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This Document comprises a prospectus relating to Mast Energy Developments PLC (the "Company") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority ("FCA") made under section 73A of FSMA and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules. This Document has been approved by the FCA, as competent authority under Regulation (EU) 2017/1129 (the "Prospectus Regulation"). The FCA only approves this Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the issuer that is the subject of this Document and should not be considered as an endorsement of the quality of the securities that are the subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

Application has been made to the FCA for all of the ordinary share capital of the Company, issued and to be issued pursuant to the Placing, to be admitted to the Official List of the FCA (by way of a standard listing under Chapter 14 of the listing rules published by the FCA under section 73A of FSMA as amended from time to time) and to the London Stock Exchange plc ("London Stock Exchange") for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities ("Admission"). It is expected that Admission will become effective, and that dealings in the Ordinary Shares will commence, at 8.00 a.m. on 14 April 2021. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a "when issued" basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES AS SET OUT IN THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 9 OF THIS DOCUMENT.

The Directors, whose names appear on page 24 of this Document, and the Company, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company, the information contained in this Document is in accordance with the facts and the Document makes no omission likely to affect its import.

MAST ENERGY DEVELOPMENTS PLC

(Incorporated and registered in England and Wales with company number 12886458)

Placing of 44,320,000 Placing Shares at a placing price of £0.125 per Placing Share

Issue of 2,830,000 Adviser Shares at a price of £0.125 per Adviser Share

and

Admission of the Enlarged Share Capital to the Official List (by way of Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange's main market for listed securities

Ordinary Share capital immediately following the Placing, issue of the Adviser Shares and Admission at the £0.125 Placing Price

Issued and fully paid Ordinary Shares		
Nominal Value	Number	Market Capitalisation
£188,564.04	188,564,036	£23,570,504

Clear Capital Markets Limited ("CCM"), which is authorised and regulated by the FCA in the conduct of investment business, is acting exclusively for the Company and for no-one else in connection with the Placing and Admission and will not be responsible to anyone other than the Company for providing advice in relation to the contents of this Document or any matter referred to in it. CCM is not making any representation, express or implied, as to the contents of this Document, for which the Directors and the Company are solely responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by CCM for the accuracy of any information or opinions contained in this Document or for any omission of information, for which the Directors and the Company are solely responsible.

The information contained in this Document has been prepared solely for the purpose of the Placing and Admission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

The Placing Shares when issued will rank in full for all dividends or other distributions hereafter declared, made or paid on the ordinary share capital of the Company and will rank *pari passu* in all other respects with all other Ordinary Shares in issue on Admission.

This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada, Japan, the Republic of South Africa or the Republic of Ireland. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, transferred or distributed directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction. This Document does not constitute an offer to sell or a solicitation of an offer to purchase or subscribe for Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under the US Investment Company Act of 1940 ("US Investment Company Act") pursuant to the exemption provided by Section 3(c)(7) thereof, and investors will not be entitled to the benefits of the US Investment Company Act.

The distribution of this Document in or into jurisdictions other than the UK may be restricted by law and therefore persons into whose possessions this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

None of the Ordinary Shares have been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed comment upon or endorsed the merit of the offer of the Ordinary Shares or the accuracy or the adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

Application has been made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.

It should be noted that the FCA will not have authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply.

This Document is dated 26 March 2021.

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SUMMARY

SECTION A – WARNING TO INVESTORS

This summary should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor. An investor could lose all or part of their invested capital. Where a claim relating to the information contained in this Document is brought before a court the plaintiff investor might, under the national law, have to bear the costs of translating this Document before legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid investors when considering whether to invest in such securities.

The securities to which this Document relates are the Ordinary Shares of the issuer. The ISIN for the Ordinary Shares is GB00BMBSCV12. The issuer of the Ordinary Shares is Mast Energy Developments PLC. The issuer's contact details are: Salisbury House, London Wall, London EC2M 5PS, United Kingdom. This prospectus has been approved by the Financial Conduct Authority whose contact details are: +44 (0)20 7066 1000, 12 Endeavour Square, London E20 1JN, United Kingdom. The date of approval of this Document is 26 March 2021 2021.

SECTION B – KEY INFORMATION OF THE ISSUER

WHO IS THE ISSUER OF THE SECURITIES?

The legal and commercial name of the issuer is Mast Energy Developments PLC (the "Company"). The LEI of the Company is 213800HFVHGJ9YGO9F71. The Company was incorporated and registered in England and Wales on 17 September 2020 with company number 12886458 as a private limited company under the Companies Act 2006 with the name MAST Energy Developments Limited. The Company re-registered as a public limited company on 18 November 2020 and changed its name to MAST Energy Developments PLC on 18 November 2020.

Current operations / Principal activities and markets

Reserve power is the fastest growing energy sector in the UK to support a growing energy deficit. Reserve power is the process of timing energy supply so it can be used during periods of peak demand. The Company's business strategy is to acquire and develop a portfolio of flexible small-scale power generation assets, exploiting a growth niche market in the UK for reserve power generation to balance out the national grid at critical times.

Major Shareholders

Insofar as the Company is aware, as at 25 March 2021, being the latest practicable date prior to the publication of this Document, the Shareholders identified below will, on Admission, each have a direct or indirect interest in 3 per cent. or more of the Company's capital or voting rights:

Name	As at the date of this Document		On Admission	
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital
Kibo Energy PLC (through Kibo Mining (Cyprus) Ltd)	104,496,960	100%	104,496,960	55.42%
St Anderton on Vaal Ltd	-	0%	36,917,076	19.58%

The Company is the holding company of the Group comprising Sloane, MEP and Bordersley Power. The Company directly holds the entire issued share capital of Sloane. Subject to completion of the Share Exchange Agreement, the Company will directly hold the entire issued share capital of MEP from Admission by the acquisition of the remaining 40% of the entire issued share capital it does not currently hold. The Company directly holds the entire issued share capital of Bordersley Power. MEP and Bordersley Power are each incorporated and registered in England and Wales. On Admission, such Shareholders will not have special voting rights and the Ordinary Shares owned by them will rank *pari passu* in all respects with other Ordinary Shares.

The Company is not aware of any person who, either as at the date of this Document or immediately following Admission, exercises, or could exercise, directly or indirectly, jointly or severally, Control over the Company other than as set out above.

Key Managing Directors and Statutory Auditors

The key managing directors are Louis Coetzee and Paul Venter.

The statutory auditors are Crowe U.K. LLP.

WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

Company

The tables below set out a summary of the key financial information of the Company for the period ended 8 October 2020, as extracted from the Company's audited financial information.

The Company did not trade during the period from incorporation on 17 September 2020 to 8 October 2020. On incorporation, 1 ordinary share was issued at the par value of £0.001, fully paid up. On 25 September 2020, the Company acquired the entire issued share capital of Sloane from Kibo Cyprus, the Company's intermediate parent company, for total consideration of £2,615,929. Settlement of the acquisition cost comprised the issue of 9 ordinary shares of £0.001 par value at par, together with a Kibo Cyprus intercompany loan to the value of £2,615,929. On 8 October 2020, the Kibo Cyprus loan was converted into 104,496,950 ordinary shares of £0.001 par value at £0.025 per share. No other transactions occurred within the Company during the period. As at 8 October 2020, the Company had no cash and no borrowings. Other than set out above, there have been no other significant changes in the financial condition or operating results of the Company in the period ended 8 October 2020 or subsequent thereto.

Summary Statement of Financial Position

	Audited As at 8 October 2020 £
Total assets	2,615,929
Total equity	2,615,929

Summary Statement of Comprehensive Income

	Audited Period ended 8 October 2020 £
Total revenue	-
Operating profit	-
Loss and total comprehensive loss for the period	-

Summary Statement of Cash Flows

	Audited Period ended 8 October 2020 £
Cash used in operating activities	-
Cash used in financing activities	-
Cash increase during the period	-

Sloane Group

The tables below set out a summary of the key financial information of Sloane Group for the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 as extracted from the Company's audited financial information for these years, and the six-month period ended 30 June 2020, as extracted from the Company's audited financial information for this period.

During the three years ended 31 December 2019 and the six-month period ended 30 June 2020, Sloane Group reported an aggregate operating loss of £518,776, comprising energy prospecting expenditure of £429,000 and administrative expenses of £89,776. No equity was issued by Sloane Group during the period. Loan financing was provided by Kibo, Sloane Group's ultimate parent company, to the value of £148,482 and from third parties to the value of £228,771. During the period, the Sloane Group reported a net cash inflow of £34 and had cash reserves of £234 as at 30 June 2020. During the year ended 31 December 2018, Sloane Group acquired 60% of the issued share capital of MEP for total consideration of £300,000, settled by the issue of ordinary shares of Kibo, Sloane's ultimate parent company. During the year ended 31 December 2018, Sloane Group acquired 100% of the issued share capital of Bordersley Power for total consideration of £2,420,000, again settled by the issue of ordinary shares of Kibo. Other than set out above, there have been no other significant changes in the financial condition or operating results of Sloane Group in any of the periods ended 31 December 2017, 31 December 2018, 31 December 2019 or 30 June 2020 or subsequent thereto.

Summary Statement of Financial Position

	Audited As at 31 December 2017 £	Audited As at 31 December 2018 £	Audited As at 31 December 2019 £	Unaudited As at 30 June 2020 £
Total assets	1,848	301,754	2,895,258	2,895,234
Total equity	(18,407)	(46,767)	657,194	97,179

Summary Statement of Comprehensive Income

	Audited Year	Audited Year	Audited Year	Unaudited Six months	Unaudited Six months
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	ended 31 December 2017 £	ended 31 December 2018 £	ended 31 December 2019 £	ended 30 June 2019 £	ended 30 June 2020 £
Total revenue	-	-	-	-	-
Operating loss	(4,602)	(28,360)	(348,575)	(163,206)	(137,239)
Loss and total comprehensive loss for the year/period	(4,602)	(28,360)	(348,575)	(163,206)	(137,239)

Summary Statement of Cash Flows

	Audited Year ended 31 December 2017 £	Audited Year ended 31 December 2018 £	Audited Year ended 31 December 2019 £	Unaudited Six months ended 30 June 2019 £	Unaudited Six months ended 30 June 2020 £
Cash used in operating activities	(4,607)	(19,610)	(352,811)	(54,150)	(191)
Cash from/(used by) financing activities	6,255	19,516	351,315	54,087	167
Cash increase/(decrease) during the period	1,648	(94)	(1,496)	(63)	(24)

The unaudited Pro Forma Financial Information for the Enlarged Group has been prepared to illustrate the effects of: (i) the acquisition by the Company of the Sloane Group, ii) the acquisition of the remaining 40% of the issued share capital of MEP, (iii) the issue of the Placing Shares at the Placing Price, (iv) the issue of the Adviser Shares at the Placing Price and v) the cash payment of the Cash-Settled Transaction Costs on the assets, liabilities and equity of the Company had the acquisition, Placing and Admission occurred on 8 October 2020 and on its earnings for the period from incorporation on 17 September 2020 to 8 October 2020 had the acquisition, Placing and Admission occurred on 17 September 2020.

Unaudited pro forma Statement of Financial Position

	Company as at 8 October 2020 £	<u>Adjustment</u> Sloane Group adjustment £	<u>Adjustment</u> Share Exchange Agreement and consolidation adjustments £	<u>Adjustment</u> Placing Shares, Adviser Shares and Cash- Settled Transaction Costs £	Unaudited pro forma balances as at 8 October 2020 £
Total assets	-	2,895,234	(2,615,929)	4,745,000	7,640,234
Total equity	2,615,929	97,179	(2,615,929)	4,745,000	4,842,179

Unaudited pro forma Statement of Comprehensive Income

	Company 22 days ended 8 October 2020 £	<u>Adjustment</u> Sloane Group adjustment £	<u>Adjustment</u> Share Exchange Agreement and consolidation adjustments £	<u>Adjustment</u> Placing Shares, Adviser Shares and Cash- Settled Transaction Costs £	Unaudited pro forma results for the 22 days ended 8 October 2020 £
Revenue	-	-	-	-	-
Operating loss	-	(16,589)	-	(133,556)	(150,145)
Comprehensive loss for the period	-	(16,589)	-	(133,556)	(150,145)

WHAT ARE THE KEY RISKS SPECIFIC TO THE ISSUER?

- Regulatory Risk** - The UK power sector has undergone a number of considerable regulatory changes over the last few years and is now in a state of transition from large fossil-fuel plants to a more diverse range of power generation sources including renewables, small distributed plants and new nuclear. As a result, there is greater regulatory involvement in the structure of the UK power market than has been the case over the last 20 years. Therefore, there remains a risk that future interventions by Ofgem or Government could have an adverse impact on the underlying assets that MEP manages or owns. 1, 12.2
- Merchant Power Risk** - The assets that MEP manages or owns will receive revenue from the sale of energy onto the wholesale market or to end users at a price linked to the wholesale power market. Fluctuations in power prices going forward will affect the profitability of the underlying reserve power assets. MEP will also use its skills, capabilities and knowledge of the UK power market in order to optimise these wholesale revenues. MEP's ability to effectively manage price risk and maximise profitability through trading and/or risk management techniques will have a considerable impact on the revenues and returns to the assets that it manages or owns and therefore to the returns for investors in MEP.
- Development Activities** - MEP will be developing new project sites which will entail the incurrence of the costs of an internal team and third-party advisors in order to deliver and acquire shovel ready projects. This includes obtaining planning permission, securing land (under option to lease or freehold), and obtaining gas and grid connections. There are inherent

risks that MEP may not ultimately be successful in achieving the full development of every site and sunk costs could be lost. However the risk is mitigated as MEP targets shovel ready sites that adhere to MEP's due diligence threshold.

- **Project Construction Risk** - MEP will oversee the construction of projects and whilst the direct risk of delay of overrun to these projects is borne by the project investors, to these extents that these issues impact investors' returns MEP's performance fee component of its revenue could be adversely affected. Risks to project delivery include damage or disruption to suppliers or to relevant manufacturing or distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, or other reasons could impair our ability to deliver projects on time. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly MEP project delivery could adversely affect our business or financial results. If contractors are unable to meet the requirements, the project could suffer delays or cost increases. In extremis if we needed to change suppliers this can require long lead times hence only Blue Chip suppliers will be engaged. The failure of our suppliers (including Distribution Network Operators providing electrical connections) to meet our needs could occur for many reasons, including commissioning delays, technology failure, or network outage timing issues.

O&M Risk - Ongoing, effective operation and maintenance of the asset portfolio is critical in delivering the business plan. Equipment stoppages, interruption of fuel supply, impaired machine performance are risks that would have negative impact on performance.

SECTION C – SECURITIES

WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

Description of the type and the class of the securities being offered

Each prospective Placee will be offered one New Ordinary Share of £0.001 in exchange for every £0.125 invested. The securities subject to Admission are fully paid Ordinary Shares each which will be registered with ISIN GB00BMBSCV12 and SEDOL BMBSCV1.

Currency of the securities issue

The currency of the securities issued and to be issued is pounds sterling. The Placing Price is to be paid in pounds sterling.

Issued share capital

The issued share capital of the Company on Admission will consist of 188,564,036 Ordinary Shares of £0.001 each, comprising 104,496,960 issued Ordinary Shares at the date of this Document, the 36,917,076 Ordinary Shares issued to St Anderton on Vaal Ltd under the Share Exchange Agreement, the 44,320,000 Ordinary Shares that have been allotted to the Placees, conditional upon Admission, at a price of £0.125 per Ordinary Share and the 2,830,000 Ordinary Shares that have been allotted to River Group, conditional upon Admission, at a price of £0.125 per Ordinary Share. All Ordinary Shares will be fully paid up on Admission.

Rights attaching to the securities

The rights attaching to the Ordinary Shares will be uniform in all respects and they will form a single class for all purposes, including with respect to voting and for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

Each Ordinary Share grants a Shareholder who attends a general meeting (in person or by proxy) the right to one vote for or against or abstaining on Shareholder resolutions proposed by way of a show of hands, and one vote per Ordinary Share for or against or abstaining on Shareholder resolutions proposed by way of a poll vote.

Holders of the Placing Shares will be entitled to participate in any surplus assets in a winding up in proportion to their holdings of Ordinary Shares *pari passu* with other holders of Ordinary Shares.

Relative seniority of the securities in the event of insolvency

Not applicable. The Company does not have any other securities in issue or liens over its assets so the Ordinary Shares are not subordinated in the Company's capital structure as at the date of the prospectus and will not be immediately following Admission.

Restrictions on transferability

All Ordinary Shares are freely transferable subject to the following lock-up agreements. The locked-in Shareholders have undertaken to the Company that they will not, and will use all reasonable endeavours to procure that any Connected Persons (as defined in section 252 of the Companies Act 2006, as amended) will not (i) dispose of any interest in any Ordinary Shares which they have at the date of Admission or any Ordinary Shares which they may subsequently acquire within one year of Admission or any options to subscribe for Ordinary Shares for a minimum period of twelve months following Admission except in very limited circumstances; and (ii) dispose of any interest in Ordinary Shares other than in accordance with the reasonable requirements of the Company (or if applicable any new broker appointed by the Company) so as to ensure an orderly market for the issued share capital of the Company for a period of twelve months following the first anniversary of Admission.

These lock-in provisions will not apply in the event of an intervening court order, a takeover becoming or being declared unconditional, or the death of the Locked-In Shareholder.

Dividend policy

The nature of the Company's current business means that it is unlikely that the Directors will recommend a dividend in the early years following Admission. The Company may recommend distributions at some future date when it becomes commercially prudent to do so, having regard to the availability of the Company's distributable profits and the retention of funds required to finance future growth.

WHERE WILL THE SECURITIES BE TRADED?

Application for admission to trading on a regulated market

Application has been made for the Ordinary Shares to be admitted to the Official List of the FCA (by way of a standard listing under Chapter 14 of the listing rules published by the FCA under section 73A of FSMA as amended from time to time) and to the London Stock Exchange plc for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence on the London Stock Exchange at 8.00 a.m. on 14 April 2021.

WHAT ARE THE KEY RISKS SPECIFIC TO THE SECURITIES?

- Investors should recognise that the price of securities and the income from them can go down as well as up. The price at which the Ordinary Shares may trade and the price which the Shareholders may realise for their Ordinary Shares will be influenced by a large number of factors, some specific to the Company and some which may affect quoted companies generally. These factors could include the performance of the Company's operations, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory changes and general economic conditions. The value of the Ordinary Shares will therefore fluctuate and may not reflect their underlying asset value.
- An active trading market in the Ordinary Shares may not develop on the Standard List during the trading period because the trading of the Ordinary Shares may be volatile and subject to the same risks.
- The Company is applying for a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules on the basis of the Prospectus Regulation requirements. As a result, the Shareholders will be afforded a lower level of regulatory protection than that afforded to investors of a company with a Premium Listing.
- The Company's ability to pay dividends will depend on the level of profits and cash flows generated by the Company.
- The Company may issue additional Ordinary Shares without Shareholder approval, which would dilute existing ownership interest.

SECTION D – OFFER

UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?

Terms and conditions of the offer

The Company has, conditional, on Admission irrevocably raised £5,540,000 (before cash costs of £795,000) by the issue of 44,320,000 Ordinary Shares which have been issued, conditional only on Admission, at £0.125 per Ordinary Share by the Company with investors through the Placing.

The Placing is conditional on Admission occurring by 14 April 2021 and is otherwise irrevocable. The rights attaching to the Ordinary Shares will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

Dilution

There is no subscription offer to existing equity holders. The Placing and Admission will result in the existing shareholders being diluted from owning 100 per cent. of the Existing Ordinary Share capital as at the date of this Document so as to constitute 55.42% per cent. of the Enlarged Share Capital.

Total net proceeds / expenses

The Company has conditionally raised Gross Placing Proceeds of £5,540,000. The total expenses of the Placing and Admission are £1,149,000, comprising £795,000 of Cash-Settled Transaction Costs and £354,000 of Shares-Settled Transaction Costs. The Cash-Settled Transaction Costs comprise brokers' commissions on the Gross Placing Proceeds, legal and financial due diligence costs and general transaction advice. The £795,000 Cash-Settled Transaction Costs will be paid in cash from the Gross Placing Proceeds. The £354,000 Shares-Settled Transaction Costs comprise transaction advisory services provided by River Group, to be settled by the issue of the Adviser Shares. As a result, the Net Placing Proceeds will be £4,745,000, being the Gross Placing Proceeds of £5,540,000 less the Cash-Settled Transaction Costs of £795,000.

WHY IS THIS PROSPECTUS BEING PRODUCED?

Reasons for the offer and use of proceeds

The Company's business strategy is to acquire and develop a portfolio of flexible, small-scale power generation assets, exploiting a growth niche market in the UK for reserve power generation to balance out the national grid at critical times. The Company has identified multiple sites across the UK where it aims to construct power plants, utilising natural gas, which burns cleaner than other fossil fuels and enables renewables to supply the UK electricity market. The Company has already acquired one site, the Bordersley Project, that is unencumbered and ready for development with lucrative locked-in offtake and EPC agreements. This Document is being produced to enable the Company to raise sufficient funds to allow it to develop its existing Bordersley Project, acquire Project 2 (a 9MW in Alferton Derbyshire) and Project 3 (a 6MW in West Midlands) and to cover Group operating expenditure.

The Net Placing Proceeds of £4,745,000, being the £5,540,000 Gross Placing Proceeds less the £795,000 Cash-Settled Transaction Costs, will be used to fund:

- capital expenditure to further develop the Bordersley Project under a joint development agreement with AB Impianti S.R.L., including construction of the reserve power plant and infrastructure required for the site to be operational - £1,140,000;
- Project 2 (9MW in Alferton Derbyshire) cash acquisition costs, including cash consideration, associated costs and expenses for the acquisition if and when binding terms are entered into - £1,500,000;
- Project 3 (6MW in West Midlands) cash acquisition costs, including cash consideration, associated costs and expenses for the acquisition if and when binding terms are entered into - £180,000; and
- operating costs of the Group - £1,925,000

The Offer is not underwritten.

RISK FACTORS

Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy and the sector in which it operates, risks relating to taxation and risks relating to the Ordinary Shares. Prospective investors should carefully consider risk factors associated with any investment in the Ordinary Shares, together with all other information contained in this Document including, in particular, the risk factors described below.

Prospective investors should note that the risks relating to the Company, its sector of activity and the Ordinary Shares summarised in the section of this Document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Document headed "Summary" but also, among other things, the risks and uncertainties described below.

The risks referred to below are those risks the Company and the Directors consider to be the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial condition, results of operations or prospects. Investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Further, investors could lose all or part of their investment.

RISKS RELATING TO THE COMPANY

Regulatory Risk

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

The Group's operations and properties may be subject to extensive and changing laws and regulations relating to environmental protection, including the generation, storage, handling, emission, transportation and discharge of materials into the environment, and relating to safety and health. The trend in any country in environmental legislation and regulation generally is toward stricter standards. Adverse regulatory changes or intervention may have a material adverse effect on the Group's business, operations, financial condition and/or prospects.

Merchant Power Risk

The assets that the Group manages or owns will receive revenue from the sale of energy onto the wholesale market or to end users at a price linked to the wholesale power market. Fluctuations in power prices going forward will affect the profitability of the underlying reserve power assets. The Group will also use its skills, capabilities and knowledge of the UK power market in order to optimise these wholesale revenues.

The Group's ability to effectively manage price risk and maximise profitability through trading and/or risk management techniques will have a considerable impact on the revenues and returns to the assets that it manages or owns and therefore to the returns for investors in the Company. A sustained dip in power prices will affect the profitability of the underlying reserve power assets and may have a materially adverse effect on the Group's business, operations, financial condition and/or prospects which may reduce or delay any net return derived by the Shareholders from an investment in the Company.

Development Activities

The Group will be developing new project sites which will entail the incurrence of the costs of an internal team and third-party advisors in order to deliver shovel ready projects. This includes obtaining planning permission,

securing land (under option to lease or freehold), and obtaining gas and grid connections. There are inherent risks that the Group may not ultimately be successful in achieving the full development of every site due to various factors outside the control of the Group and sunk costs could be lost.

Planning permission may not be approved for development of the project site, or onerous conditions could be imposed on the Group for the approval of such planning permission. This may result in the Group being unable to develop a project site and any sunk costs could be lost. In that instance the Directors would look to use their experience in order to find ways to mitigate any loss and enhance shareholder value.

There is no guarantee that the Group will be able to secure gas and/or grid connections at a project site, failure to obtain gas and/ or grid connection will prevent the Group from developing the project site as required and any sunken costs could be lost. This may have a materially adverse impact on the revenue and profit of the Company which may reduce or delay any net return derived by the Shareholders from an investment in the Company.

The Group has looked to mitigate these risks by targeting shovel ready sites that adhere to the Group's due diligence threshold, set by the Directors using their experience.

Project Construction Risk

The Group will oversee the construction of projects and any delays or overrun could result in the Company's revenue being adversely affected and could result in a delay or reduction in any net return derived by the Shareholders from an investment in the Company.

Risks to project delivery include damage or disruption to suppliers or to relevant manufacturing or distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, or other reasons could impair our ability to deliver projects on time. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly project delivery could adversely affect the Company's business or financial results.

If contractors are unable to meet the requirements, the project could suffer delays or cost increases. This could result in delays to revenue and a reduction in profits which could result in a reduction or delay in net return derived by the Shareholders from an investment in the Company. In extremis if the Group needed to change suppliers this can require long lead times hence only Blue Chip suppliers will be engaged. The failure of the Company's suppliers (including Distribution Network Operators providing electrical connections) to meet needs could occur for many reasons, including commissioning delays, technology failure, or network outage timing issues.

O&M Risk

Ongoing, effective operation and maintenance of the asset portfolio is critical in delivering the business plan. Equipment stoppages, interruption of fuel supply, impaired machine performance are risks that would have negative impact on performance and could result in additional costs or delays in revenue streams which may result in distributions to the Company's business and potential profitability.

These risks lie outside of the control of the Group, however Group has looked to mitigate these risks by engaging Blue Chip suppliers. These risks may have an adverse effect on the Company's profitability and could impact any return to the Shareholders from an investment in the Company.

Market Competition

The UK energy market is a competitive environment and while the Group has identified that a clear opportunity exists in respect of reserve power competitors are also developing projects. The expansion of flexible capacity supplying the market may have an adverse impact on the pricing and contracts that the assets the Group manages can achieve and may have an adverse effect on the Groups revenue stream from the projects under management the Group from a project and this may reduce or delay any net return derived by the Shareholders from an investment in the Company.

Counterparty Credit Risk

In order to trade the power that is produced by the plants it is necessary to contract with market counterparties that undertake the sale of the power. Due to the necessary payment cycles there is a credit risk with these counterparties, the Company has looked to mitigate this risk by choosing partners where such risk is minimised. The contractual power trader is Statkraft who is responsible to buy and market our energy and ensure profitability of our assets by trading only above our marginal cost of producing energy and the company has a contractual floor price, in the short- and long-term.

Statkraft is Europe's largest renewable power generator and leading market access provider. Statkraft is responsible for 61 TWh, has over 4000 employees in 17 countries and trades over 3 million energy related contracts a year. The partner has assets of NOK (mill) 170.154 and net profits of NOK (mil) 18.959 in 2019, connecting power generators to energy markets worldwide.

The choice of counterparty with the contractual floor price ensures cash flow and returns for the company on all the company's plants and pipeline sites reducing cash flow risk to the company and enhancing returns and yields for the shareholders.

Reliance on Specific Contracts and Retailers/Customers

The main contractor on which the Group places significant reliance in delivering the projects and for ongoing O&M services is the EPC provider. There is a risk that, for reasons outside the Group's control, the EPC provider is unable to deliver the services to which they are contracted to provide. If the EPC provider was unable to deliver the services this could result in delays to the development of the project or impact the continuing management of the project, which may result in an increase in costs or a reduction in the Group's revenue stream from a project whilst a new EPC provider is contracted. The Group will look to mitigate this risk by making extensive efforts to ensure the EPC identified is a top tier operator and is both a credible and creditworthy counterparty, but this will remain a risk to project delivery and may adversely affect the net return derived by the Shareholders from an investment in the Company.

Work Force

The Company's future success will depend, inter alia, on its future directors and management team. The recruitment of suitable skilled directors and retention of their services or the services of any future management team cannot be guaranteed. Failure to recruit suitably skilled directors and management team may result in delays to the development of the project and adversely impact operation at the project sites, this may adversely affect operation costs at the project sites and could adversely impact the profitability of the project sites managed by the Group.

Exchange Rate Fluctuations

A substantial proportion of the Company's revenue will be earned in GBP sterling. However, certain equipment or services may be purchased in USD or Euros. The Company may, from time to time, hedge a portion of its currency exposures and requirements to try to limit any adverse effect of exchange rate fluctuations on its operations, financial performance and prospects, but there can be no assurance that such hedging will eliminate the potentially material adverse effect of such fluctuations.

Failure to limited any exposure to fluctuations of the exchange rate, could lead to an increase in operation cost at the project sites managed by the Group and may result in a reduction in the profitability of the project sites managed by the Group. Any such reduction in profitability of the project sites may have a materially adverse effect on the net return derived by the Shareholders from an investment in the Company.

Intellectual Property

The Company is not currently aware of any intellectual property rights and patents which are or may be of material importance to the business or profitability of the Company, nor does the company expect any such intellectual property rights and patents to exist within 12 months from the date of this document. The Company may not be able to protect any intellectual property rights and patents that it may in the future obtain or develop related to technology and therefore, it could in the future be at risk of infringing the intellectual property rights of third parties. If the Company fails to protect any future intellectual property rights and patents it may face delays in operations at the projects sites or incur increased operational costs which may result in reduction in profitability at the project sites. A third party may acquire intellectual property rights and/or patents related to technology the Company utilises, in such case the Company may have to seek a licence to use such technology or face penalties. This may increase operational costs at a project site or prevent operations at a project site. The Company will look to limit any adverse effects and will monitor any potential intellectual property rights and patents related to technology it utilises but can make no assurances that this will eliminate the potential material adverse effects. The company does not expect to obtain or develop any intellectual property rights and patents within 12 months from the date of this document.

General Risks

The Company cannot guarantee that there will be a “liquid” market in the Ordinary Shares. An investment in the Ordinary Shares may thus be difficult to realise. The value of the Ordinary Shares may go down as well as up. Investors may therefore realise less than their original investment or sustain a total loss of their investment.

Share market conditions, may affect the ultimate value of the Company’s share price regardless of future operating performance.

The market price of the Company’s shares may not reflect the underlying value of the assets of the Company or its operations.

It is likely that the Company will need to raise further funds in the future, although the Company does not expect to need to raise further funds for at least the next 12 months. There is no guarantee that the then prevailing market conditions will allow for such a fundraising or that new investors will be prepared to subscribe for shares in the Company. Shareholders may be materially diluted by any further issue of shares by the Company.

The Company’s shares are intended for capital growth and therefore may not be suitable as a short-term investment.

The Company’s ability to pay dividends in the future is uncertain.

The Placing Price is at a premium to the net asset value per share

The Placing Shares are being issued at the price of £0.125 per share. The estimated net asset value per Ordinary Share post the Placing will be approximately 3.93p. The premium of the Placing Price to the estimated net asset value per share of approximately 318 per cent. places an intangible value on the strategy proposed by the Directors and the human capital contained in the Board, as well as reflecting the costs incurred in Admission. There can be no guarantee that the Ordinary Shares will be valued on the same basis used for the Placing following Admission and the price of the Ordinary Shares may fall.

Covid-19

The Covid -19 pandemic has presented many challenges, including initially disrupting access to the Bordersely project thereby impacting on-site planning and development and delaying the identification of further project sites. The Directors are closely monitoring commercial and technical aspects of the Group’s operations to mitigate the impact from the Covid-19 pandemic. If a Covid-19 related ‘lockdown’ is reintroduced, and on-site project development is forced to cease, the Company will reduce operating costs. The inability to gauge the length of such disruption adds a degree of uncertainty to planning. The principal risk is the delay to the development of new project sites if further restrictions on working and travel are introduced and this may have a material adverse impact on the Group’s revenue stream from the projects under management and this may reduce or delay any net return derived by the Shareholders from an investment in the Company.

RISKS RELATING TO THE COMPANY’S RELATIONSHIP WITH THE DIRECTORS AND CONFLICTS OF INTEREST

If the Company loses any of its key personnel, the Company’s ability to manage the business and continue the growth could be negatively impacted

The Company’s success depends to a significant extent on the quality of management of the Company. The Company’s business may be disrupted, additional cost may be incurred or the future of the Group may be jeopardised by a loss of or failure to retain sufficient numbers and quality of management staff or senior personnel.

Measures are in place to retain the services of the Directors and they are committed to the long term growth of the Company but there can be no assurance the Company’s present key personnel and Directors will remain with the Company, and the departure of any such person or Director may materially affect the Company’s business operations and the value of its Ordinary Shares. The future success of the Company is also in part dependent upon its ability to identify, attract, motivate and retain staff with the requisite experience. Measures are in place and are under review to reward and retain key individuals and to protect the Group from the impact of staff turnover.

The Directors will allocate their time to other businesses leading to potential conflicts of interest in their determination as to how much time to devote to the Company’s affairs, which could have a negative impact on the Company’s ability to set up and manage new mandates

With the exception of Paul Venter, none of the Directors are required to commit their full time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. The Company does not intend to have any executive officers other than the Chief Executive officer prior to the completion of a number of transactions, all full-time employees of the Group will be in the subsidiaries of the Company and each subsidiary will have a full quota of employees.. The Directors are engaged in other business endeavours and are not obligated to devote any significant number of hours to the Company's affairs. If the Directors' other business affairs require them to devote more substantial amounts of time to such affairs, it could limit their ability to devote time to the Company's affairs.

It is particularly noted that Louis Coetzee is a director of Kibo Energy PLC ("Kibo") and an executive director of Katoro Gold PLC ("Katoro"). The work involved with running each of Kibo and Katoro will, in particular, require the allocation of a substantial amount of his time. In addition, whilst it is noted that Kibo does operate in the same sector as the Company, as a major shareholder of the Company, the Board recognises the potential for Mr Coetzee to be conflicted in terms of the interests of the Company and Kibo. It has, accordingly, adopted robust corporate governance policies and procedures to ensure that the risk of any such conflict arising is minimised and, where they may, are dealt with transparently and at arms' length

The Directors are currently affiliated and may in the future become affiliated with, or otherwise have financial interests in, entities engaged in business activities similar to those intended to be conducted by the Company and may have conflicts of interest in allocating their time and business opportunities

Each of the Directors has, is currently or may in the future become affiliated with or have financial interests in entities, including certain special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company.

In addition, the Directors may become aware of business opportunities that may be appropriate for presentation to the Company. In such instances, they may decide to present these business opportunities to other entities with which they are or may be affiliated, in addition to, or instead of, presenting them to the Company. Due to these existing or future affiliations, the Directors may have fiduciary obligations to present potential investment opportunities to those entities prior to presenting them to the Company which could cause additional conflicts of interest.

The Company cannot provide any assurance that any of the Directors will not become involved in one or more other business opportunities that would present conflicts of interest in the time they allocate to the Company. In addition, the conflict of interest procedures may require or allow the Directors and certain of their affiliates to present certain investment opportunities to other companies before they may present them to the Company.

The Directors may in the future enter into related party transactions with the Company, which may give rise to conflicts of interest between the Company and the Directors

The Directors and one or more of their affiliates may in the future enter into other agreements with the Company that are not currently under contemplation. It is possible that the entering into of such an agreement might raise conflicts of interest between the Company and the Directors by which a Director may profit from such arrangement independently of the Group.

RISKS RELATING TO TAXATION

Taxation of returns from assets located outside of the UK may reduce any net return to Shareholders

To the extent that the assets, companies or businesses which the Company acquires is or are established outside the UK, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding or other local taxes and this may reduce any net return derived by Shareholders from an investment in the Company.

Changes in tax law may reduce any net returns for Shareholders

The tax treatment of holders of securities issued by the Company, any special purpose vehicle which the Company may establish or any company which the Company may acquire are all subject to changes in tax laws or practices in the UK or any other relevant jurisdiction. Any change may reduce any net return derived by Shareholders from an investment in the Company.

There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner

It is intended that the Company will structure the Group, including any company or assets acquired in any investment, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company will make certain assumptions regarding taxation. If those assumptions are not borne out in practice, however, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could adversely affect the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of in the foreseeable future). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

RISKS RELATING TO THE ORDINARY SHARES

The proposed Standard Listing of the Ordinary Shares will afford Shareholders a lower level of regulatory protection than a Premium Listing

Application will be made for the Ordinary Shares to be admitted to the Standard Listing segment of the Official List. A Standard Listing will afford Shareholders a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules. A Standard Listing will not permit the Company to gain a FTSE indexation, which may have an adverse effect on the valuation of the Ordinary Shares. The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. There can be no guarantee that the Company will ever meet such eligibility criteria or that a transition to a Premium Listing will be achieved. If the Company does not achieve a Premium Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing.

The cost to the Company of complying with its continuing obligations under the Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules will be financially material

The cost to the Company of complying with its continuing obligations under the Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules will be financially material due to the relatively small size of the Company on Admission.

The listing of the Company's securities may be cancelled if the Company no longer satisfies its continuing obligations under the Listing Rules, which includes that a sufficient number of Ordinary Shares are in public hands (as defined in the Listing Rules) at all times.

The use of new Ordinary Shares as consideration for an investment could result in significant dilution of Shareholders

If the Company does offer its Ordinary Shares as consideration or part consideration in a transaction, depending on the number of new Ordinary Shares offered and the value of such new Ordinary Shares at the time, the issuance of such new Ordinary Shares could materially reduce the percentage ownership of the Company and the value of the Ordinary Shares held by existing Shareholders at the time. Where such a transaction is with an already existing large shareholder, an issue of new Ordinary Shares as consideration or part consideration may result in such shareholder subsequently holding a large stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding). In order to avoid triggering a mandatory bid under the City Code, the Company may, if appropriate, issue shares with limited or no voting rights for a period of time.

The Company may issue additional Ordinary Shares without Shareholder approval, which would dilute existing ownership interest

Although the Company will receive the Net Placing Proceeds which are sufficient for the Company's working capital purposes for at least the next 12 months, if, in the future, the Directors identify an attractive opportunity further equity capital raisings may be required by the Company in order to complete such transactions, which may be substantial (although the Company does not intend to raise further capital in the next 12 months). The pre-emption rights contained in the Articles have been disapplied in respect of the issuance of new Ordinary Shares with an aggregate nominal value of up to £150,000. If the Company does offer its Ordinary Shares as consideration in completing such a transaction, depending on the number of Ordinary Shares offered and the value of such Ordinary Shares at the time, the issuance of such Ordinary Shares could materially reduce the

percentage ownership represented by the holders of Ordinary Shares in the Company and also dilute the value of Ordinary Shares held by such Shareholders at the time. The Company's issue of new Ordinary Shares may result in a placee subsequently holding a large stake in the Company, which may, in turn, enable it to exert significant influence over the Company. The disapplication of pre-emption rights could cause a Shareholder's percentage ownership in the Company to be reduced and the issuance of new Ordinary Shares, or, as the case may be, other equity securities could also dilute the value of Ordinary Shares held by such Shareholder.

Shareholders may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable

The nature of the Company may result in little or no trading in Ordinary Shares, which may result in Shareholders being unable to dispose of their shareholdings and accordingly an investment in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor, together with the number of Ordinary Shares to be issued pursuant to the Placing, may contribute to infrequent trading in the Ordinary Shares on the London Stock Exchange and volatile Ordinary Share price movements. Shareholders should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price.

Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends in the foreseeable future

The Company does not intend to pay dividends on the Ordinary Shares in the foreseeable future. The Company will only pay dividends at such times (if any) and in such amounts (if any) as the Board determines appropriate and subject to its obligations under the Act, but will be principally reliant upon dividends received on shares held by it in order to do so. Payments of such dividends will be dependent on the availability of distributable reserves. The Company can therefore give no assurance that it will be able to pay dividends in the future or as to the amount of such dividends, if any.

In accordance with the Act, the Company must not pay a dividend unless:

- the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; and
- the payment of the dividend is fair and reasonable to the Company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

There is a risk of share price volatility associated with the Ordinary Shares

Investors should recognise that the price of securities and the income from them can go down as well as up. The price at which the Ordinary Shares may trade and the price which the Shareholders may realise for their Ordinary Shares will be influenced by a large number of factors, some specific to the Company and some which may affect quoted companies generally. These factors could include the performance of the Company's operations, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory changes and general economic conditions. The value of the Ordinary Shares will therefore fluctuate and may not reflect their underlying asset value which could result in Shareholders not realising the underlying value of their investment.

On Admission Kibo will hold 55.42 per cent. of the issued ordinary share capital of the Company and will be able block a special resolution of the Company and be able to pass or defeat an ordinary resolution of the Company

On Admission Kibo will hold 104,496,960 Ordinary Shares, equivalent to 55.42 per cent. of the issued ordinary share capital of the Company. As a result, Kibo will hold in excess of 50 per cent. of the voting rights in the Company and will be deemed a controlling shareholder. Accordingly, following Admission and for so long as Kibo is interested in Ordinary Shares carrying more than 50 per cent. of the Company's voting share capital (for the purposes of the City Code), it may increase its interest in the Company without incurring an obligation under Rule 9 of the City Code to make a general offer for the Company. Kibo will therefore, subject to the provisions of the Relationship Agreement, be able to block a special resolution of the Company and be able to pass or defeat an ordinary resolution of the Company. Kibo has entered into the Relationship Agreement with the Company to ensure that the Company can operate independently of Kibo but nonetheless retains significant influence on decisions made at general meetings.

LEGAL AND REGULATORY RISKS

Risk of damage to reputation and negative publicity

The Company's ability to operate and grow is dependent, inter alia, on the Company maintaining a good reputation. Any perceived, actual or alleged mismanagement, fraud or failure to satisfy the Company's responsibilities, or the negative publicity resulting from such activities or the allegation by a third party of such activities (whether well founded or not) associated with the Company, could have a material adverse effect on the financial condition, results or operations of the Company.

CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. The Company will comply with the Listing Principles set out in Chapter 7 of the Listing Rules at Listing Rule 7.2.1 which applies to all companies with their securities admitted to the Official List, being Listing Principle 1 and Listing Principle 2. In addition, the Company will also comply with the Listing Principles Listing Rule 7.2.1A notwithstanding that they only apply to companies which obtain a Premium Listing on the Official List. With regard to the Listing Principles at 7.2.1A, the Company is not, however, formally subject to such Listing Principles and will not be required to comply with them by the FCA.

In addition, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not appointed and does not intend to appoint such a sponsor in connection with the Placing and Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that a transaction or investment will not require Shareholder consent under the Listing Rules, even if Ordinary Shares are being issued as consideration for such transaction or investment;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a “related party transaction” as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the Directors;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. Subject to the Act and the Articles, and the consent of the relevant Shareholder holding the Ordinary Shares to be bought back, the Company will have unlimited authority to buy back and cancel Ordinary Shares; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

Listing Rules and Disclosure Guidance and Transparency Rules with which the Company must comply under a Standard Listing

There are, however, a number of continuing obligations set out in Chapter 14 of the Listing Rules that will be applicable to the Company:

- compliance with the Listing Principles set out in Listing Rule 7.2.1;
- inclusion of a corporate governance statement in accordance with DTR 7.2 in its directors’ report;
- compliance with the reverse takeover rules set out in Listing Rule 5.6.1R;
- where shares of the same class of shares that are already listed are allotted, the Company must apply for such newly allotted shares to be admitted to listing. The application must be made as soon as possible and in any event, within one year of the allotment;
- the forwarding of circulars and other documentation to the FCA for publication through the document viewing facility and related notification to a regulatory information service;
- the provision of contact details of appropriate persons nominated to act as a first point of contact with the FCA in relation to compliance with the Listing Rules and the Disclosure Guidance and Transparency Rules;
- the form and content of temporary and definitive documents of title;
- the appointment of a UK registrar;

- compliance with DTR 4, 5, 6 and 7.2;
- the making of regulatory information service notifications in relation to a range of debt and equity capital issues. This information includes proposed changes to the capital structure, any redemption of listed shares, any extension of time granted for the currency of temporary documents of title and the results of any new issue of equity securities or public offering of existing equity securities; and
- save where the FCA accepts a lower percentage than 25%, at least 25% of the Ordinary Shares need to be held by the public.

From Admission, the Company will be subject to the Market Abuse Regulation.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules and does not intend to seek to transfer to either a Premium Listing or any other listing venue at this time. Should the Company determine to seek a transfer to a Premium Listing there is no guarantee that it would be able to fulfil the relevant eligibility criteria.

It should be noted that the FCA will not have the authority to (and will not) monitor the Company's compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA would be able to impose sanctions for non-compliance where the statements regarding compliance in this Document are themselves misleading, false or deceptive.

IMPORTANT INFORMATION

In deciding whether or not to invest in Ordinary Shares prospective investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under the FSMA, the Prospectus Regulation Rules, the Listing Rules and the Disclosure Guidance and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective investors must not treat the contents of this Document or any subsequent communications from the Company, the Directors, or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the investor. In particular, investors must read the sections headed 'What are the key risks specific to the issuer?' and 'What are the key risks specific to the securities' of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 9 of this Document.

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The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of

Australia, the Republic of South Africa, the Republic of Ireland, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, the Republic of South Africa, the Republic of Ireland, Australia, Canada or Japan or to any national, resident or citizen of the United States, Australia, the Republic of South Africa, the Republic of Ireland, Canada or Japan.

The Ordinary Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. Prospective investors are also notified that the Company may be classified as a passive foreign investment company for United States federal income tax purposes. If the Company is so classified, the Company may, but is not obliged to, provide to US holders of Ordinary Shares the information that would be necessary in order for such persons to make a qualified electing fund election with respect to the Ordinary Shares for any year in which the Company is a passive foreign investment company.

Available information

The Company is not subject to the reporting requirements of section 13 or 15(d) of the Exchange Act. For so long as any Ordinary Shares are “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) of the Exchange Act nor exempt from reporting pursuant to Rule 12g 3-2(b) thereunder, provide, upon written request, to Shareholders and any owner of a beneficial interest in Ordinary Shares or any prospective purchaser designated by such holder or owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

Data protection

The Company may delegate certain administrative functions to third parties and will require such third parties to comply with data protection and regulatory requirements of any jurisdiction in which data processing occurs. Such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company) for the following purposes:

- (a) verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- (b) carrying out the business of the Company and the administering of interests in the Company;
- (c) meeting the legal, regulatory, reporting and/or financial obligations of the Company in the United Kingdom or elsewhere; and/or
- (d) disclosing personal data to other functionaries of, or advisers to, the Company to operate and/or administer the Company.

Where appropriate it may be necessary for the Company (or any third party, functionary or agent appointed by the Company) to:

- (a) disclose personal data to third party service providers, agents or functionaries appointed by the Company to provide services to prospective investors; and/or
- (b) transfer personal data outside of the EEA to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors as the UK.

If the Company (or any third party, functionary or agent appointed by the Company) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that any third party, agent or functionary to whom the relevant personal data is disclosed or transferred is contractually bound to provide an adequate level of protection in respect of such personal data.

In providing such personal data, investors will be deemed to have agreed to the processing of such personal data in the manner described above. Prospective investors are responsible for informing any third party individual to whom the personal data relates of the disclosure and use of such data in accordance with these provisions.

Anti-money laundering

Pursuant to anti-money laundering laws and regulations with which the Company must comply in the UK, the Company and its agents (and their agents) may require evidence in connection with any subscription for Ordinary Shares, including further identification of the investor(s), before any Ordinary Shares are issued.

Investment considerations

In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Company, this Document and the terms of the Admission, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Ordinary Shares and any income from such Ordinary Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles available on the Company's website, which investors should review.

Forward-looking statements

This Document includes statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "targets", "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should", "could" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board concerning, among other things: (i) the Company's objective, investment and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an investment. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performances. The Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to Shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods.

Prospective investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this Document constitutes a qualification of the working capital statement contained in paragraph 14 of Part VIII "*Additional Information*" of this Document.

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation Rules and the Market Abuse Regulations, the Company undertakes no obligation publicly to update

or review any forward-looking statements, whether as a result of new information, future developments or otherwise.

Third party data

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used in this Document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties or industry or general publications and takes no further responsibility for such data. Reference materials include various historical and recent publications.

Currency presentation

Unless otherwise indicated, all references in this Document to “UK Sterling”, “British pound sterling”, “pounds sterling”, “sterling”, “£”, or “pounds” are to the lawful currency of the UK.

International Financial Reporting Standards

As required by the Act and Article 4 of the European Union IAS Regulation, the financial statements of the Company are prepared in accordance with IFRS issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Committee of the IASB as adopted by the European Union.

No incorporation of website

No incorporation of the website does not include the documents available for inspection as set out in Part VIII. The contents of the Company’s website, any website mentioned in this Document or any website directly or indirectly linked to these websites have not been verified and do not form part of this Document, and prospective investors should not rely on them other than in relation to the copy of the Articles.

Definitions

A list of defined terms used in this Document is set out in “Definitions” beginning at page 123.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	26 March 2021
Admission and commencement of dealings in Ordinary Shares	8.00 a.m. on 14 April 2021
CREST members' accounts credited in respect of Ordinary Shares	as soon as reasonably practical on the morning of on 14 April 2021
Ordinary Share certificates dispatched	Within 10 business days of Admission

*All references to time in this Document are to London time unless otherwise stated
Each of the above dates is subject to change at the absolute discretion of the Company*

PLACING AND ADMISSION STATISTICS

Number of Existing Ordinary Shares	104,496,960
Number of Ordinary Shares issued pursuant to the Share Exchange Agreement	36,917,076
Number of Placing Shares being issued	44,320,000
Number of Adviser Shares being issued	2,830,000
Number of Ordinary Shares in issue on Admission	188,564,036
Approximate percentage of Enlarged Share Capital on Admission represented by the Placing Shares	23.5 per cent.
Placing Price	£0.125
Gross proceeds of the Placing	£5,540,000
Estimated expenses of the Placing and Admission (inclusive of VAT)	£1,094,750
Estimated net proceeds of the Placing	£4,745,000
Market capitalisation of the Company at the Placing Price on Admission	£23,570,504

DEALING CODES

ISIN	GB00BMBSCV12
SEDOL	BMBSCV1
TIDM	MAST

DIRECTORS, SECRETARY AND ADVISERS

Directors	Louis Lodewyk Coetzee, Non-Executive Chairman Paulus Fillippus ('Paul') Venter, Chief Executive Officer Candice Theron, Non-Executive Director
Registered Office	Salisbury House London Wall London EC2M 5PS
Company Secretary	Noel Flannan O'Keeffe 66 Castletawn Heights Headford Road Galway City Galway Ireland
Telephone number	020 7638 9271
Broker	Clear Capital Markets Limited 12 th Floor Broadgate Tower – Office 1213 20 Primrose Street London EC2A 2EW
Solicitors to the Company	Druces LLP Salisbury House London Wall London EC2M 5PS
Solicitors to the Broker	DAC Beachcroft LLP The Walbrook Building 25 Walbrook London EC4N 8AF
Auditors and Reporting Accountants	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
Registrars	Link Group The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PART I

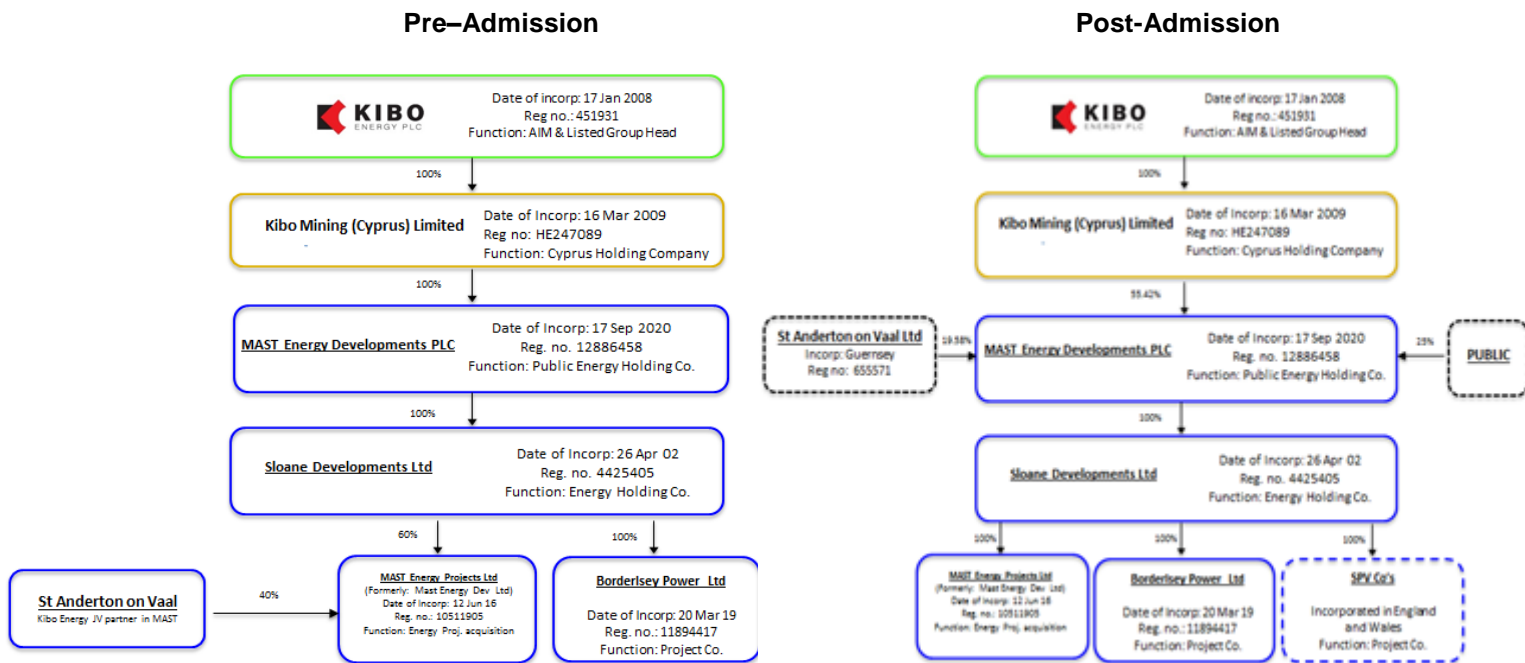
INVESTMENT OPPORTUNITY AND STRATEGY

1. Introduction

The Company is the holding company of the Group comprising Sloane, MEP and Bordersley Power. The Company directly holds the entire issued share capital of Sloane. Subject to completion of the Share Exchange Agreement, the Company, through Sloane, will hold the entire issued share capital of MEP from Admission by the acquisition, by Sloane, of the remaining 40% of the entire issued share capital Sloane does not currently hold. The Company, through Sloane, holds the entire issued share capital of Bordersley Power. Sloane, MEP and Bordersley Power are each incorporated and registered in England and Wales.

The Company is an energy holding company and, in respect of recent trends, notwithstanding the perceived risks associated with Brexit, the UK power sector has undergone a number of considerable regulatory changes over the last few years and is now in a state of transition from large fossil-fuel plants to a more diverse range of power generation sources including renewables, small distributed plants and new nuclear. The Group's operations and properties may be subject to extensive and changing laws and regulations relating to environmental protection, including the generation, storage, handling, emission, transportation and discharge of materials into the environment, and relating to safety and health. The trend in any country in environmental legislation and regulation generally is toward stricter standards.

The Group structure charts as at pre-Admission, and post-Admission following completion of the Share Exchange Agreement, are as follows:



2. Information about the Company

2.1 Background

The legal and commercial name of the issuer is MAST Energy Developments plc (the “Company” or “MAST”). The LEI of the Company is 213800HFVHGJ9YGO9F71. The Company was incorporated and registered in England and Wales on 17 September 2020 with registered company number 12886458 as a private limited company under the Act with the name MAST Energy Developments Limited. The Company re-registered as a public limited company on 18 November 2020 and changed its name to MAST Energy Developments PLC on 18 November 2020.

The Company is the holding company of the Group comprising Sloane, MEP and Bordersley Power. The Company directly holds the entire issued share capital of Sloane. Subject to completion of the Share Exchange Agreement, the Company, through Sloane, will hold the entire issued share capital of MEP from Admission by

the acquisition, by Sloane, of the remaining 40% of the entire issued share capital Sloane does not currently hold. The Company, through Sloane, holds the entire issued share capital of Bordersley Power. Sloane, MEP and Bordersley Power are each incorporated and registered in England and Wales.

2.2 Reserve Power

The development of the UK electricity market has been driven since 2007 by the policy trilemma of affordability, security of supply and low carbon generation. While the relative importance of these three pillars has changed through successive governments, it has created a UK generation mix that is slowly moving away from baseload, fossil fuel generation driven by coal and gas to more intermittent, low-carbon generation of wind and solar.

This has created an exciting and immediate opportunity of scale in the UK electricity market to provide flexible, or reserve, power to compensate for the increased intermittency of electricity generation from wind and solar energy technologies. In addition the phasing out of baseload technologies such as coal, due to environmental compliance, and old gas and, over the next few years, nuclear plants has reduced the amount of existing generation that can respond flexibly and created substantial requirements for new capacity. Renewables are also undermining the economics of existing and new large gas fired plants (CCGT).

Therefore the overall structure of the UK's power generation requirements is fundamentally changing, with greater requirement for smaller flexible plants that are distributed on the electricity network.

The UK Government policy has steadily moved in the direction of encouraging the development of small scale distributed generation that can serve as quick start back-up in times of a shortage in production from the existing electricity fleet. Various revenue mechanisms exist to monetise these plants including capacity market auctions, short term reserve and merchant operation, all of which can be optimized by an experienced team.

Further, there will continue to be significant expansion of renewable generating capacity. It is expected that by 2020, around 40% of the UK output will be low carbon generation which presents unique and solid opportunities for electricity production through of low carbon technologies aside of wind and solar. There is a strong expectation that the installed base of renewable generation will continue to increase with National Grid forecasting in its 2016 Future Energy Scenarios that renewables as a whole will increase from c.30 GW of capacity today to between 39 GW and 102 GW in 2040, depending on the scenario. The former low number applies to a scenario where renewable generating capacity peaks at c.50 GW in 2030 but declines thereafter as older projects retire and there is no further investment to replace this renewable capacity; this is based on an assumption that there is significant new build of large gas capacity to meet demand requirements

Electricity-Grid Transition in the UK (March 2017) - Institute for energy economics and financial analysis

Coal phase-out is well under way and that is scheduled for completion by 2025. Last year, UK coal generation declined by 60%. With around two-thirds of existing power stations set to close by 2030, there is a near term need to build new sources of power to ensure we have the electricity we need.

Reserve Power plants have existed for many years but there is now a substantial need for new capacity as the UK power market is experiencing fundamental change with renewables (wind, solar) displacing conventional fossil fuels and changing the UK's electricity generation mix. In response to the market changes there has been major growth in the development of small scale (15-50 MW), RP plants over the last 2-3 years.

Consensus forecasts predict that some further 2,000 to 4,500 MW will need to be installed in the UK over the next few years, accompanying the continued growth in renewables.

This may be a conservative estimate as some market experts forecast that the UK will move over the next 5-10 years to a fundamentally different generation mix comprising nuclear, renewables and a small number of large gas plants, combined with a substantial amount of flexible reserve power generation. For context the UK generation capacity today is 75-80 GW (75-80,000 MW).

Investment in reciprocating engine peakers has surged over the last 4 years in the UK, driven in part by the introduction of the Capacity Market, a government subsidy. Aurora Energy Research (Reference; Distributed and flexible energy market scenarios report H2 2018 – December 2018) sees a higher 14.4 GW by the same date. The UK has so far led European peaker investment, due to the chronic need for flexibility highlighted

earlier, and a policy environment that is relatively favourable in defining clear sources of 'stackable' revenue. As a result of the market changes there is a substantial need for more flexible power capacity.

2.3 Reserve Power Market in the UK

Market Context

The UK energy market is fundamentally changing as climate change targets drive the decarbonisation of electricity generation. Whilst the volume of renewable energy generating capacity has rapidly increased over the last 5 years this has been insufficient to compensate for the retirement of old fossil-fuel plants.

Total UK generating capacity has declined to c.75GW by November 2016, and the installed capacity of large fossil plants has declined from c.68GW in 2011 to c.50GW in 2016. The balance is represented by smaller plants and renewables. This compares with gross demand (i.e. demand before deducting embedded generation including renewables) of c.60GW, with net demand of c.52GW.

In March 2016 7.3GW of coal plants withdrew from the UK energy market or moved into emergency reserve, including Eggborough in Yorkshire, Fiddlers Ferry in Cheshire, Longannet in Scotland and Ferrybridge in Yorkshire; Rugeley power plant in Staffordshire with a capacity of 1 GW also subsequently shut down in June 2016. In total c.13 GW of capacity, including some large gas plants have withdrawn from the main power market in the last years and a further 3GW is expected to close by mid-2020s. In addition the existing nuclear fleet is expected to begin decommissioning relatively soon, possibly as early as the end of this decade.

As a result the UK is now short of generating capacity with significant focus of investment in the UK power market on renewables in the last 10 years.

There is a strong expectation that the installed base of renewable generation will continue to increase with National Grid forecasting in its 2016 Future Energy Scenarios that renewables as a whole will increase from c.30 GW of capacity today to between 39 GW and 102 GW in 2040, depending on the scenario. The former low number applies to a scenario where renewable generating capacity peaks at c.50 GW in 2030 but declines thereafter as older projects retire and there is no further investment to replace this renewable capacity; this is based on an assumption that there is significant new build of large gas capacity to meet demand requirements.

There will be continued withdrawal of conventional thermal plants with all coal plant to be closed by 2025. Renewables have also hastened the retirement of older gas plants. Solar generation is now at such a scale that it frequently significantly reduces the need for large plants to operate during summer daylight hours which undermines the economics of large plant and has caused some older gas stations to close recently.

On the other side of the equation after a number of years of decline demand for power is expected to stabilise and possibly increase again in the short to medium term due to the decarbonisation of the transport system, particularly electrification of train lines and potentially significant growth in electric vehicles. Given the plant retirements above it is self-evident that there needs to be substantial investment in new generating capacity, both conventional and renewable/low carbon, in order to meet this demand. However only a limited number of new large scale baseload plants have been commissioned in the last years. A new 880 MW gas plant (Carrington) was brought into operation in the summer of 2016.

Therefore at present, although large gas plants are the quickest to construct for new baseload very few are being built. A substantial cause of this is the market dynamics which raise fundamental questions about the long term viability of large gas plant as baseload generation when renewables, particularly solar, can supply a substantial proportion of the UK's summer daytime electricity needs at virtually zero marginal cost. The continued need for fossil-fuelled plants as baseload generation is highly dependent on the volume of nuclear capacity commissioned in the next few years.

Nuclear has a cheaper marginal cost than gas so has a competitive advantage over gas for baseload volume. The commissioning of Hinkley C nuclear plant makes the future even more uncertain for large gas plants.

Beyond nuclear, retiring capacity has largely been replaced by renewables. However renewables, especially wind and solar, are intermittent and cannot be certain to generate as forecast due to unexpected weather changes. This means the amount of power supplied from renewable technologies can change rapidly and in ways which cannot be fully planned by National Grid, whose statutory responsibility it is to ensure there is sufficient electricity supply at any point in time and to manage the UK electricity network. Therefore the more renewable generation that is built the greater the need for capacity that can respond quickly to shortfalls in supply by increasing output, thereby balancing demand and supply.

Historically the balancing of the UK grid has been achieved through a mix of varying the output from large power plants, particularly gas and coal, and dedicated peaking resources such as pumped storage hydro and small gas and diesel peak plants. However renewable generation has materially changed this picture in two ways. Firstly, the level of balancing output required has substantially increased given the volume of intermittent capacity now installed on the UK grid. Secondly, as explained above solar PV and wind have largely displaced gas and coal from baseload generation at certain times of the year. If large fossil-fuelled plants are not already operating, then their ability to meet the need for flexible output is materially reduced as they may now need to warm up from cold start instead of simply increasing their output.

Reserve power plants have differing characteristics to the other options for balancing the grid as they are able to combine quick response from cold start with prolonged running (several hours) if required. Both coal and large gas plants can respond quicker than reserve power plants but they need to be running already, so the more renewables displace them from baseload generation the less this capacity will be available for balancing services. By contrast, pumped storage hydro and batteries (in their current technological state) can respond extremely quickly but cannot run for more than 15-30 minutes at most. These technologies are therefore most appropriate for frequency balancing where power is needed in seconds but is unlikely to be required for a prolonged period.

Investment in reciprocating engine peakers has surged over the last 4 years in the UK, driven in part by the introduction of the Capacity Market, a government subsidy. Aurora Energy Research (Reference; Distributed and flexible energy market scenarios report H2 2018 – December 2018) sees a higher 14.4 GW by the same date. The UK has so far led European peaker investment, due to the chronic need for flexibility highlighted earlier, and a policy environment that is relatively favourable in defining clear sources of 'stackable' revenue. As a result of the market changes there is a substantial need for more flexible power capacity.

Flexible reserve power can be either gas or diesel-powered; gas is more efficient with lower marginal cost of generation but higher capital cost, whereas diesel is cheap to construct/install but has a high marginal cost of generation due to fuel costs, and is problematic from an emissions perspective. We propose to invest in flexible gas which can take advantage of a wider range of revenue streams due to its efficiency (relatively low cost of generation) which offsets the capital costs.

There is minimal technology risk in the proposed approach as we would use gas reciprocating engines that have been deployed globally with proven operational capability.

Due to the role that Reserve Power play in the UK energy system reserve power plants have only limited long term contracts, but this allows them to take advantage of volatile wholesale energy prices when the system is short of power. Long term revenue can be achieved from taking a 15-year Capacity Market contract, the level of which is determined by an annual auction (projects are eligible to be entered into the auction once they have an agreed grid connection and planning permission). Contracted Capacity Market revenue is likely to be a portion of total revenue and a substantial proportion of EBITDA, depending on the level at which contracts are achieved. Other contractual service options produce revenue streams along with merchant revenue from participating in the wholesale energy market provide for varied revenue streams

Gas also provides a natural hedge against the power price as the wholesale electricity price will be usually driven by gas costs (or a more expensive fuel) when these plants are operating. Further, when the system is sufficiently short of electricity that reserve power is required the price is often in practice based on scarcity or market shortage rather than costs which means it will significantly exceed the marginal cost of generation of the plants we intend to construct.

In the longer term other competing technologies may develop into grid-scale applications, such as batteries or alternative large scale electricity storage. However at present these technologies are still not sufficiently developed in terms of the science, and there is a need for such a substantial amount of additional generation capacity in the UK. Constructing new, highly efficient, gas engines provides downside risk protection as older flexible gas plants and all diesel will become uncompetitive first, providing a "capacity buffer" to exit the market.

2.4 *The Bordersley Project*

The Bordersley Project was acquired by the Group on 16 July 2019. The Bordersley Project is currently unencumbered and ready for development with lucrative locked-in offtake and EPC agreements and with planning consent granted on 30 January 2019.

The Bordersley Project is 0.21 acres in a central Birmingham industrial estate, leased on a 25 year lease at a rental of GBP 27,000 per annum. The Company expects to achieve grid connectivity of 5MW (expandable to

6MW) set to occur in Q1 2021 at a cost of GBP 63,422.36. Gas connectivity is expected at the Bordersley Project in Q2 2021. The Company has received a fee proposal of GBP 368,602.97 for the connectivity.

The Group entered into a joint development agreement (the "JDA") for the Bordersley Project with AB Impianti S.R.L ("AB") on 30 October 2019. The JDA is for initial 12-month term (renewable with the consent of both parties) and 2 years following the expiration of the agreement, the Group has agreed to undertake and to appoint AB as the non-exclusive contractor for the supply of the plants for its UK projects, and AB has agreed and undertaken to develop any UK reserve power generation projects exclusively with the Company. The JDA provides end-to-end engineering, procurement and construction ("EPC"), with exclusive access to AB construction and engineering capacity and capability as well as cogeneration plant and equipment. The JDA stipulates that AB must approve and accept for development a comprehensive funding solution for the construction and commissioning of all sites and that the Company is to initially present a list of 3 prospective suitable projects that are candidates for the comprehensive solution offered by AB (with the Bordersley Project already being under review).

The Group entered into a power purchase agreement (the "PPA") in connection with the Bordersley Project, on 25 June 2019 with Statkraft Market GmbH ("Statkraft"). The PPA sets out a 5 year route to market for a planned 5MW reserve power generation project at the Bordersley Project. The Group will be responsible for the operation and maintenance of the Bordersley Project, and Statkraft will engage in providing a comprehensive solution including feedstocks (gas) and trading the power generated at the Bordersley Project.

3. The Company's Business Strategy and Business Plan

The Company's business strategy is to acquire and develop a portfolio of flexible small-scale power generation assets, exploiting a growth niche market in the UK for reserve power generation to balance out the national grid at critical times. The Company has identified multiple sites across the UK where it aims to construct power plants, utilising natural gas, which burns cleaner than other fossil fuels and enables renewables to supply the UK electricity market. The Company has already acquired one site, the Bordersley Project, that is unencumbered and ready for development with lucrative locked-in offtake and EPC agreements.

The Company intends to construct a series of natural gas power plants in multiple sites throughout the UK. Locations of the multiple sites will be identified based on where National Grid has indicated additional capacity is needed. The Company will utilise natural gas, which burns cleaner than other fossil fuels, is less polluting and thus contributes to maintaining a cleaner and healthier environment. The power plants will produce approximately 300 MW of safe and clean power through natural gas. This will be fed into the National Grid to contribute to stable electricity provision and help prevent future shortages, reducing future blackouts events.

The Company expects to create early revenue by constructing and operating reserve power sites over a typical 15-20 year site lifecycle, unlike peers who typically operate in a narrow capacity.

The Company's business plan is based on the intention of the Directors to acquire and develop a portfolio of flexible small-scale power generation assets, exploiting a growth niche market in the UK for reserve power generation to balance out the national grid at critical times and takes the current Directors' extensive knowledge and experience into account. The Directors have put together a conservative and highly executable business plan with conservative assumptions anticipating low-risk IRRs of in the region of 15% based upon the financial modelling of the Bordersely Project.

In summary, the strategy comprises the following stages:

- 1) Locate suitable sites – rigorous selection and due diligence will be undertaken against a strict selection criteria to ensure ultimate optimal performance;
- 2) Acquisition of site – each site will be developed as a separate special purpose vehicle ("SPV") delivering a commercially viable energy solution at an acceptable level of return on investment with bankable finance solutions to meet project demands;
- 3) Commercial commissioning - full EPC wrap for construction and commercial commissioning according to facility operation and design parameters with the Company's partners; and
- 4) Revenue creation – agreements with the Company's partners to optimise the revenue creation.

4. Current Developments and Prospects

As previously described, MED's declared strategy is to commission reserve power sites totalling approximately 300 MW. The commissioning program will amongst other be dependent on availability of sites and on offer in the market.

Site Developers

There are a number of site developers in the market who focus on various levels of site development.

- The first pass developers focus on interacting with landowners who own unused/under-utilized land and or farmland and based on a limited step in fee assess the land on offer as suitable and feasible for reserve power site development or not, basically assessing whether any fatal flaw could constrain the site development to migrate through to shovel readiness.
- The second pass developers focus on whether planning and permitting can be obtained from local councils as well as if gas and grid connections are available in close proximity of the potential reserve power site.
- The third pass developers focus on developing the potential reserve power sites and incur all the costs relating to migrating sites to a status of shovel readiness and then sell these sites as property rights on to the market to parties interested in commissioning the reserve power sites.

MED Site Focus

MED focusses primarily on acquiring shovel ready sites. That means that leasehold or freehold land is available under option/lease agreements, planning and permitting have been consented to and gas connection and electricity grid connection acceptances have been obtained and the required acceptance payments have been paid where appropriate as required by the service providers.

Risk Mitigation

However, to mitigate the risk of not having a pipeline of sufficient reserve power sites MED interfaces with developers at all the varying levels of development as described in bullet points above.

Pipeline Phase 1;- 50 MW

MED envisages to commission its targeted 300 MW in phases of 50 MW per phase by commissioning sites capable of varying electricity generation output. The targeted sites' capacity typically ranges 5 MW through 10 MW.

The construction time of the sites to be commissioned, based on site Scope of Works and availability of gas reciprocating engines ranges between 9 and 12 months.

Rolling out 50 MW over a period of 12 months will require that once the listing has been successfully completed that MED will commence commissioning additional sites at a feasible and realistic project development pace. This commissioning will exclude Bordersley (Project 1) and Project 2. Project 2 is in operational readiness status and Bordersley's commissioning will be accelerated by optimizing synergies between Project 2 and Bordersley.

In addition, MED will commission additional sites in line with the Working Capital Budget that underpins the listing process.

The current pipeline stock of sites that MED currently have access to is:

- 9 MW Project
- 5 MW Bordersley
- 40 MW (2 by 20 MW) in negotiation Under Cover of Heads of Terms
- 6 MW Option/Lease Agreement secured
- 11 MW Under negotiation and to be confirmed on successful listing

Phase 1 Pipeline Total 71 MW

Pipeline; - Further Phases

As mentioned before, MED interfaces with developers at all levels of site development and the following sites are currently under review as part of MED Business Development plans:

- 3 by 6 MW RP Shovel ready sites;
- 1 by 50 MW RP site; and
- 6 by 50 MW RP sites in varying stages of development.

Battery Storage

Battery storage is recognised globally as a key technology required to support the transition to a low carbon energy system, maintaining grid stability as intermittent renewables become widespread. In Europe, the UK remains the dominant market for battery storage with 900MW now in operation. Energy storage remains an essential part of the energy mix, complementing peaking power and renewables.

Kibo Energy PLC, the majority shareholder of the Company, announced on 24 June 2019 that it has signed a collaboration agreement with ESS Tech Inc. ('ESS'), a leader in the design, manufacture, supply and installation of long-duration energy storage technology products and services for the power sector, to develop suitable base-load electricity storage solutions.

This agreement is a critical component of Kibo's corporate strategy aimed at providing sustainable energy solutions that are environmentally and economically feasible. As such Kibo will extend its corporate aspirations to its Reserve Power Operations, United Kingdom (the Company) by virtue of developing stand-alone sites but more specifically hybrid sites comprising Reserve Power Plants and Battery Storage.

The main benefits of co-locating these technologies will be to reduce combined construction costs, grid connection costs, shared infrastructure and being able to provide Fast Frequency Response capacity.

There has been a growing need to combine energy and power applications into a single flexible and valuable long-duration storage asset. To this end, ESS has developed an iron flow battery technology, which offers unlimited cycling capability, zero degradation, no hazardous materials, wide range of operating temperatures, and the lowest cost of service for long-duration applications. Importantly, ESS technology can help power producers and/or utilities defer major capital expenditures on distribution equipment by time shifting/storing energy during times of lower demand or excess supply and releasing energy when demand peaks. Power producers and/or utilities can easily communicate with ESS systems installed at end-user sites to dynamically manage customer electricity consumption in response to current electricity supplies.

The key terms of the collaboration agreement state that ESS will:

- Provide MED with technical advice and support for its feasibility and related studies;
- Collaborate with MED to actively develop, create and facilitate new project opportunities, and to work with Kibo towards securing funding and creating funding opportunities for the various Projects;
- Assist the Company in its efforts to secure Power Purchase Agreements;
- Provide information to the Owner's Engineer ('OE') to maximise required plant technical specification and performance;
- Provide access to designated Project stakeholders to selected ESS technical material related to storage technology equipment; and
- Be the preferred electricity storage technology partner to the UK listed entity.

5. Procedures and Delivery

The Company will undertake rigorous selection and due diligence using strict selection criteria to ensure ultimate optimal performance at selected projects.

The Company will take 20 business days to evaluate a potential location. Only shovel ready sites are considered for due diligence and will have the required level of permitting/planning consent with minimal restrictive conditions and environmental consent within the boundaries of regulations. The location will need an accepted gas grid connection proposal, an accepted electricity connection proposal together with a property lease or option for 25 years.

Each project will be developed as a separate SPV, with 90 business days for site acquisition. Each SPV will deliver a commercially viable energy solution at an acceptable level of return on investment with bankable finance solutions to meet project demands. Each project will take 290 business days to achieve revenue creation following the example set at the Bordersley Project. The Company estimates 180 business days to achieve commercial commissioning, with a full EPC wrap for construction and commercial commissioning according to facility operation and design parameters. This will include original equipment manufacturer ('OEM') selection, where the key considerations for the choice of engine manufacturer are, reliability, response time (minutes to full output) and efficiency (output per therm of gas).

Once live, the Company's Operations Team will take responsibility for the sites which involves, operational management, commercial management (executing commercial strategy), administrative management and financial management.

6. The Company's Competitive Strengths

The Directors believe that the Company should be well placed to acquire and develop a portfolio of flexible small-scale power generation assets, exploiting a growth niche market in the UK for reserve power generation on the basis of the following competitive advantages:

- a) the Directors extensive knowledge and experience to deliver on strategic objectives;
- b) the Company will create early revenue by constructing and operating reserve power sites over a typical 15-20 year site lifecycle.
- c) the Company has partnered with highly successful, international leaders in the energy generation field Statkraft and AB Group, which illustrates the willingness of leading companies in the reserve power market to work with the Company; and
- d) the Company has already acquired one development-ready site, being the Bordersley Project and secured strategic agreements to facilitate roll-out and identify new sites.

7. Regulatory Environment

The Company's strategy has been formulated in light of the current regulatory environments in UK, which are generally stable and well regarded. The UK energy market is regulated by Ofgem, who implement government requirements. Ofgem actively monitor the market but typically only intervene when they feel appropriate; no pre-approvals are required from Ofgem ahead of the development of reserve power plants.

The UK power sector has undergone a number of considerable regulatory changes over the last few years and is now in a state of transition from large fossil-fuel plants to a more diverse range of power generation sources including renewables, small distributed plants and new nuclear. The Group's operations and properties may be subject to extensive and changing laws and regulations relating to environmental protection, including the generation, storage, handling, emission, transportation and discharge of materials into the environment, and relating to safety and health. The trend in any country in environmental legislation and regulation generally is toward stricter standards.

8. Capital and returns management

The Company has, conditional only on Admission, irrevocably raised gross proceeds of £5,540,000 under the Placing, giving net proceeds to the Company of approximately £4,745,000 after expenses. In the future, the Company hopes to generate revenue from the sale of electricity and, although the Net Placing Proceeds are sufficient for the Company's working capital purposes for at least the next 12 months, further equity capital fundraisings may be undertaken by the Company in the future if a sufficiently attractive opportunity to acquire a project arises. The Company may raise such further capital during the next 12 months. The amount of any such additional equity to be raised, which could be substantial, will depend on the project which arises and, accordingly, cannot be determined with any certainty at the date of this Document. The Company expects that returns for Shareholders will derive primarily from capital appreciation of the Ordinary Shares and, potentially, any dividends paid pursuant to the Company's dividend policy set out below.

9. Selected Financial Information

Company

The following selected financial information of the Company has been extracted without adjustment from the audited Company Financial Information included in Section (B) "*Historical Financial Information of the Company*" of Part IV "*Financial Information of the Company*" of this Document:

Statement of comprehensive income

During the period from incorporation on 17 September 2020 to 8 October 2020, the Company did not trade and there were no items recorded in the statement of comprehensive income.

Statement of financial position

	<i>Audited</i> As at 8 October 2020 £
Investment in Sloane	2,615,929
Total non-current assets	2,615,929
Cash and cash equivalents	-
Total current assets	-
Total assets	2,615,929
Share capital	104,497
Retained earnings	2,511,432
Total equity attributable to Shareholders	2,615,929
Total equity and liabilities	2,615,929

Source: Audited financial statements

Statement of cash flows

	<i>Audited</i> Period ended 8 October 2020 £
Profit before income tax	-
Net cash used in operating activities	-
Proceeds from the issue of ordinary shares	2,615,929
Receipt of Kibo Cyprus loan	2,615,929
Repayment of Kibo Cyprus loan	(2,615,929)
Acquisition of Sloane	(2,615,929)
Net cash inflow from financing activities	-
Net increase in cash and cash equivalents	-
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	-

Source: Audited financial statements

Sloane Group

The following selected financial information of Sloane Group has been extracted without adjustment from the audited Sloane Group Financial Information included in Section (B) "Historical Financial Information of Sloane Group" and Section (C) "Unaudited Interim Financial Information of Sloane Group" of Part V "Financial Information of Sloane Group" of this Document:

Statement of comprehensive income

	<i>Audited</i> Year ended 31 December 2017 £	<i>Audited</i> Year ended 31 December 2018 £	<i>Audited</i> Year ended 31 December 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Prospecting expenses	-	-	(306,000)	(123,000)
Administrative expenses	(4,602)	(28,360)	(42,575)	(14,239)
Operating loss before taxation	(4,602)	(28,360)	(348,575)	(137,239)
Taxation	-	-	-	-
Loss after taxation	(4,602)	(28,360)	(348,575)	(137,239)
<i>Attributable to:</i>				
Equity holders of Sloane	(4,602)	(20,360)	(238,385)	(81,764)
Non-controlling interests	-	(8,000)	(110,190)	(55,475)
	(4,602)	(28,360)	(348,575)	(137,239)

Source: Audited financial statements and unaudited interim financial information

Statement of financial position

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £	<i>Unaudited</i> As at 30 June 2020 £
Goodwill	-	300,000	300,000	300,000
Intangible assets	-	-	2,595,000	2,595,000
Non-current assets	-	300,000	2,895,000	2,895,000
Cash and cash equivalents	1,848	1,754	258	234
Current assets	1,848	1,754	258	234
Total assets	1,848	301,754	2,895,258	2,895,234
Share capital	104,497	104,497	104,497	104,497
Share premium	627,470	627,470	627,470	627,470
Capital contribution	1,488,335	1,488,335	2,540,871	2,118,095
Retained deficit	(2,238,709)	(2,267,069)	(2,615,644)	(2,752,883)
- Reserves attributable to equity holders of Kibo	(2,238,709)	(2,259,069)	(2,497,454)	(2,579,218)
- Minority interest	-	(8,000)	(118,190)	(173,665)
Total equity	(18,407)	(46,767)	657,194	(97,179)
Trade and other payables	6,250	15,000	10,764	149,283
Other current liabilities	-	-	228,771	228,771
Loans from group companies	14,0005	333,521	1,998,529	2,420,000
Total current liabilities	20,255	15,000	2,238,064	2,798,055
Total equity and liabilities	1,848	301,754	2,895,258	2,895,234

Source: Audited financial statements and unaudited interim financial information

Statement of cash flows

	<i>Audited</i> Year ended 31 December 2017 £	<i>Audited</i> Year ended 31 December 2018 £	<i>Audited</i> Year ended 31 December 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Loss before taxation	(4,602)	(28,360)	(348,575)	(137,239)
Finance income	-	-	-	(1,472)
<i>Working capital adjustments:</i>				
Change in trade and other payables	(5)	8,750	(4,236)	138,520
Net cash used by operating activities	(4,607)	(19,610)	(352,811)	(191)
Borrowings raised	-	-	228,771	-
Proceeds from group company loans	6,255	19,516	122,544	167
Net cash from / (used by) financing activities	6,255	19,516	351,315	167
Net increase/(decrease) in cash and cash equivalents	1,648	(94)	(1,496)	(24)
<i>Cash and cash equivalents b/fwd</i>	<i>200</i>	<i>1,848</i>	<i>1,754</i>	<i>258</i>
Cash and cash equivalents c/fwd	1,848	1,754	258	234

Source: Audited financial statements and unaudited interim financial information

10. Dividend Policy

The nature of the Company's business means that it is unlikely that the Directors will recommend a dividend in the early years following Admission. The Directors believe the Company should seek to generate capital growth for its Shareholders. The Company may recommend distributions at some future date when it becomes commercially prudent to do so, having regard to the availability of the Company's distributable profits and the retention of funds required to finance future growth.

11. Potential Conflicts of Interest

Louis Coetzee is a director of Kibo Energy PLC (“Kibo”), the Company has put a conflict of interest policy in place to ensure it is capable of carrying on its business independently of Kibo (as well as any other Company to which any Director is connected with) and that transactions and relationships between Kibo and the Company are at arm’s length and on normal commercial terms. There is no obligation on the Company to accept mandates introduced by Kibo. There are no current conflicts of interest between the Company and Kibo.

In addition, the Directors may negotiate to join the board of directors or take another role, for example as a non-executive director. Such negotiations could provide for such Director(s) to receive compensation in the form of cash payment and/or securities in exchange for services they would render to it. The personal and financial interests of such Directors may influence their decisions in identifying and selecting a company or business to contract or enter into business with. Although the Company believes the ability of such individuals to negotiate individual agreements will not be a significant determining factor in the decision to enter into any contract or arrangement, there is a risk that such individual considerations will give rise to a conflict of interest on the part of the Directors in their decision to proceed. This may result in conflicts on the Directors’ time and financial interests.

12. Risk Factors

Prior to investing, prospective investors should consider, together with the other information contained in this Document, the factors and risks attaching to an investment in the Company including, in particular, the factors set out in the section entitled “Risk Factors” beginning on page 9 of this Document.

13. Further Information

The attention of prospective investors is also drawn to the remainder of this Document, which contains further information on the Group.

PART II

INFORMATION ON THE COMPANY AND THE PLACING

1. Directors

Brief biographies of the Directors are set out below. Paragraph 8 of Part VIII “*Additional Information*” of this Document contains further details of current and past directorships and certain other important information regarding the Directors.

Directors

The management of the Company is governed by the Board. The Directors in office at the date of this Document are as follows:

Louis Lodewyk Coetzee (*date of birth: 24 May 1964 – aged 56*), *Non-Executive Chairman*

Louis Coetzee has 25 years’ experience in business development, promotion and financing in both the public and private sector. In recent years he has concentrated on the energy, exploration and mining areas where he has founded, promoted and developed a number of ventures in different jurisdictions.

Louis has tertiary qualifications in law and languages, project management, supply chain management and an MBA from Bond University (Australia) specializing in entrepreneurship and business planning and strategy. He has worked in various project management as well as business development roles.

Louis has also served on the boards of various private and listed companies, in both non-executive and executive roles throughout his career. Louis is currently the CEO of Kibo Energy PLC and the Executive Chairman of Katoro Gold PLC.

Paul Venter, (*date of birth: 25 December 1952 – aged 67*), *Chief Executive Officer*

Paul's has 35 years’ experience within the mining and power generating industry. He spearheaded the project development of an Intergrated Open pit mine, 4 by 150 Mw power plant and 200 kilometre transmission complex in Mongolia prior to sucessfully rebranding and leading the development of Ncondezi Coal into an Integrated Open pit mine, with 2 by 150 Mw power plants and 93Km transmission complex. In recent years’ he established Mast Energy Projects Limited and contributed to the successful sale of a 60% equity interest of Mast Energy Projects Limited to Kibo Energy PLC.

Paul was a Certified Financial Accountant of South Africa between 1982 and 1998, has an MDP in Mining from the University of South Africa and a honours degree in Business Administration from Potchefstroom University (South Africa).

Between 2012 and 2015, Paul held the position of Chief Executive Officer of Ncondezi Energy an AIM listed company (AIM: NCCL). Prior to this position, between 2009 – 2012, he was Director and VP Energy Operations – Prophecy Coal Corp a Canadian listed Company.

Candice Theron *date of birth: 11 November 1982 – aged 38*), *Non-Executive Director*

Candice is a chartered accountant who has previously worked with PwC in South Africa in both the Audit and Advisory divisions and qualified in 2007. Since relocating to London in 2009, Candice has had over ten years’ experience with various AIM listed entities in the mining and energy sectors. In 2015 Candice worked as a finance consultant at Ncondezi Energy Limited (AIM: NCCL) and then went on to be the Chief Financial Officer for Fox Marble plc (AIM: FOX) for a period of maternity cover during 2015 and 2016. Since then, Candice has provided consultancy services to London based companies, largely focused on the set up and management of financial processes and controls, audit responsibilities and statutory reporting and compliance.

Candice is a graduate of Rhodes University in South Africa.

Candice Theron will be the Audit and Risk committee chairman and a member of the Nominations and Remuneration committee.

2. The Placing

2.1 Details of the Placing

The Company has, conditional on Admission irrevocably raised £5,893,750 (before costs of approximately £1,094,750 by the issue of 44,320,000 Ordinary Shares which have been conditionally issued at £0.125 per Ordinary Share by the Company with investors through the Placing.

The Placing is conditional on Admission occurring by 31 March 2021 and is otherwise irrevocable.

The Placing Shares will represent approximately 23.5% per cent. of the Enlarged Share Capital.

The Placing Shares will rank *pari passu* in all respects with the Existing Ordinary Shares including all rights to dividends and other distributions declared, made or paid following Admission and will be issued fully paid. The Placing has not been and will not be underwritten.

In the case of Placees requesting Placing Shares in uncertificated form, it is expected that the appropriate stock accounts of Placees will be credited on or around the date of Admission.

In the case of Placees requesting Placing Shares in certificated form it is expected that certificates in respect of the Placing Shares will be dispatched by post within seven days of the date of Admission. No expenses of the Placing will be charged to Placees.

All Ordinary Shares issued pursuant to the Placing will be issued in registered form at the Placing Price, which have been determined by the Directors. The Company and the Directors have ensured that the Company shall have sufficient Ordinary Shares in public hands, as defined in the Listing Rules. The Board have ensured that a minimum of 44,320,000 Ordinary Shares have been allocated to investors whose individual and unconnected shareholdings will each equate to less than 5 per cent. of the Enlarged Share Capital, and who do not fall within any of the other excluded categories of investors in Listing Rule 14.2.2 (4).

Conditional upon Admission occurring and becoming effective by 8.00 a.m. London time on or prior to 14 April 2021 each of the Placees irrevocably agrees to become a member of the Company and agrees to subscribe for those Ordinary Shares set out in his placing letter. To the fullest extent permitted by law, investors will not be entitled to rescind their agreement at any time. In the event that Admission does not become effective by 8.00 a.m. London time on or prior to 14 April 2021 (or such later date as the Company may agree, but in any event not later than 30 April 2021), the Placees will receive a full refund of monies subscribed.

2.2 Payment

Each Placee has signed and returned a placing letter for the amounts payable under the Placing for their respective Placing Shares and settlement will be on a delivery versus payment basis within CREST. Liability (if any) for stamp duty and stamp duty reserve tax is as described in Part VII "*Taxation*" of this Document.

2.3 Use of proceeds

The Net Placing Proceeds of £4,745,000, being the Gross Placing Proceeds of £5,540,000 less the £795,000 Cash-Settled Transaction Costs, will be used to fund:

- capital expenditure to further develop the Bordersley Project under the JDA in order for the Bordersley Project to be fully operational, including gas connection costs of £737,000 in relation to connecting the Bordersley site to gas suppliers and gas kiosks which includes pipe installation costs, engineering, procurement and construction costs of £40,000 per month from September 2021 until February 2022 based upon the expected lease, payments for equipment which will be needed to complete the EPC processes during the construction period, costs of connecting the power plant at Bordersley Project to the National Grid of £127,000 and other capital expenditure including monthly site rent, consulting fees and power permitting costs - £1,140,000;
- Project 2 (9MW in Alfreton Derbyshire) cash acquisition costs, including cash consideration, associated costs and expenses for the acquisition if and when current negotiations result in binding terms being entered into. The Directors have used and continue to use their expertise to negotiate and push forward the acquisition of Project 2, the estimated cash acquisitions costs are based on the current negotiations and the expertise of the Directors and are in line with the Directors best estimates - £1,500,000;
- Project 3 (6MW in West Midlands) cash acquisition costs, including cash consideration, associated costs and expenses for the acquisition if and when current negotiations result in binding terms being entered into. The Directors have used and continue to use their expertise to negotiate and push forward the

- acquisition of Project 3, the estimated cash acquisitions costs are based on the current negotiations and the expertise of the Directors and are in line with the Directors best estimates - £180,000; and
- operating costs of the Group, including board remuneration, legal and professional fees, IT services, payroll administration, consulting fees for services provided by ST Anderton for project management and engineering services and costs relating to support services including financial management, secretarial and management support services supplied by Kibo to the Group - £1,925,000.

If both or either of the Project 2 or Project 3 acquisitions do not take place the remaining net proceeds will be used to increase the working capital of the Company and the Directors will look to identify further sites in line with the Group's business strategy.

2.4 Selling restrictions

The Ordinary Shares will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the US and may not be taken up, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within into or in the US.

The Placing is being made by means of a subscription of Ordinary Shares to certain investors in the UK and European Union. The Company has not been and will not be registered under the US Investment Company Act, and investors will not be entitled to the benefits of the US Investment Company Act.

Certain restrictions that apply to the distribution of this Document and the Ordinary Shares being issued pursuant to the Placing in certain jurisdictions are described in Part IX "*Notice to Investors*" of this Document.

2.5 Transferability

The Company's Ordinary Shares are freely transferable, free from all liens and are tradable and there are no restrictions on transfer subject to the lock-in agreements mentioned below.

3. Working Capital and Reasons for Admission

The Company is of the opinion, that taking into account the Net Placing Proceeds, that the working capital available to the Company, and the Group, is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

At Admission, the Company will have estimated net cash resources of approximately £4,745,000.

The Company is seeking Admission in order to take advantage of:

- a listed company's public profile thereby promoting the Company and its strategy;
- the possibility to create a broad investor base;
- the potential liquidity offered by a Standard Listing;
- access to institutional and other investors not only on Admission but in the secondary market; and
- the listed company status enhancing the Company's perception with potential investors and investees.

4. Capital Resources and Capitalisation and Indebtedness

The Directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. As at 8 October 2020 (and since then there has been no material change), the Company had been financed solely by the issue of share capital and has no indebtedness. In future, the capital structure of the Company is expected to consist of borrowings and equity attributable to equity holders, comprising issued share capital and reserves. While the Company has sufficient working capital to undertake all its current proposed activities, it may seek to raise additional working capital in the longer term to finance as yet unidentified projects.

Company

The following tables show the Company's capitalisation and indebtedness as at 31 December 2020 and has been extracted without material adjustment from the Company's unaudited management information as at that date.

Capitalisation

Unaudited
As at
31 December
2020
£

Total current debt

Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-

Total non-current debt

Guaranteed	-
Secured	-
Unguaranteed/Unsecured	-

Shareholders' equity

Share capital	104,497
Shareholder contributions	3,194,356
Total	3,298,853

There has been no material change in the capitalisation of the Company since 31 December 2020.

Indebtedness

	Unaudited
	As at
	31
	December
	2020
	£
A. Cash	-
B. Cash equivalent	-
C. Trading securities	-
D. Liquidity (A) + (B) + (C)	-
E. Current financial receivable	3,298,853
F. Current bank debt	-
G. Current portion of non- current debt	-
H. Other current financial debt	-
I. Current Financial Debt (F) + (G) + (H)	-
J. Net Current Financial Indebtedness (I) - (D) + (E)	(3,298,853)
K. Non-current Bank loans	-
L. Bonds Issued	-
M. Other non-current loans	-
N. Non-current Financial Indebtedness (K) + (L) + (M)	-
O. Net Financial Indebtedness (J) + (N)	(3,298,853)

There has been no material change in the indebtedness of the Company since 31 December 2020.

Sloane Group

The following tables show Sloane Group's capitalisation and indebtedness as at 31 December 2020 and has been extracted without material adjustment from Sloane Group's unaudited management information as at that date.

Capitalisation

	Unaudited
	As at
	31 December
	2020
	£
Total current debt	
Guaranteed	
Secured	
Unguaranteed/Unsecured	3,289,629
Total non-current debt	
Guaranteed	
Secured	
Unguaranteed/Unsecured	
Shareholders' equity	
Share capital	104,497
Share premium	627,470
Capital contributions	2,118,095
Retained profit	(2,985,534)
Non-controlling interests	(273,560)
Total	(409,032)

There has been no material change in the capitalisation of Sloane Group since 31 December 2020.

Indebtedness

	Unaudited
	As at
	31 December
	2020
	£
A. Cash	204
B. Cash equivalent	
C. Trading securities	
D. Liquidity (A) + (B) + (C)	204
E. Current financial receivable	
F. Current bank debt	
G. Current portion of non- current debt	
H. Other current financial debt	3,289,629
I. Current Financial Debt (F) + (G) + (H)	3,289,629
J. Net Current Financial Indebtedness (I) - (D) + (E)	3,289,425
K. Non-current Bank loans	
L. Bonds Issued	
M. Other non-current loans	
N. Non-current Financial Indebtedness (K) + (L) + (M)	
O. Net Financial Indebtedness (J) + (N)	3,289,425

There has been no material change in the indebtedness of Sloane Group since 31 December 2020.

5. Dividend policy

The nature of the Company's business means that it is unlikely that the Directors will recommend a dividend in the early years following Admission. The Directors believe the Company should seek to generate capital growth for its Shareholders. The Company may recommend distributions at some future date when it becomes commercially prudent to do so, having regard to the availability of the Company's distributable profits and the retention of funds required to finance future growth.

6. Lock-in and orderly market arrangements

The Directors are committed to the long term future of the Company. The aggregate indirect interests of the Directors and their related parties/connected persons in the issued ordinary share capital of the Company immediately following Admission will amount to 141,414,036 Ordinary Shares, equivalent to 75% per cent. of the issued ordinary share capital of the Company at that time.

The Locked-in Shareholders have each undertaken not to dispose of any interest in Ordinary Shares held by them (whether acquired on or after Admission) for a minimum period of twelve months following Admission other than through the Broker in accordance with the reasonable requirements of the Broker (or if applicable any broker appointed by the Company) so as to ensure an orderly market for the issued share capital of the Company, provided that the Broker offers competitive terms in the event of any disposal.

The lock-in obligations described above do not apply in certain limited circumstances being:

- a) to transfers in relation to an acceptance of an offer for the entire issued share capital of the Company (excluding any Ordinary Shares already held by the offeror) by a person who is not acting in concert with any Locked-in Shareholder; the giving of an irrevocable undertaking to accept such an offer; or selling any Ordinary Shares to a person making such an offer or a person who has announced an intention to make such an offer;
- b) any disposal upon an intervening court order;
- c) to the transfer or disposal of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and sanctioned by the court;
- d) to any disposal required by any statutory or regulatory requirement; and
- e) to transfers to the personal representatives or beneficiaries of a Locked-in Shareholder who has died provided always that the proposed transferee agrees by deed in a form acceptable to the Company to be bound by the provisions of the lock-in restrictions.

These lock-in provisions will not apply in the event of an intervening court order becoming or being declared unconditional, or the death of the Locked-In Shareholder. Further details of the lock-in and orderly market arrangements are set out in paragraph 11.12 of Part VII "*Additional Information*" of this Document.

7. Board Composition and Corporate Governance

The Chief Executive Officer ("**CEO**") is responsible for the day to day management of the Company and is responsible for the financial control, management, accounting and reporting functions of the Company, subject to the directions of the Board.

The CEO is supported by the Chairman, Louis Coetzee, a Non-Executive Director and Candice Theron, a Non-Executive Director, who is regarded as independent.

The Company plans to retain a small management team.

As a Company with a Standard Listing, the Company is not required to comply with the provisions of the Corporate Governance Code, which forms a key part of the corporate governance regime for England and Wales, the Company's country of incorporation.

In the interests of observing best practice on corporate governance, however, the Company will observe the requirements of the QCA Code, insofar as is appropriate having regard to the size and nature of the Company and the composition of the Board. As at the date of this Document, the Company is, and at the date of Admission will be, in compliance with the QCA Code. The Company has adopted a share dealing code that complies with the requirements of the Market Abuse Regulation. All persons discharging managerial responsibilities (comprising only the Directors as at the date of this Document) shall comply with the share dealing code with effect from Admission and the Board will be responsible for taking reasonable steps to ensure such compliance.

The Company has established a remuneration and nominations committee (the "Remuneration Committee") and an audit and risk committee (the "Risk, Audit and FPPP Committee") with formally delegated duties and responsibilities.

Risk, Audit and FPPP Committee

The Risk, Audit and FPPP Committee will have primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Group is properly measured and reported on. It will receive and review reports from the Group's management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The Risk, Audit and FPPP Committee will be responsible for keeping under review the scope and results of the audit, its cost effectiveness and the independence and objectivity of the auditors. It will also have responsibility for public reporting and internal controls and arrangements whereby employees may raise matters of concern in confidence. From Admission, the Risk, Audit and FPPP Committee will be chaired by Candice Theron and its other member will be Louis Coetzee.

Remuneration Committee

The Remuneration Committee will review the performance of the executive Directors and make recommendations to the Board on matters relating to their remuneration and terms of employment. Under its terms of reference, it will be required to meet at least once a year and will be responsible for ensuring that the executive Directors, officers and other key employees are fairly rewarded (which extends to all aspects of remuneration) for their individual contribution to the overall performance of the Group. From Admission, the Remuneration Committee will be chaired by Louis Coetzee and its other member will be Candice Theron.

The Company is applying for a Standard Listing of the Ordinary Shares on the Official List and a Standard Listing offers less protection to Shareholders than would otherwise be the case with a Premium Listing on the Official List. Further details on the consequences of a Standard Listing are set out in the section entitled "Consequences of a Standard Listing" on pages 17 and 18 of this Document.

8. Bribery Act 2010

The Bribery Act 2010 ("Bribery Act") which came into force in the UK on 1 July 2011 prescribes criminal offences for individuals and businesses relating to the payment of bribes and, in certain cases, a failure to prevent the payment of bribes. The Company has therefore established procedures and adopted

an anti-bribery and corruption policy designed to ensure that no member of the Group engages in conduct for which a prosecution under the Bribery Act may result.

9. Taxation

Your attention is drawn to Part VII “*Taxation*” of this Document. These details are however, only intended as a guide to the current taxation law position in the UK. **A Shareholder who is in any doubt as to his or her tax position, or is subject to tax in a jurisdiction other than the UK, should consult his or her professional advisers immediately.**

10. Admission to trading, settlement and dealing arrangements

Application has been made for the Ordinary Shares to be admitted to the Official List, by way of a Standard Listing, and to trading on the Main Market. Dealings in the Ordinary Shares are expected to commence at 8.00 a.m. on 14 April 2021. No application has or will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

No temporary documents of title will be issued. All documents sent by or to a Placee will be sent through the post at the Placee’s own risk. Pending the dispatch of definitive share certificates, instruments of transfer will be certified against the register of members of the Company.

11. Disclosure Guidance and Transparency Rules

The Disclosure Guidance and Transparency Rules will apply to the Company. This includes the requirement for a Shareholder to notify the Company of the percentage of its voting rights he/she holds as a Shareholder or through his/her direct or indirect holding of certain financial instruments (or a combination of such holdings) if the percentage of those voting rights reaches, exceeds or falls below:

- (i) 3 per cent., 4 per cent., 5 per cent., 6 per cent., 7 per cent., 8 per cent., 9 per cent., 10 per cent. and each 1 per cent. threshold up to 100 per cent. as a result of an acquisition or disposal of shares or such financial instruments; or
- (ii) an applicable threshold in (i) as a result of events changing the breakdown of voting rights and on the basis of information disclosed by the Company in accordance with the Disclosure Guidance and Transparency Rules.

12. Risk Factors

The Company’s business is dependent on many factors and prospective investors should read the whole of this Document. In particular, your attention is drawn to the “Risk factors” set out on pages 9 to 16 of this Document.

13. Additional Information

Potential investors should read the whole of this Document and not just rely on the information contained in this Part II. Your attention is drawn to the information set out in Parts I and III to V of this Document, which contain further information on the Company.

PART III

OPERATING AND FINANCIAL REVIEW

(A) OPERATING AND FINANCIAL REVIEW OF THE COMPANY

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the audited financial information of the Company for the period from incorporation on 17 September 2020 to 8 October 2020 as included in Section (B) "Historical Financial Information of the Company" of Part IV "Financial Information of the Company" of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the other information in this Document and the Company Financial Information. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 21 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled "Risk Factors" on pages 9 to 16 of this Document.

Summary statement of comprehensive income

During the period from incorporation on 17 September 2020 to 8 October 2020, the Company did not trade and there were no items recorded in the statement of comprehensive income.

Summary statement of financial position

Summarised below is the audited statement of financial position of the Company as at 8 October 2020:

	Audited As at 8 October 2020 £
Investment in Sloane	2,615,929
Total non-current assets	2,615,929
Cash and cash equivalents	-
Total current assets	-
Total assets	2,615,929
Share capital	104,497
Retained earnings	2,511,432
Total equity attributable to Shareholders	2,615,929
Total equity and liabilities	2,615,929

Source: Audited financial statements

Summary statement of cash flows

Summarised below is the audited statement of cash flows of the Company for the period from incorporation on 17 September 2020 to 8 October 2020:

	Audited Period ended 8 October 2020 £
Profit before income tax	-
Net cash used in operating activities	-
Proceeds from the issue of ordinary shares	2,615,929
Receipt of Kibo Cyprus loan	2,615,929
Repayment of Kibo Cyprus loan	(2,615,929)
Acquisition of Sloane	(2,615,929)
Net cash inflow from financing activities	-
Net increase in cash and cash equivalents	-
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	-

Source: Audited financial statements

Results for the period ended 8 October 2020

The Company did not trade during the period from incorporation on 17 September 2020 to 8 October 2020. On incorporation, 1 ordinary share was issued at the par value of £0.001, fully paid up. On 25 September 2020, the Company acquired the entire issued share capital of Sloane from Kibo Cyprus, the Company's intermediate parent company, for total consideration of £2,615,929. Settlement of the acquisition cost comprised the issue of 9 ordinary shares of £0.001 par value at par, together with a Kibo Cyprus intercompany loan to the value of £2,615,929. On 8 October 2020, the Kibo Cyprus loan was converted into 104,496,950 ordinary shares of £0.001 par value at £0.025 per share. No other transactions occurred within the Company during the period. As at 8 October 2020, the Company had no cash and no borrowings.

Subsequent events

No material changes to the Company's activities or financial position subsequent to 8 October 2020.

(B) OPERATING AND FINANCIAL REVIEW OF SLOANE GROUP

The following operating and financial review contains financial information that has been extracted or derived without material adjustment from the audited financial information of Sloane Group for the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 as included in Section (B) "Historical Financial Information of Sloane Group" and the unaudited interim financial information of Sloane Group for the six-month period ended 30 June 2020 as included in Section (C) "Unaudited Interim Financial Information of Sloane Group" of Part V "Financial Information of Sloane Group" of this Document, prepared in accordance with IFRS.

The following discussion should be read in conjunction with the other information in this Document, the Sloane Group Financial Information and the Sloane Group Interim Financial Information. This discussion contains forward-looking statements, which, although based on assumptions that the Directors consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those expressed or implied by the forward-looking statements. Investors should read the notice in relation to forward-looking statements contained on page 21 of this Document.

The key risks and uncertainties include but are not limited to those described in the section of this Document entitled "Risk Factors" on pages 9 to 16 of this Document.

Summary statements of comprehensive income

A summary of the audited consolidated statements of comprehensive income of Sloane Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019, together with the unaudited consolidated statement of comprehensive income for the six-month period ended 30 June 2020 are set out below:

	Audited Year ended 31 December 2017 £	Audited Year ended 31 December 2018 £	Audited Year ended 31 December 2019 £	Unaudited Six months ended 30 June 2020 £
Prospecting expenses	-	-	(306,000)	(123,000)
Administrative expenses	(4,602)	(28,360)	(42,575)	(14,239)
Operating loss before taxation	(4,602)	(28,360)	(348,575)	(137,239)
Taxation	-	-	-	-
Loss after taxation	(4,602)	(28,360)	(348,575)	(137,239)
<i>Attributable to:</i>				
Equity holders of Sloane	(4,602)	(20,360)	(238,385)	(81,764)
Non-controlling interests	-	(8,000)	(110,190)	(55,475)
	(4,602)	(28,360)	(348,575)	(137,239)

Source: Audited financial statements and unaudited interim financial information

Summary statements of financial position

A summary of the audited consolidated statements of financial position of Sloane Group as at 31 December 2017, 31 December 2018 and 31 December 2019, together with the unaudited consolidated statement of financial position as at 30 June 2020 are set out below:

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £	<i>Unaudited</i> As at 30 June 2020 £
Goodwill	-	300,000	300,000	300,000
Intangible assets	-	-	2,595,000	2,595,000
Non-current assets	-	300,000	2,895,000	2,895,000
Cash and cash equivalents	1,848	1,754	258	234
Current assets	1,848	1,754	258	234
Total assets	1,848	301,754	2,895,258	2,895,234
Share capital	104,497	104,497	104,497	104,497
Share premium	627,470	627,470	627,470	627,470
Capital contribution	1,488,335	1,488,335	2,540,871	2,118,095
Retained deficit	(2,238,709)	(2,267,069)	(2,615,644)	(2,752,883)
- Reserves attributable to equity holders of Kibo	(2,238,709)	(2,259,069)	(2,497,545)	(2,579,218)
- Minority interest	-	(8,000)	(118,190)	(173,665)
Total equity	(18,407)	(46,767)	26,130	(532,581)
Trade and other payables	6,250	15,000	10,764	149,283
Other current liabilities	-	-	228,771	228,771
Loans from group companies	14,005	333,521	1,998,529	2,420,000
Total current liabilities	20,255	348,521	2,238,064	2,798,055
Total equity and liabilities	1,848	301,754	2,895,258	2,895,234

Source: Audited financial statements and unaudited interim financial information

Summary statements of cash flows

A summary of the audited consolidated statements of cash flows of Sloane Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019, together with the unaudited consolidated statement of cash flows for the six-month period ended 30 June 2020 are set out below:

	<i>Audited</i> Year ended 31 December 2017 £	<i>Audited</i> Year ended 31 December 2018 £	<i>Audited</i> Year ended 31 December 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Loss before taxation	(4,602)	(28,360)	(348,575)	(137,239)
Finance income	-	-	-	(1,472)
<i>Working capital adjustments:</i>				
Change in trade and other payables	(5)	8,750	(4,236)	138,520
Net cash used by operating activities	(4,607)	(19,610)	(352,811)	(191)
Borrowings received	-	-	228,771	-
Proceeds from group company loans	6,255	19,516	122,544	167
Net cash from / (used by) financing activities	6,255	19,516	(351,315)	167
Net increase/(decrease) in cash and cash equivalents	1,648	(94)	(1,496)	(24)
<i>Cash and cash equivalents b/fwd</i>	<i>200</i>	<i>1,848</i>	<i>1,754</i>	<i>258</i>
Cash and cash equivalents c/fwd	1,848	1,754	258	234

Source: Audited financial statements and unaudited interim financial information

Results for the year ended 31 December 2017

Trading results

During the year ended 31 December 2017, Sloane Group reported an operating loss of £4,602, comprising administrative expenses only. Retained losses carried forward as at 31 December 2017 were £2,238,709.

Cash flows, financing and capital reserves

Sloane Group received financial support during the year from Kibo, its ultimate parent company, through an intercompany loan. Additional amounts borrowed from Kibo were £6,255 during the year. No other sources of financing were received during the year ended 31 December 2017. Cash outflows during the year comprised £4,607 of administrative expenses, resulting in Sloane Group reporting a net cash increase of £1,648 during the year. As at 31 December 2017, Sloane Group had cash reserves of £1,848.

Current assets and total assets

As at 31 December 2017, Sloane Group's only asset comprised cash of £1,848.

Equity

As at 31 December 2017, Sloane Group's equity comprised share capital of £104,497, share premium of £627,470, capital contribution £1,488,335 and a retained deficit of £2,238,709. In aggregate, Sloane Group's equity had a carrying value of £(18,407) at the year end.

The share capital balance of £104,497 comprises the aggregate nominal value of the issued share capital of Sloane. No changes to the issued share capital were reported during the year.

The share premium balance of £627,470 comprises the difference between the aggregate prices of issued shares of Sloane and their aggregate nominal value. No changes to the carrying value of share premium were reported during the year.

The capital contribution £1,488,335 represents the balance of funds contributed by Kibo, Sloane's parent company. No changes to the carrying value of capital contribution were reported during the year.

The retained deficit of £2,238,709 is the aggregate value of all retained profits and losses of Sloane Group since incorporation. The movement during the year of £4,602 reflects the reported loss after tax for the year.

Liabilities

As at 31 December 2017, Sloane Group's liabilities comprised trade and other payables of £6,250 and the intercompany loan from Kibo of £14,005. Total liabilities as at 31 December 2017 were £20,255.

Net assets

As at 31 December 2017, Sloane Group had total assets of £1,848 and total liabilities of £20,255, resulting in net liabilities of £18,407.

Results for the year ended 31 December 2018

Trading results

During the year ended 31 December 2018, Sloane Group reported an operating loss of £28,360 (2017: loss of £4,602), comprising administrative expenses only. Of this loss for the year, £20,360 (2017: £4,602) was attributable to Kibo, Sloane Group's ultimate parent company, and £8,000 (2017: £nil) to the 40% minority shareholders of MEP. Retained losses carried forward as at 31 December 2018 were £2,267,069 (2017: £2,238,709).

Cash flows, financing and capital reserves

As in the prior year, Sloane Group received financial support during the year from Kibo, its ultimate parent company, through an intercompany loan. Additional amounts borrowed from Kibo were £19,516 (2017: £6,255) during the year. No other sources of financing were received during the year ended 31 December 2018. Cash outflows during the year comprised £19,610 (2017: £4,607) of administrative expenses, resulting in Sloane Group reporting a net cash decrease of £94 (2017: increase of £1,648) during the year. As at 31 December 2018, Sloane Group had cash reserves of £1,754 (2017: £1,848).

Non-current assets

As at 31 December 2018, Sloane Group's non-current assets comprised £300,000 of goodwill arising on the acquisition of 60% of the issued share capital of MEP on 19 October 2018. The £300,000 consideration payable was settled by the issue of 5,714,286 ordinary shares of Kibo, Sloane's ultimate parent company, at an issue price of £0.0525 per share. On acquisition, the Sloane Directors applied a £nil value to the net assets of MEP, meaning that all of the acquisition cost of £300,000 was allocated to Goodwill.

Current assets

As at 31 December 2018, Sloane Group's only current asset comprised cash of £1,754 (2017: £1,848).

Total assets

As at 31 December 2018, Sloane Group's total assets were £301,754 (2017: £1,848), comprising non-current assets of £300,000 (2017: £nil) and current assets of £1,754 (2017: £1,848).

Equity

As at 31 December 2018, Sloane Group's equity comprised share capital of £104,497 (2017: £104,497), share premium of £627,470 (2017: £627,470), capital contribution £1,488,335 (2017: £1,488,335) and a retained deficit of £2,267,069 (2017: £2,238,709). In aggregate, Sloane Group's equity had a carrying value of £(46,767) (2017: £(18,407)) at the year end.

The share capital balance of £104,497 (2017: £104,497) comprises the aggregate nominal value of the issued share capital of Sloane. No changes to the issued share capital were reported during the year.

The share premium balance of £627,470 (2017: £627,470) comprises the difference between the aggregate prices of issued shares of Sloane and their aggregate nominal value. No changes to the carrying value of share premium were reported during the year.

The capital contribution £1,488,335 (2017: £1,488,335) represents the balance of funds contributed by Kibo, Sloane's parent company. No changes to the carrying value of capital contribution were reported during the year.

The retained deficit of £2,267,069 (2017: £2,238,709) is the aggregate value of all retained profits and losses of Sloane Group since incorporation. Of this amount, £2,259,069 (2017: £2,238,709) was attributable to Kibo, Sloane Group's ultimate parent company, and £8,000 (2017: £nil) to the 40% minority shareholders of MEP. The movement in the retained deficit during the year of £28,360 (2017: £4,602) reflects the reported loss after tax for the year.

Liabilities

As at 31 December 2018, Sloane Group's liabilities comprised trade and other payables of £15,000 (2017: £6,250) and the intercompany loan from Kibo of £333,521 (2017: £14,005). Total liabilities as at 31 December 2018 were £348,521 (2017: £20,255).

Net assets

As at 31 December 2018, Sloane Group had total assets of £301,754 (2017: £1,848) and total liabilities of £348,521 (2017: £20,255), resulting in net liabilities of £46,767 (2017: £18,407).

Results for the year ended 31 December 2019

Trading results

During the year ended 31 December 2019, Sloane Group reported an operating loss of £348,575 (2018: loss of £28,360), comprising £306,000 (2018: £nil) of prospecting expenses in relation to new energy projects and £42,575 (2018: £28,360) of administrative expenses. Of this loss for the year, £238,385 (2018: £20,360) was attributable to Kibo, Sloane Group's ultimate parent company, and

£110,190 (2018: £8,000) to the 40% minority shareholders of MEP. Retained losses carried forward as at 31 December 2019 were £2,615,644 (2018: £2,267,069).

Cash flows, financing and capital reserves

During the year ended 31 December 2019, Sloane Group received new borrowings of £228,771 (2018: £nil) from third parties, in addition to continued financial support from Kibo, its ultimate parent company, through an intercompany loan. Additional amounts borrowed from Kibo were £122,544 (2018: £19,516) during the year. No other sources of financing were received during the year ended 31 December 2019. Cash outflows during the year comprised £352,811 (2018: £19,610) of project prospecting and administrative expenses, resulting in Sloane Group reporting a net cash decrease of £1,496 (2018: decrease of £94) during the year. As at 31 December 2019, Sloane Group had cash reserves of £258 (2018: £1,754).

Non-current assets

As at 31 December 2019, Sloane Group's non-current assets comprised the brought forward £300,000 (2018: £300,000) of goodwill arising on the acquisition of 60% of the issued share capital of MEP and new intangible assets of £2,595,000 (2018: £nil) arising on the acquisition of the entire issued share capital of Bordersley Power. The £2,595,000 consideration payable was settled by the issue of 46,067,206 ordinary shares of Kibo, Sloane's ultimate parent company, at an issue price of £0.0525 per share. On acquisition, the Sloane Directors applied a £nil value to the net assets of Bordersley Power, meaning that all of the acquisition cost of £2,595,000 was allocated to intangible assets.

Current assets

As at 31 December 2019, Sloane Group's only current asset comprised cash of £258 (2018: £1,754).

Total assets

As at 31 December 2019, Sloane Group's total assets were £2,895,258 (2018: £301,754), comprising non-current assets of £2,895,000 (2018: £300,000) and current assets of £258 (2018: £1,754).

Equity

As at 31 December 2019, Sloane Group's equity comprised share capital of £104,497 (2018: £104,497), share premium of £627,470 (2018: £627,470), capital contribution £2,540,871 (2018: £1,488,335) and a retained deficit of £2,615,644 (2018: £2,267,069). In aggregate, Sloane Group's equity had a carrying value of £657,194 (2018: £(46,767)) at the year end.

The share capital balance of £104,497 (2018: £104,497) comprises the aggregate nominal value of the issued share capital of Sloane. No changes to the issued share capital were reported during the year.

The share premium balance of £627,470 (2018: £627,470) comprises the difference between the aggregate prices of issued shares of Sloane and their aggregate nominal value. No changes to the carrying value of share premium were reported during the year.

The capital contribution £2,540,871 (2018: £1,488,335) represents the balance of funds provided by Kibo, Sloane's parent company. The movement in the capital contribution during the year of £1,052,536 (2018: nil) reflects the net cash receipts from Kibo during the period.

The retained deficit of £2,615,644 (2018: £2,267,069) is the aggregate value of all retained profits and losses of Sloane Group since incorporation. Of this amount, £2,468,616 (2018: £2,259,069) was

attributable to Kibo, Sloane Group's ultimate parent company, and £147,028 (2018: £8,000) to the 40% minority shareholders of MEP. The movement in the retained deficit during the year of £348,575 (2018: £28,360) reflects the reported loss after tax for the year.

Liabilities

As at 31 December 2019, Sloane Group's liabilities comprised trade and other payables of £10,764 (2018: £15,000), other current liabilities of £228,771 (2018: £nil) arising during the year from the new borrowings received from third parties and the intercompany loan from Kibo of £1,998,529 (2018: £333,521). Total liabilities as at 31 December 2019 were £2,238,064 (2018: £348,521).

Net assets

As at 31 December 2019, Sloane Group had total assets of £2, 895,258 (2018: £301,754) and total liabilities of £2,238,064 (2018: £348,521), resulting in net assets of £657,194 (2018: net liabilities of £46,767).

Results for the six-month period ended 30 June 2020

Trading results

During the six-month period ended 30 June 2020, Sloane Group reported an operating loss of £137,929 (year ended 31 December 2019: loss of £348,575), comprising £123,000 (year ended 31 December 2019: £306,000) of prospecting expenses in relation to new energy projects and £14,239 (year ended 31 December 2019: £42,575) of administrative expenses. Of this loss for the period, £81,764 (year ended 31 December 2019: £209,547) was attributable to Kibo, Sloane Group's ultimate parent company, and £55,475 (year ended 31 December 2019: £139,028) to the 40% minority shareholders of MEP. Retained losses carried forward as at 30 June 2020 were £2,615,644 (31 December 2019: £2,615,644).

Cash flows, financing and capital reserves

During the six-month period ended 30 June 2020, Sloane Group received continued financial support from Kibo, its ultimate parent company, through a capital contribution. Additional amounts received from Kibo were £167 (year ended 31 December 2019: £122,544) during the period. No other sources of financing were received during the period. Cash outflows during the period comprised £191 (year ended 31 December 2019: £352,811) of project prospecting and administrative expenses, resulting in Sloane Group reporting a net cash decrease of £24 (year ended 31 December 2019: decrease of £1,496) during the period. As at 30 June 2020, Sloane Group had cash reserves of £234 (31 December 2019: £258).

Non-current assets

As at 30 June 2020, Sloane Group's non-current assets comprised the brought forward £300,000 (31 December 2019: £300,000) of goodwill arising on the acquisition of 60% of the issued share capital of MEP during the year ended 31 December 2018 and the brought forward intangible assets of £2,595,000 (31 December 2019: £2,595,000) arising on the acquisition of the entire issued share capital of Bordersley Power during the year ended 31 December 2019. No impairment to the carrying value of either asset was deemed necessary by the Sloane Directors.

Current assets

As at 30 June 2020, Sloane Group's only current asset comprised cash of £234 (31 December 2019: £258).

Total assets

As at 30 June 2020, Sloane Group's total assets were £2,895,234 (31 December 2019: £2,895,258), comprising non-current assets of £2,895,000 (31 December 2019: £2,895,000) and current assets of £234 (31 December 2019: £258).

Equity

As at 30 June 2020, Sloane Group's equity comprised share capital of £104,497 (31 December 2019: £104,497), share premium of £627,470 (31 December 2019: £627,470), capital contribution of £2,118,095 (31 December 2019: £2,540,871) and a retained deficit of £2,752,883 (31 December 2019: £2,615,644). In aggregate, Sloane Group's equity had a carrying value of £(97,179) at the period end (31 December 2019: £657,194).

The share capital balance of £104,497 (31 December 2019: £104,497) comprises the aggregate nominal value of the issued share capital of Sloane. No changes to the issued share capital were reported during the year.

The share premium balance of £627,470 (31 December 2019: £627,470) comprises the difference between the aggregate prices of issued shares of Sloane and their aggregate nominal value. No changes to the carrying value of share premium were reported during the year.

The capital contribution £2,118,095 (31 December 2019: £2,540,871) represents the balance of funds provided by Kibo, Sloane's parent company. The movement in the capital contribution during the year of £422,776 reflects the net cash receipts from Kibo during the period. The retained deficit of £2,752,883 (31 December 2019: £2,615,644) is the aggregate value of all retained profits and losses of Sloane Group since incorporation. Of this amount, £2,579,218 (31 December 2019: £2,497,454) was attributable to Kibo, Sloane Group's ultimate parent company, and £173,665 (31 December 2019: £118,190) to the 40% minority shareholders of MEP. The movement in the retained deficit during the period of £137,239 reflects the reported loss after tax for the period (year ended 31 December 2019: £28,360).

Liabilities

As at 30 June 2020, Sloane Group's liabilities comprised trade and other payables of £149,283 (31 December 2019: £10,764), other current liabilities of £228,771 (31 December 2019: £228,771) in relation to brought forward borrowings from third parties and the intercompany loan from Kibo of £2,420,000 (31 December 2019: £1,998,529). Total liabilities as at 30 June 2020 were £2,798,055 (31 December 2019: £2,238,064).

Net assets

As at 30 June 2020, Sloane Group had total assets of £2,895,234 (31 December 2019: £2,895,258) and total liabilities of £2,798,055 (31 December 2019: £1,998,529), resulting in net assets of £97,179 (31 December 2019: £657,194).

Events post 30 June 2020

Since 30 June 2020, there has been no significant change in either the trading performance or activities of Sloane Group, of its cash flows and financing position.

PART IV

FINANCIAL INFORMATION OF THE COMPANY

(A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF THE COMPANY



26 March 2021

The Directors
Mast Energy Developments PLC
Salisbury House
London Wall
London EC2M 5PS

Crowe U.K. LLP
Chartered Accountants
Member of Crowe Global
55 Ludgate Hill
London EC4M 7JW, UK
Tel +44 (0)20 7842 7100
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Lane
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Dear Sirs and Madams,

We report on the audited historical financial information of Mast Energy Developments PLC (the "Company") for the period from incorporation on 17 September 2020 to 8 October 2020 (the "Company Financial Information").

Opinion on financial information

In our opinion, the Company Financial Information gives, for the purpose of the Document, a true and fair view of the state of affairs of the Company as at 8 October 2020 and of its profits, cash flows, statement of comprehensive income and changes in equity for the period then ended in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("IFRS").

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Company Financial Information in accordance with IFRS.

It is our responsibility to form an opinion on the Company Financial Information, and to report our opinion to you.

Basis of preparation

The Company Financial Information has been prepared for inclusion in Section (B) "*Historical Financial Information of the Company*" of Part IV "*Historical Financial Information of the Company*" of the Company's prospectus dated 26 March 2021 (the "Document"), on the basis of the accounting policies set out in note 3 to the Company Financial Information. This report is required by item 18.3.1 of Annex 1 to the UK version of Regulation number 2019/980 of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (together, the "Prospectus Regulation") and is given for the purpose of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of the Company in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Company Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Company Financial Information and whether the accounting policies are appropriate to the Company's circumstances consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Company Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of this Document and we declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of Annex 1 to the Prospectus Regulation.

Yours faithfully,

Crowe U.K. LLP
Chartered Accountants

(B) HISTORICAL FINANCIAL INFORMATION OF THE COMPANY

STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company for the period from incorporation on 17 September 2020 to 8 October 2020 is stated below:

	<i>Audited</i> Period ended 8 October 2020 £
Revenue	-
Administrative expenses	-
Operating result	-
Finance income/(expense)	-
Profit before taxation	-
Income tax	-
Profit for the period and total comprehensive income for the period	-
Basic and diluted earnings per ordinary share	-

STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the Company as at 8 October 2020 is stated below:

ASSETS	Note	<i>Audited</i> As at 8 October 2020 £
Non-current assets		
Investment in Sloane	6	2,615,929
Total non-current assets		2,615,929
Current assets		
Cash and cash equivalents		-
Total current assets		-
Total assets		2,615,929
EQUITY AND LIABILITIES		
Equity attributable to owners		
Share capital	7	104,497
Retained earnings		2,511,432
Total equity attributable to Shareholders		2,615,929
Total equity and liabilities		2,615,929

STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity of the Company for period from incorporation on 17 September 2020 to 8 October 2020 is set out below:

	Share capital £	Share premium £	Retained earnings £	Total equity £
Comprehensive income for the period				
Profit for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
Transactions with owners				
Shares issued on incorporation	-	-	-	-
Shares issued on acquisition of Sloane	-	-	-	-
Shares issued on conversion of Kibo Cyprus loan	104,497	2,511,432	-	2,615,959
Total transactions with owners	104,497	2,511,432	-	2,615,959
As at 8 October 2020	104,497	2,511,432	-	2,615,959

STATEMENT OF CASH FLOWS

The audited statement of cash flows of the Company for the period from incorporation on 17 September 2020 to 8 October 2020 is as follows:

	<i>Audited</i> Period ended 8 October 2020 £
Cash used in operating activities	
Profit before income tax	-
Net cash used in operating activities	-
Cash inflows from financing activities	
Proceeds from the issue of ordinary shares	2,615,929
Receipt of Kibo Cyprus loan	2,615,929
Repayment of Kibo Cyprus loan	(2,615,929)
Acquisition of Sloane	(2,615,929)
Net cash inflow from financing activities	-
Net increase in cash and cash equivalents	-
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	-

NOTES TO THE COMPANY FINANCIAL INFORMATION

1. General information

The Company was incorporated and registered in England and Wales on 17 September 2020 with company number 04425405 as a private limited company under the Companies Act 2006 with the name MAST Energy Developments Limited. The Company re-registered as a public limited company on 18 November 2020 and changed its name to MAST Energy Developments PLC on 18 November 2020.

The Company did not trade during the period under review.

2. Basis of preparation

The principal accounting policies applied in the preparation of the Company Financial Information are set out below. These policies have been consistently applied throughout the period presented, unless otherwise stated.

The Company Financial Information has been prepared in accordance with IFRS. The Company Financial Information has been prepared using the measurement bases specified by IFRS for each type of asset.

The Company Financial Information of the Company is presented in £.

The Company Financial Information comprises the standalone financial information of the Company. As at 8 October 2020, the Company owned 100% of the issued share capital of Sloane, which in turn held 100% of the issued share capital of Bordersley Power and 60% of the issued share capital of MEP. The audited, consolidated Sloane Group Financial Information is included in Section (B) “*Historical Financial Information of Sloane Group*” of Part V “*Historical Financial Information of Sloane Group*” of this Document.

Standards and interpretations issued but not yet applied

At the date of authorisation of the Company Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee, which are effective for annual accounting periods ending on or after the stated effective date. In their view, none of these standards would have a material impact on the financial reporting of the Company.

Comparative figures

No comparative figures have been presented as the Company Financial Information covers the period from incorporation on 17 September 2020.

Going concern

The Company Financial Information has been prepared on a going concern basis. Although the Company had minimal cash from the issue of equity as at 8 October 2020, the Net Placing Proceeds will be sufficient to provide the Company with sufficient working capital for at least the next twelve months.

3. Accounting policies

Cash and cash equivalents

The Directors consider any cash on short-term deposits and other short-term investments to be cash equivalents.

Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis.

Share capital

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

4. Use of assumptions and estimates

In preparing the Company Financial Information, the Directors have to make judgments on how to apply the Company's accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments that have been made in arriving at the amounts recognised in the Company Financial Information.

5. Directors' emoluments

No amount was paid or become payable to any of the Directors. Also, there were no staff costs on the basis that no staff were employed by the Company during the 2-month period ended 8 October 2020.

6. Investment in Sloane

On 25 September 2020, the Company acquired the entire issued share capital of Sloane from Kibo Cyprus for value of £2,615,929. The consideration paid comprised the issue of 9 ordinary shares of £0.001 par value at par and a loan of £2,615,929, being the fair value of Sloane's net assets as at the date of acquisition. As at the date of acquisition, the assets and liabilities acquired were as follows:

	<i>Audited</i> As at 25 September 2020 £
Investment in Bordersley Power	2,603,844
Investment in MEP	436,433
Cash and cash equivalents	234
Deferred vendor liability	(421,472)
Trade payables	(1,860)
Accruals	(1,250)
Net assets acquired	2,615,929

Subsidiaries

Details of the Company's subsidiaries are as follows:

Company	Country of Registration or Incorporation	Principal activity	Shareholding as at 8 October 2020
Sloane	United Kingdom	Holding company	100%
Bordersley Power	United Kingdom	Power generation	100%
MEP	United Kingdom	Power generation	60%

7. Share capital

The Company was incorporated on 17 September 2020. On incorporation, 1 ordinary share was issued at the par value of £0.001, fully paid up.

On 25 September 2020, 9 ordinary shares of £0.001 par value were issued at par to affect the acquisition of Sloane from Kibo Cyprus, the Company's intermediate parent company.

On 8 October 2020, 104,496,950 ordinary shares of £0.001 par value were issued at £0.025 per share to effect the conversion of the £2,615,929 Kibo Cyprus loan.

8. Financial risk management

Due to the early stage nature of the Company, the has no exposure to currency risk, credit risk, liquidity risk or cash flow interest rate risk. The Company does not trade in financial instruments.

Fair values

The Directors assessed the fair values of the Company's investment in Sloane and its cash balance and are of the opinion that they approximate their carrying amounts.

9. Capital management policy

The Directors' objectives when managing the Company's capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure. As at 8 October 2020, the capital structure of the Company comprises equity attributable to equity holders of the Company, being its issued share capital and reserves.

10. Related party transactions

Related parties of the Company comprise Kibo, its ultimate parent company, Kibo Cyprus, its immediate parent company, Sloane Group and the Directors.

Kibo and Sloane Group

There were no transactions between the Company and either Kibo or Sloane Group during the period under review.

Kibo Cyprus

On 25 September 2020, the Company acquired the entire issued share capital of Sloane from Kibo Cyprus for value of £2,615,929. The consideration paid comprised the issue of 9 ordinary shares of £0.001 par

value at par and a loan of £2,615,929, being the fair value of Sloane's net assets as at the date of acquisition. On 8 October 2020, the Company issued 104,496,950 ordinary shares of £0.001 par value at £0.025 per share to effect the conversion of the £2,615,929 Kibo Cyprus loan. Between 25 September 2020 and 8 October 2020, the Kibo Cyprus loan was unsecured and interest free.

Directors

LL. Coetzee	Executive Director
LM. Maree	Executive Director
NF. O'Keeffe	Non-Executive Director
C. Schaffalitzky	Non-Executive Director

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

St. Anderton on Vaal Limited	St. Anderton on Vaal Limited provides consulting services to Sloane Group. The directors of St. Anderton on Vaal Limited are also directors of MEP
Directly held subsidiaries	Sloane MEP Bordersley Power

11. Subsequent events

On 18 November 2020, the Company re-registered as a public limited company.

12. Ultimate controlling party

As at 8 October 2020, the ultimate controlling party of the Company was Kibo Mining Cyprus Ltd.

13. Nature of the Company Financial Information

The Company Financial Information presented above does not constitute statutory accounts for the period under review.

PART V

FINANCIAL INFORMATION OF SLOANE GROUP

(A) ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF SLOANE GROUP



Crowe U.K. LLP
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26 March 2021

The Directors
Mast Energy Developments Plc
Salisbury House
London Wall
London EC2M 5PS

Dear Sirs and Madams,

We report on the audited historical financial information of Sloane Developments Limited and its subsidiaries, MAST Energy Projects Limited and Bordersley Power Limited (together, the "Sloane Group") for the three years ended 31 December 2019 (the "Sloane Group Financial Information").

Opinion on financial information

In our opinion, the Sloane Group Financial Information gives, for the purpose of the document, a true and fair view of the state of affairs of Sloane Group as at 31 December 2017, 31 December 2018 and 31 December 2019 and of its profits, cash flows, statements of comprehensive income and changes in equity for the years then ended in accordance with International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union ("IFRS").

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Sloane Group Financial Information in accordance with IFRS.

It is our responsibility to form an opinion on the Sloane Group Financial Information, and to report our opinion to you.

Basis of preparation

The Sloane Group Financial Information has been prepared for inclusion in Section (B) "*Historical Financial Information of Sloane Group*" of Part V "*Historical Financial Information of Sloane Group*" of Mast Energy Developments Plc's prospectus dated 26 March 2021 (the "Document"), on the basis of the accounting policies set out in note 3 to the Sloane Group Financial Information. This report is required by item 18.3.1 of Annex 1 to the UK version of Regulation number 2019/980 of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (together, the "Prospectus Regulation") and is given for the purpose of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of Sloane Group in accordance with the FRC's Ethical Standard

as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Sloane Group Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Sloane Group Financial Information and whether the accounting policies are appropriate to Sloane Group's circumstances consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Sloane Group Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of this Document and we declare that, to the best of our knowledge, the information contained in this report, for which we are responsible, is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of Annex 1 to the Prospectus Regulation.

Yours faithfully,

Crowe U.K. LLP
Chartered Accountants

(B) HISTORICAL FINANCIAL INFORMATION OF SLOANE GROUP

Consolidated statements of comprehensive income

The audited consolidated statements of comprehensive income of Sloane Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

		<i>Audited</i> Year ended 31 December 2017 £	<i>Audited</i> Year ended 31 December 2018 £	<i>Audited</i> Year ended 31 December 2019 £
Prospecting expenses	8	-	-	(306,000)
Administrative expenses	8	(4,602)	(28,360)	(42,575)
Operating loss and income before taxation		(4,602)	(28,360)	(348,575)
Taxation	8	-	-	-
Loss after taxation and total comprehensive loss for the year		(4,602)	(28,360)	(348,575)
Loss and comprehensive loss attributable to:				
Equity holders of Sloane		(4,602)	(20,360)	(238,385)
Non-controlling interests		-	(8,000)	(110,190)
		(4,602)	(28,360)	(348,575)
Loss per ordinary share				
Basic and diluted loss per ordinary share	10	(0.000)	(0.000)	(0.002)

Consolidated statements of financial position

The audited consolidated statements of financial position of Sloane Group as at 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

		<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £
ASSETS	Note			
Goodwill	11	-	300,000	300,000
Intangible assets	12	-	-	2,595,000
Non-current assets		-	300,000	2,895,000
Cash and cash equivalents		1,848	1,754	258
Current assets		1,848	1,754	258
Total assets		1,848	301,754	2,895,258
EQUITY AND LIABILITIES				
Share capital	13	104,497	104,497	104,497
Share premium	13	627,470	627,470	627,470
Capital contribution	14	1,488,335	1,488,335	2,540,871
Retained deficit		(2,238,709)	(2,267,069)	(2,615,644)
- Reserves attributable to equity holders of Kibo		(2,238,709)	(2,259,069)	(2,497,454)
- Non-controlling interests		-	(8,000)	(118,190)
Total equity		(18,407)	(46,767)	65,194
Trade and other payables		6,250	15,000	10,764
Other current liabilities		-	-	228,771
Loans from group companies	15	14,005	333,521	1,998,529
Total current liabilities		20,255	348,521	2,238,064
Total liabilities		20,255	348,521	2,238,064
Total equity and liabilities		1,848	301,754	2,895,258

Consolidated statements of changes in shareholders' equity

The audited consolidated statements of changes in shareholders' equity of Sloane Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

	Share capital £	Share premium £	Capital contributions £	Retained deficit £	Minority interest £	Total equity £
Balance at 1 January 2017	104,497	627,470	1,496,085	(2,234,107)		(46,055)
Loss after taxation	-	-	-	(4,602)	-	(4,602)
<i>Total comprehensive loss for the year</i>	-	-	-	(4,602)	-	(4,602)
Movement in capital contribution	-	-	(7,750)	-	-	(7,750)
Balance as at 31 December 2017	104,497	627,470	1,488,335	(2,238,709)	-	(18,407)
Loss after taxation	-	-	-	(20,360)	(8,000)	(28,360)
<i>Total comprehensive income for the year</i>	-	-	-	(20,360)	(8,000)	(28,360)
Balance as at 31 December 2018	104,497	627,470	1,488,335	(2,259,069)	(8,000)	(46,767)
Loss after taxation	-	-	-	(238,385)	(110,190)	(348,575)
<i>Total comprehensive income for the year</i>	-	-	-	(238,385)	(110,190)	(348,575)
Movement in capital contribution	-	-	631,064	-	-	631,064
Re-allocation from group company loans	-	-	421,472	-	-	421,472
<i>Transactions with owners</i>	-	-	1,052,536	-	-	1,052,536
Balance as at 31 December 2019	104,497	627,470	2,540,871	(2,497,454)	(118,190)	657,194

Consolidated statements of cash flows

The audited consolidated statements of cash flows of Sloane Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

	<i>Audited</i> Year ended 31 December 2017 £	<i>Audited</i> Year ended 31 December 2018 £	<i>Audited</i> Year ended 31 December 2019 £
Cash flows from operating activities			
Loss before taxation	(4,602)	(28,360)	(348,575)
<i>Working capital adjustments:</i>			
Change in trade and other payables	(5)	8,750	(4,236)
Net cash used by operating activities	(4,607)	(19,610)	(352,811)
Cash flows from financing activities			
Borrowings raised	-	-	228,771
Proceeds from group company loans	6,255	19,516	122,544
Net cash from / (used by) financing activities	6,255	19,516	(351,315)
Net increase/(decrease) in cash and cash equivalents	1,648	(94)	(1,496)
<i>Cash and cash equivalents – beginning of the year</i>	<i>200</i>	<i>1,848</i>	<i>1,754</i>
Cash and cash equivalents – end of the year	1,848	1,754	258

The changes in liabilities from financing activities arise solely from cash flows

Notes to the Sloane Group Financial Information

1. General information

Sloane is a private company (limited by shares) incorporated in England and Wales. The address of the registered office is 55 Ludgate Hill, London EC4M 7JW. The Sloane Group Financial Information consolidates the financial information of Sloane and its subsidiaries.

The principal activities of the Sloane Group are related to the exploration for and development of multi-asset energy projects in the United Kingdom.

2. Basis of preparation and measurement

(a) Basis of preparation

The Sloane Group Financial Information has been prepared in accordance with IFRS, including interpretations issued by the International Financial Reporting Interpretations Committee.

Unless otherwise stated, the Sloane Group Financial Information is presented in £ which is the currency of the primary economic environment in which Sloane Group operates.

The Sloane Group Financial Information has been prepared under the historical cost convention.

The Sloane Group Financial Information has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. The ability of Sloane Group to continue as a going concern is dependent upon receipt of the Net Placing Proceeds and, should these not be received, on the continued financial support of Kibo. The Sloane Directors have reviewed Sloane Group's overall funding position and outlook and are of the opinion that Sloane Group will be sufficiently well-funded following either the receipt of the Net Placing Proceeds or continued support from Kibo to be able to operate as a going concern for at least the next twelve months from the date of this Document.

(b) Basis of consolidation

The Sloane Group Financial Information comprises the financial information of Sloane and its subsidiaries.

A subsidiary is defined as an entity over which Sloane Group has control. Sloane Group controls an entity when Sloane Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to Sloane Group. They are deconsolidated from the date that control ceases.

Intra-group transactions, balances and unrealised gains on transactions are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of Sloane Group.

The total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in the Sloane Group Financial Information.

(a) Goodwill

Goodwill represents the amount by which the fair value of the cost of a business combination exceeds the fair value of the net assets acquired. Goodwill is not amortised and is stated at cost less any accumulated impairment losses.

The recoverable amount of goodwill is tested for impairment annually or when events or changes in circumstance indicate that it might be impaired. Impairment charges are deducted from the carrying value and recognised immediately in the income statement. For the purpose of impairment testing, goodwill is allocated to each of Sloane Group's cash generating units expected to benefit from the synergies of the combination. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

(b) Intangible assets

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

Intangible assets comprise the acquisition of exploration power projects in relation to Sloane Group's prospecting and evaluation activities. Intangible assets comprise fair value allocated to exploration power projects purchased through business combination for which no useful life has been accurately determined.

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

(c) Impairment of non-financial assets

At each reporting date, the Sloane Directors assess whether indications exist that an asset may be impaired. If indications do exist, or when annual impairment testing for an asset is required, the Sloane Directors estimate the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value-in-use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the Sloane Directors consider the asset impaired and write the subject asset down to its recoverable amount. In assessing value-in-use, the Sloane Directors discount the estimated future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, the Sloane Directors consider recent market transactions, if available. If no such transactions can be identified, the Sloane Directors utilise an appropriate valuation model.

(d) Financial instruments

Recognition

Financial instruments comprise cash and cash equivalents, trade and other payables, Kibo loan payables and other financial liabilities.

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

Classification

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

Financial liabilities are classified at amortised cost.

Financial assets

Cash and cash equivalents

Classification

Financial assets at amortised cost

Financial liabilities

Trade and other payables

Other current liabilities

Classification

Financial liabilities at amortised cost

Financial liabilities at amortised cost

Financial assets are classified as current if they are expected to be realised or settled within 12 months from the reporting date. If not, they are classified as non-current.

Financial liabilities are classified as non-current if Sloane Group has an unconditional right to defer payment for more than 12 months from the reporting date.

Measurement on initial recognition

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

Subsequent measurement

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

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

De-recognition

Financial assets are de-recognised when the rights to receive cash flows from the assets have expired or have been transferred and Sloane Group has transferred substantially all risks and rewards of ownership.

Financial liabilities are de-recognised when the obligations specified in the contracts are discharged, cancelled or expire.

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

(e) Share capital, capital contributions and deferred vendor shares

Incremental costs directly attributable to the issue of ordinary shares are recognised directly in equity. Capital contributions are used to fund prospecting expenditures. Deferred vendor shares relate to liabilities that have been settled through the issue of ordinary shares.

(f) Taxation

Deferred taxation

Deferred tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Sloane Group Financial Information. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and expected to apply when the related deferred tax is realised or the deferred liability is settled.

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

Income taxation

Current income tax assets and liabilities for the years ended 31 December 2019, 31 December 2018 and 31 December 2017 are measured at the amount to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the jurisdictions where Sloane Group operates and generates taxable income.

4. Significant accounting judgements, estimates and assumptions

The preparation of the Sloane Group Financial Information in compliance with IFRS requires the Sloane Directors to exercise judgement in applying Sloane Group's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Sloane Group Financial Information are disclosed below.

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

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

The following key area of estimation uncertainty exists:

Valuation of intangible assets and goodwill – significant estimate concerning valuation

Sloane Group holds a number of intangible assets and goodwill. These assets are considered unique and a fair market price is not easily obtainable. In instances where these assets were acquired by means of shares issued, the Sloane Directors have applied the provisions of IFRS 2 "*Share-based Payments*" to value the assets based on the fair value of the instruments granted.

The following key area of accounting judgement exists:

Deferred vendor liability – significant accounting judgement concerning treatment

Following the acquisition of Bordersley Power Limited during the year ended 31 December 2019, further described in note 6, as at the end of the year Sloane Group holds a deferred liability which is classified as equity due to the nature of the arrangement. The equity-classified deferred liability is therefore presented in the reserves, namely the capital contribution reserve, as at 31 December 2019. Due to the contractual terms, at the point of which the deferred liability is settled via the issue of shares, it will create a liability that will offset the capital contribution.

5. Standards issued but not yet effective:

The following standards and interpretations relevant to Sloane Group and which have not been applied in the preparation of the Sloane Group Financial Information, were in issue but were not yet effective. In some cases these standards and guidance have not been endorsed for use in the European Union.

Standard	Effective date, annual period beginning on or after
<p><i>IAS 1 "Presentation of Financial Statements"</i></p> <p>Definition of Material: The amendments clarify and align the definition of "material" and provide guidance to help improve consistency in the application of that concept whenever it is used in IFRS.</p> <p>Classification of Liabilities as Current or Non-current: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current.</p>	<p>1 January 2020</p> <p>1 January 2023</p>
<p><i>IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors"</i></p> <p>Definition of Material: The amendments clarify and align the definition of "material" and provide guidance to help improve consistency in the application of that concept whenever it is used in IFRS.</p>	<p>1 January 2020</p>

The Sloane Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on future financial information of Sloane Group.

The Sloane Directors expect to adopt all relevant standards and interpretations as and when they become effective.

6. Acquisitions

Acquisition of MEP

On 19 October 2018, Sloane Group acquired a 60% equity interest in MEP for £300,000, settled through the issue of 5,714,286 ordinary shares in Kibo, the ultimate parent company of Sloane.

The acquisition of MEP falls within the ambit of IFRS 3 "Business Combinations". The net assets acquired were valued at £nil, with the resultant purchase price being allocated to goodwill on the date of acquisition.

Total consideration	£ 300,000
Net assets acquired	-

Goodwill recognised**300,000**

Various “shovel ready” sites have already been identified in the UK, capable of sustaining gas fired power generators and ancillary structures from 20MW upwards. Financial modelling indicates projected IRRs of 13-16% and NPVs of £16 million to £19 million for these potential sites.

Goodwill is assessed for impairment on an annual basis, against the recoverable amount of underlying cash generating unit. The recoverable amount of the cash generating unit, is the higher of its fair value less cost to sell and its value in use. The valuation techniques applicable to the valuation of the abovementioned cash generating unit comprise a combination of fair market values, discounted cash flow projections and historic transaction prices.

Through review of the project specific financial, operational, market and economic indicators applicable to the above cash generating unit, as well as consideration of the various elements which contribute toward the indication of impairment of similar projects, the Sloane Directors concluded that no impairment was necessary during the year ended 31 December 2019.

The non-controlling interest carried forward is measured at the minority equity attributable to Mast Energy Projects.

Acquisition of Bordersley Power

During the year ended 31 December 2019, Sloane Group initially acquired an indirect 100% equity interest in shovel-ready reserve power generation project, Bordersley, which will comprise a 5MW gas-fuelled power generation plant for the consideration of £175,000 settled through the issue of Kibo shares.

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

	£
Total consideration	2,595,000
Net assets acquired	-
Intangible asset recognised	2,595,000

The issue price of the Bordersley Power consideration shares and the associated number to be issued to St. Anderton was determined by using the methodology set out in the original MEP vendor agreement as guidance, and was calculated as c. £2,420,000 comprising:

- 100% of the net present value of the Bordersley Project's royalties (being the royalty equal to 5% of the gross revenue less gas and trading costs) amounting to c. £370,000;
- 40% of the net present value of the Bordersley Project revenue (being net profit before tax) flowing to St. Anderton from Bordersley Power through MEP amounting to c. £2,050,000; and
- the non-controlling interest carried forward is measured at the minority equity attributable to Mast Energy

7. Subsidiaries

Details of Sloane's subsidiaries are as follows:

Company	Country of Registration or Incorporation	Principal activity	Shareholding as at 31 December 2017	Shareholding as at 31 December 2018	Shareholding as at 31 December 2019
MEP	United Kingdom	Power generation	-	60%	60%
Bordersley Power	United Kingdom	Power generation	-	-	100%

8. Expenses by nature

	<i>Audited</i> Year ended 31 December 2017 £'000	<i>Audited</i> Year ended 31 December 2018 £'000	<i>Audited</i> Year ended 31 December 2019 £'000
Prospecting expenses			
Prospecting expenses	-	-	306,000
Total prospecting expenses	-	-	306,000
Administrative expenses			
<i>Auditors' remuneration</i>			
Fees payable to the Company's auditor for the audit of the Sloane Group and the Company's annual accounts	-	8,266	1,250
<i>Fees payable to the Company's auditor and its associates for other services:</i>			
Audit of accounts of subsidiaries	-	-	8,150
Total auditors' remuneration	-	8,266	9,400
Recurring administrative expenses	-	8,266	9,400
Other non-recurring costs	4,602	20,094	33,175
Non-recurring administrative expenses	4,602	20,094	33,175
Total administrative expenses	4,602	28,360	42,575

The average monthly number of employees was as follows:

	4	4	4
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9. Taxation

Income taxes are provided for the tax effects of transactions reported in the Sloane Group Financial Information and consist of taxes currently due, plus deferred taxes related to differences between the basis of assets and liabilities for financial and income tax reporting.

For the taxable year ending 31 December 2019, Sloane Group had a tax expense of £nil (2018: tax expense of £nil, 2017: tax expense of £nil). The effective tax rate during the year ended 31 December 2019 was 19% (2018: 19%, 2017: 19%). The effective tax rate was primarily impacted by capital loss carryovers for which no deferred tax asset was recognised.

The differences between the statutory income tax rate and the effective tax rates are summarised as follows:

Audited
Year ended
31 December

	2019	
	£	%
Expected tax at statutory UK income tax rate of 19%	(66,229)	(19)%
<i>Increase/(decrease) in tax resulting from:</i>		
Unrecognised tax losses carried forward	66,229	19%
	-	-%

	Audited Year ended 31 December 2018	
	£	%
Expected tax at statutory UK income tax rate of 19%	(5,388)	(19)%
<i>Increase/(decrease) in tax resulting from:</i>		
Unrecognised tax losses carried forward	5,388	19%
	-	-%

	Audited Year ended 31 December 2017	
	£	%
Expected tax at statutory UK income tax rate of 19%	(875)	(19)%
<i>Increase/(decrease) in tax resulting from:</i>		
Unrecognised tax losses carried forward	875	19%
	-	-%

10. Loss per share

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

	Audited As at 31 December 2017 £	Audited As at 31 December 2018 £	Audited As at 31 December 2019 £
Other current liabilities			
Loss for the period attributable to equity holders of the parent	(4,620)	(20,360)	(209,547)
Weighted average number of ordinary shares for the purposes of basic loss per share	104,496,960	104,496,960	104,496,960
Basic loss per ordinary share	(0.000)	(0.000)	(0.002)

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

11. Goodwill

Cost	Goodwill £
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As at 1 January 2017 and 31 December 2017	-
Additions through business combinations	300,000
As at 31 December 2018 and 31 December 2019	300,000

Amortisation

As at 1 January 2017, 31 December 2017, 31 December 2018 and 31 December 2019	-
--	---

Net book value

As at 31 December 2017	-
As at 31 December 2018	300,000
As at 31 December 2019	300,000

12. Intangible assets

Cost	Exploration power project rights £
As at 1 January 2017, 31 December 2017 and 31 December 2018	-
Additions through business combinations	2,595,000
As at 31 December 2019	2,595,000

Amortisation

As at 1 January 2017, 31 December 2017, 31 December 2018 and 31 December 2019	-
--	---

Net book value

As at 31 December 2017	-
As at 31 December 2018	-
As at 31 December 2019	2,595,000

13. Share capital and share premium

As at 1 January 2017, Sloane had 104,496,960 ordinary shares of £0.001 in issue. Its share capital was £104,497 and its share capital was £627,740. No further share issues have taken place during the periods presented and no changes to the carrying value of either share capital or share premium have occurred.

14. Capital contributions

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £
Opening balance	1,496,085	1,488,335	1,488,335
Deferred vendor acquisition settled through shares	-	-	421,472
Movement in capital contribution	(7,750)	-	122,544

Balance carried forward	1,488,335	1,488,335	2,540,871
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15. Group Company loans

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £
Opening balance	7,750	14,005	333,521
Raised during the year	6,255	19,516	1,665,008
Acquisition of Mast Energy	-	300,000	-
Closing balance	14,005	333,521	1,998,529

16. Other current liabilities

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £
current liabilities:			
Trade and other payables	6,250	15,000	10,764
Group company loans	14,005	333,521	1,998,529
Other current liabilities – borrowings payable	-	-	228,771
Total other current liabilities	20,255	348,521	2,238,064

17. Fair value and financial instruments

(a) Fair value

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. Sloane Group does not have any financial instruments measured at fair value.

(b) Financial instruments

Financial liabilities are initially measured at fair value and subsequently measured at amortised cost.

Sloane Group is not a financial institution and it does not apply hedge accounting.

A classification of Sloane Group's financial instruments for the periods presented is included in the table below:

	<i>Audited</i> As at 31 December 2017 £	<i>Audited</i> As at 31 December 2018 £	<i>Audited</i> As at 31 December 2019 £
Cash and cash equivalents held at amortised cost	1,848	1,754	258
Trade and other payables held at amortised cost	6,250	15,000	10,764
Other financial liabilities held at amortised cost	14,005	333,521	228,771

18. Financial risk management

For the purposes of the Sloane Directors' capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of Sloane. The primary objective of the Sloane Directors' capital management is to ensure that Sloane Group maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

To maintain or adjust the capital structure, the Sloane Directors may return capital to Sloane shareholders or issue new shares. No changes were made in the objectives, policies or processes during the periods presented.

The Sloane Directors manage Sloane Group's capital structure and adjusts it, in light of changes in economic conditions and the requirements of the financial covenants. Sloane Group includes in its net debt, interest-bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

Sloane Group's principal financial liabilities comprise of borrowings and trade and other payables, which it uses primarily to finance and financially guarantee its operations.

Sloane Group's principal financial assets include cash and cash equivalents derived from its operations.

(a) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will not meet its obligations under a contract and arises primarily from Sloane Group's cash in banks and trade receivables.

(b) Cash and cash equivalents

The credit risk from its cash and cash equivalents is limited because the counter parties are banks with high credit ratings and have not experienced any losses in such accounts.

(f) Liquidity risk

Liquidity risk is the risk that Sloane Group will not be able to meet its financial obligations as they are due. The Sloane Directors manage this risk by:

- maintaining adequate cash reserves through the use of Sloane Group's cash from operations and bank borrowings; and
- continuously monitoring projected and actual cash flows to ensure Sloane Group maintains an appropriate amount of liquidity.

For the year ended 31 December 2019:

	Less than 3 months £	3 to 12 months £	1 to 5 Years £	Total £
Trade and other payables	10,764	-	-	10,764
Other financial liabilities	1,998,529	-	-	1,998,529
Other current liabilities	228,771	-	-	228,771
Total	2,238,064	-	-	2,238,064

For the year ended 31 December 2018:

	Less than 3 months	3 to 12 months	1 to 5 Years	Total
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	£	£	£	£
Trade and other payables	15,000	-	-	15,000
Other financial liabilities	333,521	-	-	333,521
Total	348,521	-	-	348,521

For the year ended 31 December 2017:

	Less than 3 months £	3 to 12 months £	1 to 5 Years £	Total £
Trade and other payables	6,250	-	-	6,250
Other financial liabilities	14,005	-	-	14,005
Total	20,255	-	-	20,255

19. Related party transactions

Related parties of Sloane Group comprise subsidiaries, joint ventures, significant shareholders, the Sloane Directors and related parties in terms of the listing requirements.

Transactions between Sloane and its subsidiaries, which are related parties, have been eliminated on consolidation.

Directors / key management

Name	Relationship
LL. Coetzee	Executive Director
LM. Maree	Executive Director
NF. O’Keeffe	Non-Executive Director
C. Schaffalitzky	Non-Executive Director

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

St. Anderton on Vaal Limited	St. Anderton on Vaal Limited provides consulting services to Sloane Group. The directors of St. Anderton on Vaal Limited are also directors of MEP
Directly held subsidiaries	MEP Bordersley Power

The transactions during each year between Sloane and its subsidiaries included the settlement of expenditures to and from its subsidiaries, and working capital funding. The loans to and from Sloane Group companies do not have fixed repayment terms are unsecured and interest free.

20. Material subsequent events

On 14 September 2020, the entire issued share capital of Sloane was acquired by Kibo Cyprus from Kibo.

On 31 July 2020, the Company, MEP and St Anderton on VAAL Limited entered into the Share Exchange Agreement relating to the acquisition by Sloane of the remaining 40% of the issued share capital of MEP. Under the Share Exchange Agreement, the Company will pay St Anderton on VAAL Limited the sum of £4,065,586 payable by the issue of 36,917,076 ordinary shares of £0.001 each in

the Company. Completion of the Share Exchange Agreement is subject to and conditional upon the Admission.

21. Ultimate controlling party

As at 31 December 2019, the ultimate controlling party of Sloane was Kibo.

22. Nature of the Sloane Group Financial Information

The Sloane Group Financial Information presented above does not constitute statutory financial statements for the periods under review.

(C) UNAUDITED INTERIM FINANCIAL INFORMATION OF SLOANE GROUP

Consolidated statements of comprehensive income

The unaudited consolidated interim statements of comprehensive income of Sloane Group for the six-month periods ended 30 June 2020 and 30 June 2019 are set out below:

	<i>Unaudited</i> Six months ended 30 June 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Prospecting expenses	-	(123,000)
Administrative expenses	(163,206)	(14,239)
Operating loss and income before taxation	(163,206)	(137,239)
Taxation	-	-
Loss after taxation and total comprehensive loss for the period	(163,206)	(137,239)
Loss and comprehensive loss attributable to:		
Equity holders of Sloane	(97,949)	(81,764)
Non-controlling interests	(65,258)	(55,475)
	(163,206)	(137,239)
Loss per ordinary share		
Basic and diluted loss per ordinary share	5 (0.001)	(0.001)

Consolidated statements of financial position

The unaudited consolidated interim statement of financial position of Sloane Group as at 30 June 2020 and the audited consolidated statement of financial position of Sloane Group as at 31 December 2019 are stated below:

	Note	Audited As at 31 December 2019 £	Unaudited As at 30 June 2020 £
ASSETS			
Goodwill	6	300,000	300,000
Intangible assets	7	2,595,000	2,595,000
Non-current assets		2,895,000	2,895,000
Cash and cash equivalents		258	234
Current assets		258	234
Total assets		2,895,258	2,895,234
EQUITY AND LIABILITIES			
Share capital	8	104,497	104,497
Share premium	8	627,470	627,470
Capital contributions		2,540,871	2,118,095
Retained earnings		(2,615,644)	(2,752,883)
- Reserves attributable to equity holders of Kibo		(2,497,535)	(2,579,218)
- Non-controlling interest		(118,190)	(173,665)
Total equity		657,194	97,179
Trade and other payables		10,764	149,284
Other current liabilities		228,771	228,771
Loans from group companies		1,998,529	2,420,000
Total current liabilities		2,238,064	2,798,055
Total liabilities		2,238,064	2,798,055
Total equity and liabilities		2,895,258	2,895,234

Consolidated statements of changes in shareholders' equity

The unaudited consolidated interim statements of changes in shareholders' equity of Sloane Group for the six-month periods ended 30 June 2019, 31 December 2019 and 30 June 2020 are stated below:

	Share capital £	Share premium £	Capital contributions £	Retained earnings £	Minority interest £	Total equity £
Balance at 31 December 2018 (Audited)	104,497	627,470	1,488,335	(2,259,069)	(8,000)	(46,767)
Loss after taxation	-	-	-	(97,948)	(65,258)	(163,206)
<i>Total comprehensive loss for the period</i>	-	-	-	(97,949)	(65,258)	(163,206)
Deferred vendor acquisition settled through shares	-	-	-	-	-	-
Movement in capital contributions	-	-	-	-	-	-
<i>Transactions with owners</i>	-	-	-	-	-	-
Balance as at 30 June 2019 (Unaudited)	104,497	627,470	1,488,335	(2,357,018)	(73,258)	(209,973)
Loss after taxation	-	-	-	(140,436)	(44,932)	(185,368)
<i>Total comprehensive loss for the period</i>	-	-	-	(140,436)	(44,932)	(185,368)
Deferred vendor acquisition settled through shares	-	-	421,472	-	-	421,472
Movement in capital contributions	-	-	631,064	-	-	631,064
<i>Transactions with owners</i>	-	-	1,052,536	-	-	631,064
Balance as at 31 December 2019 (Audited)	104,497	627,470	2,540,871	(2,497,454)	(118,190)	657,194
Loss after taxation	-	-	-	(81,764)	(55,475)	(137,239)
<i>Total comprehensive loss for the period</i>	-	-	-	(81,764)	(55,475)	(137,239)
Movement in capital contributions	-	-	(1,304)	-	-	(1,304)
Deferred vendor acquisition settled through shares	-	-	(421,472)	-	-	(421,472)
<i>Transactions with owners</i>	-	-	(422,476)	-	-	(422,476)
Balance as at 30 June 2020 (Unaudited)	104,497	627,740	2,118,095	(2,579,218)	(173,665)	97,179

Consolidated statements of cash flows

The unaudited consolidated interim statements of cash flows of Sloane Group for the six-month periods ended 30 June 2020 and 30 June 2019 are stated below:

	<i>Unaudited</i> Six months ended 30 June 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Cash flows from operating activities		
Loss before taxation	(163,206)	(137,239)
Finance income	(4)	(1,472)
<i>Working capital adjustments:</i>		
Change in trade and other payables	109,035	138,519
Net cash used by operating activities	(54,175)	(192)
Cash flows from financing activities		
Capital contributions	54,087	167
Net cash from financing activities	54,087	167
Net decrease in cash and cash equivalents	(63)	(24)
<i>Cash and cash equivalents – beginning of the period</i>	<i>1,754</i>	<i>258</i>
Cash and cash equivalents – end of the period	1,691	234

Notes to the Sloane Group Interim Financial Information

1. General information

Sloane is a private company (limited by shares) incorporated in England and Wales. The address of the registered office is 55 Ludgate Hill, London EC4M 7JW. The Sloane Group Financial Information consolidates the financial information of Sloane and its subsidiaries.

The principal activities of the Sloane Group are related to the exploration for and development of multi-asset energy projects in the United Kingdom.

2. Basis of preparation and measurement

(a) Basis of preparation

The Sloane Group Interim Financial Information has been prepared in accordance with IAS 34 *“Interim Financial Reporting”*. The Sloane Group Interim Financial Information is not Sloane Group’s statutory financial statements and should be read in conjunction with Section (B) *“Historical Financial Information of Sloane Group”* of Part V *“Financial Information of Sloane Group”* of this Document.

The Sloane Group Interim Financial Information is unaudited. In the opinion of the Sloane Directors, the Sloane Group Interim Financial Information presents fairly the financial position, and results from operations and cash flows for the period.

Unless otherwise stated, the Sloane Group Interim Financial Information is presented in £ which is the currency of the primary economic environment in which Sloane Group operates.

The Sloane Group Interim Financial Information has been prepared under the historical cost convention.

The Sloane Group Interim Financial Information has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. The ability of Sloane Group to continue as a going concern is dependent upon receipt of the Net Placing Proceeds and, should these not be received, on the continued financial support of Kibo. The Sloane Directors have reviewed Sloane Group’s overall funding position and outlook and are of the opinion that Sloane Group will be sufficiently well-funded following either the receipt of the Net Placing Proceeds or continued support from Kibo to be able to operate as a going concern for at least the next twelve months from the date of this Document.

3. Significant accounting policies

The principal accounting policies applied in preparation of the Sloane Group Interim Financial Information are the same as those used in the preparation of the Sloane Group Financial Information set out in Section (B) *“Historical Financial Information of Sloane Group”* of Part V *“Financial Information of Sloane Group”* of this Document and have been consistently applied unless otherwise stated.

4. Significant accounting judgements, estimates and assumptions

The preparation of the Sloane Group Interim Financial Information in compliance with IFRS requires the Sloane Directors to exercise judgement in applying Sloane Group’s accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Sloane Group Interim Financial Information are disclosed below.

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

In particular, there are significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Sloane Group Interim Financial Information.

The following key area of estimation uncertainty exists:

Valuation of intangible assets and goodwill – significant estimate concerning valuation

Sloane Group holds a number of intangible assets and goodwill. These assets are considered unique and a fair market price is not easily obtainable. In instances where these assets were acquired by means of shares issued, the Sloane Directors have applied the provisions of IFRS 2 “Share-based Payments” to value the assets based on the fair value of the instruments granted.

The following key area of accounting judgement exists:

Deferred liability – significant judgement concerning accounting treatment

Following the acquisition of Bordersley Power Limited during the year ended 31 December 2019, further described in note 6, as at the end of the year Sloane Group holds a deferred liability which is classified as equity due to the nature of the arrangement. The equity-classified deferred liability is therefore presented in the reserves, namely the capital contribution reserve, as at 31 December 2019. Due to the contractual terms, at the point of which the deferred liability is settled via the issue of shares, it will create a liability that will offset the capital contribution.

5. Loss per ordinary share

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

	<i>Unaudited</i> Six months ended 30 June 2019 £	<i>Unaudited</i> Six months ended 30 June 2020 £
Other current liabilities		
Loss for the period attributable to equity holders of the parent	(163,206)	(137,239)
Weighted average number of ordinary shares for the purposes of basic loss per share	104,496,960	104,496,960
Basic loss per ordinary share	(0.001)	(0.001)

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

6. Goodwill

	Goodwill £
Cost	
As at 31 December 2019 and 30 June 2020	300,000
Amortisation	
As at 31 December 2019 and 30 June 2020	-
Net book value	
As at 31 December 2019	300,000
As at 30 June 2020	300,000

7. Intangible assets

	property Exploration power project rights £
Cost	

As at 31 December 2019 and 30 June 2020	2,420,000
Amortisation	
As at 31 December 2019 and 30 June 2020	-
Net book value	
As at 31 December 2019	2,595,000
As at 30 June 2020	2,595,000

8. Share capital and share premium

As at 31 December 2019 and 30 June 2020, Sloane had 104,497,000 ordinary shares of £0.001 in issue. Its share capital was £104,497 and its share capital was £627,470.

9. Related party transactions

Related parties of Sloane Group comprise subsidiaries, joint ventures, significant shareholders, the Sloane Directors and related parties in terms of the listing requirements.

Transactions between Sloane and its subsidiaries, which are related parties, have been eliminated on consolidation.

Directors / key management

Name	Relationship
LL. Coetzee	Executive Director
LM. Maree	Executive Director
NF. O'Keeffe	Non-Executive Director
C. Schaffalitzky	Non-Executive Director

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

St. Anderton on Vaal Limited	St. Anderton on Vaal Limited provides consulting services to Sloane Group. The directors of St. Anderton on Vaal Limited are also directors of MEP
Directly held subsidiaries	MEP Bordersley Power

The transactions during each year between Sloane and its subsidiaries included the settlement of expenditures to and from its subsidiaries, and working capital funding. The loans to and from Sloane Group companies do not have fixed repayment terms are unsecured and interest free.

10. Material subsequent events

On 14 September 2020, the entire issued share capital of Sloane was acquired by Kibo Cyprus from Kibo.

On 31 July 2020, the Company, MEP and St Anderton on VAAL Limited entered into the Share Exchange Agreement relating to the acquisition by Sloane of the remaining 40% of the issued share capital of MEP. Under the Share Exchange Agreement, the Company will pay St Anderton on VAAL Limited the sum of £4,065,586 payable by the issue of 36,917,076 ordinary shares of £0.001 each in the Company. Completion of the Share Exchange Agreement is subject to and conditional upon the Admission.

11. Ultimate controlling party

As at 30 June 2020, the ultimate controlling party of Sloane was Kibo.

12. Nature of the Sloane Group Interim Financial Information

The Sloane Group Interim Financial Information presented above does not constitute statutory financial statements for the periods under review.

PART VI

UNAUDITED PRO FORMA FINANCIAL INFORMATION

(A) ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION



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26 March 2021

The Directors
Mast Energy Developments PLC
Salisbury House
London Wall
London EC2M 5PS

Dear Sirs and Madams,

Introduction

We report on the unaudited pro forma statement of financial position of Mast Energy Developments PLC (the "Company") as at 8 October 2020 and on the unaudited pro forma statement of comprehensive for the 22-day period from incorporation on 17 September 2020 to 8 October 2020 (together, the "Pro Forma Financial Information") set out in Section (B) "*Unaudited Pro Forma Financial Information*" of Part VI "*Unaudited Pro Forma Financial Information*" of the Company's prospectus dated 26 March 2021 (the "Document").

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro Forma Financial Information in accordance with Section 1 and Section 2 of Annex 20 to the UK version of Regulation number 2019/980 of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (together, the "Prospectus Regulation").

It is our responsibility to form an opinion, as required by Section 3 of Annex 20 to the Prospectus Regulation, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how:

- the acquisition by the Company of the remaining 40% of the issued share capital of MAST Energy Projects Limited satisfied by the issue of 36,917,076 ordinary shares of £0.001 in the Company ("Ordinary Shares") at £0.11 each to satisfy the terms of the acquisition;

- the issue of 44,320,000 Ordinary Shares at £0.125 each in relation to the placing;
- the issue of 2,830,000 Ordinary Shares at £0.125 each in relation to the settlement of certain of the costs associated with the acquisition, admission and placing; and
- the payment in cash of the balance of costs associated with the acquisition, admission and placing,

might have affected the assets, liabilities, equity and earnings presented on the basis of the accounting policies adopted by the Company in preparing the audited financial information for the 22-day period ended 8 October 2020. This report is required by Section 3 of Annex 20 to the Prospectus Regulation and is given for the purpose of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent of the Company and Sloane Group in accordance with the Financial Reporting Council's Ethical Standard, as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Declaration

For the purpose of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of the Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with item 1.2 of the Prospectus Regulation.

Yours faithfully,

Crowe U.K. LLP

Chartered Accountants

(B) UNAUDITED PRO FORMA FINANCIAL INFORMATION

Set out below is the unaudited pro forma statement of financial position of the Company as at 8 October 2020 and the unaudited statement of comprehensive income for the 22-day period from incorporation on 17 September 2020 to 8 October 2020 (together, the “Pro Forma Financial Information”). The Pro Forma Financial Information has been prepared on the basis of the accounting policies adopted by the Company in preparing the Company Financial Information set out in Section (B) “*Historical Financial Information of the Company*” of Part IV “*Financial Information of the Company*” of this Document and on the basis set out in the notes below, to illustrate the effects of:

- the acquisition by the Company of the remaining 40% of the issued share capital of MEP via the issue of the 36,917,076 Ordinary Shares of £0.001 in the Company at £0.11 each to satisfy the terms of the Share Exchange Agreement;
- the issue of the 44,320,000 Placing Shares at the Placing Price of £0.125 each;
- the issue of the 2,830,000 Adviser Shares at the Placing Price of £0.125 each; and
- the payment in cash of the Cash-Settled Transaction Costs

on the assets, liabilities and equity of the Company had the acquisition, Placing and Admission occurred on 8 October 2020 and it's the earnings for the 22-day period from incorporation on 17 September 2020 to 8 October 2020 had the acquisition, Placing and Admission occurred on 17 September 2020. The Pro Forma Financial Information has been prepared for illustrative purposes only. Due of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position as at 8 October 2020 or of its earnings for the from incorporation on 17 September 2020 to 8 October 2020. It is based on the schedules used in preparing:

- the audited statement of financial position of the Company as at 8 October 2020 and its earnings for the 22-day period from incorporation on 17 September 2020 to 8 October 2020, which is included in Section (B) “*Historical Financial Information of the Company*” of Part IV “*Financial Information of the Company*” of this Document; and
- the unaudited statement of financial position of Sloane Group as at 30 June 2020 and the statement of comprehensive income for the six-month period then ended, which are included in Section (C) “*Unaudited Interim Financial Information of Sloane Group*” of Part V “*Financial Information of Sloane Group*” of this Document.

Users should read the whole of this Document and not rely solely on the Pro Forma Financial Information contained in this Section (B) “*Unaudited Pro Forma Financial Information*” of Part VI “*Unaudited Pro Forma Financial Information*” of this Document.

The report on the Pro Forma Financial Information is set out in Section (A) “*Accountant's Report on the Unaudited Pro Forma Financial Information*” of Part VI “*Unaudited Pro Forma Financial Information*” of this Document.

Unaudited pro forma statement of financial position

	Company as at 8 October 2020 (Note 1) £	<u>Adjustment</u> Sloane Group adjustment (Note 2) £	<u>Adjustment</u> Share Exchange Agreement and consolidation adjustments (Note 3) £	<u>Adjustment</u> Placing Shares, Adviser Shares and Cash-Settled Transaction Costs (Note 4) £	Unaudited pro forma balances as at 8 October 2020 £
Goodwill	-	300,000	-	-	300,000
Intangible assets	-	2,595,000	-	-	2,595,000
Investment in Sloane Group	2,615,929	-	(2,615,929)	-	-
Non-current assets	2,615,929	2,895,000	(2,615,929)	-	2,895,000
Cash and cash equivalents	-	234	-	4,745,000	4,745,234
Current assets	-	234	-	4,745,000	4,745,234
Total assets	-	2,895,234	(2,615,929)	4,745,000	7,640,234
Share capital	104,497	104,497	(67,580)	47,150	188,564
Share premium	2,511,432	627,470	3,401,199	4,989,117	11,529,218
Capital contribution	-	2,118,095	(2,118,095)	-	-
Merger reserve	-	-	(6,584,336)	-	(6,584,336)
Retained deficit	-	(2,579,218)	2,579,218	(291,267)	(291,267)
Non-controlling interests	-	(173,665)	173,665	-	-
Equity	2,615,929	97,179	(2,615,929)	4,745,000	4,842,179
Trade and other payables	-	149,284	-	-	149,284
Other current liabilities	-	228,771	-	-	228,771
Loans from group companies	-	2,420,000	-	-	2,420,000
Current liabilities	-	2,798,055	-	-	2,798,055
Total equity and liabilities	2,615,929	2,895,234	(2,615,929)	4,745,000	7,640,234

Unaudited pro forma statement of comprehensive income

	Company 22 days ended 8 October 2020 (Note 1) £	<u>Adjustment</u> Sloane Group adjustment (Note 2) £	<u>Adjustment</u> Share Exchange Agreement and consolidation adjustments (Note 3) £	<u>Adjustment</u> Placing Shares, Adviser Shares and Cash-Settled Transaction Costs (Note 4) £	Unaudited pro forma results for the 22 days ended 8 October 2020 £
Prospecting expenses	-	(14,868)	-	-	(14,868)
Administrative expenses	-	(1,721)	-	(133,556)	(135,277)
Operating loss before tax	-	(16,589)	-	(133,556)	(150,145)
Taxation	-	-	-	-	-
Comprehensive loss	-	(16,589)	-	(133,556)	(150,145)

Notes

- The audited Statement of Financial Position of the Company as at 8 October 2020 and the audited Statement of Comprehensive Income for the 22-day period from incorporation on 17 September 2020 to 8 October 2020 has been extracted without adjustment from the Company Financial Information included in Section (B) "Historical Financial Information of the Company" of Part IV "Financial Information of the Company" of this Document.

2. The adjustment to the pro forma Statement of Financial Position represents the addition of the audited assets, equity and liabilities of Sloane Group as at 30 June 2020, as extracted without adjustment from the Sloane Group Interim Financial Information set out in Section (C) “*Unaudited Interim Financial Information of Sloane Group*” of Part V “*Financial Information of Sloane Group*” of this Document.

The adjustment to the pro forma Statement of Comprehensive Income represents the addition of the results of Sloane Group for a 22-day period, as extracted from Section (C) “*Unaudited Interim Financial Information of Sloane Group*” of Part V “*Financial Information of Sloane Group*” of this Document and adjusted to time-apportion the results for the six-month period to the 22-day period required. The time-apportionment adjustment removes 160 days of results from the 182 days included in the results for the six-month period ended 30 June 2020, leaving adjusted results for a 22-day period, being the duration of the Company’s period set out in note 1 above. The adjustment is as follows:

	<i>Unaudited</i> 182-day / 6-months ended 30 June 2020 £	<i>Adjustment</i> Time-apportioned to 22 days £
Prospecting expenses	(123,000)	(14,868)
Administrative expenses	(14,239)	(1,721)
Operating loss before tax	(137,239)	(16,589)
Taxation	-	-
Comprehensive loss	(137,239)	(16,589)

3. The adjustment represents the aggregate effects of:

- the issue of the 36,917,076 Ordinary Shares at £0.11 for value of £4,065,586 pursuant to the Share Exchange Agreement, allocated to “*investment in Sloane Group*” within non-current assets. In accordance with IFRS, £36,917 has been allocated to share capital and £4,028,669 has been allocated to share premium; and
- the consolidation of Sloane Group, resulting in the cancellation of the aggregate £6,681,515 non-current asset investment on the Statement of Financial Position of the Company and the £104,497 share capital, the £627,470 share premium, the £2,118,095 capital contributions reserve, the £(2,579,218) retained deficit and the £173,665 non-controlling interest within equity on the Statement of Financial Position of Sloane Group. The balance of these cancellations results in a £(6,584,336) adjustment to the merger reserve with equity.

4. The adjustment represents the aggregate effects of:

- the issue of the 44,320,000 Placing Shares at the Placing Price of £0.125 each for cash consideration of £5,540,000. In accordance with IFRS, £44,320 has been allocated to share capital and £5,495,680 has been allocated to share premium;
- the issue of the 2,830,000 Adviser Shares at the Placing Price of £0.125 each for value of £353,750. In accordance with IFRS, the issue of the Adviser Shares has been allocated as £2,830 to share capital and £353,750 to share premium. In accordance with IFRS, the cost of

the Adviser Shares has been allocated as £196,038 to share premium and £157,712 to the retained deficit; and

- payment in cash of the Cash-Settled Transaction Costs of £795,000. In accordance with IFRS, £661,444 of this balance has been allocated to share premium and £133,556 to the retained deficit.

The adjustment of £133,556 to administrative expenses in the pro forma Statement of Comprehensive Income represents the allocation of part of the Cash-Settled Transaction Costs to that account in accordance with IFRS.

5. The Pro Forma Financial Information does not reflect any changes in the trading position, or any other changes arising from other transactions, since 8 October 2020 in respect of the Company or since 30 June 2020 in respect of Sloane Group.
6. With respect to the adjustments to the unaudited pro forma Statement of Comprehensive Income, none of the adjustments will have a continuing impact on the Company.

PART VII

TAXATION

Any person who is in any doubt as to their tax position, or who is subject to taxation in any jurisdiction other than the UK, should consult their own professional adviser without delay. The tax legislation of an Investor's Member State and of the Company's country of incorporation may have an impact on the income received from the securities.

Taxation in the United Kingdom

The following information is based on UK tax law and HMRC practice currently in force in the UK. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The information that follows is for guidance purposes only. Any person who is in any doubt about his or her position should contact their professional advisor immediately.

1. Tax treatment of UK investors

The following information, which relates only to UK taxation, is applicable to persons who are resident in the UK and who beneficially own Ordinary Shares as investments and not as securities to be realised in the course of a trade. It is based on the law and practice currently in force in the UK. The information is not exhaustive and does not apply to potential investors:

- who intend to acquire, or may acquire (either on their own or together with persons with whom they are connected or associated for tax purposes), more than 10%, of any of the classes of shares in the Company; or
- who intend to acquire Ordinary Shares as part of tax avoidance arrangements; or
- who are in any doubt as to their taxation position.

Such Shareholders should consult their professional advisers without delay. Shareholders should note that tax law and interpretation can change and that, in particular, the levels, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

Shareholders who are neither resident nor temporarily non-resident in the UK and who do not carry on a trade, profession or vocation through a branch, agency or permanent establishment in the UK with which the Ordinary Shares are connected, will not normally be liable to UK taxation on dividends paid by the Company or on capital gains arising on the sale or other disposal of Ordinary Shares. Such Shareholders should consult their own tax advisers concerning their tax liabilities.

Dividends

Where the Company pays dividends no UK withholding taxes are deducted at source, Shareholders who are resident in the UK for tax purposes will, depending on their circumstances, be liable to UK income tax or corporation tax on those dividends.

UK resident individual Shareholders who are domiciled in the UK, and who hold their Shares as investments, will be subject to UK income tax on the amount of dividends received from the Company.

Dividend income received by UK tax resident individuals will have a £2,000 per annum dividend tax allowance. Dividend receipts in excess of £2,000 will be taxed at 7.5% for basic rate taxpayers, 32.5% for higher rate taxpayers, and 38.1% for additional rate taxpayers.

Shareholders who are subject to UK corporation tax should generally, and subject to certain anti-avoidance provisions, be able to claim exemption from UK corporation tax in respect of any dividend received but will not be entitled to claim relief in respect of any underlying tax

Disposals of Ordinary Shares

Any gain arising on the sale, redemption or other disposal of Ordinary Shares will be taxed at the time of such sale, redemption or disposal as a capital gain.

The rate of capital gains tax on disposal of Ordinary shares by basic rate taxpayers is 10%, and for upper rate and additional is 20%.

Subject to certain exemptions, the corporation tax rate applicable to its taxable profits is currently 19%.

Further information for Shareholders subject to UK income tax and capital gains tax

“Transactions in securities”

The attention of Shareholders (whether corporates or individuals) within the scope of UK taxation is drawn to the provisions set out in, respectively, Part 15 of the Corporation Tax Act 2010 and Chapter 1 of Part 13 of the Income Tax Act 2007, which (in each case) give powers to HM Revenue and Customs to raise tax assessments so as to cancel “*tax advantages*” derived from certain prescribed “*transactions in securities*”.

2. Stamp Duty and Stamp Duty Reserve Tax

No UK stamp duty or stamp duty reserve tax will be payable on the allotment and issue of ordinary shares pursuant to the placing.

Most investors will purchase existing ordinary shares using the crest paperless clearance system and these acquisitions will be subject to stamp duty reserve tax at 0.5% where ordinary shares are acquired using paper (i.e. non-electronic settlement) stamp duty will become payable at 0.5% if the purchase consideration exceeds £1,000.

The above comments are intended as a guide to the general stamp duty and stamp duty reserve tax position and may not relate to persons such as charities, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services to whom special rules apply.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.

PART VIII

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors, whose names appear on page 24 of this Document, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company, the information contained in this Document is in accordance with the facts and the Document makes no omission likely to affect its import.

In connection with this Document, no person is authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representation must not be relied upon as having been so authorised.

3. INCORPORATION AND STATUS

3.1 The Company was incorporated and registered in England and Wales where it remains domiciled on 17 September 2020 with company number 12886458 as a private limited company under the 2006 Act with the name MAST Energy Developments Limited. The Company re-registered as a public limited company on 18 November 2020 and changed its name to MAST Energy Developments PLC on 18 November 2020.

3.2 The legal and commercial name of the Company is Mast Energy Developments PLC.

3.3 The Company's registered office is at Salisbury House, London Wall, London EC2M 5PS. The telephone number of the Company is 020 7638 9271. The Company's principal activity is that of an holding company. The LEI is 213800HFVHGX9YGO9F71.

3.4 The Company is the holding company of the Group comprising MEP and Bordersley Power. Subject to completion of the Share Exchange Agreement, the Company will directly hold the entire issued share capital of MEP from Admission by the acquisition of the remaining 40% of the entire issued share capital it does not currently hold. The Company directly holds the entire issued share capital of Bordersley Power. MEP and Bordersley Power are each incorporated and registered in England and Wales.

3.5 The principal legislation under which the Company operates, and which the Ordinary Shares have been created, is the Act and the regulations made there under.

3.6 The liability of the members of the Company is limited to the amount, if any, unpaid on the shares held by them.

3.7 The address of the Company's website is <https://med.energy>.

3.8 The accounting reference date of the Company is 31 December and will remain so on Admission.

3.9 The Company's auditors during the period covered by the accountants' report set out in Section (A) "Accountant's Report on the Historical Financial Information of Sloane Group" of Part V "Financial Information of the Company" of this Document were Crowe U.K. LLP and who are members of the Institute of Chartered Accountants of England and Wales.

3.10 The Company has, since the date of its incorporation, operated in conformity with its constitution and with the law of England.

4. SECURITIES BEING ADMITTED

- 4.1 The Ordinary Shares are fully paid ordinary shares in the capital of the Company of £0.001 each.
- 4.2 The Ordinary Shares may be held in certificated form or under the CREST system. CREST is a paperless settlement procedure enabling securities to be evidenced and transferred, otherwise than by a written instrument in accordance with the CREST Regulations. The Registrars are responsible for keeping the Company's register of members.
- 4.3 The Ordinary Shares have no redemption or conversion provisions.

5. SHARE CAPITAL HISTORY

- 5.1 The Ordinary Shares are in registered form and are capable of transfer in both certificated form and uncertificated form from Admission. The register of members for the Company is maintained by Link Group of The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- 5.2 In accordance with the provisions of the Act the Company does not have an authorised share capital.
- 5.3 The following is a summary of the changes in the issued share capital of the Company from incorporation to the date of this Document:
 - 5.3.1 on incorporation, the shareholder of the Company was Kibo Cyprus Limited which held 1 ordinary share of £0.001 which was subscribed for at par value;
 - 5.3.2 on 25 September 2020, the Company issued and allotted 9 ordinary shares of £0.001 each as part of the consideration for the acquisition of Sloane Developments Limited at a deemed price of 0.1p per share; and
 - 5.3.3 on 8 October 2020, the Company issued and allotted 104,496,950 ordinary shares of £0.001 each as settlement of the shareholder loan of £2,615,929 at a deemed price of £0.025 per share.
- 5.4 On 25 March 2021 (the latest practicable date prior to the publication of this Document) there were 104,496,960 Ordinary Shares in issue.
- 5.5 By an ordinary resolution passed on 8 October 2020, it was resolved to authorise the Directors generally and unconditionally to exercise all or any of the powers of the Company to allot 'relevant securities' up to aggregate maximum nominal amount of £150,000, such authority shall, unless previously revoked or varied by the Company in general meeting, expire 15 months after the passing of the resolution, unless renewed or extended prior to such time except that the Directors may before such date to make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.
- 5.6 By a Special Resolution passed on 8 October 2020, pursuant to section 570 of the Act, it was resolved to empower the Directors to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority referred to in paragraph 5.5 of Part VIII "*Additional Information*" of this Document as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by the resolution, unless previously revoked or varied by special resolution of the Company in general meeting, will be limited to the allotment of equity securities up to an aggregate nominal amount of £150,000 and shall expire 15 months from the date of the passing of the resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred thereby had not expired.

5.7 By a resolution of the Board passed on 25 March 2021 2021 it was resolved, conditionally only upon Admission occurring on or before 14 April 2021, to allot 47,150,000 new Ordinary Shares pursuant to the Placing for cash at the Placing Price.

5.8 The table below presents the fully paid share capital of the Company as at the date of this Document and as it will be, following the Placing, on Admission:

	Number
<i>As the date of this Document:</i>	
Ordinary Shares	104,496,960
<i>As at Admission:</i>	
Ordinary Shares	188,564,036

5.9 No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

5.10 The Company has not issued any convertible loan notes.

5.11 Save as disclosed in paragraph 5.3 above and the Ordinary Shares proposed to be issued pursuant to the Placing:

5.11.1 no share or loan capital of the Company has been issued or been agreed to be issued fully or partly paid, either for cash or for consideration other than cash and no issue is now proposed; and

5.11.2 the Company has not granted any options, warrants or convertible loan notes over its shares or loan capital which remains outstanding and the Company has not agreed, conditionally or unconditionally, to grant any such options, warrants or convertible loan notes.

5.12 The Placing Shares will be allotted fully paid in registered form and may be held in either certificated or in uncertificated form. Application will be made to the London Stock Exchange for the Enlarged Share Capital (including the Placing Shares) to be admitted to trading on the Official List of the FCA (by way of a Standard Listing) and to the London Stock Exchange for such Ordinary Shares to be admitted to trading on the Main Market.

5.13 The Placing Shares were created under and are subject to the provisions of the Act and are to be issued in sterling.

5.14 The Act does not allow the Company to hold any shares in itself and accordingly the Company holds no shares in itself.

5.15 Save for the Placing Shares to be issued pursuant to the Placing, there are no agreements or undertakings pursuant to which the Company has agreed to issue Ordinary Shares.

5.16 Save as disclosed in paragraph 5.15 above, no person has any rights to purchase any unissued share capital of the Company.

5.17 On completion of the Placing the issued share capital of the Company shall be increased by approximately 80.45% per cent. resulting in an immediate dilution of the Existing Ordinary Shares by 44.58 per cent. in aggregate.

5.18 All the Ordinary Shares rank *pari passu* and no shareholders in the Company enjoy different or enhanced voting rights.

5.19 The Placing Price of £0.125 per Placing Share is payable in full on Admission.

- 5.20 The Placing Shares will on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends or other distributions hereafter declared, paid or made on the ordinary share capital of the Company.
- 5.21 The Existing Ordinary Shares are, and the Placing Shares will be, in registered form and may be held in either certificated form or uncertificated form. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument. The Articles permit the holding of Ordinary Shares in CREST. Accordingly, it is intended that following the Admission the settlement of transactions in the Placing Shares may take place in CREST if the relevant Shareholders so wish. The records in respect of Ordinary Shares held in uncertificated form will be maintained by Euroclear and the Registrars. Otherwise than pursuant to the Placing none of the Ordinary Shares have been sold, or are available in whole or in part, to the public in conjunction with the application for the entire issued share capital to be admitted to trading on the Main Market.
- 5.22 The securities subject to Admission are fully paid Ordinary Shares each which will be registered with ISIN GB00BMBSCV12 and SEDOL BMBSCV1.
- 5.23 There are no listed or unlisted securities of the Company not representing share capital.
- 5.24 Other than the current application for Admission, the Ordinary Shares are not being admitted to dealings on any recognised investment exchange, nor has any application for such admission been made, nor are there intended to be any other arrangements in place for there to be such dealings in the Ordinary Shares.
- 5.25 No Existing Ordinary Shares are currently in issue and no Ordinary Shares will be in issue on Admission with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

6. DIRECTORS' AND OTHER INTERESTS IN ORDINARY SHARES

- 6.1 The interests of each of the Directors and their connected persons in the ordinary share capital of the Company (all of which are beneficial) as at the date of this Document and on Admission are as follows:

Name	As at the date of this Document		On Admission	
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital
Louis Coetzee	0	0%	0	0%
Paul Venter ⁽¹⁾ (St Anderton on Vaal Ltd)	0	0%	18,458,538	9.79%
Candice Theron	0	0	0	0

⁽¹⁾ Paul Venter's 18,458,538 Ordinary Shares are held by St Anderton on Vaal Ltd, of which Paul Venter is a 50% shareholder through PSCD Power 1 Limited..

- 6.2 In addition to the interests of the Directors described at paragraph 6.1 above, as at the date of this Document, the Company is aware of the following persons who hold, or will on Admission hold (through participation in the Placing), directly or indirectly, voting rights representing 3 per cent. or more of the

issued share capital of the Company (being the threshold set out in Chapter 5 of the Disclosure Guidance and Transparency Rules):

Name	As at the date of this Document		On Admission	
	Number of Existing Ordinary Shares	Percentage of the Existing Ordinary Shares	Number of Ordinary Shares	Percentage of the Enlarged Share Capital
Kibo Energy PLC (through Kibo Mining (Cyprus) Ltd)	104,496,960	100%	104,496,960	55.42%%
St Anderton on Vaal Ltd (para 6.3 below) ^{(1) (2)}	-	0%	36,917,076	19.58%

⁽¹⁾ Paul Venter is the beneficial owner of 50% of the 36,917,076 Ordinary Shares held by St Anderton on Vaal Ltd, as the ultimate beneficial owner of PSCD Power 1 Limited which is a 50% shareholder in St Anderton on Vaal Ltd see the table at 6.1.

⁽²⁾ Darrel Krowitz is the beneficial owner of 50% of the 36,917,076 Ordinary Shares held by St Anderton on Vaal Ltd, as the ultimate beneficial owner of CARE 1 Guernsey Lt. which is a 50% shareholder in St Anderton on Vaal Ltd through CARE 1 Guernsey Lt.. Darrel Krowitz is a director of MEP.

- 6.3 The Company is the holding company of the Group comprising MEP and Bordersley Power. Subject to completion of the Share Exchange Agreement, the Company will directly hold the entire issued share capital of MEP from Admission by the acquisition of the remaining 40% of the entire issued share capital it does not currently hold. The Company directly holds the entire issued share capital of Bordersley Power. MEP and Bordersley Power are each incorporated and registered in England and Wales.
- 6.4 Save as disclosed in paragraph 6.2 above, as at the date of this Document, so far as the Company is aware, there are no persons who are interested, directly or indirectly, in 3 per cent. or more of the Existing Ordinary Shares or who will be interested, directly or indirectly, in 3 per cent. or more of the Enlarged Share Capital on Admission. Any person who is directly or indirectly interested in 3 per cent. or more of the Company's issued share capital, will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the DTRs, and such interests will be notified by the Company to the public.
- 6.5 The Company's share capital consists of one class of Ordinary Shares with equal voting rights (subject to the Articles). All Shareholders have the same voting rights and no major Shareholder has any different voting rights from the other Shareholders.
- 6.6 Save as disclosed in paragraph 6.1 above, as at the date of this Document, the Directors do not have any interests in options or warrants or in the Existing Ordinary Shares.
- 6.7 As at the date of this Document, the Directors hold 100% per cent of the Existing Ordinary Shares and have Control of the Company. On Admission, the Directors' shareholding will be diluted and they will hold approximately 75% per cent of the Enlarged Share Capital.

- 6.8 Save as disclosed in paragraph 6.2, the Company is not aware of any person who exercises, or could exercise, directly or indirectly, jointly or severally, Control over the Company.
- 6.9 There are no arrangements known to the Company, the operation of which may at a subsequent date result in a Change of Control of the Company.

7. ARTICLES OF ASSOCIATION

In summary, the Articles includes provisions to the following effect. In accordance with the Act the objects of the Company are unrestricted.

(a) Voting Rights

Subject to the provisions of the Act and to any special rights or restrictions as to voting attached to any shares or class of shares or otherwise provided by the Articles, upon a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and in each case entitled to vote shall have one vote and every proxy present who has been duly appointed by a member shall have one vote and upon a poll every member present in person or by proxy and entitled to vote shall have one vote for every share held by him.

No member shall, unless the directors otherwise determine, be entitled to be present or to vote if any calls or other moneys due and payable by him to the Company in respect of those shares remain unpaid.

The directors may determine that a member who has been served with a notice under section 793 of the Act in respect of specified shares shall not be entitled, in respect of those shares, to attend or be counted in the quorum or vote either personally or by proxy at any general meeting or at any separate meeting of the holders of any class of shares or upon any poll or to exercise any other right or privilege in relation to any general meeting or any meeting of the holders of any class of shares if the Company has not received the information required in the notice in respect of any of the specified shares within fourteen days after such notice was sent or supplied.

(b) Redemption and Conversion of Shares

Subject to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and conditions and in such manner as shall be provided by the Board prior to the date on which such shares were allotted.

There are no conversion rights attached to any of the shares in the Company pursuant to the Articles or otherwise.

(c) Variation of Rights

If at any time the capital is divided into different classes of shares all or any of the rights or privileges attached to any class may, subject to the provisions of the Act, be varied or abrogated, either (a) in such manner (if any) as may be provided by such rights or (b) in the absence of any such provision with the consent in writing of the holders of at least three-fourths of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class, but not otherwise.

To every such separate general meeting all of the provisions of the Articles relating to general meetings shall mutatis mutandis and so far as applicable, apply provided that:

- (i) the necessary quorum at such meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and at an adjourned meeting one person holding shares of the class in question or his proxy; and
- (ii) any holder of shares of the class in question present in person or by proxy and entitled to vote at the meeting may demand a poll.

(d) Transfer of Shares

Title to any securities of the Company may be evidenced and title to and interests in securities may be transferred without a written instrument in accordance with statutory regulations from time to time made under the Statutes, and the board shall have power to implement any arrangements it may think fit for such evidencing and transfer which accord with those regulations. All transfers of certificated shares may be effected by transfer in writing in any usual or common form or in such other form as shall be approved by the Directors. The instrument of transfer shall be signed by or on behalf of the transferor (and in the case of a partly paid share, by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.

The Directors may in their absolute discretion and without giving any reason refuse to register any instrument of transfer:

- (i) unless it is in respect of a fully paid share;
- (ii) unless it is in respect of a share on which the Company does not have a lien;
- (iii) unless it is in respect of only one class of shares;
- (iv) if it is in favour of more than four joint holders as transferees;
- (v) to an entity which is not a natural or legal person;
- (vi) to a minor, to a person in respect of whom a receiving order or adjudication order in bankruptcy has been made which remains undischarged or to a person who is then suffering from a mental disorder; and
- (vii) unless the following conditions have been satisfied. Every instrument of transfer must be left at the registered office of the company (duly stamped if necessary), or at such other place as the Directors may from time to time determine, accompanied by the certificate for the shares to which it relates and such evidence as the Directors may reasonably require to prove the title of the transferor and the due execution by him of the transfer.

(e) Return of capital on a winding up

The liquidator on any winding up of the Company, (whether voluntary or compulsory) may with the authority of a special resolution, divide among the members in kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind, or shall consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between members or classes of members but so that if any such division shall be otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent

and other ancillary rights as if such resolution were a special resolution passed in accordance with Section 110 of the Insolvency Act 1986.

(f) Pre-emption

The provisions of section 561 of the Act (which confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash other than by way of allotment to employees under an employee's share scheme as defined in section 1166 of the Act) will apply to the extent not dis-applied by a special resolution of the Company.

(g) Alteration of Share Capital

There are no conditions in the Articles governing changes in capital which are more stringent than is required by law.

Subject to the provisions of the Statute, the Company may from time to time by special resolution reduce its share capital, any capital redemption reserve fund and any share premium account in any manner authorised by law.

(h) Dividends and other Distributions

The Company in general meeting may declare a dividend to be paid to the members according to their respective rights and interests, but no such dividend shall exceed the amount recommended by the Directors. The Directors may from time to time declare and pay an interim dividend to the Shareholders and may also pay the fixed dividends payable on any shares of the Company half yearly or otherwise on fixed dates.

Subject to the rights of the holders of any shares entitled to any priority preference or special privilege (if any), all dividends shall be declared and paid to the Shareholders in proportion to the amounts paid up on the shares in respect whereof the dividend is paid. Subject as aforesaid all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

All dividends unclaimed for a period of 12 years after the date the dividend became due for payment shall be forfeited and shall revert to the Company.

The Directors may offer the holders of ordinary shares the right to elect to receive ordinary shares, credited as fully paid up, instead of cash, in respect of all or part of such dividend or dividends as may be declared by the Company. The Directors shall not, *inter alia*, exercise their powers under the Articles in respect of a particular dividend unless the Company in general meeting has authorised the exercise of those powers in respect of that dividend or in respect of dividends (including that dividend) to be declared or paid during or in respect of a specified period.

(i) General Meetings

The Directors shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Statutes at such time and place as may be determined by the Directors.

The Directors may convene a general meeting of the Company whenever they think fit and general meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by the Act.

An annual general meeting shall be called by not less than 21 days' notice in writing; all other general meetings shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting and, in case of special business, the general nature of such business. The notice shall be given to all the members, other than those members who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive notice of the meeting, and to the Directors and to the auditors.

A general meeting shall, notwithstanding that it is called by shorter notice than that specified above, be deemed to have been duly called if consent to short notice is given in accordance with the Statutes.

Save as otherwise provided in the Articles the quorum for a general meeting shall be two members present in person or by proxy and entitled to vote.

(j) Directors

(i) Appointment of Directors

Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two and until so fixed there shall be no maximum number of Directors.

Subject to the provisions of the Act the Directors may from time to time appoint one or more of their body to be a managing director or joint managing directors of the Company or as an executive director, to hold such other executive office in relation to the management of the business of the Company as they may decide and upon such terms and for such period as they may determine and, without prejudice to the terms of any service agreement entered into in any particular case, may at any time revoke any such appointment and appoint another or others in his or their place or places.

Without prejudice to the power of the Company to appoint Directors pursuant to the Articles the Directors shall have power at any time to appoint any person either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not exceed any maximum number fixed in accordance with the Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall retire from office at the annual general meeting of the Company next following such appointment and will then be eligible for election during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of Directors at such meeting.

(ii) Remuneration

The Directors shall be paid out of the funds of the Company by way of fees for their services as Directors such sums (if any) as the Directors may from time to time determine.

The Directors shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending meetings of the Board or of committees of the Board or general meetings and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such

Director or Directors may be paid such reasonable additional remuneration and expenses therefor as the Directors may from time to time determine.

The salary or remuneration of any managing director or executive director of the Company shall, subject as provided in any service agreement, be such as the Directors may from time to time determine and may either be a fixed sum of money, or may be determined in whole or in part by reference to the business done or profits made, or may include the making of provisions for the payment to him, his widow or other dependants, of a pension on retirement from the office or employment to which he is appointed and for the participation in pension and life assurance benefits, or may be upon such other terms as the Directors determine.

(iii) Retirement and removal of Directors

At each annual general meeting one-third of the Directors shall retire from office. A retiring Director shall be eligible for reappointment. The Directors to retire by rotation in each year shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed on the same day those to retire shall, (unless the Directors otherwise agree among themselves), be determined by lot.

The Company may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Statutes, remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

(iv) Directors' interests and conflicts

A Director may hold office as a director or other officer of or be otherwise interested in any other company of which the Company is a member or in which the Company is otherwise interested and unless otherwise agreed shall not be liable to account to the Company for any remuneration or other benefits receivable by him as a director or officer of, or by virtue of his interest in, such other company.

Without prejudice to the requirements of the Statutes, a Director, including an alternate Director, who is in any way whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board.

The Board may, subject to the quorum and voting requirements set out in the Articles, authorise any matter which would otherwise involve a Director breaching his duty under the Act to avoid conflicts of interest.

A Director shall (in the absence of some other material interest than is indicated below) be entitled to be counted in the quorum and to vote in respect of any resolution concerning any of the following matters namely: the giving of any guarantee, security or indemnity to him in respect of money lent by or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings insofar as the Act permits; or the giving of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or any proposal concerning an offer of shares or debentures or other securities (including options and warrants) of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting thereof, or any contract, arrangement, transaction or other proposal concerning any other body corporate in which he is interested, directly

or indirectly and whether as an officer or shareholder or otherwise howsoever provided that he is not the holder of or beneficially interested in one per cent or more of any class of the equity share capital of such body corporate (or of any third body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances); or any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board or HMRC for taxation purposes or which does not accord to any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; or any contract, arrangement, transaction or proposal concerning the adoption, modification or operation of any scheme for enabling employees including full time executive directors of the Company and/or any subsidiary to acquire shares of the Company or any arrangement for the benefit of employees of the Company or any of its subsidiaries under which the Director benefits in a similar manner to employees and which does not accord to any Director as such, any privilege or advantage not generally accorded to the employees to whom such scheme relates; or any proposal concerning any insurance which the Company proposes to purchase and/or maintain for or for the benefit of any Director or for the benefit of persons who include Directors.

(v) Powers of the Directors

The business of the Company shall be managed by the Directors who in addition to the powers and authorities expressly conferred upon them, by the Articles or otherwise, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and as are not by the Statutes or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to such directions as may be given by the Company in general meeting provided that no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such direction had not been given, and the provisions contained in the Articles as to any specific power of the Directors shall not be deemed to abridge or restrict the general powers hereby given.

The Directors may exercise all the powers of the Company to borrow money and subject (in the case of any security convertible into shares) to Section 551 of the Act to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party.

(k) *Change of Control*

There is nothing contained in the Articles which would have an effect of delaying, deferring or preventing a change in control of the Company.

(l) *Ownership Threshold*

There is nothing contained in the Articles which governs the ownership threshold above which member ownership must be disclosed.

For the purposes of this paragraph 6, 'Statutes' means the Act, the Uncertificated Securities Regulations 2001 (as amended from time to time) and every statute or subordinate legislation for the time being in force concerning companies and affecting the Company.

8. ADDITIONAL INFORMATION ON THE DIRECTORS

8.1 The Directors have no interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which

was effected by the Company during the current financial year, or since incorporation, and which remains in any respect outstanding or unperformed other than as disclosed in the related parties disclosure/s in the audited annual financial statements.

8.2 The Directors hold or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this Document in addition to their directorships of the Company:

Louis Coetzee

Company	Incorp	Status	Reg #	Date Ceased
KIBO ENERGY PLC				
Kibo Energy Plc	Ireland	Current	451931	
Sloane Developments Ltd	UK	Current	4425405	
Jubilee Resources Limited	Tanzania	Ceased	31207	
Mbeya Coal Limited	Tanzania	Current	72191	
Pinewood Resources Limited	Tanzania	Ceased	36528	
Makambako Resources Limited	Tanzania	Ceased	72190	
Mbeya Power Limited	Tanzania	Current	115918	
Kibo Mining (Cyprus) Limited	Cyprus	Current	HE247089	
Kibo Exploration (Tanzania) Limited	Tanzania	Ceased	57248	
Mast Energy Developments Limited	UK	Current	10511905	
Bordersley Power Limited	UK	Current	11894417	
Kibo Energy Botswana (Pty) Ltd	Botswana	Current	2018/1866	
Benga Power Plant Limited	Mozambique	Current	101040771	

KATORO

Katoro Gold Plc	UK	Current	9306219	
Katoro South Africa (Pty) Ltd	South Africa	Current	2019/023716/07	

OTHER:

Boulder Mining Co Ltd	Tanzania	Current	31243	
Canyon Mining (Mbozi Resources Ltd)	Tanzania	Ceased	30481	-
Frontier Resources Ltd	Tanzania	Ceased	31206	Jul-12
Highland Mining Limited	Tanzania	Ceased	31203	-
Koena Africa Global Touch Ltd	South Africa	Current	2001/015474/07	
Mzuri Capital Group Ltd	Cyprus	Current	HE200928	
Mzuri Exploration Services Ltd	Tanzania	Ceased	43562	15.11.2019
Protocol Mining & Services Limited	Tanzania	Ceased	24869	Jul-13
Tsitato Trading Ltd	Cyprus	Ceased		-
Sterling Resources Ltd	Tanzania	Ceased		Jul-12
Mkuju Resources Ltd	Tanzania	Ceased		Jul-12
Mzuri Energy Ltd	Canada	Ceased	BC0816729	-
Eagle Exploration Ltd	Tanzania	Ceased	30477	
Reef Miners Limited	Tanzania	Ceased	30136	01.06.2018

Paul Venter

Company	Incorp	Status	Reg #	Date Ceased
Mast Energy Projects Limited	England and Wales	Current	10511905	
St Anderton on Vaal Ltd	Guernsey	Current		
PSCD Power 1 Ltd	Guernsey	Current		

Candice Theron
Directorships – current

Company	Incorp	Status	Reg #	Date Ceased
Vesuvius Consulting Limited	England and Wales	Current	08362093	

Directorships - previous 5 years

Company	Incorp	Status	Reg #	Date Ceased
Mantaray (UK) Limited	England and Wales	Ceased	06889421	
Fox Marble holdings Plc	England and Wales	Current	07811256	

8.3 None of the Directors have:

8.3.1 had any convictions in relation to fraudulent offences within the previous five years prior to the date of this Document;

8.3.2 been declared bankrupt or has been a director of a company or been a member of an administrative, management or supervisory body or a senior manager of a company within the previous five years prior to the date of this Document which has entered into any bankruptcy, receivership or liquidation proceedings;

8.3.3 been the subject of any official public incrimination and/or sanction by any statutory or regulatory authority (including any designated professional body) within the previous five years prior to the date of this Document;

8.3.4 been disqualified by a court from acting as a director of any company or as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of an company within the previous five years prior to the date of this Document;

8.3.5 any family relationship with any of the other Directors; and

8.3.6 had any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by or to the Company, or any such interest in any contract or arrangement subsisting at the date of this Document and which is significant to the business of the Company.

8.4 Other than as disclosed, there are no conflicts of interest between any duties to the Company of the Directors and their private interests and or other duties. Please see paragraph 11 of Part I for further details of any potential conflicts of interest.

9. DIRECTORS' TERMS OF APPOINTMENT

Save as referred to in this Document, there are no service agreements or letters of appointment, existing or proposed between any Director and the Company that have been entered into or varied within six months prior to the date of this Document. There are no existing or proposed service agreements or letters of appointment between the Company and any of the Directors which do not expire or are not determinable by the Company without payment of compensation within 12 months immediately preceding the date of this Document

- 9.1 Louis Coetzee was appointed as a director of the Company on 17 September 2020 holding the position of Non-Executive Chairman. Pursuant to the terms of a letter of appointment dated 25 March 2021 either party may terminate the appointment upon six months' written notice. Mr Coetzee's appointment is subject to the Articles and the usual rules on the rotation of directors. His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Pursuant to the letter of appointment, with effect from Admission, Mr Coetzee will be entitled to receive director's fees of £36,000 per annum which are payable monthly in arrears. Mr Coetzee must contribute a minimum of 52 days per annum to the Company.
- 9.2 Paul Venter was appointed as an executive director and CEO of the Company on 25 March 2021 holding the position of chief executive officer. Pursuant to the terms of a service contract dated 25 March 2021 either party may terminate the appointment upon six months' written notice. Mr Venter's appointment is subject to the Articles and the usual rules on the rotation of directors. His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Pursuant to the letter of appointment, with effect from Admission, Mr Venter will be entitled to receive a salary of £108,000 per annum which is payable monthly in arrears. Mr Venter is a full time employee of the Company.
- 9.3 Candice Theron was appointed as a director of the Company on 25 March 2021 holding the position of non-executive director. Pursuant to the terms of a letter of appointment dated 25 March 2021 either party may terminate the appointment upon six months' written notice. Ms Theron's appointment is subject to the Articles and the usual rules on the rotation of directors. Her removal, cessation or retirement in accordance with the constitution of the Company will not give her any right to compensation or damages and no fee will be payable to her for any period after such removal, cessation or retirement. Pursuant to the letter of appointment, with effect from Admission, Ms Theron will be entitled to receive director's fees of £36,000 per annum which are payable monthly in arrears. Ms Theron is not a full time employee of the Company.
- 9.4 No remuneration (including any contingent or deferred compensation) has been paid and no benefits in kind have been granted by the Company to any of the Directors at the date of this Document.
- 9.5 The amounts payable to the current Directors by the Company under the arrangements in force from Admission in respect of the 12 months ending 31 December 2021 are estimated to be £216,000.

10. EMPLOYEES

As at the date of this Document, in addition to the Directors, the Company has no employees.

11. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company within the two years immediately preceding the date of this Document and are, or may be material:

11.1 **Shareholders Agreement**

On 24 February 2019, the Company, Kibo, MEP and St Anderton on VAAL Limited entered into the Shareholders Agreement. The Shareholders Agreement governs the relationship of the Company and St Anderton on VAAL Limited as shareholders of the MEP.

Under the Shareholders Agreement St Anderton on VAAL Limited were to receive a project revenue royalty, being 5% of the difference between revenue received and the sum of all expenses incurred on any project by any subsidiary. This was subject to a maximum aggregate total equal to £2.2m.

St Anderton on VAAL Limited are entitled to a further project swap royalty, being 5% of the difference between revenue received and the sum of all expenses incurred on any project by any subsidiary. This was subject to a maximum aggregate total equal to £2.2m.

Under the Shareholders Agreement Kibo shall be entitled within 7 days from the last day of every March, June, September and December to exercise a put option to allot and issue to St Anderton on VAAL Limited, who have an obligation to subscribe and pay for ordinary shares in Kibo using the proceeds of the project swap royalty.

St Anderton on VAAL Limited granted the Company under the Shareholders Agreement a royalty buyback option to acquire St Anderton on VAAL Limited's right, title and interest in the project revenue royalty.

11.2 **Bordersley Royalty Buyout Agreement**

On 25 June 2019 the Company, Kibo, MEP and St Anderton on VAAL Limited entered into the Bordersley Royalty Buyout Agreement.

Under the Bordersley Royalty Buyout Agreement St Anderton on VAAL Limited sold to the Company all of St Anderton on VAAL Limited's rights, title and interest in and to the project swap royalty and project revenue royalty granted by the Shareholders Agreement in respect to Bordersley Power Limited. The purchase price payable was £2,418,528.30, payable by the allotment and issue of 46,067,219 ordinary shares in the capital of Kibo at an issue price of £0.0525 per share.

Such payment of the purchase price was agreed to be paid in 5 different installments, the first, of 22,067,219 ordinary shares, on the date of the Bordersley Royalty Buyout Agreement, the second on confirmation that a preliminary notice to proceed with construction on Bordersley power site had been issued being 6,000,000 ordinary shares, a further 6,000,000 upon receiving confirmation that a final notice to proceed with construction on the Bordersley power site had been issued, fourthly 6,000,000 ordinary shares upon confirmation that commissioning of the Bordersley power plant had commenced and finally 6,000,000 ordinary shares upon confirmation of steady state production at the Bordersley power plant.

Under the Bordersley Royalty Buyout agreement MEP also agreed to sell the entire issued share capital of Bordersley Power Limited to the Company for £100.00 payable on the date of delivery of the relevant share certificates and duly signed transfer forms to Sloane.

11.3 **Power Purchase Agreement**

On 25 June 2019, the Group entered into a power purchase agreement (the "PPA") in connection with the Bordersley Project, with Statkraft Market GmbH ("Statkraft").

The PPA sets out a 5 year route to market for a planned 5MW reserve power generation project at the Bordersley Project. The Group will be responsible for the operation and maintenance of the Bordersley Project,

and Statkraft will engage in providing a comprehensive solution including feedstocks (gas) and trading the power generated at the Bordersley Project.

11.4 **Joint Development Agreement**

On 30 October 2019, the Group entered into a joint development agreement (the “JDA”) for the Bordersley Project with AB Impianti S.R.L (“AB”).

The JDA is for initial 12-month term (renewable with the consent of both parties) and 2 years following the expiration of the agreement, the Group has agreed to undertake and to appoint AB as the non-exclusive contractor for the supply of the plants for its UK projects, and AB has agreed and undertaken to develop any UK reserve power generation projects exclusively with the Group. The JDA provides end-to-end engineering, procurement and construction (“EPC”), with exclusive access to AB construction and engineering capacity and capability as well as cogeneration plant and equipment.

The JDA stipulates that AB must approve and accept for development a comprehensive funding solution for the construction and commissioning of all sites and that the Company is to initially present a list of 3 prospective suitable projects that are candidates for the comprehensive solution offered by AB (with the Bordersley Project already being under review).

11.5 **Corporate Adviser Engagement Letter**

On 11 June 2020, the Company entered into the Corporate Adviser Engagement Letter with River Capital Partners Limited. Under the Corporate Adviser Engagement Letter, River Capital Partners Limited were appointed to act as exclusive corporate advisor to the Company and the Group.

Under the Corporate Adviser Engagement Letter, River Capital Partners Limited agreed to provide the Company and the Group with assistance and advice reasonably required to list the Company on the London Stock Exchange, assist with and raise the required debt and equity finding, identify, evaluate, negotiate, structure and complete mergers, acquisitions, joint ventures, divestitures and other transactions that meet the criteria of the stated objectives of the Company from time to time.

It was agreed that River Capital Partners Limited would be paid a monthly retainer of £2,500 for the first four months and subsequently a transaction success fee of 5% of the consideration paid and received by the Group in respect of any transaction introduced by or advised on by River Capital Partners Limited.

Further under the Corporate Adviser Engagement Letter, River Capital Partners Limited were to be granted a 1.5% equity stake in the Company on Admission. River Capital Partners Limited has agreed to place the Adviser Shares with a private individual.

11.6 **Share Exchange Agreement**

On 31 July 2020, the Company, MEP and St Anderton on VAAL Limited entered into the Share Exchange Agreement relating to the acquisition of 40% of the issued share capital of MEP.

Under the Share Exchange Agreement, St Anderton on VAAL Limited agreed to sell and the Company agreed to purchase all of St Anderton on VAAL Limited’s share holding in MEP, being 4,000,000 ordinary shares of £0.00001 each, representing 40% of the issued and allotted share capital of MEP.

It was agreed under the Share Exchange Agreement that the Company would pay, at completion of the Share Exchange Agreement, St Anderton on VAAL Limited the sum of £4,065,586 payable by the issue and allotment of 36,917,076 ordinary shares of £0.001 each in the Company.

Completion of the Share Exchange Agreement is subject to and conditional upon the Admission and will occur on Admission.

11.7 Share Purchase Agreement

On 14 September 2020, Kibo and Kibo Mining (Cyprus) Limited (“Kibo (Cyprus)”) entered into a Share Purchase Agreement relating to the acquisition by Kibo (Cyprus) of the entire issued share capital of Sloane Developments Ltd.

Under the Share Purchase Agreement Kibo agreed to sell and Kibo (Cyprus) agreed to purchase the entire issued share capital of Sloane Developments Ltd, being 104,496,950 ordinary shares of £0.001 each.

It was agreed under the Share Purchase Agreement that Kibo (Cyprus) would, at completion, take on the obligation of paying the inter-group loan of £2,615,929.

11.8 Share Purchase Agreement

On 14 September 2020, Kibo (Cyprus) and the Company entered into a Share Purchase Agreement relating to the acquisition by the Company of the entire issued share capital of Sloane Developments Ltd.

Under the Share Purchase Agreement Kibo (Cyprus) agreed to sell and the Company agreed to purchase the entire issued share capital of Sloane Developments Ltd, being 104,496,960 ordinary shares of £0.001 each.

It was agreed under the Share Purchase Agreement that the Company would, at completion, issue 9 ordinary shares of £0.001 each in the capital of the Company to Kibo (Cyprus) and take on the obligation of paying the inter-group loan of £2,615,929.

11.9 Loan Account Comfort Letter

On 11 November 2020, Kibo sent a letter to the Company regarding the loans due from the Group to Kibo being £2,492,500. The letter confirmed that Kibo will not seek repayment of the loan capital from the Group, either in part or in full, during the 12-month period from the date of this Document, unless sufficient cash reserves exist within the Company to meet its present and expected working capital requirements during the 12 months following the date of this Document as determined by the Company and such repayment would not result in or be considered by the Company as potentially resulting in insufficient working capital with 12 months following the date of this Document.

11.10 Lock-In Agreement

On 25 March 2021, the Locked-In Shareholders, who on Admission will collectively be interested in approximately 75 per cent. of the issued Ordinary Shares, each entered into a lock-in agreement with the Company pursuant to which they have undertaken to the Company and the Broker that, subject to Admission, they shall not, except in certain specified circumstances, sell, transfer, grant any option over or otherwise dispose of the legal, beneficial or any other interest in any Ordinary Shares prior to the first anniversary of Admission (being the Lock-In Period). In order to maintain an orderly market in the Ordinary Shares, the Lock-In Agreement also contains certain orderly market provisions which apply for a further 12 month period after the expiry of the Lock-In Period.

11.11 Relationship Agreement

On 25 March 2021, the Company and Kibo entered into the Relationship Agreement which will, conditional upon Admission, regulate the ongoing relationship between the Company and Kibo. The principal purpose of the Relationship Agreement is to ensure that the Company is capable of carrying on its business independently

of Kibo and that transactions and relationships between Kibo and the Company are at arm's length and on normal commercial terms.

Under the Relationship Agreement, Kibo has undertaken, for so long as it and its associates together are entitled to exercise or control the exercise of the equivalent of 20 per cent. or more of the voting rights of the Ordinary Shares, that the parties shall procure that all transactions and relationships between the Company and Kibo or any of their associates on the other are conducted at arm's length and on normal commercial terms; and not to take certain actions, such as the adoption or variation of the corporate governance regime and seek the cancellation of the admission to trading on the Official List of the Ordinary Shares.

11.12 Registrar Agreement

On 25 March 2021, the Company entered into a registrar agreement with the Registrar, pursuant to which the Company, conditional on Admission, appointed the Registrar to provide registrar services to the Company from Admission. The Registrar's responsibilities include maintaining the register of members of the Company and providing a share and warrant registration service. The minimum fee payable by the Company to the Registrar for the core registration services is £3,600 per annum. In addition, various fees are also payable for additional services including dividend/interest payments and proxies/general meetings. The registrar agreement may be terminated by either the Registrar or the Company upon no less than six months' written notice.

11.13 Broker Agreement

On 25 March 2021, the Company entered into an engagement letter with the Broker incorporating the Broker's standard terms and conditions, pursuant to which the Company, conditional on Admission, appointed the Broker as its broker. Under the terms of the engagement letter, the Broker will provide services, including assisting in coordinating the preparation of a marketing presentation organising and arranging the Placing and arranging the preparation and publication of two analyst notes per year on the Company. The Company has agreed to pay the Broker commission at the rate of 7.5% of the amount raised in the Placing save for funds sourced directly from the Directors and their associates on which a 0.5% handling fee will be charged together with a corporate finance fee of £25,000 payable on Admission. The engagement letter also contains an indemnity given by the Company to the Broker, and any of its advisers who are providing services to the Company on behalf of the Broker, against any claims arising out of, amongst other things, the carrying out of the services by the Broker.

11.14 Placing Agreement

The Company and the Directors have entered into a placing agreement with Clear Capital Markets Limited ("CCM") dated 25 March 2021, pursuant to which CCM has been appointed as agents of the Company for the purpose of managing the Placing. CCM has agreed to use reasonable endeavours to procure Placees to subscribe for Placing Shares at the Placing Price. Pursuant to the Placing Agreement, the Company and the Directors have given certain warranties and indemnities to CCM regarding, inter alia, the accuracy of the information in this document.

The Placing Agreement is conditional, inter alia, on Admission, none of the warranties in the Placing Agreement being untrue, inaccurate or misleading in any respect at the date of the agreement and the date of Admission.

Under the Placing Agreement, the Company has agreed to pay CCM placing commissions, together with all costs and expenses and VAT thereon, where appropriate.

12. RELATED PARTY TRANSACTIONS

Save for the above, as set out in paragraphs 11.1 to 11.14 of this Part VII *“Additional Information”* of the Document the Company has not been a party to any related party transactions.

13. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Company and/or the Group’s financial position or profitability.

14. WORKING CAPITAL

The Company is of the opinion, that taking into account the Net Placing Proceeds, the working capital available to the Company and the Group is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

15. SIGNIFICANT CHANGES

- 15.1 Save as disclosed below there has been no significant change in the financial position or financial performance of the Group since 8 October 2020, being the date to which the Company Financial Information, as set out in Section (B) Part III *“Historical Financial Information of the Company”* of Part IV *“Financial Information of the Company”* of this Document, has been published.
- 15.2 The Company has paid off expenses in connection with the Placing and Admission amounting to approximately £795,000. The Company intends to issue 44,320,000 Placing Shares on the date of Admission, 2,830,000 Adviser Shares on the date of Admission and 36,917,076 ordinary shares of £0.001 pursuant to the Share Exchange Agreement, subject only to Admission, raising approximately £5,893,750 (before expenses). Further information regarding the issue of the Existing Ordinary Shares and the Placing Shares is set out in paragraph 4 of Part VIII *“Additional Information”* of this Document.

16. CONSENTS

- 16.1 CCM has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which they appear.
- 16.2 Crowe U.K. LLP of 55 Ludgate Hill, London EC4M 7JW has been appointed as the auditors of the Company and has given and not withdrawn its written consent to the inclusion, in this Document, of its accountant’s report on the Company Financial Information included in Section (A) *“Accountant’s Report on the Historical Financial Information of the Company”* of Part IV *“Financial Information of the Company”* of this Document, its accountant’s report on the Sloane Group Financial Information included in Section (A) *“Accountant’s Report on the Historical Financial Information of Sloane Group”* of Part V *“Financial Information of Sloane Group”* of this Document and its accountants’ report on the Pro Forma Financial Information included in Section (A) *“Accountant’s Report on the Unaudited Pro Forma Financial Information”* of Part VI *“Unaudited Pro Forma Financial Information”* of this Document in the form and context in which they are included and has authorised the contents of these reports for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules. In addition, Crowe U.K. LLP has given and not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which they appear.
- 16.3 The Directors accept responsibility for the Company Financial Information included in Section (B) *“Historical Financial Information of the Company”* of Part IV *“Financial Information of the Company”* of this Document, the Sloane Group Financial Information included in Section (B) *“Historical Financial Information of Sloane Group”* of Part V *“Financial Information of Sloane Group”* of this Document and

the Pro Forma Financial Information included in Section (B) *“Unaudited Pro Forma Financial Information”* of Part VI *“Unaudited Pro Forma Financial Information”* of this Document. To the best of the knowledge of the Directors, the information contained in the above sections of this Document is in accordance with the facts and does not omit anything likely to affect its import.

17. CITY CODE, MANDATORY BIDS, SQUEEZE-OUT AND SELL-OUT RULES RELATING TO ORDINARY SHARES

17.1 The City Code applies to the Company. For a discussion of how the City Code will continue to apply to the Company after Admission, see paragraph 12 of Part I of this Document. Under Rule 9 of the City Code, if:

17.1.1 a person acquires an interest in shares in the Company which, when taken together with shares already held by him or persons acting in concert with him, carry 30 per cent. or more of the voting rights in the Company; or

17.1.2 a person who, together with persons acting in concert with him, is interested in not less than 30 per cent. and not more than 50 percent. of the voting rights in the Company, acquires additional interests in shares which increase the percentage of shares carrying voting rights in which that person is interested, the acquiror and, depending on the circumstances, its concert parties, would be required (except with the consent of the Panel) to make a cash offer for the outstanding shares in the Company at a price not less than the highest price paid for any interests in the Ordinary Shares by the acquiror or its concert parties during the previous 12 months.

17.2 Compulsory acquisition rules

Under sections 974 to 991 of the Act, if an offeror acquires or contracts to acquire (pursuant to a takeover offer) not less than 90 per cent. of the shares (in value and by voting rights) to which such offer relates it may then compulsorily acquire the outstanding shares not assented to the offer. It would do so by sending a notice to outstanding holders of shares telling them that it will compulsorily acquire their shares and then, six weeks later, it would execute a transfer of the outstanding shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for the outstanding holders of shares. The consideration offered to the holders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration that was available under the takeover offer.

In addition, pursuant to section 983 of the Act, if an offeror acquires or agrees to acquire not less than 90 per cent. of the shares (in value and by voting rights) to which the offer relates, any holder of shares to which the offer relates who has not accepted the offer may require the offeror to acquire his shares on the same terms as the takeover offer.

The offeror would be required to give any holder of shares notice of his right to be bought out within one month of that right arising. Sell-out rights cannot be exercised after the end of the period of three months from the last date on which the offer can be accepted or, if later, three months from the date on which the notice is served on the holder of shares notifying them of their sell-out rights. If a holder

of shares exercises his rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

18. GENERAL

- 18.1 The gross proceeds of the Placing are £5,540,000. The total costs and expenses relating to the Placing and Admission are payable by the Company and are estimated to amount to approximately £1,094,750 (inclusive of VAT). Therefore the Net Placing Proceeds are expected to be approximately £4,745,000.
- 18.2 No commission is payable by the Company to any person in consideration of his agreeing to subscribe for securities to which this Document relates or of his procuring or agreeing to procure subscriptions for such securities.
- 18.3 No payment (including commissions) or other benefit has been or is to be paid or given to any promoter of the Company.
- 18.4 Temporary documents of title will not be issued in connection with the Placing Shares. Pending the dispatch of definitive share certificates (as applicable), instruments of transfer will be certified against the register of members of the Company.
- 18.5 The Directors are not aware of any patents, licences or other intellectual property rights, industrial, commercial or financial contracts or new manufacturing processes which are or may be of material importance to the business or profitability of the Company.
- 18.6 Save as disclosed in relation to the Placing and Admission, the Company does not hold any capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.
- 18.7 Save as disclosed at paragraph 1 of Part I of this Document, the Directors are not aware of:
- 18.7.1 any significant trends that impacted upon the Company during the period commencing on incorporation and ending on the date of this Document; or
- 18.7.2 any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for the current financial year.
- 18.8 As at the date of this Document, the Company has no existing or planned tangible fixed assets and the Directors are not aware of any environmental issues that may affect the Company's utilisation of any such tangible fixed assets.
- 18.9 The Placing and Acquisition will result in the Ordinary Shares held by Kibo being diluted from 100 per cent. so as to constitute approximately 55.42 per cent. of the Enlarged Share Capital.
- 18.10 There have been no public takeover bids by third parties in respect of the Ordinary Shares during the period from incorporation to the date of this Document.

19. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS and at the registered office of the Company from the date of this Document:

- 19.1 the Articles;

- 19.2 the accountants' report on the Company Financial Information included in Section (A) *"Accountant's Report on the Historical Financial Information of the Company"* of Part IV *"Financial Information of the Company"* of this Document;
- 19.3 the Company Financial Information included in Section (B) *"Historical Financial Information of the Company"* of Part IV *"Financial Information of the Company"* of this Document;
- 19.4 the accountant's report on the Sloane Group Financial Information included in Section (A) *"Accountant's Report on the Historical Financial Information of Sloane Group"* of Part V *"Financial Information of Sloane Group"* of this Document;
- 19.5 the Sloane Group Financial Information included in Section (B) *"Historical Financial Information of Sloane Group"* of Part V *"Financial Information of Sloane Group"* of this Document;
- 19.6 the accountants' report on the Pro Forma Financial Information included in Section (A) *"Accountant's Report on the Unaudited Pro Forma Financial Information"* of Part VI *"Unaudited Pro Forma Financial Information"* of this Document;
- 19.7 the Pro Forma Financial Information included in Section (B) *"Unaudited Pro Forma Financial Information"* of Part VI *"Unaudited Pro Forma Financial Information"* of this Document; and
- 19.8 the letters of consent referred to in paragraph 16 of this Part V *"Additional Information"* of this Document.

In addition, this Document will be published in electronic form and be available and free to download from the Company's website at <https://med.energy> from the date of publication.

PART IX

NOTICE TO INVESTORS

The distribution of this Document may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

General

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published, in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to subscribe for any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Document has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of the FSMA and of the Prospectus Regulation. No arrangement has however been made with the competent authority in any other EEA state (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below. This Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for, or buy, shares in any jurisdiction in which such offer or solicitation is unlawful.

For the Attention of EEA investors

Pursuant to Prospectus Regulation, an offer to the public of Ordinary Shares may only be made once the prospectus has been passported in an EEA Member State in accordance with the Prospectus Regulation. For any other EEA Member State, an offer to the public in that EEA Member State of any Ordinary Shares may only be made at any time under the following exemptions under the Prospectus Regulation, if they have been implemented in that EEA Member State:

- a) to any legal entity which is a Qualified Investor, within the meaning of Article 2(e) of the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than Qualified Investors, within the meaning of Article 2(e) of the Prospectus Regulation) in such EEA Member State subject to obtaining prior consent of the Company for any such offer; or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Ordinary Shares or to whom any offer is made will be deemed to have represented, warranted and agreed with the Broker and the Company that it is a "Qualified Investor" within the meaning of Article 2(e) of the Prospectus Regulation.

For the purposes of this provision, the expression "an offer to the public" in relation to any offer of Ordinary Shares in any EEA Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions.

For the Attention of UK investors

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Regulation Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

26 March 2021

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise.

“1985 Act”	the Companies Act 1985;
“£” or “sterling”	UK pound sterling;
“AB Group”	AB Impianti S.R.L and its subsidiaries from time to time;
“Act”	the Companies Act 2006;
“Admission”	the admission of the Ordinary Shares to the Official List, by way of a Standard Listing, and to trading on the Main Market becoming effective;
“Adviser Shares”	the 2,830,000 new Ordinary Shares to be issued at the Placing Price to River Group as settlement of transaction fees to the value of £354,000;
“AIM”	the market of that name operated by the LSE;
“AltX”	the AltX market of the JSE;
“Articles”	the articles of association of the Company adopted on 18 November 2020, further details of which are set out in Part VIII of this Document;
“Board” or “Directors”	the directors of the Company as at the date of this Document where names are set out at page 24 of this Document;
“Bordersley Power”	Bordersley Power Ltd, a company incorporated in England and Wales with company number 118944717;
“Bordersley Project”	21 acres in a central Birmingham industrial estate, leased by the Company on a 25 year lease at a rental of GBP 27,000 per annum;
“Brexit”	the UK’s withdrawal from the EU;
“Broker” or “CCM”	Clear Capital Markets Limited, a company incorporated in England and Wales under company number 09294557 and authorised and regulated by the FCA and, at the date of this Document, the Company’s broker;
“Cash-Settled Transaction Costs”	the £795,000 adviser fees in connection with the Placing and Admission, settled in cash;
“certificated” or “in certificated form”	an Ordinary Share which is not in uncertificated form;
“Change of Control”	the acquisition of Control of the Company by any person or party (or any group of persons or parties who are acting in concert);
“City Code”	the UK City Code on Takeovers and Mergers;
“Company” or “MAST”	Mast Energy Developments PLC a company incorporated in England and Wales with company number 12886458;
“Company Financial Information”	the audited financial information of the Company for the period from incorporation on 17 September 2020 to 8 October 2020;
“Completion”	completion of the Placing and Admission;

“Control”	an interest, or interests, in Ordinary Shares carrying in aggregate 30 per cent. or more of the Voting Rights of a company, irrespective of whether such interest or interests give <i>de facto</i> control;
“Corporate Governance Code”	the UK corporate governance code published by the Financial Reporting Council and as amended from time to time;
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended;
“Directors”	the directors of the Company from time to time;
“Disclosure Guidance and Transparency Rules” or “DTRs”	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time;
“Document”	this prospectus issued by the Company in connection with Admission;
“EEA”	the European Economic Area;
“Enlarged Share Capital”	the 188,564,036 issued Ordinary Shares upon Admission, comprising the Existing Ordinary Shares, the Placing Shares, the Adviser Shares and the shares issued to St Anderton on VAAL Limited under the Share Exchange Agreement;
“EU”	the European Union;
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales and the Operator (as defined in the Crest Regulations);
“Exchange Act”	the US Securities Exchange Act of 1934, as amended;
“Executive Director”	Paul Venter;
“Existing Ordinary Shares”	the 104,496,960 Ordinary Shares in issue immediately prior to Admission;
“FCA”	the UK Financial Conduct Authority;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“Gross Placing Proceeds”	£5,540,000, being the funds received from the Placing;
“Group”	the Company and its subsidiaries from time to time;
“GW”	gigawatts. One gigawatt is a unit for measuring electric power with the value of one billion watts;
“HMRC”	Her Majesty’s Revenue and Customs;
“IFRS”	International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union;
“ISIN”	International Securities Identification Number;
“JDA”	A joint development agreement for the Bordersley Project between the Group and AB Impianti S.R.L dated 30 October 2019;

“JSE”	JSE Limited (Registration number 2005/022939/06), a limited liability public company duly incorporated in South Africa, operating a securities exchange licensed in terms of the Financial Markets Act, No. 19 of 2012;
“Kibo”	Kibo Energy PLC, a company incorporated and registered in the Republic of Ireland under number 451931, and quoted on AIM with the TIDM AIM and on the AltX with code KBO;
“Kibo Cyprus”	Kibo Mining (Cyprus) Limited, a company incorporated and registered in Cyprus under number HE247089, a wholly owned subsidiary of Kibo and intermediate parent company of the Company;
“kWh”	Kilowatt hour. The kilowatt-hour is a unit of energy;
“LEI”	Legal Entity Identifier;
“Listing Rules”	the listing rules made by the FCA pursuant to section 73A of FSMA, as amended from time to time;
“Locked-In Shareholders”	Kibo, ST Anderton on VAAL Limited and the Directors;
“Lock-In Agreement”	the lock-in agreement executed by the Locked-in Shareholders, particulars of which are set out in paragraph 11.7 of Part V of this Document;
“London Stock Exchange” or “LSE”	London Stock Exchange plc;
“Main Market”	LSE’s main market for listed securities;
“Market Abuse Regulation”	Regulation EU 596/2014 of the European Parliament and the Council of the European Union on market abuse;
“MEP”	MAST Energy Projects Limited, a company incorporated in England and Wales with company number 10511905;
“Member States”	Member States of the European Union (EU);
“MW”	megawatts. One megawatt is a unit for measuring electric power with the value of one million watts;
“Net Placing Proceeds”	£4,745,000, being the £5,540,000 Gross Placing Proceeds less the £795,000 Cash-Settled Transaction Costs;
“Official List”	the Official List of the FCA;
“Ordinary Shares”	fully paid ordinary shares of £0.001 each in the capital of the Company;
“Overseas Shareholder”	a Shareholder who has registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the law of countries other than the UK or persons who are nominees or custodians, trustee or guardians for citizens, residents in or nationals of, countries other than the UK which may be affected by the laws or regulatory requirements of the relevant jurisdiction;
“Panel”	the UK Panel on Takeovers and Mergers;
“Placees”	the subscribers to the Placing;
“Placing”	the conditional placing of the Placing Shares by the Company pursuant to the terms of the Placing Agreement;

“Placing Agreement”	the agreement dated 25 March 2021 between the Company, the Directors and CCM relating to the Placing, further details of which are set out at paragraph 11.16 of Part VIII of this Document;
“Placing Price”	£0.125 (12.5p) per Placing Share;
“Placing Shares”	44,320,000 Ordinary Shares to be issued at the Placing Price by the Company pursuant to the Placing;
“PPA”	the power purchase agreement dated 25 June 2019 entered into on between the Company and Statkraft;
“Premium Listing”	a Premium Listing in accordance with Chapter 6 of the Listing Rules;
“Prospectus”	a prospectus required under the Prospectus Regulation and prepared in accordance with the Prospectus Regulation Rules;
“Prospectus Regulation”	Regulation (EU) 2017/1129 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC;
“Prospectus Regulation Rules”	the prospectus regulation rules made by the FCA pursuant to section 73A of the FSMA, as amended from time to time;
“QCA Code”	the QCA Corporate Governance Code as published by the Quoted Companies Alliance;
“RCP”	River Capital Partners Limited (registration number HE181749), a limited company incorporated in the Republic of Cyprus;
“Registrars”	Link Group of The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
“Relationship Agreement”	the relationship agreement entered into by the Company and Kibo on 25 March 2021 regulating the ongoing relationship between the Company and the Founders;
“Reverse Takeover”	a transaction defined as a reverse takeover in Listing Rule 5.6.4;
“River Group”	River Capital Partners Limited and its subsidiaries;
“Securities Act”	the US Securities Act of 1933, as amended;
“Shares-Settled Transaction Costs”	the £354,000 adviser fees payable to River Group in connection with the Placing and Admission, settled by the issue of the Adviser Shares;
“Shareholder”	holders of Ordinary Shares;
“Sloane”	Sloane Developments Limited, a company incorporated and registered in England and Wales under number 04425405, a wholly owned subsidiary of the Company;
“Sloane Group”	Sloane and its subsidiaries, MEP and Bordersley Power;
“Sloane Group Financial Information”	the audited financial information of Sloane Group for the three years ended 31 December 2017, 31 December 2018 and 31 December 2019;

“Sloane Group Interim Financial Information”	the unaudited interim financial information of Sloane Group for the six-month period ended 30 June 2020, together with the comparative six-month period ended 30 June 2019;
“Special Resolution”	a special resolution within the meaning of the Act;
“Statkraft”	Statkraft Markets GmbH, a company incorporated and registered in Germany with company number HRB 37855;
“Standard Listing”	a Standard Listing in accordance with Chapter 14 of the Listing Rules;
“subsidiary”	shall be construed in accordance with the definition of that term in Section 1159 of the Act;
“TIDM”	Tradable Instrument Display Mnemonic;
“Transaction Costs”	£1,148,750, being the aggregate of the Cash-Settled Transaction Costs of £795,000 and the Shares-Settled Transaction Costs of £353,750 incurred by the Company as a result of the Placing and the Admission;
“UK”	the United Kingdom of Great Britain and Northern Ireland;
“uncertificated” or “in uncertificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
“US” or “United States”	the United States of America, each state thereof, its territories and possessions and the District of Columbia and all other areas subject to its jurisdiction;
“VAT”	UK value added tax; and
“Voting Rights”	all the voting rights attributable to the capital of the Company which are currently exercisable at a general meeting;

All monetary figures included in this Document are in sterling unless shown to the contrary.

Any reference to any statute, statutory provision or to any order or regulation shall be construed as a reference to that statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of this Document) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

In this Document any reference to any EU directive, EU regulation, EU decision, EU tertiary legislation or provision of the EEA agreement (an “EU Matter”) which forms part of domestic law by application of the European Union (Withdrawal) Act 2018 shall be read as reference to that EU Matter as it forms (by virtue of the European Union (Withdrawal) Act 2018) part of domestic law and as modified by domestic law from time to time. For the purposes of this paragraph, (i) ‘domestic law’ shall have the meaning given in the European Union (Withdrawal) Act 2018; and (ii) any other words and expressions shall, unless the context otherwise provides, have the meanings given in the European Union (Withdrawal) Act 2018.