

*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the retained EU law version of the Market Abuse Regulations (EU) No. 596/2014 ("MAR"). Upon the publication of this announcement via Regulatory Information Service ("RIS"), this inside information is now considered to be in the public domain. If you have any queries on this, then please contact Steve Boldy, the Chief Executive Officer of the Company (responsible for arranging release of this announcement).*

12 June 2025

**Lansdowne Oil & Gas plc**  
("Lansdowne" or the "Company")

**Audited Results for the year ended 31 December 2023**

**2023 Annual Report & Accounts and General Meeting**

**Continued progress on Reverse Take Over**

Lansdowne Oil & Gas ("Lansdowne" or "the Company") is pleased to announce its audited results, for the year ended 31 December 2023.

Trading in the Company's shares has been suspended since March 2024 and work has continued to progress on a planned Reverse Take Over with a view to seeking re-admission to trading on AIM.

The 2023 accounts are overdue and have been completed as part of this Reverse Take Over process. Work is underway on the 2024 Annual Report and Accounts. The Company will convene a General Meeting once these are completed and an application is made for re-admission to trading on AIM.

Copies of the 2023 Annual Report & Accounts and Notice of AGM will shortly be available to download from the Company's website, [www.lansdowneoilandgas.com](http://www.lansdowneoilandgas.com)

**Operational highlights**

• **Barryroe Oil Field (SEL 1/11)**

- In October 2022 correspondence was received from the Department of the Environment, Climate and Communications ("DECC") that an independent report had concluded that on the basis of financial information provided to date, the parties to the Barryroe Joint Venture Partnership had not yet demonstrated compliance with the Financial Capability Assessment for Offshore Oil & Gas Exploration and Appraisal Application Guidance (the "Financial Capability Assessment").
- In November 2022, Lansdowne and its partner, Barryroe Offshore Energy, submitted additional materials to DECC confirming financial capability to deliver the work programme
- In the early part of 2023 planning continued for the drilling of a further appraisal well on Barryroe, in the expectation that a Lease Undertaking would be granted
- On 19 May 2023 a letter was received from DECC advising that Eamon Ryan, the Minister for the Department of the Environment, Climate and Communications ("DECC"), would not grant a Lease Undertaking for Barryroe, on grounds of financial capability.

- Lansdowne immediately engaged external lawyers and commenced arbitration proceedings, as allowed for under the Energy Charter Treaty, to which both Ireland and the United Kingdom and signatories.
- Lansdowne's lawyers commenced discussions with potential third-party litigation funders and these are at an advanced stage.
- One of the consequences of the refusal to award a Lease Undertaking for Barryroe was that the Company fully impaired the intangible asset value carried - £16.4 million.
- Another consequence was that, as of 20 September 2023, Lansdowne was designated a "Cash Shell", under AIM Rule 15.

### **Financial highlights**

- Cash balances at 31 December 2023 of £0.02 million (2022: £0.01 million).
- Operating expenses for the year were £16.8 million (2022: £0.2 million), reflecting the impairment of the Barryroe asset.
- Loss for the year after tax of £16.3 million (2022: loss £0.4 million).
- Diluted loss per share of 1.32 pence (2022: loss 0.04 pence).
- The LC Capital Master Fund loan, due for repayment on 31 December 2023, was extended to 30 June 2024 and a further extension is expected to be provided upon re-admission to AIM.
- In January 2023, the Company placed 60,000,000 new ordinary shares with new and existing investors at a placing price of 0.5 pence per share, raising £300,000 before costs.
- In July and September 2023, the Company placed 200,000,000 new ordinary shares with new and existing investors at a placing price of 0.1 pence per share, raising £200,000 before costs.
- In December 2023, the Company placed a further 200,000,000 new ordinary shares with new and existing investors at a placing price of 0.1 pence per share, raising £200,000 before costs.
- Associated with these fund raisings, additional warrants were granted to LC Capital Targeted Opportunities Fund, LP in accordance with the provisions of LCCTOC's warrant instrument.
- LC now holds warrants over 41,529,826 ordinary shares with a strike price of 0.1 pence per share

### **For further information please contact:**

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## **About Lansdowne**

For more information on Lansdowne, please refer to [www.lansdowneoilandgas.com](http://www.lansdowneoilandgas.com).

## **Results for the year ended 31 December 2023**

### **Chairman's Statement**

#### **Introduction**

In the early part of 2023, Barryroe Offshore Energy plc, as operator of the Barryroe Joint Venture, commenced planning for drilling in 2024, in the expectation that a Lease Undertaking for the Barryroe Field would be granted and went out to the market enquiring about rig availability in early May 2023.

However, on 19 May 2023, Barryroe Offshore Energy received a letter from the Irish Department of the Environment, Climate and Communications ("DECC") advising that Eamon Ryan, the Minister at the DECC (the "Minister") was unwilling to grant the Lease Undertaking, as sought, on grounds of financial capability. DECC also confirmed in the letter that the application was satisfactory from a technical perspective.

By way of background, having discovered hydrocarbons on the Barryroe Licence in 2012 the Barryroe Joint Venture Partners (Barryroe Offshore Energy 80% and Lansdowne 20%) continued to move towards development of the discovery. The Barryroe Partners duly submitted an application for a Lease Undertaking in April 2021.

In 2019, eight years since Lansdowne acquired the Standard Exploration Licence 1/11 (the licence upon which the Barryroe field was discovered), the Department of the Environment, Climate and Communications ("DECC") introduced new Financial Capability Guidelines. These Financial Capabilities Guidelines are much more onerous than those in place when Lansdowne acquired the licence and discovered the Barryroe field and are considerably different from those in extractive industries elsewhere.

Without evidence that Lansdowne and its joint-venture partner has approval to proceed with the drilling of an appraisal well on Barryroe, in the form of the Lease Undertaking, it is extremely difficult to raise the full capital required to drill the well. The Barryroe joint venture partners repeatedly attempted to correspond with DECC since the submission of the Lease Undertaking Application in April 2021, but responses from DECC took many months and repeated requests for meetings were denied.

In October 2022 DECC provided a report of financial capability to the Barryroe joint-venture partners indicating that the arrangements put forward did not meet the financial capability requirements and providing an opportunity for the Barryroe partners to provide additional information. Both partners sought

to respond to the concerns outlined under the new and revised financial capability guidelines in November 2022, but despite these best efforts, the award of a Lease Undertaking was refused.

Lansdowne's historic investment in the Barryroe project amounts to £16.4 million (\$22 million at current exchange rate) and, as a result of no Lease Undertaking being awarded, full impairment of Barryroe asset was recorded in 2023.

Moreover, the results of the Competent Person Report carried out by RPS ("RPS CPR") announced in February 2022, addressing simply the first phase of a Barryroe development and solely the Basal Wealden Oil reservoir, concluded that the P50 volumes were estimated at 81.2 million barrels of oil recoverable gross (16.24 million barrels net to Lansdowne) from a Best Estimate of 278 million barrels of oil in place (STOIIP).

An economic evaluation, documented in the RPS CPR, covering the Phase 1 development and in the 2C oil resources case, delivers an NPV10% for Lansdowne's 20% share of \$104 million under a Brent Oil Price assumption of US\$68 per barrel in 2027, rising to \$70/bbl in 2028 and 2029 and inflated at 2% per annum thereafter. The price of Brent Oil stands currently at c. \$65/bbl.

As stated before, the RPS CPR has only addressed the oil in the Basal Wealden A Sand, which allows it to be correlated to the earlier work carried out by NSAI.

Gas was proven in the Basal Wealden C Sand reservoir in the 48/24-10z well that overlays the oil reservoir and this has previously been estimated to hold a potential gas resource of c 400 BCF GIIP. Lansdowne believes this significant gas resource could make a vitally important contribution to Ireland's energy mix as it transitions to a zero net carbon economy and it is anticipated that any future phased development programme will include consideration of this important gas resource.

The refusal of the relevant Minister in the Department of the Environment, Climate and Communications ('DECC'), Eamon Ryan, to grant a Lease Undertaking for the Barryroe Field was both surprising and disappointing, coming more than two years after the submission of the application in April 2021.

This decision has been immensely damaging to the Group and its shareholders and we believe the Minister and DECC have failed to act in a fair and equitable manner with the Barryroe Partners, as they are required to do under the terms of the Energy Charter Treaty.

The Company has therefore, initiated arbitration proceedings as allowed for under the ECT.

To this end the Company remains in discussions with potential litigation funders with a view to securing funding for the arbitration case.

We continue to maintain that the failure to allow the Barryroe oil and gas field to progress to development is against the best interests of Ireland.

During the year further share placings were carried out to allow the Company to continue to pursue arbitration and I would like to thank shareholders for their continued support.

A further consequence of the loss of the Company's interest in the Barryroe Licence, was that as of 20 September 2023, Lansdowne was designated a "Cash Shell", under AIM Rule 15. A cash shell company is required to undertake either an acquisition or a reverse takeover to comply with listing requirements.

## **Financial Results**

The Group recorded an after tax loss of £16.3 million for the year ended 31 December 2023 compared to a loss of

£0.4 million for the year ended 31 December 2022. The main reason for this substantial loss being the net impact of impairment of the Barryroe asset, along with the related release of the decommissioning provision.

Group operating expenses for the year were £16.8 million, compared to £0.2 million in 2022. Net finance expense for the year was £54,000 (2022: £146,000). The reduction in net finance expenses was primarily due to no valuation charge being recorded for the warrants issued. Cash balances of £0.02 million (2022: £0.01 million) were held at the end of the financial year.

The spend incurred on the Barryroe licence area for the year totalled £59,770 (2022: £211,039).

Total net liability as at the year end attributable to the ordinary shareholders of the Group was £(1.10) million as at 31 December 2023 (£14.8 million as at 31 December 2022).

A prior year adjustment of £59,000 was made which relates to a correction made to the Group's foreign currency translation reserve. Additionally, prior year adjustment was also made to reclassify £3.13 million of overstated Share Capital to Share Premium. The outline of both adjustments are detailed in Note 31 to the accounts.

In January 2023, the Company placed 60,000,000 new ordinary shares with new and existing investors at a placing price of 0.5 pence per share, raising £300,000 before costs.

In association with the Placing, 3,000,000 Broker Warrants were granted to the broker Tavira Financial Limited, with an exercise price of 0.5p per ordinary share. The Broker Warrants are exercisable up until the third anniversary of Admission. The effect on Equity due to issuance of Broker Warrants was NIL due to incentive nature of the instrument (Note 28).

In connection with the Placing, the Company also granted a total of 60,000,000 warrants ("Investor Warrants") to placees participating in the Placing, on a one Investor Warrant per Placing Share basis, to subscribe for new ordinary shares in the Company at a price of 1.0 pence per share. The Investor Warrants will be exercisable until the second anniversary of Admission. The effect on Equity due to issuance of Investor Warrants was NIL due to incentive nature of the instrument (Note 28).

Separately, 1,788,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP ("LC") in accordance with the provisions of LC's warrant instrument, the terms of which have been previously agreed on 31 December 2021. This increased LC warrant holdings to 29,609,826 warrants over ordinary shares at a strike price of 0.5 pence per share. In addition, in the event that the Investor Warrants and Broker Warrants are exercised in full prior to the maturity date of the LC warrants, LC will be granted up to an additional 1,877,400 warrants over ordinary shares in accordance with the provisions of LC's warrant instrument. The effect on Equity due to issuance of LC Warrants was NIL due to incentive nature of the instrument (Note 28).

In July 2023, the Company placed 60,000,000 new ordinary shares of 0.1 pence each to raise £60,000 before costs and a second tranche of 140,000,000 new ordinary shares of 0.1 pence each to raise £140,000 before costs, conditional upon resolutions being passed at the Annual General Meeting held on 14 September 2023. These resolutions were duly passed.

In association with the Placing, 10,000,000 Broker Warrants were granted to the broker Tavira Financial Limited, with an exercise price of 0.1p per ordinary share. The Broker Warrants are exercisable up until the third anniversary of Admission.

Separately also in July 2023, 5,960,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP ("LC") in accordance with the provisions of LC's warrant instrument, the terms of which have been previously announced on 31 December 2021 (the "LC Warrant Instrument"). The strike price of these warrants was amended to 0.1 pence per share from 0.5 pence per share pursuant to the LC Warrant Instrument.

In August 2023, 5,960,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP ("LC") in accordance with the provisions of LC's warrant instrument, the terms of which have been previously announced on 31 December 2021.

Following the issue of these LC Warrants, LC hold an aggregate 41,529,826 warrants over ordinary shares at a strike price of 0.1 pence per share pursuant to the existing terms of the LC Warrant Instrument.

In December 2023 the Company placed 40,000,000 new ordinary shares of 0.1 pence each, to raise £40,000 before costs; and a second tranche of 160,000,000 new ordinary shares of 0.1 pence each to raise £160,000, conditional on the passing of resolutions at a General Meeting of the Company's shareholders held on 29 December 2023. These resolutions were duly passed. The issuance and trading of the shares took place on 2 January 2024.

In association with the Placing, 10,000,000 warrants were granted to the broker Tavira Financial Limited, with an exercise price of 0.1p per ordinary share. The Broker Warrants will be exercisable up until the third anniversary of admission of the Conditional Placing Shares to trading on AIM.

Also in December 2023, the Company entered into an agreement with LC Capital Master Fund to extend the repayment date of its outstanding loan which was due for repayment on 31 December 2023 to 30 June 2024.

The amount of the Loan on 31 December 2023 was £1,033,189 (2022 : £979,247).

Further, as part of LC Capital's agreement to the Loan Extension, the Company has agreed to certain amendments to the LC Warrant Instrument.

The foregoing arrangements provide that:

- the exercise period for all of the warrants granted under the LC Warrant Instrument (including the LC Warrants) has been extended to now expire on 30 June 2024, in line with the Loan Extension; and
- as a result of the Maturity Date being extended, the provisions of the LC Warrant Instrument, which provided for the warrants granted under the LC Warrant Instrument being adjusted in the event of the Company completing any equity fundraising(s) prior to 31 December 2023 will apply in respect of any Equity Fundraising completed prior to 30 June 2024.

All other terms of the Loan, which include a coupon of 5 per cent. per annum, remain unchanged.

The Loan is unsecured, carries no interest and shall be converted into new ordinary shares of 0.01 pence each in the Company ("New Ordinary Shares") at the time of completing a reverse takeover and subject to shareholder approval for the extension of share issuance authorities. The conversion price will be the lower of 0.1 pence (being the share price at the time of suspension on 21 March 2024), or a 20% discount price to the issue price at the time of any issuance of shares alongside a future reverse takeover. As at the date of signing these accounts, the reverse takeover is expected to take place around August 2025.

In February 2025 the Company announced the completion of a further Convertible Loan Agreement with existing shareholders for GBP 45,000, on the same terms.

The loan is structured similarly to the Convertible Loan Notes issued in September 2024, The Loan is unsecured, carries no interest and shall be converted into new ordinary shares of 0.01 pence each in the Company ("New Ordinary Shares") at the time of completing a reverse takeover and subject to shareholder approval for the extension of share issuance authorities. The conversion price will be the lower of 0.1 pence (being the share price at the time of suspension on 21 March 2024), or a 20% discount price to the issue price at the time of any issuance of shares alongside a future reverse takeover. As above, at the date of signing these accounts, the reverse takeover is expected to take place around August 2025.

Lansdowne used the funds to provide working capital whilst discussions continue with potential funders for Lansdowne's Energy Charter Treaty claim against Ireland and work progresses towards a potential reverse takeover.

Trading in the Company's shares on AIM remained suspended whilst work advanced on a potential reverse takeover.

### **Outlook for the Group**

As reported by the Sustainable Energy Authority of Ireland, in 2023:

Oil (48.9%) and Gas (29.5%) were the largest sources of Ireland's primary energy requirement, together accounting for just under four-fifths of the national energy requirement. In 2023, 82.7% of Ireland's energy was derived from fossil fuels.

Ireland will continue to require oil and gas in its energy mix for decades to come.

It has been commented on many times that indigenous production of oil and gas delivers greatly lower carbon emissions than imported hydrocarbons.

As has been demonstrated on many occasions, Barryroe contains significant quantities of oil and gas with the potential to deliver much needed energy security for Ireland, accompanied by lower carbon emissions compared to imports, with the potential to deliver great value for all stakeholders.

The Company is focused on progressing to the next phase, which involves successfully completing the planned reverse takeover and achieving admission to AIM. The Directors are confident that the project envisaged post-completion will not only enhance shareholder value but also significantly strengthen the Company's overall position.

On behalf of the CEO and myself, I wish to express our sincere appreciation to the shareholders for their continued support.

On behalf of the board

Mr J D Auld

Chairman

12 June 2025

# GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2023	2022	2022
	Notes	£'000	£'000	£'000	£'000
Employee benefits expense	8	105		78	
Impairment charge	13	16,396		-	
Other operating expenses		300		140	
Total operating expenses			(16,801)		(218)
<b>Operating loss</b>			(16,801)		(218)
Finance costs	9		(54)		(146)
Other gains and losses	10		512		-
Loss before taxation			(16,343)		(364)
Income tax expense	11		-		-
<b>Loss and total comprehensive expense for the year</b>			(16,343)		(364)
<b>Loss per share</b>	12				
Basic loss per ordinary share			(1.53p)		(0.04p)
Diluted loss per ordinary share			(1.53p)		(0.04p)



# GROUP STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

		2023	2022	2021
			as restated	as restated
	Notes	£'000	£'000	£'000
<b>ASSETS</b>				
<b>Non-current assets</b>				
Intangible assets	13	-	16,336	16,125
<b>Current assets</b>				
Trade and other receivables	16	5	19	21
Cash and cash equivalents		24	15	199
		29	34	220
<b>Total Assets</b>		29	16,370	16,345
<b>EQUITY</b>				
Called up Share capital (restated)	26	9,159	8,859	8,799
Share premium account (restated)	27	31,795	31,606	31,415
Warrants Reserve	28	115	115	-
Share Based Payment Reserve	25	-	-	316
Currency translation reserve (restated)	31	-	-	-
Retained earnings		(42,172)	(25,830)	(25,877)
<b>Total Equity</b>		(1,103)	14,750	14,653
<b>LIABILITIES</b>				
<b>Non-Current liabilities</b>				
Long term provisions	24	-	512	388
<b>Current liabilities</b>				
Trade and other payables	22	99	129	277
Borrowings	18	1,033	979	1,027
		(1,132)	(1,108)	(1,304)
<b>Total Liabilities</b>		1,132	1,620	1,692
<b>Total equity and Liabilities</b>		29	16,370	16,345

## COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

		2023	2022	2021
			as restated	as restated
	Notes	£'000	£'000	£'000
<b>ASSETS</b>				
<b>Current assets</b>				
Trade and other receivables	17	5	19	20
Cash and cash equivalents		24	15	198
		<u>29</u>	<u>34</u>	<u>218</u>
<b>Total assets</b>		<u>29</u>	<u>34</u>	<u>218</u>
<b>EQUITY</b>				
Called up Share capital (restated)		9,159	8,859	8,799
Share premium account (restated)		31,795	31,606	31,415
Warrants reserve		115	115	316
Retained earnings		(42,172)	(41,653)	(41,615)
<b>Total Equity</b>		(1,103)	(1,073)	(1,085)
<b>LIABILITIES</b>				
<b>Current Liabilities</b>				
Trade and other payables	23	99	128	276
Borrowings	19	1,033	979	1,027
		(1,132)	(1,107)	(1,303)
<b>Total Liabilities</b>		1,132	1,107	1,303
<b>Total equity and liabilities</b>		29	34	218

## GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023		2022	
		£'000	£'000	£'000	£'000
<b>Cash flows from operating activities</b>					
			(16,343)		(364)
Loss for the year before taxation					
<b>Adjustments for:</b>					
Finance costs			54		146
Amortisation and impairment of intangible assets			16,396		-
Other gains and losses			(512)		-
<b>Movements in working capital:</b>					
Decrease in trade and other receivables			15		2
Decrease in trade and other payables			(30)		(23)
			—		—
<b>Net cash outflow from operating activities</b>			(420)		(239)
<b>Investing activities</b>					
Capitalisation of intangible assets		(60)		(211)	
		—		—	
<b>Net cash used in investing activities</b>			(60)		(211)
<b>Financing activities</b>					
Proceeds from issue of shares		540		300	
Share issue costs		(51)		(34)	
		—		—	
<b>Net cash generated from financing activities</b>			489		266
			—		—
<b>Net increase/(decrease) in cash and cash equivalents</b>			9		(184)
Cash and cash equivalents at beginning of year			15		199
Cash and cash equivalents at end of year			24		15

# COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

		2023		2022	
	Notes	£'000	£'000	£'000	£'000
<b>Cash flows from operating activities</b>					
			(519)		(449)
Loss for the year before taxation					
<b>Adjustments for:</b>					
Finance costs			54		146
<b>Movements in working capital:</b>					
Decrease in trade and other receivables			14		2
Decrease in trade and other payables			(29)		(148)
			—		—
<b>Net cash outflow from operating activities</b>			(480)		(449)
<b>Financing activities</b>					
Proceeds from issue of shares		540		300	
Share issue costs		(51)		(34)	
		—		—	
<b>Net cash generated from financing activities</b>			489		266
			—		—
<b>Net increase/(decrease) in cash and cash equivalents</b>			9		(183)
Cash and cash equivalents at beginning of year			15		198
Cash and cash equivalents at end of year			24		15

## GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Share capital	Share premium account	Warrants Reserve	Share Based Payment Reserve	Currency translation reserve	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>Balance at 1 January 2022 (as previously stated)</b>	11,930	28,284	-	316	59	(25,936)	14,653
Prior year adjustment - Currency translation reserve (Note 31)	-	-	-	-	(59)	59	-
Prior year adjustment - Reclassification (Note 31)	(3,131)	3,131	-	-	-	-	-
<b>Balance at 1 January 2022 (as restated)</b>	8,799	31,415	-	316	-	(25,877)	14,653
Loss and total comprehensive expense	-	-	-	-	-	(364)	(364)
Transactions with owners:							
Issue of share capital (Note 26)	60	240	-	-	-	-	300
Lapse of share option	-	-	-	(316)	-	316	-
Issue of shares - warrants (Note 28)	-	(15)	15	-	-	-	-
Cost of share issue (Note 27)	-	(34)	-	-	-	-	(34)
Issue of warrants to holder of loan notes (Note 28)	-	-	100	-	-	95	195
<b>Balance at 31 December 2022</b>	8,859	31,606	115	-	-	(25,830)	14,750
Loss and total comprehensive expense	-	-	-	-	-	(16,343)	(16,343)
Transactions with owners:							
Issue of share capital (Note 26)	300	240	-	-	-	-	540
Cost of share issue (Note 27)	-	(51)	-	-	-	-	(51)
<b>Balance at 31 December 2023</b>	9,159	31,795	115	-	-	42,172	1,103

## COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Share capital  £'000	Share premium account  £'000	Warrants Reserve  £'000	Share Based Payment Reserve  £'000	Retained earnings  £'000	Total  £'000
<b>Balance at 1 January 2022 (as previously stated)</b>	11,930	28,284	-	316	(41,615)	(1,085)
Prior year adjustment - Reclassification (Note 31)	(3,131)	3,131	-	-	-	-
<b>Balance at 1 January 2022 (as restated)</b>	8,799	31,415	-	316	(41,615)	(1,085)
Loss and total comprehensive income	-	-	-	-	(449)	(449)
Transactions with owners:						
Issue of share capital (Note 26)	60	240	-	-	-	300
Lapse of share option	-	-	-	(316)	316	-
Issue of shares - warrants (Note 28)	-	(15)	15	-	-	-
Cost of share issue (Note 27)	-	(34)	-	-	-	(34)
Issue of warrants to holder of loan notes (Note 28)	-	-	100	-	95	195
<b>Balance at 31 December 2022</b>	8,859	31,606	115	-	(41,653)	(1,073)
Loss and total comprehensive income	-	-	-	-	(519)	(519)
Transactions with owners:						
Issue of share capital (Note 26)	300	240	-	-	-	540
Cost of share issue (Note 27)	-	51	-	-	-	51
<b>Balance at 31 December 2023</b>	9,159	31,795	115	-	(42,172)	(1,103)



# NOTES TO THE GROUP FINANCIAL STATEMENTS

**FOR THE YEAR ENDED 31 DECEMBER 2023**

## **1 Accounting policies**

### **Company information**

Lansdowne Oil and Gas Plc is a public limited company incorporated, domiciled and registered in England and Wales. The registered office is C/O Pinsent Masons Llp, 30 Crown Place, London, EC2A 4ES. The company's principal activities and nature of its operations are disclosed in the directors' report.

The group consists of Lansdowne Oil and Gas Plc and all of its subsidiaries.

The Company's shares are quoted on the AIM Market of the London Stock Exchange.

### **1.1 Accounting convention**

The financial statements have been prepared in accordance with UK International Accounting Standards (UK IASs) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated. A summary of the more important accounting policies, which have been applied consistently, are set out below.

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

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

### **1.2 Basis of consolidation**

The consolidated financial statements include the results of Lansdowne Oil & Gas plc and its subsidiary undertakings, made up to 31 December each year. No separate income statement is presented for the parent company, as permitted by Section 408 of the Companies Act 2006.

The subsidiaries are those companies controlled, directly or indirectly, by Lansdowne Oil & Gas plc. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. This control is normally evidenced when Lansdowne Oil & Gas plc owns, either directly or indirectly, more than 50 per cent of the voting rights or potential voting rights of a company's share capital. Companies acquired during the year are consolidated from the date on which control is transferred to the Group, and subsidiaries to be divested are included up to the date on which control passes from the Group. Inter-company balances, transactions and resulting unrealised income are eliminated in full.

### **Joint arrangements**

The Group participates in a number of joint arrangements where control of the arrangement is shared with one or more other parties. A joint arrangement is classified as a joint operation or as a joint venture, depending on the rights and obligations of the parties to the arrangement.

The classification can have a material impact on the consolidated financial statements. The Group's share of assets, liabilities, revenue, expenses and cash flows of joint operations are included in the



consolidated financial statements on a line-by-line basis, whereas the Group's investment and share of results of joint ventures are shown within single line items in the consolidated statement of financial position and consolidated income statement respectively.

### **1.3 Going concern**

The Directors have carried out a detailed assessment of the Group's current and prospective activities, its relationship with the holder of its loan note, and have prepared cash flow projections for the period up to 31 December 2026. The following represent the key assumptions underpinning the cash flow projections.

The Company is pursuing two value creating opportunities:

#### **Barryroe Oil and Gas field – Compensation claim**

As has been explained, following the refusal of the Irish Minister at the Department of the Environment, Climate and Communications to award a Lease Undertaking for the Barryroe oil and gas field, Lansdowne is pursuing compensation via the Energy Charter Treaty.

The results of the Competent Person Report carried out by RPS ("RPS CPR") announced in February 2022, addressing simply the first phase of a Barryroe development and solely the Basal Wealden Oil reservoir, concluded that the P50 volumes were estimated at 81.2 million barrels of oil recoverable gross (16.24 million barrels net to Lansdowne) from a Best Estimate of 278 million barrels of oil in place (STOIIP).

An economic evaluation, documented in the RPS CPR, covering the Phase 1 development and in the 2C oil resources case, delivers an NPV10% for Lansdowne's 20% share of \$104 million (£77.6 million at current exchange rate) under a Brent Oil Price assumption of US\$68 per barrel in 2027, rising to \$70/bbl in 2028 and 2029 and inflated at 2% per annum thereafter. The price of Brent Oil stands currently at c. \$65/bbl, broadly in line with that modelled.

The RPS CPR has only addressed the oil in the Basal Wealden A Sand, which allows it to be correlated to the earlier work carried out by Netherland Sewell and Associates Inc.

Gas was proven in the Basal Wealden C Sand reservoir in the 48/24-10z well that overlays the oil reservoir and this has previously been estimated to hold a potential gas resource of c 400 BCF GIIP. Lansdowne believes this significant gas resource could make a vitally important contribution to Ireland's energy mix as it transitions to a zero net carbon economy and it is anticipated that any future phased development programme will include consideration of this important gas resource.

Given the above, the quantum of the Company's claim is well in excess of \$100 million (£75 million).

The Company has appointed legal advisers to proceed with this claim, and it is likely that the matter will be brought before an international court of arbitration.

The Directors believe that the outcome of the legal proceedings is likely to be favourable, based on legal advice received and the merits of the Company's claim.

The Company's legal advisers are in dialogue with potential third-party litigation funders, who are being sought to provide the bulk of the necessary legal costs. These discussions are at an advanced stage, but there can be no guarantee that an agreement will be reached.

In the second half of 2023 the Company successfully raised £240,000, before costs through equity funding to pursue this claim.

### **Reverse Take Over**

The Company has been working since the second half of 2024 on a Reverse Take Over to acquire a new asset that has the potential to create additional value.

A fund-raising is planned to accompany the completion of the Reverse Take Over and the process of readmission of the Company's shares to trading on AIM.

The ability of the Group and the Company to continue as a going concern, therefore relies upon successful future equity fund-raising and continued support from the holder of the Company's loan note.

Additional funds of £180,000 have been raised in late 2024 and in 2025 through Convertible Loan Notes to support the company whilst pursuing the above opportunities.

The Directors have considered the matters set out above and have concluded that a material uncertainty exists that may cast doubt on the ability of the Group and Company to continue as a going concern.

Nevertheless, after making enquiries and considering the uncertainties described above, The Directors consider it appropriate to prepare the financial statements on a going concern basis. These financial statements do not include any adjustment that would result from the going concern basis of preparation being inappropriate.

## **1.4 Intangible assets other than goodwill**

### **Oil and gas intangible exploration/appraisal assets and property, plant & equipment - development/ producing assets**

All expenditure relating to oil and gas activities is capitalised in accordance with the "successful efforts" method of accounting, as described in IFRS 6. The Group's policy for oil and gas assets is also compliant with IFRS 6 "Exploration for and Evaluation of Mineral Resources". Under this standard, the Group's exploration and appraisal activities are capitalised as intangible assets and its development and production activities are capitalised within "Property, plant and equipment".

All costs incurred prior to the acquisition of licences are expensed immediately to the income statement.

Licence acquisition costs, geological and geophysical costs and the direct costs of exploration and appraisal are initially capitalised as intangible assets, pending determination of the existence of commercial reserves in the licence area. Such costs are classified as intangible assets based on the nature of the underlying asset, which does not yet have any proven physical substance. Exploration and appraisal costs are held, undepleted, until such a time as the exploration phase on the licence area is complete or commercial reserves have been discovered. If commercial reserves are determined to exist and the technical feasibility of extraction demonstrated, then the related capitalised exploration/appraisal costs are first subjected to an impairment test (see below) and the resulting carrying value is transferred to the development and producing assets category within property, plant and equipment. If no commercial reserves exist, then that particular exploration/appraisal effort was "unsuccessful" and the costs are written off to the income statement.

in the period in which the evaluation is made. The success or failure of each exploration/appraisal effort is judged on a field by field basis.

All costs incurred after the technical feasibility and commercial viability of producing hydrocarbons has been demonstrated are capitalised within development/producing assets on a field by field basis. Development expenditure comprises all costs incurred in bringing a field to commercial production, including financing costs. Subsequent expenditure is capitalised only where it either enhances the economic benefits of the development/producing asset or replaces part of the existing development/producing asset.

Net proceeds from any disposal of an exploration asset are initially credited against the previously capitalised costs. Any surplus proceeds are credited to the income statement. Net proceeds from any disposal of exploration assets are credited against the previously capitalised cost. A gain or loss on disposal of an exploration asset is recognised in the income statement to the extent that the net proceeds exceed or are less than the appropriate portion of the net capitalised costs of the asset.

Upon commencement of production, capitalised costs will be amortised on a unit of production basis which is calculated to write off the expected cost of each asset over its life in line with the depletion of proved and probable reserves.

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's net realisable value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. These cash-generating units ("CGUs") are aligned to the business unit and sub-business unit structure the Group uses to manage its business. Cash flows are discounted in determining the value in use.

## **1.5 Non-current investments**

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

Shares in Group undertakings are held at cost less impairment provisions. Impairments occur where the recoverable value of the investment is less than its carrying value. The recoverable value of the investment is the higher of its fair value less costs to sell and value in use. Value in use is based on the discounted future net cash flows of the investee.

## **1.6 Impairment of tangible and intangible assets**

At each reporting end date, the group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

## **1.7 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.

## **1.8 Financial Instruments**

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables. Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

## **1.9 Financial assets**

Financial assets are recognised in the group's statement of financial position when the group 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 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 carried at amortised cost and FVOCI are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

#### ***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.

### **1.10 Financial liabilities**

The group recognises financial debt when the group 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'.

#### ***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 group's obligations are discharged, cancelled, or they expire.

### **1.11 Equity instruments**

Equity instruments issued by the parent company are recorded at the proceeds received, net of direct issue costs, allocated between share capital and share premium. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the company.

### **1.12 Taxation *Current tax***

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the reporting date.

#### ***Deferred tax***

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will
- Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates or laws enacted or substantively enacted at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date. Deferred tax assets and liabilities are offset only if certain criteria are met.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

### **1.13 Provisions**

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event and it is probable that the group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provision is made for the cost of decommissioning oil and gas wells and other oil field facilities. The cost of decommissioning is determined through discounting the amounts expected to be payable to their present value at the date the provision is recorded and this calculation is re-assessed at each reporting date. This amount is included within development and production assets by licence area and the liability is included in provisions. The cost will be depleted over the life of the licence area on a unit of production basis and charged to the Income Statement. The unwinding of the discount is reflected as a finance cost in the income statement over the expected remaining life of the well.

#### **1.14 Share-based payments**

The Group had in place an equity-settled share option scheme in the prior year, details of which are given in the Directors' Remuneration Report and Note 25 of these financial statements. The share option scheme has expired.

The cost of awards under the share option scheme is recognised over the three or five year period to which the performance criteria relate. The amount recognised is based on the fair value of the share options, as measured at the date of the award. The corresponding credit is taken to a share based payments reserve. The proceeds on exercise of share options are credited to share capital and share premium.

The share options are valued using a Total Shareholder Return ("TSR") simulation model, which adjusts the fair value for the market-based performance criteria in the schemes. The TSR simulation model is based on the Monte Carlo model and is tailored to meet the requirements of the scheme's performance criteria. The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, risk free rate of interest and patterns of early exercise of the plan participants.

No expense is recognised for awards that do not ultimately vest, except for equity settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where an equity settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. All cancellations of equity settled transactions are treated equally.

#### **1.15 Foreign Currency**

The Group's consolidated financial statements are presented in Sterling, which is also the Company's functional currency. The assessment of functional currency has been based on the currency of the economic environment in which the Group operates and in which its costs arise. These financial statements have been presented in Sterling.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange ruling at the reporting date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All exchange gains and losses are taken to the income statement.

#### **1.16 Warrants**

The Group classifies instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The warrants issued (as outlined in note 28) are derivative in nature and are classified as equity.

#### **1.17 Operating segments**

The Chief Executive monitors the operating results of its operating segment for the purposes of making decisions and performance assessment. Segment performance is evaluated based on operating profit or loss and is reviewed consistently with operating profit or loss in the consolidated financial statements. Because the Group does not engage yet in business activities from which it may earn revenue, and as all its developmental activities are currently located in one geographical area, no reportable segment has been identified nor disclosed in these financial statements.

#### **1.18 Finance income and expenses**

Interest income and interest payable is recognised in the income statement as it accrues, using the effective interest method.

Finance expenses comprise interest on leased assets, unwinding of any discount on provisions, fair value movement of warrants, and foreign exchange movements in the retranslation of non-sterling denominated liabilities.

### **2 Adoption of new and revised standards and changes in accounting policies**

The financial statements have been prepared in accordance with UK adopted International Financial Reporting Standards (IFRSs) and their interpretations issued by the International Accounting Standards Board ("IASB").

The IFRSs applied by the company in the preparation of these financial statements are those that were effective on or before 31 December 2023.

The following standards, amendments and interpretations which became effective from 1 January 2023 are of relevance to the company:

IFRS 10 - Consolidated Financial Statements

IFRS 17 - Insurance Contracts

IAS 1 - Presentation of Financial Statements Accounting Policies, Changes in Accounting

IAS8 - Estimates and Errors



IAS 12 - Income Taxes

IAS 28 - Investments in Associates and Joint Ventures

There was no material impact to the financial statements in the current year from these standards, amendments and interpretations.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the company:

- IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information
- IFRS S2 Climate-related Disclosures
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Non-current Liabilities with Covenants (Amendments to IAS 1)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)

The effective date for all the above being 1 January 2024.

In the year ended 31 December 2023, the Group and Company did not early adopt any new or amended standards and do not plan to early adopt any of the standards issued but not yet effective.

There would not have been a material impact on the financial statements if these standards had been applied in the current year.

### **3 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**

*Going concern (policy (1.3) above)*

*Oil and Gas Intangible exploration/appraisal assets (policy (1.4) above)*

*Impairment of tangible and intangible assets (policy (1.6) above)*

## **Key sources of estimation uncertainty**

### **Exploration and evaluation assets**

The carrying value of exploration and evaluation assets was £ NIL million (2022: £16.3 million) at 31 December 2023. The directors carried out a review, in accordance with IFRS 6 Exploration for and Evaluation of Mineral Interests, of the carrying value of these assets and came to the conclusion that they were not recoverable as at 31 December 2023, due to uncertainty following refusal of lease undertaking by the Irish Government. An amount of £16.4 million was fully impaired to the income statement.

### **Decommissioning**

The decommissioning provision amounted to £NIL million (2022: 0.5 million) at 31 December 2023 and represents management's best estimate of the costs involved in decommissioning the various exploration licence areas to return them to their original condition. These estimates include certain management assumptions with regard to future costs, timing of activity, inflation rates and discount rates. With the carrying value of intangible assets in relation to Barryroe lease undertaking fully impaired, obligation for decommissioning provision was deemed unsubstantiated and fully written off. An amount of £512,000 decommissioning provision was written back to the income statement.

### **Deferred tax asset**

Deferred tax assets have not been recognised because it is not probable that future taxable profits will be available against which the Group can use the benefits therefrom.

Further details of the assumptions used can be found in this statement of accounting policies and in the notes to these financial statements

## **4 Revenue**

The Group has one reportable operating and geographic segment, which is the exploration for oil and gas reserves in Ireland. All operations are classified as continuing and currently no revenue is generated from the operating segment.

## **5 Operating loss**

	<b>2023</b>	<b>2022</b>
Operating loss for the year is stated after charging/(crediting):	<b>£'000</b>	<b>£'000</b>
Exchange losses	2	3

Share-based payments	-	(26)
Legal and professional fees	224	127
Accountancy	68	54
Timewriting charge	(56)	(124)

## 6 Auditor's remuneration

	2023	2022
	£'000	£'000
<b>Fees payable to the group's auditor and associates:</b>		
<b>For audit services</b>		
Audit of the financial statements of the group and company	25	37

In the previous year, the audit fee charged by the former auditor, KPMG LLP, for the 2022 financial year was £37,000.

## Employees - Group and Company

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

	2023	2022
	Number	Number
Employees	1	1

Their aggregate remuneration comprised:

	2023	2022
	£'000	£'000
Wages and salaries	55	60

Social security costs	7	9
Total	62	69

## 8 Directors' remuneration

	2023	2022
	£'000	£'000
Remuneration for qualifying services	105	95

## 9 Finance costs

	2023	2022
	£'000	£'000
Interest on bank overdrafts and loans	54	51
Other interest payable	-	95
Total interest expense	54	146

## 10 Other gains and losses

	2023	2022
	£'000	£'000
Other gains and losses	512	-

Following the full impairment of the carrying value of intangible assets related to the Barryroe lease undertaking (Note 13), the associated decommissioning provision was deemed unsubstantiated and has been reversed to the comprehensive income statement.

**11 Income tax expense**

	<b>2023</b> <b>£'000</b>	<b>2022</b> <b>£'000</b>
	<b>2023</b> <b>£'000</b>	<b>2022</b> <b>£'000</b>
Loss before taxation	(16,343)	(363)
Expected tax credit based on groupwise effective corporation tax rate of 23.50% (2022: 19.00%)	(3,841)	(69)
Effect of expenses not deductible in determining taxable profit	3,841	1
Income not taxable	(119)	-
Unutilised tax losses carried forward	119	68

An unutilised tax loss of £ 1.73 million (parent entity) is being carried forward to subsequent tax year, arising from add back of non- trade relationship and management expense entries.

Deferred tax assets have not been recognised because it is uncertain that future taxable profits will be available against which the Group can use the benefits therefrom.

**12 Loss per share**

	<b>2023</b> <b>Number</b>	<b>2022</b> <b>Number</b>
<b>Number of shares</b>		
Weighted average number of ordinary shares for basic earnings per share	1,067,207,378	919,974,501
Effect of dilutive potential ordinary shares (note - will not apply for losses):		
Weighted average number of ordinary shares for diluted earnings per share are same above		
	<b>2023</b> <b>£'000</b>	<b>2022</b> <b>£'000</b>
<b>Loss</b>		
<b>Continuing operations</b>		
Loss for the period from continued operations	(16,343)	(363)
	<b>2023</b> <b>Pence per share</b>	<b>2022</b> <b>Pence per share</b>
<b>Loss per share for continuing operations</b>		

Basic earnings per share	(1.53)	(0.04)
Diluted earnings per share	(1.53)	(0.04)

The calculation of the weighted average number of ordinary shares excludes Deferred Shares and Deferred A Shares, as these classes of shares do not carry voting or dividend rights.

### 13 Intangible assets

	Exploration assets £'000
<b>Cost</b>	
At 1 January 2022	16,125
Additions	211
At 31 December 2022	16,336
Additions	60
At 31 December 2023	16,396
<b>Amortisation and impairment</b>	
Impairment loss	16,396
At 31 December 2023	16,396
<b>Carrying amount</b>	
At 31 December 2023	-
At 31 December 2022	16,396

On 19 May 2023, Barryroe Offshore Energy received a letter from the Irish Department of the Environment, Climate and Communications (“DECC”) advising that Eamon Ryan, Minister for the Environment, Climate and Communications (the “Minister”) was unwilling to grant the Lease Undertaking, as sought, on grounds of financial capability. DECC also confirmed in the letter that the application was satisfactory from a technical perspective.

The decision by the Minister not to grant the Lease Undertaking is disappointing not only for the Company, but also other stakeholders, including Ireland, which continues to import significant amounts of oil & gas, something the development of Barryroe could help to address.

Given the lack of progress on the Lease Undertaking, Lansdowne had already commenced discussions with external legal advisors on the potential to pursue legal proceedings to protect its investment in Barryroe, prior to receipt of the letter from DECC.

The Company has now advanced the engagement with external legal counsel and has continued to pursue the steps required to move towards arbitration to protect its investment in the Barryroe Project. These discussions are already well advanced, and the Company believes there is clear evidence of the DECC and the Minister failing to act in a fair and equitable manner with the Barryroe Partners consistent with its obligations under Irish law and also international law. Given Lansdowne is a UK domiciled Company it expects to pursue its claim in international arbitration pursuant to the investment protection regime established under the Energy Charter Treaty to which both the Ireland and the United Kingdom are signatories.

Lansdowne's legal advisors, Ashurst LLP, have initiated arbitration proceedings under the Energy Charter Treaty by submitting a letter giving notice pursuant to Article 26 (2) (c) of the ECT requiring Ireland to participate in discussions with a view to settling the dispute.

The Company's legal advisors, Ashurst LLP, received a letter from the Irish State Solicitors office on 18

September 2023 in response to the letters we had submitted. This letter denies Lansdowne's claim that Ireland has breached the terms of the ECT but indicates that they would be willing to give consideration to proposals for a meeting with a representative of the Department of the Environment, Climate and Communications.

Further updates will be made with respect to the legal process as appropriate, along with more information on the claims sought by Lansdowne in this matter.

Oil and gas project expenditures, including geological, geophysical and seismic costs, are accumulated as intangible assets prior to the determination of commercial reserves.

In light of the above, at 30 June 2023, the intangible assets of £16.4 million and related decommissioning provision were fully impaired and reversed. The impairment was recognised due to material uncertainty regarding the granting of the Lease Undertaking. Furthermore, although legal proceedings have been initiated under the Energy Charter Treaty seeking compensation, there remains significant uncertainty regarding the timing and outcome of such proceedings. As a result, management determined that the carrying value of these assets was no longer recoverable and recognised a full impairment charge during the period.

## 14 Subsidiaries

Details of the company's subsidiaries at 31 December 2023 are as follows:

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held Direct
Lansdowne Celtic Sea Limited	England	Oil and gas exploration	Ordinary	100.00
Milesian Oil & Gas Limited	Ireland	Oil and gas exploration	Ordinary	100.00

## 15 Joint operation

Details of the group's joint ventures at 31 December 2023 are as follows:

Name of undertaking	Principal activities	% Interest
Helvick Lease Undertaking	Hydrocarbon exploration	9

## 16 Trade and other receivables - Group

	2023	2022
	£'000	£'000
Amounts falling due within one year:		
VAT recoverable	4	2
Prepayments	1	17

## 17 Trade and other receivables - Company

	2023	2022
	£'000	£'000
Amounts falling due within one year:		
VAT recoverable	4	2
Prepayments	1	17

## 18 Borrowings - Group

	2023	2022
	£'000	£'000
<b>Borrowings held at amortised cost:</b>		
Loans from related parties	1,033	979
	=====	=====



	2023	2022
	£'000	£'000
<b>Loans from related parties above:</b>		
LC Capital loan balance at the beginning of the period	979	1,027
Loan interests	54	52
Warrant adjustment - compound instrument	-	(100)
LC Capital loan balance at the end of the period	1,033	979

A senior secured loan note was issued in 2015 to LC Capital Master Fund Ltd ("LC"), a related party as outlined in Note 30. The loan is secured against assets held by Milesian Oil & Gas Limited, a subsidiary of the parent company operating in Ireland (Note 14). Currently, the coupon rate is 5% per annum. In December 2023, LC Capital Master Fund Ltd has agreed to extend the term of the loan to 30 June 2024. Following this, a further extension was approved after June 2024, and discussions regarding the loan repayment terms are still ongoing with company management and a renewed agreement has not been signed as of the date of signing the accounts.

## 19 Borrowings - Company

	2023	2022
	£'000	£'000
<b>Borrowings held at amortised cost:</b>		
Loans from related parties	1,033	979

Borrowings of £1.03 million is related to the Shareholder loan granted by LC capital Master Fund Ltd (Note 18).

## 20 Capital commitments

The Group has no unprovided contractual commitments for capital expenditure (2022: Nil).

## 21 Financial risk management

The Group's operations expose it to a variety of financial risks: market risk (including the effects of changes in foreign currency exchange rates, interest rates and commodity prices), credit risk and liquidity risk. The Board approves the use of financial products to manage the Group's exposure to fluctuations in foreign currency exchange rates and interest rates.

### a) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks. The Group's policy is to deposit cash with banks with an 'A' rating or better where possible. 100 per cent of cash held on deposit at 31 December 2023 was held with such banks.

Other than fully written down impairment of £ 59,770 (2022: £211,039 ) recognised in respect of receivables from its subsidiaries, the Company has no credit risk associated with its other receivables. See note 30.

There are no financial assets which are past due but not impaired at the end of the reporting period.

The maximum credit risk exposure relating to financial assets is represented by carrying values as at the reporting date.

The group does not hold any collateral or other credit enhancements to cover this credit risk. **b) Liquidity risk management**

The Board regularly reviews rolling cash flow forecasts for the Group and Company.

Financial and costs obligations related to the Group and Company's licences will be financed by either reducing its equity interest through new participants farming in, by the raising of new capital, through shareholder loans, or a combination of all three.

In December 2023, an extension was granted for the repayment of the LC Capital loan (Note 18), with a new due date of 30 June 2024. Following this, a further extension was approved after June 2024, and discussions regarding the loan repayment terms are still ongoing with company management and a renewed agreement has not been signed as of the date of signing the accounts.

Based on current forecasts, the Group and Company will need to raise further capital to meet its future obligations. This is reliant upon the assumptions outlined in the Statement of Accounting Policies.

There is no difference between the carrying value and the contractually undiscounted cash flows for financial liabilities. At 31 December 2023, all trade and other payables and shareholder loans were due within one year.

### **c) Market risk management**

#### **Foreign exchange risk**

Although the Group reports in Sterling, certain transactions are conducted in Euro. Given the low level of business conducted in Euro during the year, foreign exchange rate fluctuations had an immaterial effect on the result for the year.

#### **Interest rate risk**

The Group's interest rate risk arises from cash deposits and interest bearing liabilities.

Given the low level of average cash balances held by the Group during the year, a 10 per cent increase or decrease in average interest rates would have had an immaterial effect on the loss for the year and impact to interest bearing liabilities.

### **d) Capital risk management**

The group is not subject to any externally imposed capital requirements.

The Group defines capital as equity plus shareholder loans.

The Group's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns for the shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group regularly reviews its capital structure on the basis of its expected capital requirements in order to achieve the defined strategic objectives and manages its capital accordingly.

The Group is committed to fully complying with the terms of the loan agreement with LC Capital Master Fund Limited, in order to maintain good cash liquidity a strong relationship with the shareholder.

The Group's and Company's financial instruments comprise cash, other receivables and trade payables and shareholder loans due within one year and therefore, management believes that the carrying values of those financial instruments approximate fair value.

#### **e) Fair value of non-derivative financial assets and financial liabilities**

The Group's and Company's financial instruments comprise cash, other receivables and trade payables and shareholder loans due within one year and therefore, management believes that the carrying values of those financial instruments approximate fair value.

#### **22 Trade and other payables- Group**

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Amounts falling due within one year:		
Trade payables	36	67
Accruals	55	59
Social security and other taxation	8	3

#### **23 Trade and other payables - Company**

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Amounts falling due within one year:		
Trade payables	36	67
Accruals	55	59
Social security and other taxation	8	2

#### **24 Provisions**

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Barryroe well	-	512

Movements on provisions:	Barryroe well £'000
At 1 January 2023	512
Reversal of provision	(512)
	<hr/>
At 31 December 2023	-
	<hr/> <hr/>

This provision relates to the expected cost of abandonment of the Barryroe well at 31st December 2023, discounted to present value.

Consequent to the correspondence received from DECC on 19 May 2023, the Group no longer expects to be required to fund this obligation. This provision was released in June 2023 (Note 13).

## 25 Share-based payments

The Company had previously granted options to current and former Directors under an Employee Share Option Scheme. Details of these grants are disclosed in the Remuneration Report on pages 18 to 19. All options expired in the prior year, as of 31 December 2022.

	2023 £'000	2022 £'000
<b>Expenses</b>		
Related to cash settled share based payments	-	(26)
	<hr/> <hr/>	<hr/> <hr/>

## 26 Share capital

	2023 Number	2022 Number	2023 £'000	2022 £'000
<b>Authorised share capital</b>				
Ordinary Shares of 0.01p each	1,233,618,337	933,618,337	123	934
Deferred Shares of 4.9p each	161,741,795	161,741,795	7,925	7,925
Deferred A Shares of 0.09p each	1,233,618,337	-	1,111	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
	2,628,978,469	1,095,360,132	9,159	8,859
<b>Issued and fully paid</b>				
Ordinary Shares of 0.01p each	1,233,618,337	933,618,337	123	934
Deferred Shares of 4.9p each	161,741,795	161,741,795	7,925	7,925
Deferred A Shares of 0.09p each	1,233,618,337	-	1,111	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
	2,628,978,469	1,095,360,132	9,159	8,859

## 26 Share capital

### Reconciliation of movements Ordinary shares during the year:

Number

At 1 January 2023	933,618,337
Issue of fully paid shares	300,000,000
	<hr/>
At 31 December 2023	1,233,618,337
	<hr/> <hr/>

In February 2023, the Company placed 60,000,000 new ordinary shares with new and existing investors at a placing price of 0.5 pence per placing share, raising £300,000 before costs.

In July 2023, the Company placed 60,000,000 new ordinary shares with new and existing investors at a placing price of 0.1 pence per placing share, raising £60,000 before costs.

In August 2023, the Company placed 140,000,000 new ordinary shares with new and existing investors at a placing price of 0.1 pence per placing share, raising £140,000 before costs.

In December 2023, the Company placed 40,000,000 new ordinary shares with new and existing investors at a placing price of 0.1 pence per placing share, raising £40,000 before costs.

In December 2023, the Company also placed a second tranche of 160,000,000 new ordinary shares of 0.1 pence each to raise £160,000, conditional on the passing of resolutions at a General Meeting of the Company's shareholders held on 29 December 2023. These resolutions were duly passed. The issuance and trading of the shares took place on 2 January 2024.

Following the passing of the resolutions at the General Meeting 08 December 2023, each of the Company's 1,233,618,337 Existing Ordinary Shares were sub-divided into one New Ordinary Share of 0.01p (the "New Ordinary Shares") and one Deferred 'A' share of 0.09p ("New Deferred Shares").

Both Deferred Shares (Sub-divided in 2016) and Deferred 'A' Shares have little economic value as they do not carry any rights to vote or dividend rights, although both Deferred Shares and the New Deferred 'A' Shares will rank pari passu with the New Ordinary Shares on a return of capital or on a winding up of the Company.

During the preparation of the 2023 statutory accounts, a prior year adjustment was made to reclassify £3.13 million of overstated share capital to share premium, as detailed in Note 31 to the accounts.

## 27 Share premium account

	2023	2022
	£'000	£'000
At the beginning of the year( as restated)	31,606	31,415
Issue of new shares	240	240
Share warrant issue costs	-	(15)
Cost of share issue	(51)	(34)
	<hr/>	<hr/>
At the end of the year	31,795	31,606
	<hr/> <hr/>	<hr/> <hr/>

During the preparation of the 2023 statutory accounts, a prior year adjustment was made to reclassify £3.13 million of overstated share capital to share premium, as detailed in Note 31 to the accounts.

## 28 Warrants Reserve

The opening fair value of £115,000 relate to equity portion of the LC Capital Loan compound financial instrument valued at inception in December 2021 after issue of 26 million LC warrant instrument by the company.

During the year, the Company issued warrants as an incentive to both new and existing shareholders to encourage investment in the Company. The warrants were catagorised into either ' LC warrants', 'Investor warrants' or 'Broker warrants'

The warrants are classified and accounted for as equity.

The table below provides the summary of warrant movements and fair value during the year:

Group and Company	Number of Warrants	Fair Value £'000
<i>At 1 January 2023</i>	30,821,826	115
<i>LC warrants – issue of warrants (Table A)</i>	13,708,000	-
<i>Investor warrants – issue of warrants (Table B)</i>	60,000,000	-
<i>Broker warrants – issue of warrants (Table C)</i>	13,000,000	-
<b>At 31 December 2023</b>	<b>117,529,826</b>	<b>115</b>

The total charge to the statement of comprehensive income for the year ended 31 December 2023 was £NIL (2022: £95,000).

LC Warrants - Table A

Date of Grant	Warrants Balance b/f Issue	Warrants	Warrants Balance c/f	Exercise Price	Expiry Date	Fair Value £'000	Note
as at 1 Jan 2023			27,821,826	0.005p	31/12/2022		
01/02/2023	27,821,826	1,788,000	29,609,826	0.005p	01/02/2026	-	(a)
31/07/2023	29,609,826	5,960,000	35,569,826	0.001p	01/02/2026	-	(b)
21/08/2023	35,569,826	5,960,000	41,529,826	0.001p	01/02/2026	-	(c)
29/12/2023	41,529,826		41,529,826	0.001p	30/06/2024	-	(d)
<b>as at 31 Dec 2023</b>		<b>13,708,000</b>	<b>41,529,826</b>		-		

In February 2023, the Company placed 60,000,000 new ordinary shares with new and existing investors.

(a) Separately, 1,788,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP (“LC”) in accordance with the provisions of LC’s warrant instrument, the terms of which have been previously agreed on 31 December 2021. This increased LC warrant holdings to 29,609,826 warrants over ordinary shares at a strike price of 0.5 pence per share. In addition, in the event that the Investor Warrants and Broker Warrants are exercised in full prior to the maturity date of the LC warrants, LC will be granted up to an additional 1,877,400 warrants over ordinary shares in accordance with the provisions of LC’s warrant instrument.

In July and August 2023, the Company placed 200,000,000 new ordinary shares with new and existing investors.

(b) Separately, 5,960,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP ("LC") in accordance with the provisions of LC's warrant instrument, the terms of which have been previously announced on 31 December 2021 (the "LC Warrant Instrument"). The strike price of these warrants was amended to 0.1 pence per share from 0.5 pence per share pursuant to the LC Warrant Instrument.

(c) In August 2023, additional 5,960,000 warrants were granted to LC Capital Targeted Opportunities Fund, LP ("LC") in accordance with the provisions of LC's warrant instrument, the terms of which have been previously announced on 31 December 2021.

Following the issue of these LC Warrants, LC hold an aggregate 41,529,826 warrants over ordinary shares at a strike price of 0.1 pence per share pursuant to the existing terms of the LC Warrant Instrument.

(d) in December 2023, as part of LC Capital's agreement to the Loan Extension, the Company has agreed to certain amendments to the LC Warrant Instrument.

The foregoing arrangements provide that:

- the exercise period for all of the warrants granted under the LC Warrant Instrument (including the LC Warrants) has been extended to now expire on 30 June 2024, in line with the Loan Extension; and
- as a result of the Maturity Date being extended, the provisions of the LC Warrant Instrument, which provided for the warrants granted under the LC Warrant Instrument being adjusted in the event of the Company completing any equity fundraising(s) prior to 31 December 2023 will apply in respect of any Equity Fundraising completed prior to 30 June 2024.

#### Investor Warrants - Table B

Date of Warrants Grant	Warrants Balance b/f Issue	Warrants Balance c/f	Warrants Price	Warrants Date	Exercise £'000	Expiry Date	Fair Value	Grant	Note
as at 1 Jan 2023					-				
01/02/2023	-	60,000,000	60,000,000		0.001p	01/02/2025	-	(e) as at 31 Dec 2023	
	60,000,000	60,000,000	-						

(e) In connection with the Placing in January 2023, the Company also granted a total of 60,000,000 warrants ("Investor Warrants") to placees participating in the Placing, on a one Investor Warrant per Placing Share basis, to subscribe for new ordinary shares in the Company at a price of 1.0 pence per share. The Investor Warrants will be exercisable until the second anniversary of Admission.

#### Broker Warrants - Table C

Date of Warrants Grant	Warrants Balance b/f Issue	Warrants Balance c/f	Warrants Price	Warrants Date	Exercise £'000	Expiry Date	Fair Value	Grant	Note
as at 1 Jan 2023									
01/02/2023	3,000,000	3,000,000	6,000,000		0.005p	01/02/2026	-	(f)	
29/12/2023	6,000,000	10,000,000	16,000,000		0.001p	29/12/2026	-	(g)	

as at 31 Dec 2023

13,000,000 16,000,000

-

(f) In association with the Placing in February 2023, 3,000,000 Broker Warrants were granted to the broker Tavira Financial Limited, with an exercise price of 0.5p per ordinary share. The Broker Warrants are exercisable up until the third anniversary of Admission.

(g) In association with the Placing in Dec 2023, 10,000,000 warrants were granted to the broker Tavira Financial Limited, with an exercise price of 0.1p per ordinary share. The Broker Warrants will be exercisable up until the third anniversary of admission of the Conditional Placing Shares to trading on AIM.

#### **Fair value calculation of warrants**

The warrant transactions above in regard to 'LC warrants', 'Broker warrants' and 'Investors warrants' do not fall within the scope of IFRS 2, specifically within section 2.2.3.A, where such transaction would be in exchange for goods and services. The warrants are only held by shareholder as an incentive to invest in the company in the future. The accounting treatment in such case does not require the use of Black Scholes model to calculate the fair value as at grant date. As a result the fair value of warrant transactions above from (a) to (g) remains NIL as at 31 December 2023.

## **29 Events after the reporting date**

The issuance and trading of the second tranche placings of 160,000,000 new ordinary shares of 0.1 pence each, to raise £160,000 in December 2023, took place on 2 January 2024.

In February 2024 Lansdowne appointed Mantle Law, an international law firm with offices in London and the United Arab Emirates, whose global team consists of the best dispute and arbitration lawyers in the construction, infrastructure and energy sectors, to assist with the Company's ECT compensation claim regarding the Barryroe Oil & Gas field.

Mantle Law and the Company contacted litigation funders, with a view to providing third-party finance to fund its ECT claim and the resulting arbitration process.

In February 2024 the Company announced that it did not expect to undertake acquisition, or acquisitions, which would constitute a reverse takeover under Rule 14 of the AIM Rules ("Reverse Takeover") ahead of the six-month suspension window and that the Company's shares would be suspended from trading on AIM as at 7.30 am on 21 March 2024 ("Suspension"), which subsequently occurred.

Also in February, the Company announced the intention of the Board of Directors that, in the event of a successful ECT claim outcome against Ireland by the Company and/or its subsidiary Lansdowne Celtic Sea Limited (together the "Claimants"), arrangements will be put in place in advance to ensure that qualifying shareholders will receive an economic benefit relating to their shareholding at the date of Suspension, ensuring that should there be any future changes in the capital structure of the Company, the impact on such shareholders vis a vis as beneficiaries of a successful ECT Claim, will be ring fenced.

The Board of Directors intend that such arrangements will account for all or a proportion of the net proceeds of a successful ECT Claim outcome (after deduction of the reasonable legal and ancillary costs associated with the ECT claim), including the use by the Company of potential proceeds from the ECT Claim as an asset, which may prove valuable for any future transactions including a Reverse Takeover. If the Company does complete a Reverse Takeover during the six-month period following Suspension, this would lead to the lifting of the Suspension.



It should be cautioned that there is no guarantee that the Claimants will be successful in the ECT Claim. Moreover, in the event the Barryroe licence is reinstated, potentially leading to the ECT Claim being subsequently withdrawn, the Company's full economic interest in Barryroe will remain with the Company.

In June 2024 the Company provided a corporate update which included a statement that trading in its shares would remain suspended until the completion of a reverse takeover, which would require the publication of an admission document and the approval of such a transaction at a General Meeting of the Company, or the Company being readmitted to trading on AIM as an investing company.

The Company announced that it was actively reviewing a number of potential asset acquisitions, but there could be no assurance that the Company would be able to complete a reverse takeover during the six-month suspension period.

If no such transaction was completed within six months of the date of Suspension, the Company's shares would be cancelled from trading on AIM pursuant to AIM Rule 41.

In June 2024, the Company also announced additional cost-cutting measures and the extension of the LC Capital Loan Agreement to 31 December 2024.

In September 2024 Lansdowne announced that it had entered into a Convertible Loan Agreement for GBP 95,000 (the "Loan"), arranged by Tavira Financial Limited, the Company's joint broker, with Directors of the Company and a number of existing shareholders.

The Loan is unsecured, carries no interest and shall be converted into new ordinary shares of 0.01 pence each in the Company ("New Ordinary Shares") at the time of completing a reverse takeover and subject to shareholder approval for the extension of share issuance authorities. The conversion price will be the lower of 0.1 pence (being the share price at the time of suspension on 21 March 2024), or a 20% discount price to the issue price at the time of any issuance of shares alongside a future reverse takeover.

In February 2025 the Company announced the completion of a further Convertible Loan Agreement with existing shareholders for GBP 45,000, on the same terms.

The loan is structured similarly to the Convertible Loan Notes issued in September 2024, The Loan is unsecured, carries no interest and shall be converted into new ordinary shares of 0.01 pence each in the Company ("New Ordinary Shares") at the time of completing a reverse takeover and subject to shareholder approval for the extension of share issuance authorities. The conversion price will be the lower of 0.1 pence (being the share price at the time of suspension on 21 March 2024), or a 20% discount price to the issue price at the time of any issuance of shares alongside a future reverse takeover.

Lansdowne used the funds to provide working capital whilst discussions continue with potential funders for Lansdowne's Energy Charter Treaty claim against Ireland and work progresses towards a potential reverse takeover.

Trading in the Company's shares on AIM remained suspended whilst work advanced on a potential reverse takeover.

#### **Transactions with Evelyn Partners**

The service agreement (Note 30) was terminated by the Company with 90 days' notice given in January 2024.

### **30 Related party transactions**

#### **Remuneration of key management personnel**

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

#### **Other transactions with related parties**

##### **Transactions with Evelyn Partners**

Con Casey is a partner of Evelyn Partners, and he is the company secretary of the Company. The Company has entered into a services agreement with Evelyn Partners pursuant to which Evelyn Partners provides the Group with certain management, accounting, and administrative services required by the Group in connection with its business in consideration of an annual fee totalling £55,810 (2022: £61,500).

The Directors consider the service agreement to be at fair value on an arm's length basis. As at 31 December 2023, the Group owed Evelyn Partners £17,970 (2022: £35,500) under the agreement.

##### **Transactions with LC Capital Master Fund Ltd**

The Company has a loan agreement with LC Capital Master Fund Limited, a major shareholder. Warrants were granted to LC Capital Targeted Opportunities Fund. Details of the loan agreement are given in Note 18.

##### **Amounts due by subsidiaries**

At 31 December 2023, amounts owed to the Company by its subsidiaries totalled £25 million (2022: £24.9 million). These amounts have been provided in full in the Company's financial statements as there is no immediate prospect of repayment. Amounts due to the Company are unsecured, non-interest bearing and have no fixed repayment terms.

### **31 Prior period adjustment**

#### **(a) Foreign currency translation reserve**

The prior year adjustment related to a correction made to the Group's foreign currency translation reserve.

During the preparation of the 2023 statutory accounts, the Group management concluded that it was no longer practical to carry forward the £59,000 balance in the currency translation reserve, due to an insufficient audit trail to support the origin of the amount. As a result, a decision was made to reclassify the balance and adjust it against the opening retained earnings.

#### **(b) Reclassification - Share Capital to Share Premium**

During the preparation of the 2023 statutory accounts, the Group management undertook a reconciliation of the total share capital balance brought forward in the parent company accounts against the records held by Companies House (UK). This reconciliation identified that share capital had been overstated by £3.13 million, arising from the inclusion of a share premium balance associated with capital raised through placings in 2016. Accordingly, management resolved to reclassify the excess amount and adjust it against

the prior year's share premium balance. This adjustment ensures that both the share capital and share premium balances are appropriately stated in the Company and Group accounts.