

NETOIL CAPITAL LTD
(FORMALLY KNOWN AS J.P KENNY PETROLEUM LTD)
FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2021

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Netoil Capital Ltd
Company Information

Directors	Mr John Kenny Mr Marc Jean-Louis D'Hombres (appointed 23 March 2021) Mr Nils Trulsvik Mrs Tahereh Amirzadehardahael (appointed 23 March 2021) Mr Michel Fayad (appointed 23 March 2021)
Company Number	08494564
Registered Office	First Floor 36, Albemarle Street London W1S 4JE
Accountants	Benny Gala 36, Albemarle Street London W1S 4JE
Independent auditors	ECOVIS DCA Limited Chartered Accountants and Statutory Audit Firm 27 Upper Mount Street Dublin 2 D02 F890

Netoil Capital Ltd
Chairman's Statement and Chief Executive Officers Report
For The Year Ended 31 December 2021

The chairman presents his statement for the year.

Dear Shareholder,

The main developments since our last report are as follows :

(i) It was announced on 22 March 2021 that J P Kenny Petroleum Ltd. (JPK) had acquired the oil and gas assets of Netoil Ltd. (Netoil) in return for the issue of 30 million shares in JPK. On 9 April 2021 it was announced that the trading name of JPK had been changed to Netoil Capital Ltd. (NOC).

(ii) It was announced on 21 May 2021 that NOC had acquired Nordic Petroleum AS in return for 1.95 million shares in NOC, thereby broadening significantly the shareholder base of NOC.

(iii) It was announced on 23 July 2021 that trading in the shares of NOC on Euronext Growth were to be suspended. This ruling was challenged by the company, and efforts are now well-advanced to respond to the points raised by the Oslo Børs and to submit a new application for listing.

During the second half of 2020 and almost all of 2021, there was little appetite in the market for financing oil and gas projects. We had reported previously that NOC had made considerable efforts in identifying and assessing a number of potential oil and gas projects in Colombia. Given the prevailing market sentiment, the Colombian work program was held in abeyance, and the efforts of the company were refocused onto the minerals sector.

For reasons obvious to all of us, the business landscape in 2022 is drastically different, and two developments, post the 2021 balance sheet, will be of considerable interest to you as a shareholder. Firstly, the company has noted a renewed interest in the oil and gas sector from the financial community, and discussions of projects in Colombia have resumed. Secondly, and as announced on 8 February 2022, NOC has acquired a 50% interest in the assets of Bluegreen Mozambique Mineracao e Servicos Lda.(BMMA). The assets comprise a mining license in the Zambezi River Valley in Mozambique, containing exceptionally high concentrations in the alluvial sands, of gold and other precious metals, together with heavy minerals.

2022 promises to be an interesting year for shareholders and further reference to this is made in the report of the Chief Executive.



Tahereh Amirzadehardahaei
Chairperson

Date 30th May 2022

The chief executive officer presents his statement for the year.

The acquisition of the asset in Iraq naturally demanded that the company focus on this large oil and gas play in the early part of 2021. However, it became clear that access to the asset was unlikely to be gained in the immediate future due to the pandemic, elections in Iraq and general instability in the region. Additionally, raising funds during the year for oil and gas projects proved to be challenging, and it was decided to focus our corporate efforts on the minerals resources sector. This resulted in an opportunity to participate in the development of the Mozambique mining project. The project is now awaiting a concession license over an area that has been explored and assessed over a number of years. Our partner, Bluegreen Holdings SA, has been involved in the project for several years. A pilot project is planned to accurately define the extent and quality of the mineral deposits, and funding for the pilot is currently underway.

On other matters, we reported that the Oslo Børs suspended the shares in Netoil Capital on August 2, 2021 . The background for the suspension was that the stock exchange considered the Iraq asset of significant value and as such,

Netoil Capital Ltd
Chairman's Statement and Chief Executive Officers Report
For The Year Ended 31 December 2021

the company was required to submit a new application to the stock exchange. Netoil Capital was also made aware that the company would not likely qualify based only on the Iraq asset. Hence much work has now gone into addressing this issue and with the acquisition of the mineral asset, we now have the basis for a new application which is planned during 2022.

Since the oil industry has recovered during 2022, attention is again on the previous assets we have reviewed in Colombia and the plan is to revive a number of these to see if we can revert to our original strategy.

Financial Review

The company's total operating loss for the period was \$407,460 (2020 – loss \$558,192).

All costs relate to the project organization in Colombia and the preparations of financial annual report for 2020, semi-annual report for 2021 and relevant management fees and travel expense.

Outlook

At the end of 2021, the equity of the company is negative. Based on the acquisition of the mineral asset in Mozambique, the Company plans on raising funds to develop this asset. Once this is done, the equity will be restored.

The company will be now pursue various sources of funding, including equity and project funding. It is also possible to "farm out" a certain percentage of the project in order to raise funds for the development of this project in a position to pursue. The Board has an optimistic view on the future but will exercise necessary caution.



Nils N. Trulsvik
Chief Executive Officer

**Netoil Capital Ltd
Strategic Report**

For The Year Ended 31 December 2021

Introduction

Netoil Capital Ltd (formally known as P. Kenny Petroleum Ltd) was established in order to invest in oil & gas opportunities internationally with focus on South America, mainly targeting development/production opportunities with exploration upside. Colombia is an attractive area both from a financial perspective and opportunity perspective.

Business review

During the year, focus has been to negotiate and finalise the deal with Netoil Ltd. Subsequent to the closing of this we initiated an acquisition of Nordic petroleum AS in order to significantly expand our shareholder base. More than 1000 new shareholders are now registered. The deal with Netoil Ltd gave us access to a large license in Iraq that has significant potential for producing oil and gas, and we have therefore been working on ratifying the PSA (Petroleum Sharing Contract) in order to start operations. Due to the pandemic, elections in Iraq and instability in the region, little or no progress has been made regarding the ratification. However, this is a priority during 2022.

The company's total loss for the period was \$407,460, reflecting the work done in order to secure the project referred to above. The company continues to work on completing this project and hence restore the deficit. There is still a funding risk related to the company.

Substantial Shareholdings

Shareholder	No.of shares	% shareholding
Nordic Petroleum AS	27,823,187	63.69%
Vision of Energy As	2,180,728	4.99%
J.P. Kenny	1,990,000	4.56%
N51(I) Ltd	1,550,000	3.55%
Heritage Legal Advisors	1,500,000	3.43%
JJH Holdings	1,106,000	2.53%
Fortuna Investment Fund	916,667	2.10%
Nils N.Trulsvik	900,000	2.06%
Sidsel O.Trusvik	890,000	2.04%
Elliot Rogers	500,000	1.14%

Director's Interests

The interest in the Company at the Balance Sheet date of all Directors who held office on the Board of the Company at year end as stated below:

Shareholder	No.of shares	% shareholding
J.P.Kenny	1,990,000	17.21%
Nils N.Trulsvik	900,000	7.78%
Nordic Petroleum*	27,823,187	63.69%

*Nordic Petroleum As is owned by Directors

Mr Marc Jean-Louis D'Hombres
Mrs Tahereh Amirzadehardahael
Mr Michel Fayad

Principal risks and uncertainties

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to Board approval and ongoing review by management. Compliance with regulation, legal and ethical standards is a high priority for the Company and the board and management team take on an important oversight role in this regard.

The Company has developed a framework for identifying the risks that each business sector, and the Company as a whole, is exposed to and their impact on the company's financial position. This process is managed by the Company Finance Department to establish our capital requirements and to ensure we have the financial strength, capital adequacy and liquidity to support the growth of the business.

Netoil Capital Ltd
Strategic Report (Continued)
For The Year Ended 31 December 2021

The principal risks to our business arise from inaccurate job costing, exchange rate fluctuations and the very competitive nature of the industry.

Corporate Governance Policy

Netoil Capital Ltd ("the Company") and its Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

The Company's Corporate Governance Policy addresses issues that arise as a result of the Company's growth and emerging governance best practices. We are committed to ensuring our professionalism and acceptance of how we manage sustainability throughout our business activities. Our Corporate Governance Policy addresses the aspects which are of utmost importance to us, namely:

- compliance to applicable laws,
- human rights,
- a safe workplace for our employees,
- the protection of the environment,
- the well-being of all business associates and partners, and
- ensuring our operations is for the good of the surrounding communities.

Our aim is for continuous improvement of our performance in all areas and this forms an essential part of how we conduct business. Our Policy includes supporting policies and implementation programs to ensure compliance and we are prepared to meet internationally accepted standards, as they develop, which are applicable to our business.

How will we achieve our Corporate Governance aims?

The Company has established a Committee of not less than two directors of the Company who are independent of management and free from any interest and any business or other relationship which could, or could reasonably be perceived to be, materially interfere with the director's ability to act with a view to the best interests of the Company. The Committee may periodically ask appropriately qualified persons (who may include persons from management of the Company) or retain persons having special expertise to assist the Committee in fulfilling its responsibilities. These responsibilities will include:

- Preparing the Company's response to governance disclosure requirements and explaining to required or appropriate parties any differences between the Company's governance system and policies and those recommended by applicable regulatory bodies;
- Developing and monitoring the Company's general approach to corporate governance issues as they may arise;
- Proposing changes as necessary from time to time to respond to particular governance recommendations or guidelines from regulatory authorities and ensuring that all appropriate or necessary governance systems remain in place and are periodically reviewed for effectiveness.
- Ensuring that all members of the Board of Directors have been informed of and are aware of their duties and responsibilities as a Director of the Company.
- Ensuring that the Company has in effect adequate policies and procedures to allow the Company to meet all of its continuous disclosure requirements.
- Ensuring that the Company has in effect adequate policies and procedures to identify and manage the principal risks of the Company's business.
- Ensuring the Board of Directors annually reviews organizational structure and succession planning matters including the monitoring of senior management.
- Ensuring the Board of Directors annually review areas of potential personal liability of Directors and ensuring reasonable protective measures are in place.
- Regularly considering the need for special policies of the Company, initiated by the Board of Directors in unique or emerging policy areas for example corporate ethics or environmental practices.

The Committee will regularly report its findings and recommendations to the Board of Directors.

**Netoil Capital Ltd
Strategic Report (Continued)**

For The Year Ended 31 December 2021

Supporting Policies

Client Commitment

We aim to maintain high standards of service, wherever we operate, honour all business obligations undertaken and develop long term relationships with commercial partners based on trust and integrity.

We will carry out management policies and programmes to ensure our products meet regulatory requirements and provide documentation to allow safe transport, handling and use.

Investor Commitment

With respect to current and future investors, within the broad framework that economic considerations are not to take priority over important environmental, health, safety and community standards, we aim to realise the maximum potential from existing revenue streams, as well as securing new ones on competitive terms. The respective risks we take are managed by strict internal governance, approvals and controls.

Compliance Commitment

As a listed company on the Merkur Market, Oslo Stock Exchange, we will comply with the laws and rules applicable to our operations and products, and the laws and best practice guidelines in the jurisdictions in which we operate. As of 31 December 2021 and at the date of this Directors report, the listing has been suspended. Our employees and contractors are required to act in strict adherence to these principles to ensure the satisfaction of our business practices and the quality and safety of our products.

We will not assist any third party in violating the law in any country, nor pay or receive bribes, nor participate in any other criminal, fraudulent or corrupt practice. We seek to prevent such misconduct through strong leadership, internal policies and procedures.

The Company's employees and contractors are obliged to comply with applicable law and applicable corporate policies. It is the obligation of our managers and supervisors to ensure employees and contractors act accordingly as well as acting to prevent, detect and report any violations of the law or our corporate policies.

Commitment to the Environment

We acknowledge that our global operations, including exploration, production, reclamation, processing, transportation or marketing of natural resources, could have a direct, indirect or cumulative impact on the environment. The impact on the environment is often complex and specific to each product group or production site. This requires our environmental programmes to be tailored to each specific need and to manage and limit the environmental impact of our activities.

To achieve effective short- and long-term management, we develop, implement and monitor management systems and programmes in order to meet international best practice standards and ensure regulatory compliance. We aim to continually improve our performance in this area

We aim to promote environmental awareness and to partner with our customers, suppliers and service providers to limit the overall impact with respect to our operations.

Commitment to our People

Hiring and retaining skilled and motivated employees is important to our continued success. We are committed to fair remuneration by the provision of competitive wages and benefits. We do not tolerate any kind of harassment or discrimination and support the United Nations' Universal Declaration of Human Rights which prohibits forced, compulsory or child labour. One of our ultimate goals is to ensure the health and safety of our employees and contractors. In order to meet this goal, we develop, implement and maintain health and safety management systems and programmes which meet international standards. These are tailored to the specific needs of our different operations and activities.

**Netoil Capital Ltd
Strategic Report (Continued)**

For The Year Ended 31 December 2021

Commitment to the Community

Netoil Capital Ltd global presence and economic strength aims to have a positive impact on the communities in which we operate. We provide employment, training and educational opportunities and other benefits contributing directly and indirectly to the prosperity and development in local communities where we operate. We carry out assessments to define appropriate measures to prevent or mitigate possible adverse effects on the communities in which we operate. We are in regular contact with affected parties and have systems in place to ensure that all requests and concerns are brought to the attention of our local representatives.

This report was approved by the board and signed on its behalf.



.....
Nils N. Trulsvik

Director

Date: 30th May 2022

**Netoil Capital Ltd
Directors' Report**

For The Year Ended 31 December 2021

The directors present their report and the financial statements for The Year Ended 31 December 2021.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 the financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 of Information to Auditors

The directors of the company who held office at the date of approval of this annual report confirm that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Principal Activity

The company is reviewing and looking to acquire oil & gas development and/or production assets with exploration upside in Colombia. The company has now expanded its activity to include other areas in worldwide but focussing on development and/or production with exploration upside

Future Developments

The directors do not consider there to be any future developments that require specific disclosure.

Dividends

The loss for the period, after taxation amounted to \$407,460 (2020 – loss \$558,192)

The directors do not recommend the payment of a final dividend in respect of The Year Ended 31 December 2021 (2020 - \$Nil).

**Netoil Capital Ltd
Directors' Report (continued)**

For The Year Ended 31 December 2021

Directors

The directors who held office during the year were as follows:

Mr John Kenny
Mr Marc Jean-Louis D'Hombres (appointed 22 March 2021)
Mr Nils Trulsvik
Ms Tahereh Amirzadehardahaei (appointed 22 March 2021)
Mr Michel Fayad (appointed 22 March 2021)
Ms TraceyAnne Peverell (resigned on 22 March 2021)
Mr Jon Wiggen (resigned on 22 March 2021)

The directors remuneration is provided in note 3 to the financial statements.

Post Balance Sheet Events

There have been significant events affecting the Company since the year end and disclosed in note 15 to the financial statements.

Auditors

ECOVIS DCA Limited were appointed as auditors by the board for the year ended 2021.



.....
Nils N. Trulsvik

Director

Date: 30th May 2022

Netoil Capital Ltd
Report of the Independent Auditors to the Members

For The Year Ended 31 December 2021

Opinion

We have audited the financial statements of Netoil Capital Ltd (formally known as J.P. Kenny Petroleum Limited) (the 'company') for The Year Ended 31 December 2021 which comprise the Statement of Profit or Loss, the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and Notes to the Statement of Cash Flows, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 Auditors' 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, 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.

Material uncertainty related to going concern

The company incurred a net loss of \$407,460 during The Year Ended 31 December 2021 and, as of that date, the Company's current liabilities exceeded its total assets by \$3,146,727. The company has been funded by Bluegreen SA during the last year. There is no formal agreement in place for continued funding, and this gives rise to a material uncertainty regarding the company's ability to continue as a going concern.

Our opinion is not qualified in this respect.

Key audit matters

Key audit matters are those that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. 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 described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Our audit risk identified the ability of management to override the system of internal control which for a company of this size are elementary. Our audit approach included review to identify exceptional transactions or unusual accounting adjustments. We are satisfied the result of our testing.

Our application of materiality

For the purpose of our audit, materiality was assessed to be \$62,935 being the 2% of the balance sheet deficit.

An overview of the scope of our audit

We tailored the scope of our audit to ensure we performed enough work to be able to give an opinion on the financial statements taking into account the structure of the company, the accounting process and controls and the industry in which it operates. As part of that tailoring we determined materiality and assessed the risk of material misstatement in the financial statements and designed audit procedures accordingly.

Netoil Capital Ltd
Report of the Independent Auditors to the Members (Continued)
For The Year Ended 31 December 2021

Other information

The directors are responsible for the other information published with the financial statements. Other information includes the Chairman's Report, the Chief Executive Report, the Strategic Report and the Directors Report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The Strategic Report and the Report of the Directors has 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 Report of the Directors.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements 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.

Netoil Capital Ltd
Report of the Independent Auditors to the Members (Continued)

For The Year Ended 31 December 2021

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page nine, 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 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.

Those charged with governance are responsible for overseeing the company's financial reporting process.

Auditors' 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 a Report of the Auditors 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.

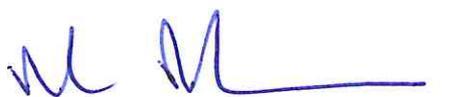
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

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 a Report of the Auditors 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.

Other matters which we are required to address

We were appointed by the Board of Directors in 2022 and the financial statements for the year ended 31st December 2021 were the first period for which we have acted as auditor.


Declan Dolan (Senior Statutory Auditor)
for and on behalf of
ECOVIS DCA Limited
Chartered Accountants
and Statutory Auditors
27 Upper Mount Street
Dublin 2
D02 F890

Date: 30th May 2022

Netoil Capital Ltd
Statement of Profit or Loss and Other Comprehensive Income
For The Year Ended 31 December 2021

	Notes	2021 \$	2020 \$
TURNOVER		-	-
GROSS PROFIT		-	-
Administrative expenses		(360,630)	(513,346)
Other operating income		-	-
OPERATING LOSS	3	(360,630)	(513,346)
Exceptional items		-	-
Finance costs	5	(46,830)	(44,846)
LOSS FOR THE FINANCIAL YEAR		(407,460)	(558,192)

There were no recognised gains and losses for 2021 other than those included in the statement of profit and loss and other comprehensive income.

The notes on pages 18 to 24 form part of these financial statements.

Netoil Capital Ltd
Statement of Financial Position

As at 31 December 2021

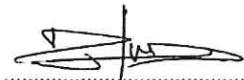
	Notes	2021 \$	2020 \$
FIXED ASSETS			
Intangible assets	6	4,156	-
Investments	7	144	-
CURRENT ASSETS			
Trade and other receivables	8	8,073	2,984
Cash and cash equivalents		791	338
TOTAL ASSETS		13,164	3,322
EQUITY AND LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	9	2,489,826	2,179,044
NON-CURRENT LIABILITIES			
Trade and other payables	10	670,065	618,546
TOTAL LIABILITIES		3,159,891	2,797,590
CAPITAL AND RESERVES			
Called up share capital	11	6,061	1,746
Share premium account		750,139	699,454
Retained earnings		(3,902,927)	(3,495,467)
TOTAL EQUITY		(3,146,727)	(2,794,268)
TOTAL EQUITY AND LIABILITIES		13,164	3,322

The financial statements were approved and authorised for issue by the board and were sign on its behalf on:

30th May 2022.



Nils N. Trulsvik
Director



Marc d'Hombres
Director

The notes on pages 18 to 24 form part of these financial statements.

Netoil Capital Ltd
Statement of Changes in Equity

For The Year Ended 31 December 2021

	Share Capital	Share Premium	Profit and Loss Account	Total
	\$	\$	\$	\$
As at 1 January 2020	1,746	699,454	(2,937,276)	(2,236,076)
Loss for the year and total comprehensive income	-	-	(558,192)	(558,192)
Arising on shares issued during the period	-	-	-	-
As at 31 December 2020 and 1 January 2021	1,746	699,454	(3,495,468)	(2,794,268)
Loss for the year and total comprehensive income	-	-	(407,460)	(407,460)
Arising on shares issued during the period	4,315	50,685	-	55,000
As at 31 December 2021	6,061	750,139	(3,902,927)	(3,146,727)

Netoil Capital Ltd
Statement of Cash Flows

For The Year Ended 31 December 2021

Cash flows from operating activities	2021	2020
	\$	\$
Loss for the financial period	(407,460)	(558,192)
Adjustments for:		
Net foreign exchange (gains)/losses	4,153	10,321
Finance costs	47,250	44,846
Interest received	-	-
Decrease/(Increase) in debtors	(5,089)	(1,569)
(Decrease)/Increase in creditors	310,665	474,260
Exceptional operating costs	-	-
Corporation tax (paid)/received	-	-
Net cash provided from operating activities	(50,247)	(30,334)
Cash flows from investing activities		
Purchase of fixed assets	(4,156)	-
Purchase of fixed investments	(144)	-
Income from investments	-	-
Net cash from investment activities	(4,300)	-
Cashflow from financing activities		
Proceeds from issue of share capital	4,315	-
Proceeds from share premium	50,685	-
Repayment of debenture loans	-	-
Repayment of borrowings	-	-
Net cash used in financing activities	55,000	-
Net increase/(decrease) in cash at the end of the period	453	(30,334)
Cash and cash equivalents at the beginning of the period	338	30,672
Cash and cash equivalents at the end of the period	791	338

Netoil Capital Ltd
Notes to the Financial Statements
For The Year Ended 31 December 2021

1. General Information

Netoil Capital Limited is a private company, limited by shares, registered in England and Wales. The company's operations and its principal activities are set out in the Director's Report. The company's registered number is 08494564.

The financial statements have been presented in USD (\$) which is also the functional currency of the company.

2. Accounting Policies

Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs), IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRSs. The financial statements have been prepared under the historical cost convention.

Going Concern Disclosure

The company has continued to be in a loss-making position during the current and subsequent financial periods and was unable to secure additional investment during the period as previously anticipated.

However, the directors are in agreement that it is appropriate to prepare accounts on a going concern basis as they will continue to support the company for the foreseeable future and they understand that the trade creditors (primarily controlled and run by the directors as related parties) will not seek repayment of the amounts due to them until the company can fund those payments.

Financial Instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Netoil Capital Ltd
Notes to the Financial Statements (continued)

For The Year Ended 31 December 2021

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of profit or loss and other comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the statement of profit or loss and other comprehensive income within 'other operating income'.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities can be classified as FVTPL or other financial liabilities. All financial liabilities currently held are classified as other financial liabilities.

Other financial liabilities (including borrowings and trade and other payables) are recognised and subsequently measured as detailed below.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Once the deal with Bluegreen Holdings is done, then the asset in Mozambique will be given a small asset value pending pilot plant results

Investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

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

Trade and other receivables

Trade and other receivables are stated at their original fair value, as the interest that would be recognised from discounting future cash receipts over the short credit period is not considered to be material. The carrying amount is considered to be a reasonable approximation of their fair value. Receivables are reduced by appropriate allowances for estimated irrecoverable amounts.

Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the period in which they are incurred.

Netoil Capital Ltd
Notes to the Financial Statements (continued)

For The Year Ended 31 December 2021

Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts 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.

New and revised IFRS's in issue.

The following is a list of potentially relevant new standards/interpretations that have been issued and are now effective for period on or after January 2020. Earlier application is permitted for all standards/interpretation's details below and which have an immaterial effect on the company:

- Covid-19 Related rent concession – Amended to IFRS16
- Other amendments – IFRS 3 – Definition of a Business
- Insurance contracts – IFRS 17
- Property, plant and equipment – IFRS16

3. Operating Loss

The operating loss is stated after charging:

	2021	2020
	\$	\$
Audit fees	11,375	9,276
Exchange (gains)/losses	4,153	10,321
Legal & professional fees	113,119	217,406

Netoil Capital Ltd
Notes to the Financial Statements (continued)

For The Year Ended 31 December 2021

4. Average Number of Employees

The Company has no employees other than the directors, who charged management fees to the company as disclosed in the accounts in note 13.

5. Finance costs

	2021	2020
	\$	\$
Interest on loans from related parties	46,830	44,846

6. Intangible fixed assets

	Production Sharing Agreement	Total
	\$	\$
Cost		
At 01 January 2021	-	-
Additions	4,152	4,152
	4,152	4,152
As at 31 December 2021	4,152	4,152

7. Investments

	Nordic Petroleum As	Total
	\$	\$
Cost		
At 01 January 2021	-	-
Additions	144	144
	144	144
As at 31 December 2021	144	144

8. Trade and other receivables

	2021	2020
	\$	\$
Due within one year		
Other receivables	772	772
VAT	2,643	2,212
Called up share capital not paid	-	-
	3,415	2,984

Netoil Capital Ltd
Notes to the Financial Statements (continued)

For The Year Ended 31 December 2021

9. Current liabilities: trade and other payables

	2021	2020
	\$	\$
Trade payables	804,169	804,169
Other creditors	6,445	-
Accruals and deferred income	1,679,213	1,369,647
	2,489,826	2,179,014

Total trade creditors and accruals include amounts payable to related parties amounting of \$1,587,147 (2020:\$1,353,147)

The related parties who are members of the board, have agreed to treat these amounts as subordinated debt until the equity is restored.

10. Non-current liabilities: trade and other payables

	2020	2020
	\$	\$
Debentures loans	222,418	198,588
Other borrowings	447,647	419,958
	670,065	618,546

The debenture loan above represents a secured loan carrying a coupon of 12% per annum.

Total fixed interest for the year amounted to the equivalent of \$23,830 (2020:\$21,846).

Other borrowings are due to J.P Kenny, a related party and consist of a loan of £326,394 (\$446,377) (2020:£ 307,077 (\$419,958)) denominated in GBP. Total interest for the year amounted to the equivalent of \$23,000 (2019:\$23,000) and Netoil Limited, a related party in which the company has acquired Shares in current year and consist of loan of \$1,270 (2020: NIL).

The loan is secured to debenture loans by way of first fixed and floating charge over all the assets of the company.

Netoil Capital Ltd
Notes to the Financial Statements (continued)

For The Year Ended 31 December 2021

11. Share Capital

		2021	2020
Allotted, Called up and fully paid		6,045	1,746
In current year, 32,111,915 shares have been issued.			
	Value	Number	
	\$		\$
Allotted and called up		2021	2020
Ordinary shares	0.000151	43,676,642	6,061
		6,061	1,746

12. Financial Instruments

		2021	2020
		\$	\$
Financial assets			
Financial assets measured at fair value through the profit or loss		8,506	3,322
Financial liabilities			
Financial liabilities measured at fair value through profit or loss		3,204,0017	2,794,268

13. Related Party Transactions

During the year Force Capital Partner AS (which is a company associated to the director Nils Trulsvik) provided management services for the amount \$150,000 (2020:\$195,000) and travel expenses \$NIL (2020:\$4,093). In addition, Nils Trulsvik transferred \$5,490 to the company as a short term loan. The balance payable as at year end amounted to \$986,144 (2019:\$836,144).

During the year Jon Wiggen (a former director) provided management services for the amount \$12,000 (2020:\$48,000) and travel and other expenses \$NIL (2020 \$NIL). The balance payable as at year end amounted to \$276,004 (2020: \$252,004).

During the year Tracey Peverell (a director) provided management services for the amount of \$60,000 (2020:\$60,000) and travel expenses \$Nil (2020 \$NIL). The balance payable as at year end for management fees amounted to \$325,000 (2019:\$265,000).

During the year Fayad Michel (a director) has transferred short term loan to the company and the balance due at the year end from Farah Michel is \$3,405 (2020 \$NIL).

14. General Information

Netoil Capital Ltd changed its name from J.P Kenny Petroleum Ltd by resolution on the 3 April 2021. The company is a private company, limited by shares, incorporated in England & Wales, registered number 08494564. The registered office is 36 Albemarle Street, London W1S 4JE.

Netoil Capital Ltd
Trading Profit and Loss Account
For The Year Ended 31 December 2021

15. Post balance sheet events.

On March 22, 2021, Netoil Capital Ltd reached an agreement with Netoil Ltd for the assignment of an interest in a production sharing agreement (PSA) in the Salah Aldeen license in Iraq against the issue of 30 million shares to Netoil. This is a license with significant potential that needs to be developed. The first step in this development is the ratification of the PSA by relevant Iraqi Government Authorities. A development plan then needs to be put in place for the many oil and gas discoveries already discovered. However, it became clear that access to the asset was unlikely to be gained in the immediate future due to the pandemic, elections in Iraq and general instability in the region.

No investment has been made in Guildford Petroleum Ltd even though an agreement has been entered into during the year. Guildford Petroleum Ltd is a 100% subsidiary of Netoil Capital Ltd.

Netoil Capital Ltd
Trading Profit and Loss Account

For The Year Ended 31 December 2021

	2020		2019	
	\$	\$	\$	\$
TURNOVER		-		-
GROSS PROFIT		-		-
Administrative Expenses				
Travel expenses	-		4,093	
IT services	2,649		2,911	
Courier fees	-		-	
Audit fees	11,375		9,276	
Accountancy fees	6,914		10,572	
Legal and professional fees	113,119		217,470	
Management fees	222,000		258,000	
Bank charges	420		703	
Foreign exchange gains/losses	4,153		10,321	
		<u>(360,630)</u>		<u>(513,346)</u>
Other Operating Income				
Other income - contributing to other operating income	-		-	
		<u>-</u>		<u>-</u>
OPERATING LOSS		<u>(360,630)</u>		<u>(513,346)</u>
Other exceptional operating costs	-		-	
		<u>-</u>		<u>-</u>
Interest payable and similar expenses				
Other interest payable	46,830		44,846	
		<u>(46,830)</u>		<u>(44,846)</u>
LOSS FOR THE FINANCIAL YEAR		<u><u>(407,460)</u></u>		<u><u>(558,192)</u></u>

ECOVIS DCA Limited, 27 Upper Mount Street, Dublin 2

ECOVIS DCA Limited
Chartered Accountants &
Statutory Audit Firm

Attention
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Fax: +353 (0)1 819 6820
Email: Vipul.dhoot@ecovis.ie
Our reference: VD/DD
Date: 30 May 2022

Re: Audit Opinion Letter

Dear Directors,

We have issued the following Audit Opinion:

Unqualified Opinion

This letter was prepared for the sole use of the company; the content must not be disclosed to any third party, without our prior written consent and we assume no responsibility to any other person.

Finally we would like to thank you and your staff for the assistance offered to us during the course of our work.

If you have any queries in relation to the above, please contact us at any time.

Yours faithfully,

Declan Dolan ECOVIS DCA LIMITED

ECOVIS DCA Limited: 27 Upper Mount Street, Dublin 2, Ireland. Phone: +353 (0)1 8230000 Fax: +353 (0)1 8196820 Email: info@ecovis.ie Directors: Declan C. Dolan, Eamon P. Garvey;. Registered In: Ireland Company Number: 482359

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