

NETOIL CAPITAL LTD
(FORMALLY KNOWN AS J.P KENNY PETROLEUM LTD)
REPORT AND FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 30 JUNE 2022

Contents

	Page
Company Information	2
Chairperson's statement and chief executive officers report	3–4
Strategic report and corporate governance	5–8
Directors' report	9–10
Statement of comprehensive income	11
Statement of financial position	12
Statement of cash flows	13

Netoil Capital Ltd
Company Information

Directors

Mr John Kenny
Mr Marc Jean-Louis D'Hombres
Mr Nils Trulsvik
Mrs Tahereh Amirzadehardahaei
Mr Michel Fayad

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 Auditors
27 Upper Mount Street
Dublin 2
D02 F890

Netoil Capital Ltd
Chairperson's Statement and Chief Executive Officers Report
For The Half Year Ended 30 June 2022

The chairperson presents her statement for the half year of 2022.

Dear Shareholder,

During the reporting period, Netoil Capital Ltd ("Netoil") focused on the mineral sector and reached agreement with Bluegreen Mozambique Mineracao e Servicos Lda.(BMMA)for the acquisition of 50% of their mineral asset in Mozambique. 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.

The acquisition was subject to BMMA receiving a production license for the asset. The production license in is still pending and hence we have not concluded the acquisition. We are still hopeful that this will be done this year.

Whilst work commenced on the re-ratification of the new oil and gas assets with the central government in Baghdad, and their integration into our portfolio, however, due to a lack of functioning government in Iraq, little or no progress has been made.

The shares are still suspended from trading on Euronext Growth and we cannot see a change in this status until a new project with funding is in place. The company is considering de-listing from Euronext Growth since the cost of keeping this listing is high and new regulation relating to the Euronext Securities requires additional cost to the company.

The company intends to continue to investigate suitable projects in the minerals and hydrocarbon sectors for inclusion in our portfolio. At present, the minerals sector in particular is increasingly attractive in terms of opportunities and market strength.

I would like to assure our shareholders that the board has always and will continue to act in good faith and in the best interests of all the shareholders.



Tahereh Amirzadehardahaei

Chairperson

Date 30 September 2022

The chief executive officer presents his statement for the half year.

Corporate Matters

Two issues raised in the Chairperson's Report require further elaboration.

The acquisition of the asset in Mozambique is an important new development for the company.

Netoil Capital Ltd. ("NOC") announces that it has reached agreement with Bluegreen Holding SA. ("BGH") for the acquisition of 50% of shares in Bluegreen Mozambique Mineracao e Servicos Lda ("BMMS"), against the issue to BGH of 40,000,000 shares in NOC. The agreement and share issue is conditional on BMMS receiving final production permit.

BGH's assets consist of an interest in a mining license in Zambezi River Valley in Mozambique. The mining license covers an area along the Zambezi River containing heavy minerals and exceptionally high precious metals (e.g. gold, platinum) concentrations in the alluvial sands.

A competent person's report ("CPR") was undertaken in 2019. This report confirms the presence of exceptional high content of precious metals (Gold, Platinum, Palladium and Rhutenium) as well as concentration of other valuable metals such a Titanium, Hafnium and Zircon. There are also a number of rare earth minerals identified (especially Scandium and Hyttrium).

The appraisal stage will consist of a pilot plan, with an estimated cost of \$5 million and an expected further development cost of \$50 million for full production.

The deal was conditional on that the exploration license was converted to a production license. This has not yet received from the government but we are hopeful that this will be received this year.

The company has now been suspended for over a year and does not have the funds to support a listing in Oslo. In addition, new rules regarding VPS requires further investment in a European acceptable digital trading system. This is to avoid buying and selling (in our case Norway/UK) without duly being registered simultaneously. This also required funding to put in place.

Hence, we will be recommending to the shareholders at the Annual Shareholders Meeting, a de-listing from Euronext. We will also, as a consequence of this, recommend de-registration from the Euronext Securities ("VPS").

Once we have a project with funding in place we will considered alternatives for the company with regards to making the shares available for trading.

Financial Review

The company's total operating loss for the period was \$194,810 (2021 – loss \$264,061).

Bluegreen Holding in Switzerland has supported the company's operations. Their cash contribution has over the year been converted to shares. Once projects are secured the company intends to raise additional funding for their development and implementation.

Joh P. Kenny, has also in the period, converted his outstanding loan to shares. Given the liquidity and equity situation, management prioritised external debt, and continued to hold invoices for management services. Expenses were held to a minimum and the loss for the period amounted to \$194,810.

Operation and Outlook

During the period, the board focussed on the assessment of acquisition targets in both the hydrocarbon and minerals sectors, and work continues in this direction. Going forward we expect to progress our interests in Mozambique, and a number of mining opportunities currently are under active consideration.



Nils N. Trulsvik
Chief Executive Officer

**Netoil Capital Ltd
Strategic Report**

For The Half Year Ended 30 June 2022

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. Netoil Capital Ltd. (NOC) has now expanded its strategy to become an independent resource company, focussed on both oil and gas, and mineral extraction worldwide. NOC is led by an experienced, highly qualified team that brings a breadth of knowledge of the oil and gas and mineral extraction sectors, coupled with strong and durable relationships at a local level in its selected areas of operation.

Business review

During the first half year of 2022, focus has been to finalise the deal with Bluegreen Mozambique. 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 disruption in the government in Iraq, little or no progress has been made regarding the ratification. However, this is a priority during 2022.

The company intends to also focus on mineral extraction and hence several mining opportunities have been reviewed. We will continue to search for both oil and gas projects and well as mineral projects, worldwide.

The company's total loss for the period was \$194,810 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	27,822,759	61.02%
Vision of Energy AS	2,201,316	4.78%
John Patrick Kenny	3,775,843	8.28%
N51 (I) Ltd	1,550,000	3.40%
Heritage Legal Advisors	1,500,000	3.29%
JJH Holdings AS	1,106,000	2.43%
Fortuna Investment Fund	917,667	2.01%
Nils N.Trulsvik	900,000	1.97%
Sidsel O.Trulsvik	890,000	1.95%
Elliot Rogers	500,000	1.10%

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	3,775,843	8.28%
Nils N.Trulsvik	900,000	1.97%

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

For The Half Year Ended 30 June 2022

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.

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.

Netoil Capital Ltd
Strategic Report (Continued)
For The Half Year Ended 30 June 2022

- 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.

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 Euronext Growth 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. 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

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

For The Half Year Ended 30 June 2022

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.

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: 28th September 2022

**Netoil Capital Ltd
Directors' Report**

For The Half Year Ended 30 June 2022

The directors present their report and the financial statements for The Half Year Ended 30 June 2022.

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.

Principal Activity

The company is reviewing and looking to acquire oil & gas development and/or production assets with exploration upside world wide. The company has now expanded its activity to include mineral resources and has prioritised this in its current work.

Future Developments

The directors will recommend to the shareholders at the Annual Shareholders Meeting, a de-listing from Euronext. We will also, as a consequence of this, recommend de-registration from the Euronext Securities ("VPS").

Dividends

The loss for the period, after taxation amounted to \$194,810 (2021 – loss \$264,061)

The directors do not recommend the payment of a final dividend in respect of The Half Year Ended 30 June 2022 (2021 - \$Nil).

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

For The Half Year Ended 30 June 2022

Directors

The directors who held office during the period to 30 June 2022 were as follows:

Mr John Kenny
Mr Marc Jean-Louis D'Hombres (appointed 23 March 2021)
Mr Nils Trulsvik
Mrs Tahereh Amirzadehardahaei (appointed 23 March 2021)
Mr Michel Fayad (appointed 23 March 2021)

Post Balance Sheet Events

There have been no significant events affecting the Company since the period ended 30 June 2022.

Auditors

ECOVIS DCA Ltd, being eligible, has audited the accounts for 2021. Formal approval at Shareholders meeting in September.



.....
Nils N. Trulsvik

Director

Date: 28th September 2022

Netoil Capital Ltd
Statement of Profit or Loss and Other Comprehensive Income

For The Half Year Ended 30 June 2022

	30 June 2022	30 June 2021
	\$	\$
TURNOVER	-	-
GROSS PROFIT	-	-
Administrative expenses	(173,312)	(240,646)
Other operating income	-	-
OPERATING LOSS	(173,312)	(240,646)
Exceptional items	-	-
Finance costs	(21,498)	(23,415)
LOSS FOR THE FINANCIAL YEAR	(194,810)	(264,061)

There were no recognised gains and losses for the half year 2022 other than those included in the statement of profit and loss and other comprehensive income.

Netoil Capital Ltd
Statement of Financial Position

As at 31 June 2022

	30 June 2022	30 June 2021
	\$	\$
FIXED ASSETS		
Intangible Assets	4,155	4,155
Investments in subsidiaries	144	144
CURRENT ASSETS		
Trade and other receivables	8,992	6,648
Cash and cash equivalents	11,347	12
TOTAL ASSETS	24,640	10,959
EQUITY AND LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	2,668,317	2,418,998
NON-CURRENT LIABILITIES		
Trade and other payables	235,603	645,990
TOTAL LIABILITIES	2,903,920	3,064,988
CAPITAL AND RESERVES		
Called up share capital	6,287	6,045
Share premium account	1,212,169	699,454
Retained earnings	(4,097,737)	(3,759,528)
TOTAL EQUITY	(2,879,281)	(3,054,029)
TOTAL EQUITY AND LIABILITIES	24,640	10,959

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

28th September 2022.




.....
Nils N. Trulsvik
Director

.....
Marc d'Hombres
Director

Netoil Capital Ltd
Statement of Cash Flows

For The Half Year Ended 30 June 2022

Cash flows from operating activities	30 June 2022	30 June 2021
	\$	\$
Loss for the financial period	(194,810)	(264,061)
Adjustments for:		
Net foreign exchange (gains)/losses	-	4,083
Finance costs	21,498	23,415
Interest received	-	-
Decrease/(Increase) in debtors	(2,344)	(3,664)
(Decrease)/Increase in creditors	186,991	239,901
Exceptional operating costs	-	-
Corporation tax (paid)/received	-	-
Net cash provided from operating activities	11,335	(326)
Cash flows from investing activities		
Purchase of current asset investments	-	-
Sale of current investments	-	-
Income from investments	-	-
Net cash from investment activities	-	-
Cashflow from financing activities		
Proceeds from issue of share capital	-	-
Proceeds from share premium	-	-
Repayment of debenture loans	-	-
Repayment of borrowings	-	-
Net cash used in financing activities	-	-
Net increase/(decrease) in cash at the end of the period	11,335	(326)
Cash and cash equivalents at the beginning of the period	12	338
Cash and cash equivalents at the end of the period	11,347	12