



## **ANNUAL FINANCIAL REPORT**

### [WILDCAT PETROLEUM PLC](#)

Released 07:00:12 25 October 2023

RNS Number : 1781R  
Wildcat Petroleum PLC  
25 October 2023

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#### **Wildcat Petroleum Plc**

**("Wildcat", "WCAT" or the "Company")**

#### **Annual Report & Financial Statements (FY 30 June 2023)**

Wildcat Petroleum plc (LSE: WCAT), a company targeting investment opportunities in business and assets within the upstream sector of the petroleum industry, is pleased to announce the publication of its audited Annual Report and Accounts for the year ended 30 June 2023.

#### **Financial and Operational Highlights (FY 30 June 2023)**

- Current assets of £153,303 (30 June 2022: £179,699)
- Cash balance of £135,765 (30 June 2022: £153,701)
- Net assets of £107,975 (30 June 2022: £108,002)
- Loss before taxation of £261,997 (30 June 2022: Loss of £305,744)

#### **Post Year End**

- Fundraising of £450,000 before expenses (£ 393,750 net) - via a placing of new shares announced 16 October 2023

#### **Enquiries:**

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Please find a full copy of the Annual Report and Financial Statements below.

## **STRATEGIC REPORT**

## FOR THE YEAR ENDED 30 JUNE 2023

### Directors' strategic report

The Directors present the strategic report for the period from 1 July 2022 to 30 June 2023.

### Chairman's Report

The last financial year has been an eventful but also frustrating one for the Board and the Company's shareholders.

In the period the Company has made a loss of £261,997. At the balance sheet date, the Company had Current assets (including a cash balance of £135,765) totalling £153,503, Current Liabilities of £45,528 and Net assets of £107,975. As reported below, since the year end a further £393,750 net has been raised.

During this period, the following positive events have occurred and been reported upon in relevant RNS (Regulatory News Statements) to the London Stock Exchange:

In October 2022, the Company signed a Memorandum of Understanding with the Sudanese Oil Ministry regarding possible involvement in developing the oil and gas resources in certain onshore blocks. Although this MOU has now lapsed, both parties agreed to continue discussions on the subject - with the latest positive developments reported below.

On the 3 October 2022, the Company announced an investment of £50,000 into the Company by Waterford Finance and Investment - via the issue of 10 million new shares.

On the 27 of October 2022, the Company raised £ 225,500 gross (£ 211,970 net) by the issue of 18,040,000 new ordinary shares.

On the 26<sup>th</sup> of June 2023, the Company announced that it had signed an MOU with a third party regarding possible funding of up to USD 25 million in future Sudan oil deals (subject to Due Diligence).

As reported in the interim statement the Company was focused on signing a Production Sharing Agreement (PSA) with the Sudanese government over at least one of Block 1,3,4 and 5 by the end of 2023. Unfortunately, this is now very unlikely to happen in 2023, in a large part as a consequence of the attempted coup in the country on 15 April 2023 which has meant it has been extremely difficult to fly into the country and that remains to be the case.

Since the financial year end (June 30 2023) there have been a number of key developments, which I'm delighted to say our encouraging:

- The Company has been working with the Director General of OEPA (Oil Exploration & Production Administration) in order to get Wildcat on the ground pumping oil. On his advice in September 2023 the Company has opened a temporary office in Juba, South Sudan (to provide safe access to the oil fields in Heglig in the Republic of Sudan.)
- The indication from OEPA that they would be prepared to sign a Service Agreement with the Company with a view to increasing oil production on the Bamboo oil field (to be renamed 'the Wildcat Field'). Once the political situation has settled down. The Company is hopeful it will be able to convert the Service Agreement to a Production Sharing Agreement; and
- The successful placing of new shares on 16 October 2023 which raised £ 393,750 net of expenses and, together with its current cash position, provides the Company with sufficient working capital for at least the next 12 months.

I would like to thank shareholders for their continued support.

For a further review of the Company's strategic objectives, please refer to the items below.

### Responsibility statement

This statement is being made by the Chairman Mr Mandhir Singh and to the best of his knowledge:

- a. the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and
- b. the management report includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that they face.

### Principal risks and uncertainties

The prime objective of the Company is to work and invest in the upstream sector of the petroleum industry - namely exploration, appraisal, development and production of oil and gas.

The Company's stated objectives were outlined in its IPO Prospectus - Namely:

The Company's intention is to either take a minority stake or acquire control of a business, either of which may constitute a Reverse Takeover under the Listing Rules.

In the event that an Acquisition presents itself which would require the raising of additional capital, the Directors will raise additional equity, debt and/or other financial instruments to finance such an Acquisition. The Directors will not receive a

bonus/reward for the successful completion of an Acquisition.

The Company may enter into strategic collaborations with oil consultancies, oil companies or prominent individuals within the oil sector, who may be able to assist the Company to source a suitable asset.

In assessing any potential acquisition, the Board will pay particular attention to the following factors when making the acquisition:

- Businesses which are profitable or potentially profitable within the period of 1-2 years from acquisition;
- Assets which don't require a large capital expenditure;
- Assets with low cost of acquisition and potentially significant up-side.

The Board will seek to draw on its experience in both the petroleum industry and the financial industry in order to access suitable targets and fund an Acquisition.

The Directors' objective is to create long term value for shareholders by building Wildcat, through its targeted investments, into a successful Company within the upstream sector of the petroleum industry.

### **Development and performance**

In the period the Company has made a loss of £261,997. At the balance sheet date, the Company had Current assets (including a cash balance of £135,765) totalling £153,503, Current Liabilities of £45,528 and Net assets of £107,975.

Since the year end the company raised £450,000 gross (£393,750 net of expenses) by way of a placing of new ordinary shares. This was announced to the Market on 16 October 2023 via an RNS.

### **Key performance indicators**

The Company recognises that the oil and gas business is in a transitional period to net zero carbon emissions by the middle of the century; and that an increasing number of traditional oil companies (e.g BP, Shell, Equinor) are embracing this and have started to move their activities away from oil and gas to renewables. However this does not alter the importance of oil and gas in the energy mix and the need to develop these resources to meet global demand and enable transition - allowing the developing countries, in Africa for example, to benefit from the revenues generated and their need for reliable power.

Now, more than ever oil and gas development must be done in a responsible way.

With major companies disposing of their oil and gas assets, the Company sees an opportunity to acquire assets. We can note that money will still be available for projects which can be done in a responsible way (e.g associated gas is captured for re-injection or use rather than flared into the atmosphere).

The Company has summarised the Risks and Uncertainties in its IPO Prospectus. Namely:

### **Other performance indicators**

The Company is subject to the following key risks and uncertainties:

#### **Force Majeure**

Wildcat's operations, now or in the future, may be adversely affected by risks outside the control of the Company including war, terrorism or threats of terrorism, civil disorder, subversive activities or sabotage, fires, floods, explosions, or other catastrophes, epidemics or quarantine restrictions. Such high-probability, high-impact events, especially in less well-developed parts of the world where undiscovered commercial oil reserves remain, could have a material, negative effect on the market price of Wildcat's Shares.

#### **Wildcat will be Investing into Upstream Petroleum Activities**

Wildcat will invest into upstream petroleum activities such as exploration, appraisal, development and production of oil and gas. This part of the petroleum industry is much more risky than downstream petroleum activities such as the transport, refining or marketing of petroleum products. The upstream petroleum sector is closely tied to the performance of the global economy. As a result, the identified sector may be affected by changes in general economic activity and specifically the price of oil and gas. The Company's revenue, profitability and future rate of growth will depend substantially on the prevailing price of oil and gas, which can be volatile. Changes in the price of these commodities will directly affect the Company's revenue and net income. The price of oil and gas is subject to fluctuations and volatility in response to a variety of factors beyond the Company's control, including, but not limited to changes in the global supply and demand of oil and gas, changes in global and regional economic conditions and exchange rate fluctuations, political, economic and military developments in the commodity producing region, prevailing weather conditions, geo-political uncertainties, petroleum regulations, Government regulations, in particular, export restrictions and taxes, the ability of

suppliers and third party contractors to perform in a timely basis under their agreements and potential influence on commodity prices due to the large volume of derivate transactions on the commodity exchanges and over-the-counter markets. Therefore, any deterioration of the global economy or the price of oil and gas could have an adverse effect on the Company's business, prospects, financial condition and results of operations.

#### **Other information and explanations**

##### **Exploration and Development Risks**

Petroleum exploration and development can be highly speculative in nature and involve a high degree of risk. The economics of developing petroleum assets are affected by many factors including the cost of operations, variation in the quality of the commodity, fluctuation in the price of oil/gas, fluctuation in exchange rates, and costs of development infrastructure and processing equipment. Also factors such as government regulations, including regulations relating to royalties, allowable production, export restrictions and environmental protection can significantly affect the Company's performance. There is also the risk that oil and gas are not successfully discovered after incurring significant costs to do so, resulting in a write off of the investment. As a result of these uncertainties, there can be no guarantee that any of the Company's investments will result in profitable commercial operations.

##### **Activities in the Upstream Petroleum sector can be Dangerous and may be subject to Interruption**

The Company's operations may be subject to significant hazards and risks inherent to the upstream petroleum sector and countries in which it intends to operate. These hazards and risks include but are not limited to explosions and fires, natural disasters, equipment breakdowns and other mechanical or system failures, disruption of production operations, improper installations or operation of equipment, transport, delivery and equipment supply disruption, acts of political unrest, war and terrorism and local community opposition and activities.

##### **Wildcat's Operations will be subject to all Risks incidental to the Development and Production of Petroleum Assets**

The Company's future operations will be subject to all of the risks normally incidental to the development and production of petroleum assets. These include encountering unexpected geological formations, equipment failure, accidents, adverse weather conditions, diseases impacting the health of personnel, pollution and other environmental risks.

If any of these events occur, they could result in environmental damage, injury to persons/loss of life and failure to produce commodities in commercial quantities. They could also result in significant delays to operations, partial or total shutdown of operations, significant damage to equipment and personal injury or wrongful death claims being brought against the Company.

##### **Limitations on the Board's Experience**

The Company believes that the growth of the Company's future operations will be largely attributable to the efforts of the members of the Board, who have played and continue to play a critical role in the business. The Company will therefore rely heavily on the combined experience of the Board, both in the oil and gas sector and in the financial sector, to identify potential acquisition opportunities and to execute the Acquisition. The Board is confident that this combined experience will allow them to carry out their investment objectives as detailed in this document. However, there are limitations on the Directors' experience and know-how in relation to the oil and gas sector, specific assets they may be looking at and in their knowledge of the countries or regions in which potential target assets may be located such as Africa. This may impact the Company's ability to successfully identify and make the Acquisition and identify suitable acquisition opportunities and therefore this may have a material adverse impact on the financial and commercial performance of the Company.

##### **Future Coronavirus Outbreak**

Wildcat's operations and/or its financial condition, may be adversely affected by a future COVID-19 type pandemic which would have a noticeable impact on global economic growth and cause disruption to financial markets and business activity in the UK and globally.

##### **Risk summary:**

The risks are expanded upon and further risks are discussed on pages 11 to 26 of the IPO Prospectus which can be found in the Information section of Wildcat's website: [www.wildcatpetroleum.co.uk](http://www.wildcatpetroleum.co.uk). The ones which the company consider still relevant are:

Summary of Risk categories:

1. Force Majeure
2. Wildcat will be Investing into Upstream Petroleum Activities
3. Exploration and Development Risks
4. Estimates of Petroleum Reserves and Resources

5. Activities in the Upstream Petroleum sector can be Dangerous and may be subject to Interruption
6. Wildcat's Operations will be subject to all Risks incidental to the Development and Production of Petroleum Assets
7. Wildcat may be unable to obtain or renew required drilling rights or exploration and extraction rights and concessions, licences, permits and other authorisations
8. Exploration development and production activities are capital intensive and inherently uncertain in their outcome. As a result, Wildcat may not generate a return on its investments or recover its costs and it may not be able to generate cash flows or secure adequate financing for its future objectives
9. Exploration development and production activities are inherently subject to a number of potential drilling and production risks and hazards which may affect the ability of Wildcat, if it acquires or establishes any oil and gas activities to produce oil and gas at expected levels, increase operating costs and/or expose the Company and/or its Directors to legal liability
10. Limitations on the Board's Experience
11. Reliance on Key Personnel
12. Reliance on Third Party Contractors
13. Possible use of Blockchain Technology
14. Existing and proposed legislation and regulation affecting greenhouse gas emissions may adversely affect Wildcat's operations
15. Political, legal and commercial instability in the countries in which the oil and gas sector may operate could affect the viability of Wildcat's operations
16. Failure to Manage Relationships with Local Communities, Government and Non-Government Organisations could adversely affect future growth potential of Wildcat
17. Unfavourable economic conditions would adversely impact Wildcat's results and/or financial condition.
18. Wildcat may be subject to foreign investment and exchange risks
19. There is no assurance that Wildcat will identify suitable acquisition opportunities in a timely manner or at all which could result in a loss on your investment
20. Wildcat may be unable to complete the Acquisition or to fund the operations of the target business if it does not obtain additional funding
21. Dividend payments on the Shares are not guaranteed
22. Wildcat may face significant competition for acquisition opportunities
23. The Company's Directors may appear to be, or may become, conflicted.
24. Investors may not be able to realise returns on their investment in Wildcat's Shares within a period they would consider to be reasonable
25. Dilution could impair the value of Wildcat's share capital
26. There is no guarantee that Wildcat will maintain its listing on the London Stock Exchange
27. Costs of compliance with corporate governance and accounting requirements
28. A Standard Listing affords less regulatory protection than a Premium Listing
29. There can be no assurance that Wildcat will be able to make returns to shareholders in a tax-efficient manner

Changes in tax law may reduce any net returns for Wildcat's shareholders

To the above, we can add:

31. Russia, Ukraine and the threat to energy security and economic stability in the world.

The geopolitical situation in Eastern Europe intensified on February 24, 2022, with Russia's invasion of Ukraine. The war between the two countries continues to evolve as military activity proceeds and additional sanctions are imposed. In addition to the human toll and impact of the events on entities that have operations in Russia, Ukraine, or neighbouring countries (e.g., Belarus) or that conduct business with their counterparties, the war is increasingly affecting economic and global financial markets and exacerbating ongoing economic challenges, including issues such as rising inflation and global supply-chain disruption. Whilst the Company does not have any operations in Russia or Ukraine, it needs to consider the broader impact on these macroeconomic conditions, and the war's effect on certain accounting and financial reporting matters. The degree to which entities are or will be affected by them largely depends on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets.

32. Instability in the Middle East

The recent events in Palestine and Israel, while not directly affecting the Company's planned activities in Sudan could spread to further countries in the Middle East and also create general instability in the region.

#### **Description of the company's strategy and business model**

The strategy is as outlined in the Fair Review of Company Business - above.

#### **Analysis of directors, key employees and employees by sex**

	No.	Male	Female
Directors	2	2	0

Key employees	0	0	0
Employees	0	0	0

### Key performance indicators

#### Bank and cash controls:

Bank reconciliations are prepared at least monthly and reviewed by the Chairman.  
All major items of expenditure are agreed by the Directors in advance.

There are no other key performance indicators for this period as the Company has not completed its investment activity.

### Principal risks and uncertainties

In addition to the risks detailed above, we need (as part of the mandatory requirements of the Strategic Review) to address the following:

#### i. Business strategy

The Company incorporated on 8 January 2020 with only a brief operating history, and therefore, investors have no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating one or more companies or businesses.

#### ii. Liquidity Risk

The Directors have reviewed the working capital requirements and believe that, with the share placement on 16 October 2023 (raising £ 393,750 net), there is sufficient working capital to fund the running cost of the business and that they will be able to raise equity to fund projects.

#### iii. Risks of not finding suitable investment and Risk of non-performance of Investment

#### **Wildcat may be unable to obtain or renew required drilling rights or exploration and extraction rights and concessions, licences, permits and other authorisations**

The Company or an acquired company or business may conduct its operations pursuant to drilling rights and concessions, licences, permits and other authorisations. Any delay in obtaining or renewing a licence, permit or other authorisation may result in a delay in investment or development of a resource and may have a material adverse effect on the acquired business' results of operations, cash flows and financial condition. In addition, any existing drilling rights and concessions, licences, permits and other authorisations may be suspended, terminated or revoked if the Company or acquired company or business fails to comply with the relevant requirements. In such cases, government regulators may impose fines or suspend or terminate the right, concession, licence, permit and other authorisation, any of which could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

#### **Exploration development and production activities are capital intensive and inherently uncertain in their outcome. As a result, Wildcat may not generate a return on its investments or recover its costs and it may not be able to generate cash flows or secure adequate financing for its future objectives:**

Exploration, development, and production activities are capital intensive and inherently uncertain in their outcome. The Company's future projects may involve unprofitable efforts, either from dry wells or from wells that are productive but do not produce sufficient net revenues to return a profit after development, operating and other costs. Furthermore, completion of a well does not guarantee a profit on the investment or recovery of the costs associated with that well. In addition, drilling hazards or environmental damage could significantly affect operating costs, and production from successful wells may be adversely affected by conditions including delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or adverse geological conditions. Production delays and declines, whether or not as a result of the foregoing conditions, may result in lower revenue or cash flows from operating activities until such time, if at all, that the delay or decline is cured or arrested.

#### **Wildcat may be unable to complete the Acquisition or to fund the operations of the target business if it does not obtain additional funding:**

Although Wildcat has not yet identified a prospective target company or business and cannot currently predict the amount of additional capital that may be required, to complete an Acquisition or once an Acquisition has been made, if the target is not sufficiently cost generative, further funds may need to be raised. If, in order to make an acquisition or following the Acquisition, the Company's cash reserves are insufficient, the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to

raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete the Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon the Acquisition, or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment. Even if additional financing is unnecessary to complete the Acquisition, the Company may subsequently require equity or debt financing to implement operational improvements in the acquired business. The failure to secure additional financing or to secure such additional financing on terms acceptable to the Company could have a material adverse effect on the continued development or growth of the acquired business.

#### **Environmental Responsibility**

The Company and its management believe that any matters related to environmental responsibility are not currently applicable as there are no trading activities. Nevertheless, the Company and its management acknowledge the importance of environmental responsibility, the need to reduce carbon emissions and compliance with local regulatory environmental requirements in the event where future trading and operational activities occur.

#### **Social, community and human rights responsibility**

The Company and its management recognise and acknowledge the responsibility under English law to promote success of the Company for the benefits of its stakeholders. The Company and its management also acknowledge and recognise the responsibility towards partners, suppliers, contractors, investors, lenders and local community in which future operational activities will take place. The Company has two employees, being the Directors, both male.

#### **Anti-corruption and anti-bribery policy**

The Company is aware of the UK Bribery Act 2010 and any related guidelines and regulations. The Company and its management have conducted a review into its operational procedures to consider the impact of the Bribery Act 2010 and the Board has adopted anti-corruption and anti-bribery policy.

#### **Acts of God and contagious diseases**

Acts of God such as seismic activity, flooding, inclement weather and natural disasters more generally, together with outbreaks of highly contagious diseases, are beyond the control of the Company and may adversely affect the economy, infrastructure and livelihood of people in the countries in which the Company is operating or proposing to operate. The Company's business and profitability may be adversely affected should such acts of God and/or outbreaks occur and/or continue.

#### **Current Situation in the Republic of Sudan**

The Company's activities and plans in the Republic of Sudan are covered in the Chairman's Statement. Regarding the current situation and the attempted coup, which began on April 15<sup>th</sup> 2023, the Company notes that none of the oil fields or the oil infrastructure has been affected; and that the amount of oil passing through the pipeline from South Sudan has doubled since the conflict. The conflict however is of concern and we look forward to its resolution.

#### **Going Concern**

The financial statements have been prepared on the going concern basis, which assumes the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future.

In the period the Company has made a loss of £261,997. At the balance sheet date, the Company had Current assets (including a cash balance of £135,765) totalling £153,503, Current Liabilities of £45,528 and Net assets of £107,975.

Based on the forecasted expenditure for the period to 31 December 2024, the Directors are of the opinion that, following the share placing which was completed in October 2023, the Company will have sufficient cash for the foreseeable future.

The Directors are therefore of the opinion that the Company will have adequate financial resources to enable it to continue in operation for the foreseeable future. For this reason, it continues to adopt the going concern basis in preparing the financial statements.

#### **Funding and expected expenditure for the foreseeable future.**

The Company raised £ 450,000 (£393,750 net after expenses) in October 2023 in order to provide working capital for its activities.

In the event that an Acquisition presents itself which would most likely require the raising of additional capital, the Directors will raise additional equity, debt and/or other financial instruments to finance such an Acquisition.

The further costs and expenses of any acquisition will likely comprise legal, financial and tax due diligence in relation to any target company; however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms.

In addition to any share consideration used by the Company in relation to any acquisition, the Company may raise additional capital in connection with the consummation of that acquisition (dependent upon the size of such acquisition and the ability of the Company to satisfy the consideration in shares). Such capital may be raised through share issues (such as rights issues, open offers or private placings) or borrowings. The Company may also make an acquisition or fund part of any acquisition through share-for-share exchanges.

Although the Company envisages that any capital raised will be from new equity, the Company may also choose to finance all or a portion of an acquisition with debt financing. Any debt financing used by the Company is expected to take the form of bank financing, although no financing arrangements are currently in place, from soundings in the market, the Company believes that funds can be made available. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Debt financing (if required) for an acquisition will be assessed with reference to the projected cash flow of the target company or business/assets and may be incurred at the Company level. Any costs associated with the debt financing will be paid with the proceeds of such financing. If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

Following an acquisition, the Company's future liquidity will depend in the medium to longer term primarily on: (i) the profitability of the company or business/assets it acquires; (ii) the Company's management of available cash; (iii) cash distributions on sale of existing assets; (iv) the use of borrowings, if any, to fund short-term liquidity needs; and (v) dividends or distributions from any future subsidiary companies.

#### **Section 172 Statement**

The Directors acknowledge their duty under s.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, they have had regard (amongst other matters noted above) to:

- the likely consequences of any decision in the long term: The Company's long-term strategic objectives, including progress made during the year and principal risks to these objectives, are shown on above.
- the interests of the Company's employees: Our employees are fundamental to us achieving our long-term strategic objectives.
- the need to foster the Company's business relationships with suppliers, customer and others A consideration of our relationship with wider stakeholders and their impact on our long-term strategic objectives is also disclosed above.
- the impact of the Company's operations on the community and the environment The Company operates honestly and transparently. We consider the impact on the environment on our day-to-day operations and how we can minimise this.
- the desirability of the Company maintaining a reputation for high standards of business conduct. Our intention is to behave in a responsible manner, operating within the high standard of business conduct and good corporate governance.
- the need to act fairly as between members of the Company: Our intention is to behave responsibly towards our shareholders and treat them fairly and equally, so that they too may benefit from the successful delivery of our strategic objectives.

The Strategic Report forms part of the Company's annual accounts and reports. The full set of accounts can be found at the registered office as stated in the Company information or in the London Stock Exchange website.

The Auditor's Report on the annual accounts is unqualified and states that the Strategic Report and Director's Report are consistent with the financial statements. This report can be found in pages 18-22.



.....  
Mr M Singh



Director

Date: 24/10/2023

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 30 JUNE 2023**

The Directors present their annual report and financial statements for the period from 1 July 2022 to 30 June 2023.

The corporate governance statement set out on page 14 forms part of this report.

#### **Principal activities**

The principal activity of the Company is in the upstream sector of the petroleum industry - namely exploration, appraisal, development and production of oil and gas.

The Company did not have a qualifying indemnity insurance for Directors.

#### **Results and Dividends**

The trading results for the period and the Company's financial position at the end of the period are shown in the attached financial statements.

The Directors have not recommended a dividend.

#### **Strategic Report**

In accordance with section 414C (11) of the Companies Act 2006 the Company has included the review of the business, the future outlook and the risks and uncertainties faced by the Company in the Strategic Report.

#### **Directors**

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr G Roberts

Mr M Singh

#### **Directors' remuneration**

The total remuneration of the Directors for the year was as follows:

	<b>Fees/Salary</b>
	<b>£</b>
Mr M Singh	20,000
M G Roberts	20,267

#### **Directors' interests**

The Directors' interests in the shares of the Company were as stated below:

All share amounts are to 000

Mr M Singh	1,679,925	69.19%
M G Roberts	23,700	0.98%

The Company's capital consists of ordinary shares which rank pari passu in all respects which are traded on the Standard segment of the Main Market of the London Stock Exchange. There are no restrictions on the transfer of securities in the Company or restrictions on voting rights and none of the Company's shares are owned or controlled by employee share schemes. There are no arrangements in place between shareholders that are known to the Company that may restrict voting rights, restrict the transfer of securities, result in the appointment or replacement of Directors amend the Company's Articles of Association or restrict the powers of the Company's Directors, including in relation to the issuing or buying back by the Company of its shares or any significant agreements to which the Company is a party that take effect after or terminate upon, a change of control of the Company following a takeover bid or the like.

#### **Substantial shareholdings**

At the date of signing these financial statements, the only shareholder with an interest over 3% was Mr M Singh with 69.19%. Mr M Singh is also a Director and Chairman of the Company.

#### **Greenhouse Gas (GHG) Carbon emissions**

The Company is currently non-trading with no operating premises or employees other than its Directors, and therefore has minimal carbon emissions. Total emissions are expected to be lower than 40,000 Kwh. Accordingly, it is not considered necessary to obtain emissions, energy consumption or energy efficiency data and produce an Energy and Carbon Report under SI 2018/1155.

#### **Financial risk and management of capital**

The major balances and financial risks to which the Company is exposed to and the controls in place to minimize those risks are disclosed in Note 20.

The Board considers and reviews these risks on a strategic and day-to-day basis in order to minimize any potential exposure.

#### **Financial instruments**

The Company has not entered into any financial instruments to hedge against interest rate or exchange rate risk.

#### **Requirements of the Listing Rules**

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures required in relation to Listing Rule 9.8.4

#### **Auditors**

Shipleys LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

#### **Events after the reporting period**

On October 16<sup>th</sup> 2023 the Company reported the raising of £ 450,000 (£393,750 net after expenses) by the placing of 375,000,000 new ordinary shares at 0.12 pence/share, with admission of the shares expected on October 30 2023, this will bring the total number of Wildcat shares to 2,803,040,000.

#### **Statement of director's responsibilities**

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK adopted International Accounting Standards (IFRSs). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Statement of disclosure to auditor**

Each Director in office at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that he / she ought to have taken as a Director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

#### **Annual General Meeting**

Notice of the forthcoming Annual General Meeting of the Company together with resolutions relating to the Company's ordinary business will be given the members separately.

On behalf of the board



Mr M Singh

**Director**

Date: 24/10/23.....

#### **Corporate governance policy**

The policy of the Board is to manage the affairs of the Company with reference to the UK Corporate Governance Code, which is publicly available from the Financial Reporting Council.

#### **Application of principles of good governance by the board of directors**

The Board currently comprises the two Directors. The Company plans to appoint non-executive directors in the future as the Company develops. There are board meetings several times a year and other meetings are held as required to direct the overall Company strategy and operations with the aim of delivering long term shareholder value. The value to shareholders is to be derived from the completion of a reverse takeover and subsequent profitability. Board meetings cover key areas of the Company's affairs including overall strategy, acquisition policy, approval of budgets, major capital expenditure and significant transactions and financing issues. The Board is also responsible for the effectiveness of the Company's risk management and internal control systems. The Board believes these are working effectively, but recognises the ongoing need for identification, evaluation and management of significant risks.

Outside of the scheduled meetings, the Directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations.

The Company does not have a Nomination Committee at present. The appointment of new Directors is made by the Board as a whole. This is considered reasonable for a Company of this size. The requirement for a Nomination Committee will be considered on an ongoing basis.

#### **Audit**

Shipleys LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

There is currently no internal audit function within the Company. The Directors consider that this is appropriate for a Company of this size.

The Company does not have an Audit Committee at present. The appointment of the auditor is made by the Board as a whole. This is considered reasonable for a Company of this size. The requirement for an Audit Committee will be considered on an ongoing basis.

#### **Diversity**

The Company has not adopted a formal policy on diversity; however, it is committed to a culture of equal opportunities for all, regardless of age, race or gender. The Board is currently made up of two male Directors, and there are no other employees in the Company.

#### **Climate risk management**

The Board oversees and has ultimate responsibility for the Company's sustainability initiatives, disclosures, and reporting. This includes, but is not limited to, climate risks and opportunities. As a shell company, the Company is exempt from providing the disclosures required by the Taskforce on Climate-related Financial Disclosures ("TCFD"). However, this section provides an overview of the Company's approach to managing the very limited climate risks it currently faces.

The executive management team have day-to-day responsibility for assessing and managing climate-related risks and opportunities. We are committed to minimising the Company's impact on the environment. As it is presently constituted, the Company's environmental impact is minimal and climate-related risks and opportunities are extremely limited until it acquires another business. At present, the Company has no operating investments, and its only employees are the directors. These employees perform largely information-based roles, and they all work from home as the Company no longer maintains business premises in the UK.

The only environmental impact currently is from business travel, which has been extremely limited in the past two years and is expected to continue to be lower than previously as a result of the post-pandemic shift towards virtual tools and

the civil unrest in the Middle East. The Company's overall environmental impact is therefore minimal.

The Company's approach is therefore to seek to maintain lean working arrangements, use technology to minimise business travel and encourage employees to recycle, minimise energy wastage, and do their part to ensure that the Company acts responsibly. If the Company continues to operate as it is presently constituted it is therefore difficult to identify any climate related risks in the short, medium or long term that could significantly impact the business. For this reason, the Company does not presently feel it is appropriate or necessary to apply metrics or targets to assess climate related risks beyond the Greenhouse gas reporting presented on page 12.

Clearly, the Company does not intend to continue operating in its present form indefinitely, we intend to make acquisitions that will profoundly change the scale and climate-related risk profile of the business and the process for identifying and managing them. It is not possible to reach any sensible conclusions today about which risks the Company may be exposed to in the future without knowing what businesses it will acquire.

While it is not possible to know today what climate related risks it will inherit, the Company is conscious that such risks and opportunities will exist in any potential acquisition and considers that the most important objective is to ensure these are properly understood in the due diligence phase of any transaction so appropriate decisions can be taken on risk mitigation tools. The Company's Board have concluded that the most appropriate way to address this is to ensure that climate-related risk are specifically scoped in when undertaking due diligence on acquisition targets.

#### **Shareholder relations**

The Board acts on behalf of its shareholders to deliver long term value. To accomplish this, the Board keeps several channels of communication open to communicate with shareholders. Regular updates to record news in relation to the Company and the status of its activities released on the London Stock Exchange website.

At AGMs individual shareholders will be given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 clear days before the meeting.

#### **Board meetings**

There were 11 Board of Directors meetings in the period, all of which were attended fully by the Directors.

## **DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2023**

#### **Introduction**

The information included in this report is not subject to audit other than where specifically indicated.

#### **Remuneration Committee**

The Company is aware of its obligations under the UK Corporate Governance Code. As it has announced previously, it will set up a Remuneration Committee once it has commenced its trading activities and the Committee's function will be to review the performance of executive Directors and senior employees and set their remuneration and other terms of employment.

The Company has two executive Directors and no senior employees.

#### **The Remuneration Policy**

Each of the Directors shall be paid a fee at such rate as may from time to time be determined by the Board. Any Director who is appointed to any executive office shall be entitled to receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board or any committee authorised by the Board may decide, either in addition to or in lieu of his remuneration as a Director. In addition, any Director who performs services which in the opinion of the Board or any committee authorised by the Board go beyond the ordinary duties of a Director, may be paid such extra remuneration as the Board or any committee authorised by the Board may determine.

#### **Recruitment Policy**

Base salary levels will take into account market data for the relevant role, internal relativities, their individual experience and their current base salary. Where an individual is recruited at below market norms, they may be re-aligned over time, subject to performance in the role. Benefits will generally be in accordance with the approved policy. For external and internal appointments, the Board may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

#### **Service agreements and terms of appointment**

The Directors have service contracts with the Company. These contracts are not fixed term and may be terminated by either the Company or the Director by giving a 3 months' notice.

## Directors' interests

The Directors' interests in the share capital of the Company are set out in the Directors' report.

## Directors' emoluments (audited)

Remuneration paid to the Directors' during the year ended 30 June 2023 was:

Director	Base Salary	Fees (Excluding VAT)	Pension contribution	Total
	£'000	£'000	£'000	£'000
Mr M Singh	20	0	0	20
Mr G Roberts	20.3	0	0	20.3
Total	40.3	0	0	40.3

Salaries were paid for the period 1 July 2022 to 30 June 2023.

No pension contributions were made by the Company on behalf of its Directors, and no excess retirement benefits have been paid out to current or past Directors.

## Payment for loss of Office

If a contract is to be terminated, the Company will determine such mitigation as it considers fair and reasonable in each case. The Company reserves the right to make additional payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation); or by way of settlement or compromise of any claim arising in connection with the termination of an Executive Director's office or employment.

## Percentage change tables

The Directors have considered the requirement for the percentage change tables comparing the Chairman's percentage change of remuneration to that of the average employee to not provide any meaningful information to the shareholders. This is due to the Company not having any employees in this or the prior period with the exception of the Directors. The Directors will review the inclusion of this table for future reports.

## Company performance graph

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed since 30 December 2020, is not paying dividends, is currently in a start-up mode and whose focus is to seek an acquisition. In addition, and as mentioned above, the remuneration of Directors is not currently linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

## Other matters

There are no other reportable matters to disclose.

## Shareholder Interaction

At the next annual general meeting the Company will present a resolution placing these accounts together with the Director's and Auditor's Reports to the members. The Board considers shareholder feedback received and guidance from shareholder bodies. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

This report was approved by the board on 24/10/23



On Behalf of the Board

Mr M Singh

Director

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WILDCAT PETROLEUM PLC

## Opinion

We have audited the financial statements of Wildcat Petroleum Plc (the 'Company') for the period ended 30 June 2023 which comprise the statement of comprehensive income, the statements of financial position, the statements of cash flows, the statements of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation is applicable law and UK adopted international accounting standards (IFRSs).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2023 and of the loss for the period then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

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

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

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included, as part of our risk assessment, review of the nature of the business of the group, its business model and related risks including Ukraine/Russian conflict, the requirements of the applicable financial reporting framework and the system of internal control. We evaluated the Directors' assessment of the Company's ability to continue as a going concern, including challenging the underlying data and key assumptions used to make the assessment, and evaluated the Directors' plans for future actions in relation to their going concern assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## Key audit matters

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

In addition to the matter identified in the material uncertainty related to going concern section above we determined that the following were key audit matters.

Key audit matter	How the scope of our audit addressed the key audit matter
<b>Management override of controls</b> There is a presumed risk that management is able to override controls.	We have reviewed journal adjustments and the rationale behind them and have considered whether these have been subject to potential management bias.  <b>Key observations</b> From our procedures conducted, no adverse issues were identified with regards to management override of controls.

<p><b>Incorrect accounting and disclosure of share based payments.</b></p> <p>There is a risk that share options/ warrants have not been valued in line with the provisions of the UK adopted International Financial Reporting Standards</p>	<p>We have reviewed the calculations and the disclosures within the financial statements in relation to share based payments.</p> <p><b>Key observations</b></p> <p>From our audit procedures carried out we can conclude that the disclosures in relation to share based payments are appropriate.</p>
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**Our application of materiality**

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	<b>Company financial statements</b>
<b>Overall materiality</b>	£13,000
<b>How we determined it</b>	5% of Net Loss rounded down to the nearest £'000
<b>Rationale for benchmark applied</b>	We believe that net loss is the primary measure used by shareholders in assessing the position and performance of the Company at the end of the period.

We agreed with the Board of Directors that we would report to them misstatements identified during our audit above £700 as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

**An overview of the scope of our audit**

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

**How we tailored the audit scope**

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Company, its accounting processes, its internal controls and the industry in which it operates.

**Other information**

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

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

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements and the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of directors**

As explained more fully in the Directors' responsibilities statement set out on page 13, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's responsibilities for the audit of the financial statements**

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

### **The extent to which the audit was considered capable of detecting irregularities, including fraud**

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the Company through discussions with the Directors, and from our commercial knowledge and experience of the oil and gas sector.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the Company, including Companies Act 2006, taxation legislation, data protection, anti-bribery, employment, environmental, health and safety legislation and anti-money laundering regulations.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the Company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 2 of the financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.



In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims;
- reviewing correspondence with HMRC and the Company's legal advisor.

There are inherent limitations in our audit procedures described above. The more removed the laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the Directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

#### Other matters which we are required to address

We were appointed by the Board of Directors on 21 November 2022 to audit the financial statements for the period ending 30 June 2023.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to Company and we remain independent of the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the Board of Directors.

#### Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Benjamin Bidnell (Senior Statutory Auditor)

For and on behalf of Date..[Signed 24/10/2023].....

#### Shipleys LLP

10 Orange Street

Haymarket

London

**WC2H 7DQ**

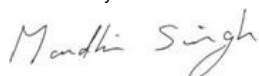
### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2023

		2023	2022
	Notes	£	£
Administrative expenses		(261,997)	(298,244)
Exceptional items - share based payments		-	(7,500)
		<u>(261,997)</u>	<u>(305,744)</u>
<b>Operating loss</b>	<b>3</b>		
Income tax expense	7	<u>-</u>	<u>-</u>
<b>Loss and total comprehensive income for the year</b>	<b>18</b>	<u>(261,997)</u>	<u>(305,744)</u>
<b>Loss per share</b>	<b>8</b>		
Basic and diluted		<u>(0.01)</u>	<u>(0.01)</u>

**STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2023**

		2023	2022
	Notes	£	£
<b>Current assets</b>			
Trade and other receivables	9	17,738	25,998
Cash and cash equivalents		135,765	153,701
		<u>153,503</u>	<u>179,699</u>
<b>Current liabilities</b>			
Trade and other payables	11	45,528	71,697
<b>Net current assets</b>		<u>107,975</u>	<u>108,002</u>
<b>Net assets</b>		<u>107,975</u>	<u>108,002</u>
<b>Equity</b>			
Called up share capital	15	67,985	67,200
Share premium account	16	811,343	550,158
Other reserves	17	256,034	256,034
Retained earnings	18	(1,027,387)	(765,390)
<b>Total equity</b>		<u>107,975</u>	<u>108,002</u>

The financial statements were approved by the board of Directors and authorised for issue on 24/10/23 and are signed on its behalf by:



Mr M Singh

Director

Company Registration No. 12392909

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2023**

	Share Capital	Share premium account	Other reserves	Retained earnings	Total
Notes	£	£	£	£	£
<b>Balance at 1 July 2021</b>	67,200	550,158	248,534	(459,646)	406,246
<b>Year ended 30 June 2022:</b>					
Loss and total comprehensive income for the year	-	-	-	(305,744)	(305,744)
Credit to equity for equity settled share-based payments	18	-	7,500	-	7,500
<b>Balance at 30 June 2022</b>	<u>67,200</u>	<u>550,158</u>	<u>256,034</u>	<u>(765,390)</u>	<u>108,002</u>
<b>Year ended 30 June 2023:</b>					
Loss and total comprehensive income for the year	-	-	-	(261,997)	(261,997)

Issue of share capital net of issue costs	785	261,185	-	-	261,970
<b>Balance at 30 June 2023</b>	<b>67,985</b>	<b>811,343</b>	<b>256,034</b>	<b>(1,027,387)</b>	<b>107,975</b>

**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 30 JUNE 2023**

	Notes	2023 £	2022 £	2022 £
<b>Cash flows from operating activities</b>				
Cash absorbed by operations	24		(279,906)	(204,859)
<b>Net cash outflow from operating activities</b>			(279,906)	(204,859)
<b>Financing activities</b>				
Proceeds from issue of shares		261,970	-	
<b>Net cash generated from/(used in) financing activities</b>			261,970	-
<b>Net decrease in cash and cash equivalents</b>			(17,936)	(204,859)
Cash and cash equivalents at beginning of year			153,701	358,560
Cash and cash equivalents at end of year			135,765	153,701

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2023**

**1 Accounting policies**

**Company information**

Wildcat Petroleum Plc is a public company limited by shares incorporated in England and Wales. The registered office is Belmont House Third Floor, Suite Asco-303, Belmont Road, Uxbridge, Middlesex, UK, UB8 1HE. The Company currently has no premises and as such there is no trading address. The Company's principal activities and nature of its operations are disclosed in the Directors' report.

**1.1 Accounting convention**

The financial statements have been prepared in accordance with UK adopted International Accounting Standards (IFRS) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

**1.2 Going concern**

The financial statements have been prepared on the going concern basis, which assumes the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future.

At the end of the period the Company is in a net asset position of £107,975. At 30th June 2023 the Company had a cash balance of £135,765.

Based on the October 2023 share placing plus current assets and it's forecasted expenditure for the period to 31 December 2024, the Directors are of the opinion that the Company will have sufficient cash for the foreseeable future. For this reason, it continues to adopt the going concern basis in preparing the financial statements.

### 1.3 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

### 1.4 Financial assets

Financial assets are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

#### ***Financial assets at fair value through profit or loss***

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

#### ***Financial assets held at amortised cost***

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

#### ***Impairment of financial assets***

Financial assets, other than those measured at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

#### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

### 1.5 Financial liabilities

The Company recognises financial debt when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

#### ***Financial liabilities at fair value through profit or loss***

Financial liabilities are classified as measured at fair value through profit or loss when the financial liability is held for trading. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of selling or repurchasing it in the near term, or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit taking, or
- it is a derivative that is not a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at fair value through profit or loss are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

#### ***Other financial liabilities***

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

***Derecognition of financial liabilities***

Financial liabilities are derecognised when, and only when, the Company's obligations are discharged, cancelled, or they expire.

**1.6 Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

**1.7 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

***Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**1.8 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

**1.9 Share-based payments**

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

#### **1.10 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

#### **1.11 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors who make strategic decisions. The Company only has one reporting segment.

#### **1.12 Changes in accounting policies and disclosures**

(a) New and amended standards adopted by the Company

Amendments to IAS 1, Presentation of financial statements on disclosure of accounting policies:

1 January 2023

Amendments to IAS 12, Presentation of financial statements on deferred tax on leases and decommissioning obligations: 1 January 2023

Amendments to IAS 16, Presentation of financial statements on prohibiting a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use: 1 January 2022

Amendments to IAS 37, Presentation of financial statements on regarding the costs to include when assessing whether a contract is onerous: 1 January 2022

(b) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Company in the 30 June 23 financial statements.

Amendments to IAS 1, Presentation of financial statements on classification of liabilities: 1 January 2024

Amendments to IAS 1, Presentation of financial statements on classification of debt with covenants: 1 January 2024

Amendments to IAS 7, Statement of cash flows on supplier finance arrangements: 1 January 2024

Amendments to IFRS 7, Financial instruments: disclosures on supplier finance arrangements: 1 January 2024

IFRS S1, General Requirements for Disclosure of Sustainability-related Financial Information: 1 January 2024

IFRS S2, Climate related Disclosures: 1 January 2024

The Directors anticipate that the adoption of these standards and the interpretations in future period will have no material impact on the financial statements of the Company.

## **2 Critical accounting estimates and judgements**

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

### **Critical judgements**

#### **Share based payments**

The charge recognised in relation to share-based payments made under the Company's share-based payment scheme is recognised based on the grant date fair value of the award which is recognised as an expense over the period when the awards are expected to vest. The grant date fair value is measured based on the market value of equity issued by the Company. The charge is adjusted based on the probability of an exit event occurring and the shares being able to be exercised. The grant date fair value is not subsequently adjusted. However, the expense is adjusted for the number of awards that are expected to vest.

### 3 Operating loss

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Operating loss for the year is stated after charging/(crediting):		
Fees payable to the Company's auditor for the audit of the Company's financial statements	18,000	18,000
Share-based payments	-	7,500

### 4 Auditor's remuneration

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Fees payable to the Company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the Company	18,000	18,000

During the period the Company incurred non-audit fees of £Nil from its auditor for acting as a reporting accountant for the listing on London Stock Exchange (2022: £Nil).

### 5 Employees

The average monthly number of persons (including Directors) employed by the Company during the year was:

	Year ended 30 June 2023 Number	Year ended 30 June 2022 Number
Management	2	2

Their aggregate remuneration comprised:

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Wages and salaries	40,267	32,400

### 6 Directors' remuneration

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Remuneration for qualifying services	40,267	32,400

The number of Directors for whom retirement benefits are accruing under defined contribution schemes amounted to £Nil, (2022: £Nil).

As total directors' remuneration was less than £200,000 in the current year, no disclosure is provided for that year.

## 7 Income tax expense

The charge for the year can be reconciled to the loss per the income statement as follows:

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Loss before taxation	<u>(261,997)</u>	<u>(305,744)</u>
Expected tax credit based on a corporation tax rate of 25.00% (2022: 19.00%)	(65,499)	(58,091)
Unutilised tax losses carried forward	65,499	56,666
Share based payment charge	-	1,425
<b>Taxation charge for the year</b>	<u>-</u>	<u>-</u>

At the reporting date the Company had an unrecognised deferred tax asset totalling £192,716 (2022: £96,670). This is in respect of corporation tax losses totalling £770.862 (2022: £509,213) and share based payment gains not yet realised. Deferred tax has not been recognised because it is not yet probable that the Company will have the ability to utilise the tax losses.

## 8 Loss per share

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
<b>Number of shares</b>		
Weighted average number of ordinary shares for basic earnings per share	2,418,975,014	2,400,000,000
<b>Loss (all attributable to equity shareholders of the Company)</b>		
Loss for the period from continued operations	<u>(261,997)</u>	<u>(305,744)</u>
<b>Loss per share for continuing operations</b>		
Basic and diluted earnings per share	(0.01)	(0.01)
<b>Basic and diluted earnings per share</b>		
From continuing operations	<u>(0.01)</u>	<u>(0.01)</u>

The loss attributable to equity holders (holders of ordinary shares) of the Company for the purpose of calculating the fully diluted loss per share is identical to that used for calculating the loss per share. The exercise of share options would have the effect of reducing the loss per share and is therefore anti-dilutive under the terms of IAS 33 'Earnings per Share'.



The exercise of warrants would have the effect of reducing the loss per share.

## 9 Trade and other receivables

	2023	2022
	£	£
VAT recoverable	8,248	9,746
Other receivables	-	347
Prepayments	9,490	15,905
	<u>17,738</u>	<u>25,998</u>

## 10 Trade receivables - credit risk

### Fair value of trade receivables

The Directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

## 11 Trade and other payables

	2023	2022
	£	£
Trade payables	20,905	47,194
Accruals	22,210	21,250
Social security and other taxation	1,938	3,222
Other payables	475	31
	<u>45,528</u>	<u>71,697</u>

## 12 Fair value of financial liabilities

The Directors consider that the carrying amounts of financial liabilities carried at amortised cost in the financial statements approximate to their fair values.

## 13 Financial instruments - Risk Management

The Company is exposed through its operations to the following financial risks:

- Credit risk
- Foreign exchange risk and
- Liquidity risk.

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them during the period.

**(i) Principal financial instruments**

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables

Financial assets at amortised costs

	<b>2023</b>	<b>2022</b>
	<b>£</b>	<b>£</b>
Cash and cash equivalents	135,765	153,701
VAT recoverable	8,248	9,746
Prepayments	9,490	15,905
Trade and other receivables	-	347
	<hr/>	<hr/>
	<u>153,503</u>	<u>179,699</u>
	<b>2023</b>	<b>2022</b>
	<b>£</b>	<b>£</b>
Trade payables	20,905	47,194
Social security and other taxation	1,938	3,222
Accruals	22,210	21,250
Other payables	475	31
	<hr/>	<hr/>
	<u>45,528</u>	<u>71,697</u>

**Financial instruments not measured at fair value**

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables and trade and other payables.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

**Financial instruments measured at fair value**

There are no financial instruments currently being measured at fair value.

**General objectives, policies and processes**

The Board has overall responsibility for the determination of the Company's risk management objectives and policies. The Board reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets on a regular basis. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below:

**Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is mainly exposed to credit risk from loans and unpaid share capital. It is Company policy, implemented locally, to assess the credit risk of the counterparty before entering into credit contracts.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "A" are accepted.

Further disclosures regarding trade and other receivables, which are neither past due nor impaired, are provided in note 10.

The Board monitors the credit ratings of counterparties regularly and at the reporting date does not expect any losses from non-performance by the counterparties. For all financial assets to which the impairment requirements have not been applied, the carrying amount represents the maximum exposure to credit loss.

**Foreign exchange risk**

Foreign exchange risk arises when Company entities enter into transactions denominated in a currency other than their functional currency. The Company's policy is, where possible, to settle liabilities denominated in their functional currency with the cash generated in that currency. Where Company has liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them), the Board will look to settle the liabilities by obtaining the required currency at the best rates available to the Company.

#### *Liquidity risk*

Liquidity risk arises from the Company's management of working capital as the Company does not have any internal or external debt instruments. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 60 days.

#### *Capital Disclosures*

The Company monitors "adjusted capital" which comprises all components of equity (i.e. share capital, share premium, retained losses and other reserves). Further details of the capital risk management policies can be found in Note 20. Disclosure of all components of equity can be found in Note 15 (Share Capital), Note 16 (Share premium account), Note 17 (Other reserves: share-based payment compensation reserve) and Note 18 (Retained earnings).

## **14 Share-based payment transactions**

No warrants in the Company were issued in respect of services received from suppliers during the reporting period.

Therefore, no share-based payment expense has been recognised in these financial statements (2022: £7,500).

Warrants over 300,000 ordinary 0.000028 shares in the Company were issued on 21st February 2022 in respect of services received from suppliers in the prior reporting period. Therefore, a share-based payment expense in respect of these warrants was included in the prior period expense.

The warrants vest on grant date. 300,000 warrants expire on 31st December 2023. 72,530,000 warrants expire 2 years from the date of grant.

The table below summarises the options granted, exercised and cancelled during the period:

	Number of share options		Weighted average exercise price	
	2023	2022	2023 £	2022 £
Outstanding at 1 July 2022	72,830,000	70,460,000	0.01	0.01
Granted in the period	-	2,370,000	0.01	0.01
Outstanding at 30 June 2023	72,830,000	72,830,000	0.01	0.01
Exercisable at 30 June 2023	72,830,000	72,830,000	0.01	0.01

70,460,000 warrants brought forward and still outstanding at 30 June 2023 had an exercise price of £0.005, and a remaining contractual life of 0.5 years.

2,070,000 warrants brought forward and still outstanding at 30 June 2023 had an exercise price of £0.005, and a remaining contractual life of 1 year.

In the annual general meeting that took place in December 2021 a resolution was passed to extend the expiry date of the above warrants by 1 year. This was formally completed during this financial year.

300,000 warrants brought forward and still outstanding at 30 June 2023 had an exercise price of £0.005, and a remaining contractual life of 0.5 years.

The weighted average fair value on the measurement date for the warrants recognised during the previous year was £0.0025. Fair value was measured using Black-Scholes Option Pricing Model.

Inputs were as follows:

	2023	2022
Weighted average share price	0.004	0.01
Weighted average exercise price	0.005	0.005
Expected volatility	99.7%	99.7%
Expected life	0.5	2
Risk free rate	0.40%	0.40%
Expected dividends yields	-	-

Volatility was calculated based upon the anticipated volatility of newly listed companies of a similar market capitalisation and number of shareholders.

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
<b>Other reserves</b>		
Other reserves arising from share-based payment transactions	<u>256,304</u>	<u>256,304</u>
<b>Expenses</b>		
Related to equity settled share based payments	-	7,500

There were no exercises during the reporting period.

## 15 Share capital

	2023 Number	2022 Number	2023 £	2022 £
<b>Ordinary share capital Authorised, issued and fully paid</b>				
Ordinary of £0.000028	2,428,040,000	2,400,000,000	67,985	67,200

The Company has one class of share which carries no right to fixed income.

### Reconciliation of movements during the year:

	Number
At 1 July 2022	2,400,000,000
Issue of fully paid shares	<u>28,040,000</u>
At 30 June 2023	<u>2,428,040,000</u>

The Company's capital consists of ordinary shares which rank pari passu in all respects which are traded on the Standard segment of the Main Market of the London Stock Exchange. There are no restrictions on the transfer of securities in the Company or restrictions on voting rights and none of the Company's shares are owned or controlled by employee share schemes. There are no arrangements in place between shareholders that are known to the Company that may restrict voting rights, restrict the transfer of securities, result in the appointment or replacement of Directors amend the Company's Articles of Association or restrict the powers of the Company's Directors, including in relation to the issuing or buying back by the Company of its shares or any significant agreements to which the Company is a party that take effect after or terminate upon, a change of control of the Company following a takeover bid or the like.

## 16 Share premium account

2023 £	2022 £
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At the beginning of the year	550,158	550,158
Issue of new shares	274,715	-
Share issue expenses	(13,530)	-
At the end of the year	<u>811,343</u>	<u>550,158</u>

Share premium represents the premium arising on issue of equity shares, net of issue costs.

#### 17 Other reserves: share-based payment compensation reserve

	£
Balance at 30 June 2021	248,534
Additions	<u>7,500</u>
Balance at 30 June 2022	256,034
Balance at 30 June 2023	<u><u>256,034</u></u>

The share-based compensation reserve represents the credit arising on the charge for share based payment awards calculated in accordance with IFRS 2.

See note 14 for details of the valuation.

#### 18 Retained earnings

	2023	2022
	£	£
At the beginning of the year	(765,390)	(459,646)
Loss for the year	(261,997)	(305,744)
At the end of the year	<u>(1,027,387)</u>	<u>(765,390)</u>

The retained earnings reserve represents cumulative period losses.

#### 19 Capital commitments

At 30th June 2023 the Company had no capital commitments.

#### 20 Capital risk management

The Company manages its capital resources to ensure that the business will have sufficient cash resources to acquire suitable investments and will be able to continue as a going concern, while maximising shareholder return.

The Directors review the capital requirement of the business on a regular basis. The capital structure of the Company consists of equity attributable to shareholders, comprising issued share capital and reserves. The availability of new capital will depend on many factors including a positive operating environment, positive stock market conditions, the Company's track record, and the experience of management. There are no externally imposed capital requirements. The Directors are confident that adequate cash resources exist or will be made available to finance operations but controls over expenditure are carefully managed.

#### 21 Related party transactions

The Directors of the Company are the only key management. Their compensation has been disclosed in note 6.

#### 22 Directors' transactions

Included in other payables is £475 owed to the Directors in respect of expenses paid on behalf of the Company. There are no further outstanding commitments to Directors at the balance sheet date.

## 23 Controlling party

The ultimate controlling party is Mr M Singh, a Director of the Company, by virtue of his majority shareholding.

## 24 Cash absorbed by operations

	Year ended 30 June 2023 £	Year ended 30 June 2022 £
Loss for the year before income tax	(261,997)	(305,744)
<b>Adjustments for:</b>		
Equity settled share-based payment expense	-	7,500
<b>Movements in working capital:</b>		
Decrease in trade and other receivables	8,260	55,334
(Decrease)/increase in trade and other payables	(26,169)	38,051
<b>Cash absorbed by operations</b>	<b>(279,906)</b>	<b>(204,859)</b>

## 25 Events after the reporting date

On 16 October 2023 the Company reported the raising of £ 450,000 (£393,750 net after expenses) by the placing of 375,000,000 new ordinary shares at 0.12 pence/share, with admission of the shares expected on 30 October 2023, this will bring the total number of Wildcat shares to 2,803,040,000.

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