new appointments in the future, consider the need to balance the experience and knowledge that each independent director has of the Group and its operations, with the need to ensure that independent directors can also bring new perspectives to the business.

In accordance with the Isle of Man Companies Act 2006, the Board complies with: a duty to act within their powers; a duty to promote the success of the Company; a duty to exercise independent judgement; a duty to exercise reasonable care, skill and diligence; a duty to avoid conflicts of interest; a duty not to accept benefits from third parties and a duty to declare any interest in a proposed transaction or arrangement.

Principle Ten - Shareholder Communication

The Board is accountable to the Company's shareholders and, as such, it is important for the Board to appreciate the aspirations of the shareholders and equally that the shareholders understand how the actions of the Board and short-term financial performance relate to the achievement of the Group's longer-term goals.

The Board reports to the Company's shareholders on its stewardship of the Group through the publication of interim and final financial results. The Company announces significant developments which are disseminated via various outlets including, before anywhere else, RNS. In addition, the Company maintains a website (www.tomcoenergy.com) on which RNS announcements, press releases, corporate presentations and the Report and Financial Statements are available to view.

Enquiries from individual shareholders on matters relating to the business of the Group are welcomed. Shareholders and other interested parties can subscribe to receive notification of news updates and other documents from the Company via email.

The Annual General Meeting, and other meetings of shareholders that may be called by the Company from time to time, provide an opportunity for communication with all shareholders and the Board encourages shareholders to attend and welcomes their participation. The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. The Company has close ongoing relationships with its private shareholders.

Malcolm Groat
Non-Executive Chairman
6 April 2023

AUDIT COMMITTEE REPORT

Overview

The Committee met twice during the year to consider the full year 2021 accounts and interim 2022 accounts. It has also met after the year end to consider the full year 2022 accounts.

Louis Castro is Chairman of the Committee. The other Committee members during the year under review have been Malcolm Groat, Zac Phillips and Richard Horsman. From February 2022, the Committee comprised Louis Castro, Zac Phillips and Malcolm Groat.

Financial Reporting

The Committee monitored the integrity of the interim and annual financial statements and reviewed the significant financial reporting issues and accounting policies and disclosures in the financial reports. The external auditor attended the Committee meeting as part of the full year accounts approval process. The process included the consideration of reports from the external auditor identifying the primary areas of accounting judgements and key audit risks identified as being significant to the full year audited accounts.

Audit Committee Effectiveness

The Board considers the effectiveness of the Committee on a regular basis but not as part of a formal process.

External Audit

The Committee is responsible for managing the relationship with the Company's external auditor, PKF Littlejohn LLP.

The objectivity and independence of the external auditor is safeguarded by reviewing the auditor's formal declarations, monitoring relationships between key audit staff and the Group and reviewing the non-audit fees payable to the auditor. Non-audit services are not performed by the auditor. During the year, audit fees of £74,800 (*2021: £34,337*) were paid to BDO LLP, the previous auditor.

Internal Audit

The Committee considered the requirement for an internal audit function. The Committee considered the size of the Group, its current activities and the close involvement of senior management. Following the Committee's review, it did not deem it necessary to operate an internal audit function during the year.

Louis Castro
Chairman, Audit Committee
6 April 2023

REMUNERATION COMMITTEE REPORT

This report is on the activities of the remuneration committee for the financial year ended 30 September 2022.

The Remuneration Committee meets from time to time, but not less than once a year, to review and determine, amongst other matters, the remuneration of the Executive(s) on the Board and any share incentive plans of the Company. As at 1 October 2021, the Remuneration Committee comprised Louis Castro (Chairman), Richard Horsman and Malcolm Groat. From February 2022, the Committee comprised Louis Castro, Zac Phillips and Malcolm Groat.

The Group has no employees other than the Directors; whose emoluments comprise fees paid for services. The amounts for their services are detailed below:

	Salaries	**Severance pay**	Salaries	Severance pay
	2022	**2022**	2021	2021
	£'000	**£'000**	£'000	£'000
M. Groat	**50**	**-**	38	-
J. Potter	**233**	**-**	139	-
L. Castro	**42**	**-**	19	-
Z. Phillips *(appointed 24 January 2022)*	**25**	**-**	-	-
R. Horsman *(resigned 24 January 2022)*	**12**	**-**	30	-

Richard Horsman was also paid £30,000 on his resignation in consideration for the waiver of his share option rights.

As detailed in Note 22, the Company has in place a share option scheme for its Directors.

The Committee met twice during the year in conjunction with Board meetings to review salaries and to issue share options as set out in Note 22.

Louis Castro
Chairman, Remuneration Committee
6 April 2023

Independent auditor's report to the members of TomCo Energy plc

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOMCO ENERGY PLC

Opinion

We have audited the financial statements of TomCo Energy Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, and the Consolidated Statement of Cash Flows and notes to the financial statements, including significant accounting policies.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's affairs as at 30 September 2022 and of its loss for the year then ended; and
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the International Accounting Standards Board;

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the International Accounting Standards Board.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

● Reviewing the cash flow forecasts prepared by management for the period up to 12 months from the approval of financial statements by challenging the key assumptions and reviewing for their reasonableness; and

● Comparing the actual results for the year to past budgets to assess the forecasting ability/accuracy of management; and

● Reviewing post-year end regulatory news service announcements and holding discussions with management on future plans; and

● We sensitised the cash flow forecasts and performed stress tests, in order to assess the impact on cash reserves of a shortfall against budget

● Assessing the adequacy of going concern disclosures within the Annual Report and Financial Statements

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. Group materiality was £107,000 (2021: £78,000) based upon 1.5% of gross assets. We consider gross assets to be the main driver of the business as the group is still in the pre-revenue stage and therefore no revenues are currently being generated, and that current and potential investors will be most interested in the recoverability of the exploration and evaluation assets.

Whilst materiality for the financial statements as a whole was set at £107,000, (2021: £78,000) each significant component of the group was audited to an overall materiality ranging between £73,000 (2021: £39,000) to £107,000 (2021: £78,000) with performance materiality set at 60%(2021: 70%) for all components.

We agreed with the audit committee that we would report to the committee all audit differences identified during the course of our audit in excess of £5,350 (2021: £1,500) as well as differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas requiring the directors to make subjective judgements, for example in respect of significant accounting estimates including the convertible loan, internally generated development assets, carrying value of exploration assets, carrying value of unquoted investments and share based payments the consideration of future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

An audit was performed on the financial information of the group's operating entities which for the year ended 30 September 2022 were located in the Isle of Man (in the United Kingdom) and United States of America. The audit work on each significant component was performed by us as group auditor based upon materiality or risk profile, or in response to potential risks of material misstatement to the group.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Carrying value and appropriate capitalisation of Intangible Assets **The group has significant intangible assets, comprising predominantly of expenditure on researching and developing the design and operation of a pilot plant acquired in the prior year. The carrying value of intangible assets at 30 September 2022 was £5,033k of which £4,794k relates to the pilot plant. The balance of £239k relates to exploration asset expenditure during the year ended 30 September 2022.** **There is the risk that the carrying value of these assets have not been correctly recognised / measured in accordance with IFRS and that they should be impaired.**	**Development Expenditure (£4,794k):** We reviewed management's assessment which concluded that the Greenfield project is in the development phase, and therefore the costs relating to the development are capitalised within Greenfield and in doing so our work included • Challenging management on the classification of assets and determining whether these met the definition of development costs under IAS 38 'intangible assets'. We have assessed management's review of whether there are any indicators of impairment and our procedures included the following:

	• Making specific enquires of management, reviewing market announcements and reviewing Board minutes to establish whether there was any evidence that the Group did not plan to proceed with the future use of the intangible assets. • Reviewing the impairment assessment prepared by management and making enquiries of management to understand the impact of current market on the future of the project and challenging management on whether these factors are indicators of impairment. We also evaluated the adequacy of the disclosures provided within the financial statements in relation to the impairment assessment against the requirements of the accounting standards. ***Key observations:*** The Group is in the process of acquiring the 90% balance of Tar Sands Holdings II LLC which will allow them to commence detailed engineering work using the technological knowhow gained from the development expenditure, to build the first separation plant with the capacity to process 6,000 tonnes per day of oil sands. Based on the work performed and the progress on the acquisition, we have no matters to communicate in respect of management's assessment of the carrying value of the group's development expenditure included in the intangible assets. **Exploration Asset (£239k)** Our work in this area included: • Confirmation that the Group has good title to the applicable exploration licences, including new licences obtained during the year; • Review of the additions in the year to ensure capitalisation criteria IFRS 6 is met; • Review of management's impairment paper and challenge of all key assumptions there in, as well as considerations of the impairment indicators within IFRS 6; and • Ensuring disclosures made in the financial statements in relation to critical accounting judgements are adequate and in line with our understanding of the group and its activities.

	Key observations: Based on the work performed and the progress on the exploration wells from drilling to date, we note that the exploration licence, obtained in 2022, expires in November 2023. The group have submitted a permit application for an initial production well and the directors are awaiting its acceptance. On receipt of this first permit, the directors are planning to submit up to a further 24 applications. At the same time, the exploration licence is also likely to be renewed. We have no matters to communicate in respect of management's assessment of the carrying value of the group's exploration expenditure included in the intangible assets.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the group and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard discussions with management.
- We determined the principal laws and regulations relevant to the group in this regard to be those arising from AIM Rules, relevant local laws and regulations in the where the Group operates (Isle of Man and United States, UK Bribery Act, QCA Corporate governance, and Permit and Environmental compliance in the United States.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
    - Enquiries of management regarding potential non-compliance
    - Review of legal and professional fees to understand the nature of the costs and the existence of any non-compliance with laws and regulations; and
    - Review of minutes of meetings of those charged with governance and regulatory news service announcements.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the judgements and estimates made by management in their assessment of the recoverability of intangible assets represented the most significant risk of material misstatement. Refer to the key audit matter above.
- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 31 October 2022. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

[Signature]

PKF Littlejohn LLP
Chartered Accountants
London, UK

15 Westferry Circus
Canary Wharf
London E14 4HD

6 April 2023

Consolidated Statement of Comprehensive Income
for the financial year ended 30 September 2022

			2022		2021
	Note	**£'000**	**£'000**	£'000	£'000
Revenue	2		**-**		-
Other Income	2		**73**		-
Gross profit/(loss)			**73**		-
Administrative expenses	2		**(1,519)**		(1,873)
Impairment losses	3		**-**		(8,679)
Foreign exchange gains			**990**		345
Operating loss	5		**(456)**		(10,207)
Finance (costs)/income	4		**(234)**		-
Share of loss of joint venture	.		**-**		(84)
Loss on ordinary activities before taxation			**(690)**		(10,291)
Taxation	6		**-**		-
Loss for the year attributable to:			**(690)**		(10,291)
Equity shareholders of the parent		**(690)**		(10,017)	
Non-controlling interests	21	**-**		(274)	
			(690)		(10,291)
Items that may be reclassified subsequently to profit or loss					
Exchange differences on translation of foreign operations			**15**		(503)
Other comprehensive income for the year attributable to:					
Equity shareholders of the parent		**26**		(507)	
Non-controlling interests	21	**(11)**		4	
Other comprehensive income			**15**		(503)
Total comprehensive loss attributable to:					
Equity shareholders of the parent		**(664)**		(10,524)	
Non-controlling interests	21	**(11)**		(270)	
Total comprehensive loss			**(675)**		(10,794)

		2022	2021
		Pence	Pence
Loss per share attributable to the equity shareholders of the parent		**per share**	per share
Basic & diluted loss per share	8	**(0.04)**	(0.76)

The Notes on pages 27 to 47 form part of these financial statements.

Consolidated Statement of Financial Position
as at 30 September 2022

	Note	**Group 2022 £'000**	Group 2021 £'000
Assets			
Non-current assets			
Intangible assets	9	**5,033**	3,947
Property, plant and equipment	10	**-**	-
Investments at FVTPL	11	**1,830**	-
Other receivables	12	**23**	25
		6,886	3,972
Current assets			
Trade and other receivables	12	**101**	104
Other financial assets	13	**-**	371
Cash and cash equivalents	14	**206**	726
		307	1,201
TOTAL ASSETS		**7,193**	5,173
Liabilities			
Current liabilities			
Loans	15	**(1,144)**	-
Convertible loan-debt element	15	**(148)**	-
Convertible loan-derivative liability	15	**(143)**	-
Trade and other payables	16	**(346)**	(808)
		(1,781)	(808)
Net current (liabilities)/assets		**(1,474)**	393
TOTAL LIABILITIES		**(1,781)**	(808)
Total net assets		**5,412**	4,365
Shareholders' equity			
Share capital	18	**-**	-
Share premium	19	**32,527**	31,142
Warrant reserve	20	**1,374**	2,579
Translation reserve		**(199)**	(225)
Retained deficit		**(28,290)**	(28,688)
Equity attributable to owners of the parent		**5,412**	4,808
Non-controlling interests	21	**-**	(443)
Total equity		**5,412**	4,365

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2023.

The Notes on pages 27 to 47 form part of these financial statements.

John Potter
Chief Executive Officer

Malcolm Groat
Non-Executive Chairman

Consolidated Statement of Changes in Equity
for the financial year ended 30 September 2022

Group									
		Equity attributable to equity holders of the parent							
	Note	Share capital	Share premium	Warrant reserve	Translation reserve	Retained Deficit	Total	Non-controlling interest	Total Equity
		£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 October 2020		**-**	**29,222**	**1,288**	**282**	**(19,887)**	**10,905**	**(173)**	**10,732**
Loss for the year		-	-	-	-	(10,017)	(10,017)	(274)	(10,291)
Comprehensive income for the year		-	-	-	(507)	-	(507)	4	(503)
Total comprehensive loss for the year		-	-	-	**(225)**	**(10,017)**	**(10,524)**	**(270)**	**(10,794)**
Issue of shares (net of costs)	18, 19	-	1,920	1,306	-	-	3,226	-	3,226
Expiry of warrants	20	-	-	(15)	-	15	-	-	-
Share-based payment charge	22	-	-	-	-	1,201	1,201	-	1,201
At 30 September 2021		**-**	**31,142**	**2,579**	**(225)**	**(28,688)**	**4,808**	**(443)**	**4,365**
Loss for the year		-	-	-	-	(690)	(690)	-	(690)
Comprehensive income for the year		-	-	-	26	-	26	(11)	15
Total comprehensive loss for the year		-	-	-	**26**	**(690)**	**(664)**	**(11)**	**(675)**
Issue of shares (net of costs)	18,19	-	1,385	-	-	-	1,385	-	1,385
Issue of finance		-	-	165	-	-	165	-	165
Exercise of warrants	20			(140)		140	-	-	-
Expiry of warrants	20	-	-	(1,230)	-	1,230	-	-	-
Purchase of non-controlling interest		-	-	-	-	(466)	(466)	454	(12)
Share-based payment arrangements	22	-	-	-	-	184	184	-	184
At 30 September 2022		**-**	**32,527**	**1,374**	**(199)**	**(28,290)**	**5,412**	**-**	**5,412**

The following describes the nature and purpose of each reserve within owners' equity:

Reserve	Descriptions and purpose
Share capital	Amount subscribed for share capital at nominal value, together with transfers to share premium upon redenomination of the shares to nil par value.
Share premium	Amount subscribed for share capital in excess of nominal value, together with transfers from share capital upon redenomination of the shares to nil par value.
Warrant reserve	Amounts credited to equity in respect of warrants to acquire ordinary shares in the Group.
Translation reserve	Gains and losses on the translation of foreign operations.
Retained deficit	Cumulative net gains and losses recognised in the consolidated statement of comprehensive income less transfers to retained deficit on expiry.
Non-controlling interest	Non-controlling interest share of losses of TurboShale Inc., together with adjustments associated with the initial recognition of, and changes in, the non-controlling interest. Refer to Note 21.

The Notes on pages 27 to 47 form part of these financial statements.

Consolidated Statement of Cash Flows
for the financial year ended 30 September 2022

	Note	**Group**	Group
		2022	2021
		£'000	£'000
Cash flows from operating activities			
Loss after tax	2	**(690)**	(10,291)
Adjustments for:			
Finance costs	4	**234**	-
Amortisation		**-**	6
Impairment losses		**-**	8,679
Share based payment charge		**194**	135
Unrealised foreign exchange (profits)/losses		**(1,039)**	67
Share of loss of joint venture		**-**	84
Decrease in trade and other receivables		**24**	22
Increase in trade and other payables		**5**	63
Cash used in operations		**(1,272)**	(1,235)
Interest (paid)/received		**(153)**	-
Net cash outflow from operating activities		**(1,425)**	(1,235)
Cash flows from investing activities			
Investment in intangibles	9	**(637)**	(2)
Purchase of investments at FVTPL	11	**(1,171)**	-
Purchase of other financial assets			(219)
Purchase of non-controlling interest		**(11)**	-
Investment in joint venture		**-**	(1,502)
Cash acquired on acquisition of control of joint venture		**-**	124
Net cash used in investing activities		**(1,819)**	(1,599)
Cash flows from financing activities			
Issue of equity instruments	18,19	**1,460**	3,500
Costs of share issue		**(75)**	(274)
Settlement of options		**(10)**	-
Loan finance	15	**973**	-
Convertible loans	15	**375**	-
Net cash generated from financing activities		**2,723**	3,226
Net (decrease)/increase in cash and cash equivalents		**(521)**	392
Cash and cash equivalents at beginning of financial year		**726**	334
Foreign currency translation differences		**1**	-
Cash and cash equivalents at end of financial year		**206**	726

The Notes on pages 27 to 47 form part of these financial statements.

1. Accounting policies

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

1.1 Basis of preparation and going concern

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and International Financial Reporting Interpretations Committee ("IFRIC") interpretations and with those parts of the Isle of Man Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historic cost convention.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Details of the Group's significant accounting judgments are set out in these financial statements and include:

Judgements

- Convertible loan

  The terms of the convertible loan issued during the year included an option for the loan to be settled in whole or in part by the issue of a variable number of shares. On this basis, the loan is classified as a liability, with an embedded written call option. In accordance with IFRS 9, the embedded option has been separated from the host contract. Judgement is required concerning the inputs to the valuation of the conversion option on issue and subsequently. Judgements include the choice of model, volatility, and risk-free rates to be used in the valuations. Judgements on these matters affect finance costs recognised in the profit and loss account.

- Impairment indicator assessment on intangible assets used in exploration and evaluation activities

  The Directors consider that there were no impairment indicators as at 30 September 2022 concerning the Group's intangible assets employed in exploration and evaluation activities in relation to oil sands which have been impaired in previous years. In the current year, an exploration permit was secured in February 2022 to drill 3 exploration wells to recover core and perform in hole surveys to collate detailed data on the location and quality of the oil sand formation. The results of the surveys were positive, and it was utilised to produce a potential drilling programme for a steam injection process to recover the oil in the formations. A permit application for an initial production well has been submitted and we are awaiting its acceptance. On receipt of this first permit, we are planning to submit up to a further 24 applications. Following the results of the exploration wells, the directors have concluded that no impairment is required.

- Internally generated development assets

  Greenfield has incurred expenditure on researching and developing the design and operation of a pilot plant and processes that is not of a scale economically feasible for commercial production. Judgement is required in determining what constitutes research expenditure, to be expensed in profit and loss, and what constitutes development expenditure that meets the criteria set out in IAS 38, which must be capitalised. Qualifying expenditure is capitalised from the point at which Greenfield's board is satisfied as to the technical feasibility of the production processes. The board have deemed that this was achieved when the preliminary results of the Pre-Feed study were released, which indicated the use of the Oil Sands Technology was likely to be economically viable. Judgements on these matters affect the cost of intangible assets.

- Carrying value of unquoted investment

  The Group follows the guidance of IFRS 9 to determine when a financial asset is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health of, and short-term business outlook for, the investee, including factors such as industry and sector performance, changes in technology and operational, financing cash flow and proposed fundraising.

The Group purchased a 10% membership interest in Tar Sands Holdings II LLC ("TSHII") during the year and holds an option to purchase the remaining 90% for additional cash consideration of $16.25 million by an extended deadline of 30 April 2023. The Directors have determined that the asset is an appropriate estimate of the fair value of the Group's investments in TSHII as at 30 September 2022. To further support the carrying value, the Group also announced the findings of an independent report commissioned from Netherland, Sewell & Associates, Inc. ("NSAI") estimating the on the mining properties comprising the TSHII site. Further details are disclosed in the Strategic Report. The Directors do not consider there to be any impairment of the investments as at 30 September 2022.

The Directors also separately assessed the fair value of the option and concluded that the option was not material due to its short expiry date and has therefore not been recognised as intangible asset.

Estimates

- Share based payments

Estimates were required in determining the fair value of share options and warrants granted in the year including future share price volatility and the instrument life. Volatility is estimated using TomCo's historic share prices for a period of time that matches the exercise period of the warrant or option. This assumes that historic share price volatility is the best estimate of future volatility. The Black-Scholes model is used for valuing both options and warrants. Estimates are also made of the likely time of exercise of the options or warrants.

In measuring the value of the deferred equity consideration in respect of the purchase of the remaining 50% of Greenfield, the Directors have applied IFRS 2. Where goods or services are provided by persons other than employees, the value of the share-based payment is determined by reference to the fair value of the assets acquired. Because of the unique nature of the principal asset acquired, namely the pilot plant processes developed by Greenfield, the Directors have determined that cost is the best estimate of fair value at acquisition.

The Group has consistently applied all applicable accounting standards.

Going concern

At 30 March 2023, the Group had cash of approximately £0.15million.

The Directors have prepared a cash flow forecast for the twelve months to 30 April 2024.

As set out in the Chairman's Statement, discussions with potential funders to finance the Group's plans including its working capital requirements are at an advanced stage but have not yet been concluded. The plans include the acquisition of the remaining 90% of TSHII; funding for two oil sand processing plants and associated infrastructure; drilling of wells into the deeper oil sands that are too deep to mine for the implementation of oil recovery processes; and repayment of the remainder of the Valkor Loan. On 30 November 2022, the terms of the Valkor Loan, which is unsecured, had been varied to extend the repayment date beyond 31 March 2023 for the remaining principal amount of the loan to the completion date of a suitable funding transaction for Greenfield that provides sufficient funds to enable the Company to affect such repayment. Hence, the forecast does not include any funding which would be received from a successful conclusion to these discussions with the identified potential financiers, nor does it include repayment of the Valkor Loan.

The forecast, which includes all commitments at the date of this report, indicates that the cash currently held by the Group together with the most recent convertible loan facility of up to £1 million which was secured post the financial year end (as detailed in Note 28 to the accounts - Subsequent Events), will be sufficient to fund ongoing costs for at least the next 12 months, assuming that no revenue is earned by the Group during that period, beyond which further funding will be required.

Accordingly, Given the Group's current cash balance, the convertible loan facility referred to above, and, based on a positive history of raising funds, and the fact that the Valkor loan is only payable on completion of a suitable funding transaction that provides sufficient funds to complete the Greenfield purchase and pay off the Valkor Loan, the Directors consider it appropriate to prepare the financial statements on a going concern basis.

1.2 Future changes in accounting standards

The IFRS financial information has been drawn up on the basis of accounting standards, interpretations and amendments effective at the beginning of the accounting period.

There are currently no new or revised standards, amendments and interpretations to existing standards that are not effective for the financial year ended 30 September 2022 and that have not been adopted early, which, when effective, might have an impact upon the Group's financial statements.

1.3 Basis of consolidation

The Group's financial statements consolidate the accounts of the parent company, TomCo Energy plc, and all of its subsidiary undertakings drawn up to 30 September 2022. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The acquisition of subsidiaries where the acquisition represents the purchase of a business is accounted for on the purchase basis. A subsidiary is consolidated where the Company has control over an investee. The Group controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. On acquisition, all of the subsidiary's assets and liabilities which existed at the date of acquisition are recorded at their fair values reflecting their condition at the time. If, after re-assessment, the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the statement of comprehensive income.

Acquisitions of subsidiaries where the IFRS 3 definition of a business combination are not met are accounted for as the purchase of relevant assets less liabilities at cost. Where the acquisition is a stepped acquisition, cost represents the accumulated cost, under the equity method, of the Group's initial interest in the subsidiary plus cost of equity consideration measured in accordance with IFRS 2. Identifiable assets acquired are stated at their respective relative fair values.

1.4 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the Board of Directors.

Based on an analysis of risks and returns, the Directors consider that the Group has two principal business segments based on geographical location. The loss before taxation arises principally within the UK and US. Net assets are principally in the UK and the US.

1.5 Revenue

Oil sales

Revenue represents the Group's share of sales of oil during the year, excluding sales tax and royalties. Income arises from the US and is recognised when the oil is delivered to the customer. No such revenue has arisen in the current or prior year.

Other Revenue

Revenue from services provided to other oil and gas exploration entities is recognised as services are provided in accordance with the terms of the relevant contract.

These services related to an agreement with Heavy Sweet Oil LLC ("Heavy Sweet Oil"), a US based oil and gas company, to assist it with permitting and government relations in respect of their planned drilling programme adjacent to the D Tract of the TSHII site. Heavy Sweet Oil are paying TomCo $10,000 per month for its services, which is recorded as other income

1.6 Finance income

Finance income is accounted for on an effective interest basis.

1.7 Finance costs

Finance costs comprise two elements. Interest on debt instruments is recognised by reference to the effective interest rate computed after the deduction of issue costs and the separation of embedded derivatives. Finance costs also include the change in fair value of embedded derivatives.

1.8 Property, plant and equipment

Property, plant and equipment employed in exploration and evaluation activities are carried at cost. Following a review of the Group's activities, these assets remain impaired in full as at 30 September 2022.

1.9 Intangible assets

Exploration and development licences

The Group applies the full cost method of accounting for oil and gas operations. For evaluation properties, all mineral leases, permits, acquisition costs, geological and geophysical costs and other direct costs of exploration appraisal, renewals and development are capitalised as intangible fixed assets in appropriate cost pools, with the exception of tangible assets, which are classed as property, plant and equipment. Costs relating to unevaluated properties are held outside the relevant cost pool and are not amortised until such time as the related property has been fully appraised. When a cost pool reaches an evaluated and bankable feasibility stage, the assets are transferred from intangible to oil properties within property, plant and equipment.

Development assets

Greenfield has incurred expenditure on researching and developing the design and operation of a pilot plant and processes for oil sands extraction that is not of a scale economically feasible for commercial production. Development expenditure at acquisition was measured at cost. Development expenditure incurred following the acquisition of Greenfield that meets the requirements of IAS 38 for recognition as intangible assets are capitalised. All other expenditure is expensed. No amortisation will be charged on such assets until future commercial exploitation of the processes commences.

Technology licences

Amortisation is not charged on technology licences associated with oil and gas assets until they are available for use.

Patents and patent applications

Patents and patent applications acquired in consideration for a combination of cash and the issue of shares in subsidiary undertakings are recognised at fair value, and amortised over their expected useful lives, which is 12 years being the patent term.

1.10 Impairment

Exploration and development licences

Exploration and development assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed the recoverable amount. In accordance with IFRS 6 the Group firstly considers the following facts and circumstances in their assessment of whether the Group's exploration and evaluation assets may be impaired, namely whether:

- the period for which the Group has the right to explore in a specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned;
- exploration for and evaluation of hydrocarbons in a specific area have not led to the discovery of commercially viable quantities of hydrocarbons and the Group has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation assets is unlikely to be recovered in full, either from successful development or by sale.

The Directors concluded that the above facts and circumstances applied in 2021 in respect of the Group's oil shale exploration and evaluation activities, because at the time, there was no programme in place or committed budget to continue exploration in such area. Having conducted a review, the Directors therefore determined to impair tangible and intangible assets employed in those activities in full in 2021. Impairment losses are recognised in the income statement and separately disclosed.

Research and development activities

The directors do not believe that any impairment indicators exist in relation to the Group's research and development activities with regard to oil sands extraction. If any such facts or circumstances were noted, the Group would perform an impairment test in accordance with the provisions of IAS 36.

Technology licences

The carrying amount of the Group's other intangible asset, its patents and technology licences, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the income statement.

1.11 Taxation

Taxation expense represents the sum of current tax and deferred tax.

Current tax is based on taxable profits for the financial period using tax rates that have been enacted or substantively enacted by the reporting date. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. If deferred tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss, it is not accounted for. Deferred tax is determined using tax rates that have been enacted or substantively enacted at the reporting date and that are expected to apply when the related deferred income tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversals of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

1.12 Foreign currencies

The accounts have been prepared in pounds sterling being the presentational currency of the Group. The functional currency of the holding company is also pounds sterling. The functional currency of the US subsidiaries is US dollars. Assets and liabilities held in the Group or overseas subsidiaries in currencies other than the functional currency are translated into the functional currency at the rate of exchange ruling at the reporting date.

Transactions entered into by Group entities in a currency other than the functional currency of the entity concerned are recorded at the rates ruling when the transactions occur. Exchange differences arising from the settlement of monetary items are included in the statement of comprehensive income for that period.

The assets and liabilities of subsidiaries and joint ventures with functional currencies other than sterling are translated at balance sheet date rates of exchange. Income and expense items are translated at the average rates of exchange for the period. Exchange differences arising are recognised in other comprehensive income (attributed to the parent equity holder and non-controlling interests as appropriate).

1.13 Leases

The Group is party as lessee only to low value or short-term leases. Rentals payable under such leases, net of lease incentives, are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

1.14 Financial assets at amortised cost

These assets are non-derivative financial assets which are held in a business model whose objective is to collect contractual cashflows and whose contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding. They arise principally through types of contractual monetary asset such as receivables. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Impairment provisions are recognised based on expected credit losses over the asset’s life.

The Group’s assets held at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Fair value measurement
IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on

how to measure fair value under IFRS when fair value is required or permitted. The resulting calculations under IFRS 13 affected the principles that the Company uses to assess the fair value, but the assessment of fair value under IFRS 13 has not materially changed the fair values recognised or disclosed. IFRS 13 mainly impacts the disclosures of the Company. It requires specific disclosures about fair value measurements and disclosures of fair values, some of which replace existing disclosure requirements in other standards.

1.15 Financial Instruments

Financial investments
Non-derivative financial assets comprising the Company’s strategic financial investments in entities not qualifying as subsidiaries, associates or jointly controlled entities. These assets are classified as investments at fair value through profit or loss. They are carried at fair value with changes in fair value recognised through the income statement. Where there is a significant or prolonged decline in the fair value of a financial investment (which constitutes objective evidence of impairment), the full amount of the impairment is recognised in the income statement.

Due to the nature of these assets being unlisted investments or held for the longer term, the investment period is likely to be greater than 12 months and therefore these financial assets are shown as non-current assets in the Statement of financial position.

Trade and other receivables
Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Trade and other receivables are accounted for at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account the age of the debt, historical experience and general economic conditions. If a trade debt is determined to be uncollectable, it is written off, firstly against any provisions already held and then to the statement of comprehensive income. Subsequent recoveries of amounts previously provided for are credited to the statement of comprehensive income.

Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss in accordance with the expected credit loss model under IFRS 9. For trade and other receivables which do not contain a significant financing component, the Company applies the simplified approach. This approach requires the allowance for expected credit losses to be recognised at an amount equal to lifetime expected credit losses. For other debt financial assets the Company applies the general approach to providing for expected credit losses as prescribed by IFRS 9, which permits for the recognition of an allowance for the estimated expected loss resulting from default in the subsequent 12-month period. Exposure to credit loss is monitored on a continual basis and, where material, the allowance for expected credit losses is adjusted to reflect the risk of default during the lifetime of the financial asset should a significant change in credit risk be identified.

The majority of the Company's financial assets are expected to have a low risk of default. A review of the historical occurrence of credit losses indicates that credit losses are insignificant due to the size of the Company's clients and the nature of its activities. The outlook for the natural resources industry is not expected to result in a significant change in the Company's exposure to credit losses. As lifetime expected credit losses are not expected to be significant the Company has opted not to adopt the practical expedient available under IFRS 9 to utilise a provision matrix for the recognition of lifetime expected credit losses on trade receivables. Allowances are calculated on a case-by-case basis based on the credit risk applicable to individual counterparties.

Fair Value Measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

Impairment of non-current assets
carrying values of all non-current assets are reviewed for impairment when there is an indication that the assets might be impaired. Any provision for impairment is charged to the statement of comprehensive income in the year concerned.

Impairment losses on other non-current assets are only reversed if there has been a change in estimates used to determine recoverable amounts and only to the extent that the revised recoverable amounts do not exceed the carrying values that would have existed, net of depreciation or amortisation, had no impairments been recognised.

1.16 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at the bank and other short-term liquid investments with original maturities of three months or less.

1.17 Financial liabilities at amortised cost

Financial liabilities at amortised cost include debt instruments and the host contract element of hybrid liabilities containing embedded derivatives. These liabilities are measured initially at transaction price, less issue costs and the separation of the fair value of embedded derivatives. They are subsequently measured at amortised cost using the effective interest method.

1.18 Derivative liabilities

Embedded derivatives are separated from the host contract at their estimated fair value at the date of the transaction. They are subsequently measured at fair value through profit and loss.

1.19 Trade payables

Trade payables are recognised at amortised cost. All of the trade payables are non-interest bearing.

1.20 Share capital

Ordinary shares are classified as equity. Shares issued in the period are recognised at the fair value of the consideration received.

1.21 Warrants

Warrants issued as part of financing transactions in which the holder receives a fixed number of shares on exercise of the warrant are fair valued at the date of grant and recorded within the warrant reserve. Fair value is measured by the use of the Black-Scholes model.

On expiry or exercise, the fair value of warrants is credited to reserves as a change in equity.

1.22 Non-controlling interests

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling, interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

Details concerning non-wholly owned subsidiaries of the Group that have material non-controlling interests are set out in note 21. The remaining non-controlling interest was purchased during 2022.

1.23 Share-based payments

Equity-settled share-based payments to directors are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions is set out in Note 22.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period or periods, based on the Group's estimate of equity instruments that will eventually vest. At each balance sheet date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to equity reserves.

In respect of equity-settled arrangements within the scope of IFRS 2 representing contingent consideration for the acquisition of assets, the value of the equity instruments is presumed to be equivalent to the fair value of the assets acquired. In the case of assets acquired on the acquisition of Greenfield, cost is deemed to be the best estimate of fair value.

2. Segmental reporting - *Analysis by geographical segment*

The loss before taxation arises within principally the UK and US. Net assets are principally in the UK and US. Based on an analysis of risks and returns, the Directors consider that the Group has two principal business segments based on geography, with the UK primarily representing head office costs of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the Board of Directors. The Directors therefore consider that no further segmentation is appropriate.

Year ended 30 September	United States 2022 £'000	United Kingdom 2022 £'000	Eliminations 2022 £'000	Total 2022 £'000	United States 2021 £'000	United Kingdom 2021 £'000	Eliminations 2021 £'000	Total 2021 £'000
External revenue	-	73	-	73	-	-	-	-
Inter-segment sales	-	-	-	-		88	(88)	-
Cost of sales	-	-	-	-	-	-	-	-
Gross profit/(loss)	-	73	-	73	-	88	(88)	-
Impairment	-	-	-	-	(8,679)	-	-	(8,679)
Administrative expenses	(102)	(1,417)	-	(1,519)	(773)	(1,188)	88	(1,873)
Foreign exchange gains/(losses)	979	11	-	990	359	(14)	-	345
Operating profit/(loss)	877	(1,333)	-	(456)	(9,093)	(1,114)	-	(10,207)
Finance (costs)/income	(153)	(81)	-	(234)	-	-	-	-
Share of loss of joint venture	-	-	-	-	(84)	-	-	(84)
Profit/(loss) before taxation	724	(1,414)	-	(690)	(9,177)	(1,114)	-	(10,291)
Non-Current assets:								
– Exploration and development assets	5,033	-	-	5,033	3,947	-	-	3,947
– Other	23	-	-	23	25	-	-	25
- Investments at FVTPL	1,830	-	-	1,830	-	-	-	-
	6,886	-	-	6,886	3,972	-	-	3,972
Current assets:								
Trade and other receivables	47	54	-	101	-	104	-	104
Other financial assets	-	-	-	-	371	-	-	371
Cash and cash equivalents	-	206	-	206	15	711	-	726
Total assets	6,933	260	-	7,193	4,358	815	-	5,173
Current liabilities:								
Trade and other payables	(29)	(317)	-	(346)	(498)	(310)	-	(808)
Financial liabilities	(1,144)	(291)		(1,435)				
Total liabilities	(1,173)	(608)	-	(1,781)	(498)	(310)	-	(808)

3. Impairment losses

Impairment losses recognised during the year were as follows:

	2022	2021
	£'000	£'000
Oil shale exploration property, plant and equipment	**-**	386
Oil shale exploration intangible assets	**-**	8,293
Total impairment losses for the financial year	**-**	8,679

The impairments in 2021 arose as a result of the reassessment by the Directors of the Group's future strategy and intentions for the commitment of future resources towards oil shale exploration and extraction activities and the absence of a committed budget or programme for such work.

4. Finance costs

	2022	2021
	£'000	£'000
Interest payable	**223**	-
Change in fair value of derivatives	**11**	-
Interest income	**-**	(1)
Total finance costs for the financial year	**234**	(1)

5. Operating loss

The following items have been charged/(credited) in arriving at operating loss:	**2022**	2021
	£'000	£'000
Auditors' remuneration: audit services	**40**	43
Rentals payable in respect of land and buildings	**26**	10

6. Taxation

There is no tax charge in the year due to the loss for the year.

Factors affecting the tax charge:	**2022**	2021
	£'000	£'000
Loss on ordinary activities before tax	**(664)**	(10,291)
Loss on ordinary activities at standard rate of corporation tax in the Isle of Man of 0% (2021: 0%)	**-**	-
Tax charge for the financial year	**-**	-

No charge to taxation arises due to the losses incurred. TomCo is not subject to tax in Isle of Man, but is subject to tax in its subsidiaries operating in USA, however, the Group is loss making and has no taxable profits to date. No deferred tax asset has been recognised on accumulated tax losses because of uncertainty over the timing of future taxable profits against which the losses may be offset.

Disclosure concerning deferred tax is given in note17.

7. Employees and Directors

The Group has one employee (2021: one) other than the Directors, whose emoluments comprise fees paid for services. The amounts for their services are detailed below:

	Salaries	**Severance pay**	**Share-based payment expense**	Salaries	Severance pay	Share-based payment expense
	2022	**2022**	**2022**	2021	2021	2021
	£'000	**£'000**	**£'000**	£'000	£'000	£'000
J. Potter	**233**	**-**	**96**	139	-	74
M. Groat	**50**	**-**	**39**	38	-	28
L. Castro	**42**	**-**	**32**	19	-	20
Z. Phillips *(appointed 24 January 2022)*	**25**	**-**	**-**	-	-	-
R. Horsman (*resigned 24 January 2022)*	**12**	**-**	**16**	30	-	10
R. Kirchner *(resigned 4 June 2021)*	**-**	**-**	**-**	15	30	-
Total remuneration	**362**	**-**	**183**	241	30	132

In addition, during the year Richard Horsman received £30,000 in consideration for the waiver of his rights over 7.5 million share options. £20,000 of this sum has been expensed to profit and loss. The remaining £10,000 has been recognised in equity.

8. Loss per share

Basic loss per share is calculated by dividing the losses attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. Reconciliations of the losses and weighted average number of shares used in the calculations are set out below.

Financial year ended 30 September 2022	Losses £'000	Weighted average number of shares	Per share Amount Pence
Basic and Diluted EPS			
Losses attributable to ordinary shareholders on continuing operations	(690)	1,661,402,854	(0.04)
Total losses attributable to ordinary shareholders	**(690)**	**1,661,402,854**	**(0.04)**

Financial year ended 30 September 2021			
Basic and Diluted EPS			
Losses attributable to ordinary shareholders on continuing operations	(10,017)	1,323,206,884	(0.76)
Total losses attributable to ordinary shareholders	(10,017)	1,323,206,884	(0.76)

The warrants, share options and conversion options which were issued or for which entitlement to warrants was established in the current and prior years (Notes 18 and 19) are anti-dilutive. As these instruments would be anti-dilutive a separate diluted loss per share is not presented.

9. Intangible assets

	Oil & Gas Exploration and evaluation expenditure £'000	Oil & Gas Development expenditure £'000	Oil & Gas Patents and patent applications £'000	Oil & Gas Total £'000
Cost				
At 1 October 2020	8,819	1,314	33	10,166
Additions	2	-	-	2
Acquisition of subsidiary	-	3,875	-	3,875
Translation differences	(534)	72	(3)	(465)
At 30 September 2021	8,287	5,261	30	13,578
Additions	204	433	-	637
Adjustment (see below)	-	(136)	-	(136)
Translation differences	35	550	-	585
At 30 September 2022	**8,526**	**6,108**	**30**	**14,664**
Amortisation/Impairment				
At 1 October 2020	-	1,314	18	1,332
Amortisation	-	-	6	6
Impairment	8,287	-	6	8,293
At 30 September 2021	8,287	1,314	30	9,631
Amortisation	-	-	-	-
Impairment	-	-	-	-
At 30 September 2022	**8,287**	**1,314**	**30**	**9,631**
Net book value				
At 30 September 2022	**239**	**4,794**	**-**	**5,033**
At 30 September 2021	-	3,947	-	3,947
At 30 September 2020	8,819	-	15	8,834

During the year creditors of £136,000 in respect of additions to development expenditure in 2022 were waived.

The assets acquired with Greenfield are described at note 1.9. The exploration and development licences comprise nine Utah oil shale leases covering approximately 15,488 acres. These assets were impaired in full as at 30 September 2021 for the reasons given in note 1.10.The impairment value represents the estimated value in use of the assets concerned, which is estimated at nil. The discount rate is not relevant for the purposes of computing the quantum of the impairment loss. The impairment relates to assets in the US geographical reporting segment.

10. Property, plant and equipment

	Exploration and evaluation equipment Total £'000
Cost at 1 October 2020	411
Translation differences	(25)
At 30 September 2021	386
Translation differences	-
At 30 September 2022	**386**
Impairment at 1 October 2020	-
Charge for year	386
At 30 September 2021 and 2022	386
Net book value	
At 30 September 2022	**-**
At 30 September 2021	-
At 30 September 2020	411

These assets were impaired in full as at 30 September 2021 and remain so for the reasons given in note 1.10.The impairment value represents the estimated value in use of the assets concerned, which is estimated at nil. The discount rate is not relevant for the purposes of computing the quantum of the impairment loss. The impairment relates to assets in the US geographical reporting segment.

11. Investments at FVTPL

Financial assets at fair value through profit or loss	**£0**	**£0**
	Level 3	**Total**
Amortised cost at 30 September 2021	**-**	**-**
Transfer of deposit from current asset	371	371
Additions	1,171	1,171
Foreign Exchange	288	288
Amortised cost at 30 September 2022	**1,830**	**1,830**
The financial assets splits are as below:		
Non-current assets – listed	**-**	**-**
Non-current assets – unlisted	**1,830**	**-**
Total	**1,830**	**-**

The Group purchased a 10% membership interest in Tar Sands Holdings II LLC ("TSHII") during the year and holds an option to purchase the remaining 90% for additional cash consideration of $16.25 million by an extended deadline of 30 April 2023. The Directors have determined that the asset is an appropriate estimate of the fair value of the Group's investments in TSHII as at 30 September 2022. To further support the carrying value, the Group also announced the findings of an independent report commissioned from Netherland, Sewell & Associates, Inc. ("NSAI") estimating the on the mining properties comprising the TSHII site. Further details are disclosed in the Strategic Report. The Directors do not consider there to be any impairment of the investments as at 30 September 2022.

The Directors also separately assessed the fair value of the option and concluded that the option was not material due to its short expiry date and has therefore not been recognised as intangible asset.

12. Trade and other receivables

Current	**Group 2022 £'000**	Group 2021 £'000
Other receivables	**70**	51
Prepayments and accrued income	**31**	53
	101	104
Non-current		
Other receivables	**23**	25
Total Receivables	**124**	129

As at 30 September 2022, there were no receivables considered past due (2021: £Nil). The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable and cash and cash equivalents as disclosed in Note 14.

All current receivable amounts are due within six months.

13. Other financial assets

Current	**Group 2022 £'000**	Group 2021 £'000
Deposit	**-**	371
Total	**-**	371

As at 30 September 2021, Greenfield had paid a deposit of US$500,000 against the possible acquisition of a 10% membership interest in Tar Sands Holdings II LLC, a Utah limited liability company for US$2 million. In 2022, this amount was used for the purchase a 10% interest. See note **Error! Reference source not found.**.

14. Cash and cash equivalents

	Group 2022 £'000	Group 2021 £'000
Cash at bank and in hand	**206**	726

The Group earns 0.05% (*2021: 0.05%*) interest on its cash deposits, consequently the Group's exposure to interest rate volatility is not considered material.

15. Loans

Current	Group 2022 £'000	Group 2021 £'000
Term loan	**1,144**	-
Convertible loan-debt element	**148**	-
Convertible loan-derivative liability	**143**	-
	1,435	-

The convertible loan was for a principal sum of £375,000 and due for settlement by either conversion or repayment by 30 November 2022. It carried a premium on repayment or settlement, irrespective of the date of settlement, of 5%. The loan was convertible at any time prior to 30 November 2022.

The conversion price per new Ordinary Share under the loan facility was the lower of: (i) 0.75 pence; and (ii) the volume-weighted average price of an Ordinary Share during any five of the fifteen business days prior to service or deemed service of a conversion notice, as selected by the noteholder(s) concerned and sourced from Bloomberg L.P., discounted by 15%. TomCo could elect to repay the loan amounts, but noteholders were entitled to exercise the conversion option prior to receipt of a notice of intention to repay. Conversion was mandatory for any holders that had not been repaid or converted prior to 30 November 2022.

Because the loans were capable of being settled by the issue of a variable number of ordinary shares, the loan was accounted for as a liability. Further, there was an embedded written call option that had to be separated out from the host contract and accounted for at fair value. In addition, warrants with a fair value of £165,000 were issued to the loan note holders, and these were accounted for as issue costs in connection with the facility. The debt element, net of the derivative liability and issue costs, was accounted for at amortised cost using the effective interest method.

Fair value disclosures

Recurring fair value measurements

	Fair value measurement at 30 September 22	**Using**		
		Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	£'000	**£'000**	**£'000**	**£'000**
Derivative liabilities	**143**	**-**	-	143

The derivative has been valued using an option model and Monte Carlo simulation and the following inputs:

	30 September 2022
Share price	0.475p
Volatility	88.5%
Risk free rate	4.14%

The valuation was carried out by external third parties and reviewed and adopted by the Directors. The Group does not have formal processes and policies in connection with fair value measurement, as it is not a routine feature of the Group's business model.

Reconciliation of fair value measurements using Level 3 inputs

Derivative liabilities

	£'000
Opening balance	**-**
Issues during year	**132**
Unrealised loss recognised in profit and loss	**11**
Closing balance	**143**

The Level 3 inputs used in the fair value measurement were volatility assumptions. An increase in volatility by itself would lead to an increase in the value of the liability and vice versa.

Further disclosure is provided in note 23 on financial instruments.

In early October 2022, the principal amount of the above mentioned unsecured convertible loan facility of £375,000, together with associated interest, was settled by way of share issue. Further details are disclosed in note 28.

16. Trade and other payables

	Group	Group
	2022	2021
Current	**£'000**	£'000
Trade payables	**71**	160
Other payables	**50**	395
Accruals	**225**	253
	346	808

All current amounts are payable within six months and the Directors consider that the carrying values adequately represent the fair value of all payables.

17. Deferred tax

Unrecognised losses

The Group has tax losses in respect of excess management expenses of approximately £14.0 million (*2021: £12.7 million*) available for offset against future Company income. This gives rise to a potential deferred tax asset at the reporting date of £3.5 million (*2021: £2.9 million*). No deferred tax asset has been recognised in respect of the tax losses carried forward as the recoverability of this benefit is dependent on the future profitability of the Company, the timing of which cannot reasonably be foreseen but the excess management expenses have no expiry date. In addition, subsidiary entities have accumulated losses of approximately £8.5 million for which no deferred tax asset is recorded given the uncertainty of future profits.

18. Share capital

	Number of shares in issue	**2022 £**
Issued and fully paid at 1 October 2020 - shares of no par value	**673,634,235**	**-**
November 2020-placing of new ordinary shares (note 19)	777,777,777	-
At 30 September 2021	**1,451,412,012**	**-**
November 2021-exercise of warrants (note 20)	46,666,666	-
January 2022-placing (note 19)	250,000,000	
At 30 September 2022	**1,748,078,678**	

In addition to shares for which warrants and options were issued as consideration for the acquisition of the remaining 50% interest in Greenfield in August 2021, there are 592.8 million shares potentially issuable to Valkor LLC. The issue of such shares is contingent upon the Company receiving funds from, or drawing down on, a loan or credit facility granted in connection with the proposed construction of an oil sands processing facility by August 2024.

19. Share premium

	2022	2021
	£'000	£'000
At 1 October	**31,142**	29,222
November 2020 - subscription of new shares at 0.45 pence per share, net of costs	**-**	3,226
Issue of warrants to placees (note 20)	**-**	(1,306)
November 2020-Exercise of warrants (note 20)	**210**	-
January 2022-subscription of new shares at 0.5p, net of costs	**1,175**	-
At 30 September	**32,527**	31,142

20. Warrants

At 30 September 2022, the following share warrants were outstanding in respect of ordinary shares:

	2022	2022	2021	2021
	number	Weighted average exercise price Pence	number	Weighted average exercise price Pence
Outstanding at 1 October	**704,575,640**	**0.88**	269,791,515	1.0
Expired during the year	**(260,481,624)**	**(1.02)**	(771,429)	(3.5)
Granted during the year	**55,000,000**	**0.75**	435,555,554	0.85
Exercised during the year	**(46,666,666)**	**(0.45)**	-	-
Outstanding at 30 September	**452,427,350**	**0.88**	704,575,640	0.88
Exercisable at 30 September	**452,427,350**	**0.88**	704,575,640	0.88

The inputs into the Black-Scholes model for calculating the estimated fair value of warrants granted, at their grant date, were as follows:

	2022	2021
Share price (pence)	0.55	0.45
Exercise price (pence)	0.75	0.45-0.9
Expected volatility	109%	148%
Risk-free rate	2.4%	1%
Expected period before exercise (years)	2	2

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Issue of Warrants

435,555,554 warrants were issued during the year ended 30 September 2021 at exercise prices of between 0.45p and 0.9p per share.

55,000,000 warrants were issued in the year ended 30 September 2022 at an exercise price of 0.75p in connection with the issue of the convertible loan described in note 15.

Each warrant in issue is governed by the provisions of warrant instruments representing the warrants which have been adopted by the Company. The rights conferred by the warrants are transferable in whole or in part subject to and in accordance with the transfer provisions set out in the Articles. The warrants outstanding at 30 September 2022 had a weighted average exercise price of 0.88p (*2021: 0.88p*) and a weighted average remaining contractual life of 0.15 years (*2021: 0.95 years*).

21. Non-controlling interests

Details of non-controlling interests are as follows:

Name of subsidiary	Proportion of ownership interests and voting rights held by non-controlling interests		Total comprehensive loss allocated to non-controlling interest		Accumulated non-controlling interest	
	2022 %	2021 %	2022 £'000	2021 £'000	2022 £'000	2021 £'000
TurboShale Inc.	-	20	(11)	(270)	-	(443)

The remaining non-controlling interest in TurboShale was purchased during the year for $15,000.

22. Share-based payments

The Company implemented a share option scheme for its Directors during the year ended 30 September 2018. Further issues of options took place in June 2020 and June 2021. Options are exercisable at a price equal to the quoted market price of the Company's shares at the date of grant. The vesting period is between six months and 1 year. If the options remain unexercised after a period of ten years from the date of grant (5 years in the case of options granted in June 2020) the options expire. Options are forfeited if the director leaves the Company before the options vest.

Details of the share options issued during the year and outstanding at the year-end are as follows:

	2022 number	**2022** Weighted average exercise price Pence	2021 number	2021 Weighted average exercise price Pence
Outstanding as at 1 October	**105,865,078**	**0.70**	17,365,078	1.50
Granted during the year	**-**	**-**	90,500,000	0.54
Lapsed during the year	**-**	**-**	(2,000,000)	0.60
Settled during the year	**(7,500,000)**	**(0.54)**	-	-
Outstanding at 30 September	**98,365,078**	**0.70**	105,865,078	0.70
Exercisable at 30 September	**98,365,078**		17,365,078	

Details of the options held by each Director are provided in the Directors' Report on page 9.

The inputs into the Black-Scholes model for calculating the estimated fair value of options granted, at their grant date, were as follows:

	2022	2021
Share price (pence)	-	0.54
Exercise price (pence)	-	0.54
Expected volatility	-	127-142%
Risk-free rate	-	1%
Expected period before exercise (years)	-	1.5

Expected volatility was determined by calculating the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

No new options were granted in the year ended 30 September 2022.The fair value of each option granted during 2021 year was estimated at 0.35 pence at the date of grant. The weighted average unexpired life of the options at 30 September 2022 was 7.9 years (2021: 8.95 years).

The charge recognised in profit or loss for 2022 was £194,000 (2021: £135,000).

Where equity instruments to be issued as consideration for the purchase of a group of assets that does not constitute a business are within the scope of IFRS 2, the value of the equity instruments is determined by reference to the fair value of the net assets acquired. This is deemed to be cost at the date of acquisition.

23. Financial instruments

The Group's financial instruments, other than its investments, comprise cash and items arising directly from its operations such as other receivables, and trade payables.

Management review the Group's exposure to currency risk, interest rate risk, liquidity risk and credit risk on a regular basis and consider that through this review they manage the exposure of the Group. No formal policies have been put in place in order to hedge the Group's activities to the exposure to currency risk or interest risk, however, this is constantly under review.

There is no material difference between the book value and fair value of the Group and Company's cash and other financial assets.

Currency risk

The Group has overseas subsidiaries which operate in the United States and include expenses, assets and liabilities denominated in US$. Foreign exchange risk is inherent in the Group's activities and is accepted as such. The effect of a 10% strengthening or weakening of the US dollar against sterling at the reporting date would, all other variables held constant, result in a gain or loss reported in profit and loss of approximately £545,000 (2021: £422,000).

Interest rate risk

The Group and Company manage the interest rate risk associated with the Group's cash assets by ensuring that interest rates are as favourable as possible, whether this is through investment in floating or fixed interest rate deposits, whilst managing the access the Group requires to the funds for working capital purposes.

The Group's cash and cash equivalents are subject to interest rate exposure due to changes in interest rates. Short-term receivables and payables are not exposed to interest rate risk. The Group borrows at fixed interest rates and therefore there is no effect on profit and loss attributable to changes in interest rates.

A 1% increase or decrease in the floating rate attributable to the cash balances held at the year-end would not result in a significant difference in interest receivable.

Liquidity risk

At the year end the Group and Company had cash balances comprising the following:

Bank balances	**Group** **2022** **£'000**	Group 2021 £'000
British Pounds	**198**	667
US Dollars	**8**	59
Total	**206**	726

All financial liabilities of the Group mature in less than 12 months: details of the analysis of such liabilities is provided in Notes 15 and 16.

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. Refer to Note 1.1 for details of going concern.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 90 days.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or a counter party to a financial instrument fails to meet its contractual obligations. The Group is principally exposed to credit risk on cash and cash equivalents with banks and financial institutions. For banks and financial institutions, only independently rated parties with an acceptable rating are utilised. There has been no significant change in credit risk since the recognition of applicable assets and therefore no credit losses have been recognised on financial assets.

Capital management policies

In managing its capital, the Group's primary objective is to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, through new share issues or debt, the Group considers not only its short-term position but also its long-term operational and strategic objectives.

24. Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the cash flow statement as cash flows from financing activities:

Group 2022	1 October £'000	Financing cash flows £'000	Non-cash transactions £'000	30 September £'000
Loans	-	**1,348**	**(56)**	**1,292**
Total	**-**	**1,348**	**(56)**	**1,292**
Group 2021				
Loans	-	-	-	-
Total	-	-	-	-

25. Related party disclosures

The Directors are Key Management and information in respect of Key Management is provided in Note 7.

26. Ultimate controlling party

As at 30 September 2022 and 30 September 2021 there was no ultimate controlling party.

27. Operating lease commitments

At 30 September 2022, the Group had no operating lease commitments (2021: £nil).

28. Subsequent events

i In early October 2022, the Group drew down the second £375,000 balancing tranche of the committed unsecured convertible loan facility on similar terms to those described in note 15. Warrants over a further 50 million shares, with an exercise price of 0.75p per share, were issued in connection with this additional drawdown.

ii During October 2022, the entire £750,000 principal amount of the abovementioned two tranche unsecured convertible loan facility, together with associated interest, was settled by way of the issue of, in aggregate, 237,140,577 new ordinary shares.

iii On 30 November 2022, the Company raised £0.925 million gross through the placing of 264,285,714 new ordinary shares at a price of 0.35 pence per share to provide additional funds to cover the Company's expenditure as it progresses its plans for Greenfield. The Valkor Loan, having previously been extended on 31 May 2022, 28 June 2022, 1 August 2022, 1 September 2022, 14 October 2022 and 1 November 2022, was also further varied to extend the repayment date for the then remaining $1 million principal amount to the completion date of a suitable funding transaction for Greenfield that provides sufficient funds to TomCo to, inter alia, enable it to affect repayment. The principal amount outstanding in respect of the Valkor Loan is currently $750k raising £925,000 (gross).

iv On 30 March 2023, the Company obtained a new four tranche unsecured committed convertible loan note facility of up to £1 million to provide additional working capital for the Group as required, whilst the Company seeks to finalise funding arrangements for Greenfield. If and when drawn down, interest equating to a fixed amount of five per cent. of the principal amount drawn down shall accrue until repayment, conversion or redemption of the relevant notes with a scheduled maturity date of 31 March 2024. The conversion price per new ordinary share under the facility shall be determined as the lower of: (i) 0.60 pence; and (ii) the volume-weighted average price of an ordinary share during any five of the fifteen business days prior to service or deemed service of a conversion notice, as selected by the noteholder(s) concerned and sourced from Bloomberg L.P., discounted by 15 %. Greenfield's option over the remaining 90% Membership Interest in TSHII for $16.25m, having previously been extended on several occasions, was also further extended to no later than 30 April 2023.

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