Jersey Company number: 129667

Upland Resources Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 30 June 2020

Upland Resources Limited

Contents

Upland Resources Limited

Officers and Professional Advisers

Directors	B B H Di - Chairman C N Pitman J E S King D K S Wong A A B Nasharuddin
Registered Office	3rd Floor 44 Esplanade St Helier Jersey JE4 9WG
Jersey Company Number	129667
Brokers & Financial Advisers	Optiva Securities Limited 49 Berkeley Square London W1J 5AZ
Auditors	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW
UK Legal Advisers	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Jersey Legal Advisers	Ogier 44 Esplanade St Helier Jersey JE4 9WG
Principal Bankers	Coutts & Co 440 Strand London WC2R 0QS

Upland Resources Limited

Board of Directors

Bolhassan Di *(Age 66)* – ***Chairman and interim Chief Executive***
Mr Di has many years of political and commercial experience within Sarawak, one of two Malaysian states upon the Island of Borneo. During his lengthy service within the Sarawak State Assembly, he held positions as Chairman of the Public Accounts Committee, Assistant Minister in the Sarawak Chief Minister's Department and subsequently Assistant Minister at the Ministry of Infrastructure Development and Communication.

A graduate of the School of Engineering at Sheffield University, he began his career in 1979 at Sarawak Shell Bhd. (a subsidiary of Royal Dutch Shell plc) where he gained project planning, design, construction, commissioning and start-up experience in offshore projects. These included the F6A project in Sarawak waters (the largest offshore gas project in the region), the E11 and F23 gas production projects in Sarawak waters and also projects such as the St Joseph and South Furious offshore oil production platforms in Sabah waters. From 1987 to 1997, he was also the Chairman of the Miri Port Authority. He has also had significant oil and gas experience with Shell in South Korea, Singapore, the North Sea and the Netherlands.

Christopher Pitman *(Age 62)*
Mr Pitman brings over 35 years' international upstream oil & gas experience, including time with Schlumberger Geoquest Inc., Qatar General Petroleum Co. and Petroleum geo-Services ASA. This has been spent in a wide range of technical, commercial and senior management roles. Mr Pitman holds a B.Sc in Geology and a PGCE, both from the University of Wales, and an M.Sc in Sedimentology from the University of Reading.

Jeremy King *(Age 57)* - ***Non-Executive Director***
Mr King is a senior corporate finance executive with over 19 years' experience and has advised many clients on IPOs, fundraising, takeovers, mergers and acquisitions and continuing obligations. He is a director of Optiva Securities Limited and head of corporate finance. Previously, he was a director of English Trust Company, a corporate finance house, where he originated and led the IPO of Private Equity Investor plc on the Full List of the London Stock Exchange, raising £100 million from investors.

Dixon Kit Seng Wong *(Age 31)* - ***Non-Executive Director***
Mr Wong is a director of a number of businesses owned by Tune Group and has been involved in a variety of roles within the organisation including corporate finance, group strategy, driving organisational change and synergies across the group. One of Upland's major shareholders, Tune Assets Limited, is part of the Tune Group. Mr Wong has previously worked for HSBC Bank Malaysia and the Bank of Tokyo-Mitsubishi. Mr Wong holds a BCom, Accounting and Finance from the University of Queensland, Australia and a Master of Business degree from the Queensland University of Technology.

Aimi Aizal Bin Nasharuddin *(Age 53)* - ***Non-Executive Director***
Mr Nasharuddin carries over 28 years of business, corporate finance and hands-on operational experience. An accountant by profession, he started his career at Arthur Andersen & Co as an auditor and business advisor where he was involved in mapping out strategies and implementing business processes for various sectors of corporates, including manufacturing, financial and investment, property development, construction and oil and gas-based companies. He later gained further expertise in the corporate world at CIMB Investment Bank Berhad, the largest investment bank in Malaysia, where he was integral to some of the largest transactions involving financial restructuring, business re-engineering, takeovers, reverse takeovers, acquisitions and corporate financing.

Upland Resources Limited

Chairman's Statement

On behalf of the Board of Directors, I hereby present the consolidated financial statements of Upland Resources Limited (the “Group”, “Upland” or the “Company”) for the year ended 30 June 2020.

On 15 August 2019, the Company changed its domicile from the British Virgin Islands to Jersey to enhance corporate governance. This migration to Jersey means that the Company has now become subject to the City code on Takeovers and Mergers.

On 3 September 2019, two additional non-executive directors, Mr Dixon Wong and Mr Christopher Pitman, were appointed to the Board.

The Company announced on the 20 September 2019 that its wholly owned subsidiary, Upland Resources (UK Onshore) Limited, and its partners had been awarded the P2478 and P2470 ‘Innovate’ licences by the UK Oil and Gas Authority as a result of the competitive UK 31st Offshore Licensing Round. Both licences are located within the northern (P2470) and southern (P2478) areas of the Inner Moray Firth basin. The licences are held by Upland Resources (UK Onshore) Limited (40%), Corallian Energy Limited (45%) and Baron Oil (15%).

On 7 October 2019, Dr Steve Staley, resigned as CEO and a director with immediate effect for personal reasons and was succeeded by Mr Christopher Pitman as the Interim CEO.

Optiva Securities Limited issued an exercise notice on 8 November in respect of warrants related to a warrant agreement with the Company dated 25 November 2016. This warrant exercise raised £82,370 through the subscription for 6,336,154 new shares at 1.3p per share.

On 24 December 2019, the Decree of the Minister of Industry and Small and Middle Enterprises dated 14 November 2019 in respect of the Prospecting Licence in the Saouaf permit area Tunisia was published in the Official Gazette of the Tunisian Republic. This publication marked the commencement of the initial two-year licence term.

On 6 January 2020, the Board of Directors appointed Mr Christopher Pitman as the CEO on a permanent basis together with Mr Aimi Aizal Bin Nasharuddin as a Non-Executive Director.

It has been a particularly challenging year since February 2020 due to COVID 19 which has caused considerable difficulties in travelling to our permit areas and maintaining our relationship with in country managers and partners.

The Company also announced that it had successfully raised £250,000 in February via a subscription managed by Optiva Securities Limited and a further £470,000 was raised in July. These funds have been employed to further progress the Company’s projects in Tunisia and opportunities in Sarawak and Brunei.

On 10 September 2020, I became interim CEO replacing Christopher Pitman who will remain a director but will now concentrate on developing new business opportunities.

The Company has recently commissioned highly experienced external consultant GA.I.A. srl (GAIA Consulting) to undertake a detailed geological and geophysical study of the Saouaf Permit in order to prepare a lead and prospect inventory and to assess the potential for de-risking through the application of seismic re-processing techniques using the existing data acquired by previous companies. It is believed that these studies will demonstrate that significant potential also exists in a ‘sub-salt’ play indicated by both the regional and permit data. It is the Company’s intention to solicit farm in interest from major oil companies in order to progress exploration work in the Saoauf Permit.

Chairman's Statement (continued)

Recent political developments have given cause for optimism in our pursuit of an exploration permit in Sarawak and together with positive findings from our initial geological studies have given encouragement to our selection of a possible licence. We now hope to be able to follow up with the relevant authorities.

Our knowledge gained through working on the Sarawak regional geology has helped us identify contiguous permit areas in Brunei Darussalam which are now the subject of more detailed geological and geophysical studies.

....
B H Di
Chairman
29 October 2020

Upland Resources Limited

Strategic Report for the Year Ended 30 June 2020

The directors present their strategic report for the year ended 30 June 2020.

Principal activity
The Company and Group was formed for the purpose of acquiring assets, businesses or target companies that have operations in the oil and gas exploration and production sector that it will then look to develop and expand.

Fair review of the business
Upland Resources ("Upland" or the "Company") continues to progress game changing licence opportunities in the second half of 2020 within the Asia Pacific Region. Technical studies have also commenced on the Saouaf Permit in Tunisia. The Company continues to work closely with Corallian Energy (Licence Operator of P2478) on a potential group farm-down together with the third partner, Baron Oil. The present environment of lower oil prices together with restrictive international travel due to the COVID 19 pandemic has created a unique short-term opportunity to identify new assets and the Company has found that it has a significant competitive advantage over many of its peers due to its flexibility and entrepreneurial philosophy.

On 15 August 2019, the Company changed its domicile from the British Virgin Islands to Jersey to enhance corporate governance. This migration to Jersey means that the Company has now become subject to the City code on Takeovers and Mergers.

On 3 September 2019, two additional non-executive directors, Mr Dixon Wong and Mr Christopher Pitman, were appointed to the Board.

The Company announced on 20 September 2019 that its wholly owned subsidiary, Upland Resources (UK Onshore) Limited, and its partners had been awarded the P2478 and P2470 'Innovate' licences by the UK Oil and Gas Authority as a result of the competitive UK 31st Offshore Licensing Round. Both licences are located within the northern (P2470) and southern (P2478) areas of the Inner Moray Firth basin. The licences are held by Upland Resources (UK Onshore) Limited (40%), Corallian Energy Limited (45%) and Baron Oil (15%).

However, in April 2020, the P2470 licence was relinquished following a post-drill review of the Wick structure. The original licence was applied for prior to the drilling of the Wick prospect and was downgraded by the results of the subsequent Wick exploration well in 2018. Additionally, in April 2020, the Company announced a work sharing and confidentiality agreement for the remaining Inner Moray Firth P2478 Licence, valid to 30 September 2020, with a large international E&P company. On 1 October 2020, the Company announced that a 4-month extension to the exclusivity period to 31 January 2021 had been agreed

On 7 October 2019, Dr Steve Staley, resigned as CEO and a director with immediate effect for personal reasons and was succeeded by Mr Christopher Pitman as the Interim CEO.

Optiva Securities Limited issued an exercise notice on 8 November 2019 in respect of warrants related to a warrant agreement with the Company dated 25 November 2016. This warrant exercise raised £82,370 through the subscription for 6,336,154 new shares at 1.3p per share. The new ordinary shares were admitted to the Official List of the FCA on 15 November 2019.

On 24 December 2019, the Decree of the Minister of Industry and Small and Middle Enterprises dated 14 November 2019 in respect of the Prospecting Licence in the Saouaf permit area Tunisia was published in the Official Gazette of the Tunisian Republic. This publication marked the commencement of the initial two-year licence term.

Fair review of the business (continued)

On 6 January 2020, the Board of Directors appointed Mr Christopher Pitman as the CEO on a permanent basis together with Mr Aimi Aizal Bin Nasharuddin as a Non-Executive Director.

The Company also announced in March 2020 that it had successfully raised £250,000 via a subscription managed by Optiva Securities Limited. These funds were employed to continue progress with the Company's projects in Tunisia and the additional targets in the Asia Pacific Region. The Company recognises an opportunity to secure attractive licences in mature onshore and offshore basins with proven petroleum systems, such as those found in Sarawak, Malaysia and Brunei. Progress continues with regard to acquiring a new permit in Sarawak and this is emphasised by recent encouraging political developments announced by the Company on 4 June 2020.

On 29 June 2020, an update on activities on the Tunisian Saouaf Licence was announced which confirmed that a review of all the technical data had commenced and that Mr Roberto Bencini of GAIA Consulting, a highly experienced geologist, was undertaking the geological and geophysical studies and data base compilation of the Saouaf data. Mr Bencini also joined a newly formed technical panel to strengthen the Company's expertise and experience. The impact of the COVID 19 pandemic on international travel has had a direct effect on the Company's ability to visit the permit area and to engage with our joint venture partner, ETAP. It is hoped that travel will be less restricted in the later part of this year and that a field trip to the permit area with ETAP can be completed.

Significant events since the balance sheet date

On 14 July 2020, the Company announced a successful fund raise of £470,000 via a placing and subscription of ordinary shares. Associated warrants were also issued on a one for two ordinary share basis. These funds are being deployed to progress the technical studies in Tunisia and to develop the new licence opportunities to a negotiation stage.

In August 2020, the Company announced the execution of a Memorandum of Understanding with Viddacom (B) Sdn Bhd, a local Brunei oil services and logistics company. This agreement is consistent with a strategy to identify and evaluate new attractive opportunities offering significant potential for growth. Local partners are seen to be instrumental in the evaluation and closure of new licences and the Company continues to engage with other prospective companies in target regions.

On 10 September 2020, the Company announced that Mr Christopher Pitman relinquished his role as Chief Executive Officer to focus on sourcing and developing new business opportunities. Mr Pitman continues to serve as a director of the Company, with Mr Bolhassan Di assuming the role of interim Chief Executive Officer from that date.

Principal risks and uncertainties

The directors consider that the main business risks and uncertainties of the Group are:

Sub-surface risks

Risk 1: The success of the business relies on accurate and detailed analysis of the sub-surface. This can be impacted by poor quality data, either historical or recently gathered, and limited data coverage. Certain information provided by external sources may not be accurate.

Mitigation: All externally provided historical data is rigorously examined and discarded when appropriate. New data acquisition will be considered and relevant programmes implemented, but historical data can be reviewed and reprocessed to improve the overall knowledge base.

Principal risks and uncertainties (continued)

Risk 2: Data can be misinterpreted leading to the construction of inaccurate models and subsequent plans.

Mitigation: All analytical outcomes are challenged internally and peer reviewed. Interpretations are carried out on modern geoscience software.

Corporate risk

Risk: The Group's success depends on skilled management as well as retention of technical and administrative staff and consultants. The loss of critical members of the Group's team could have an adverse effect on the business.

Mitigation: The Group periodically reviews the compensation and contract terms of its staff and consultants to ensure that they are competitive.

Going concern risk

Risk: There is no guarantee that the required funding will be raised within the necessary timeframe, as a result there is an uncertainty on the Group's ability to continue as a going concern.

Mitigation: The Group regularly monitors funding requirements, including the requirement to raise additional capital, to ensure there is sufficient working capital to enable it to continue its operations.

Approved by the Board on 29 October 2020 and signed on its behalf by:

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B B H Di
Chairman

Upland Resources Limited

Directors' Report for the Year Ended 30 June 2020

The directors present their report and the audited consolidated financial statements for the year ended 30 June 2020.

As a Jersey registered company, Upland Resources Limited is not obliged to comply with the Companies Act 2006. However, the Directors have elected to conform to the requirements of the Companies Act 2006, as regards the Directors' Report, to the extent they consider to be reasonably practical and appropriate for a company of the Company's size and nature.

Details of key events during the year, significant events affecting the Company and its subsidiaries since the end of the financial year and an indication of likely future developments in the business of the Company and its subsidiaries are included in the Strategic Report.

Directors of the Group

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

B B H Di – Chairman and interim Chief Executive from 10 September 2020

C N Pitman (appointed 3 September 2019) – Chief Executive 7 October 2019 to 10 September 2020

J E S King

D K S Wong (appointed 3 September 2019)

A A B Nasharuddin (appointed 6 January 2020)

G H S Staley - Chief Executive (resigned 7 October 2019)

Results and dividends

The Group's loss on ordinary activities after taxation amounted to £719,364 for the year (2019 - £4,394,505). The Directors are unable to recommend payment of a dividend.

Financial instruments and risk management

An explanation of the Group's financial risk management objectives, policies and strategies and information about the use of financial instruments by the Company is given in note 10 to the financial statements.

Capital structure

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the period, are shown in note 17 to the financial statements. The company has one class of ordinary shares which carry no right to fixed income.

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

No person has any special rights of control over the Company's share capital.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the Companies (Jersey) Law 1991 and related legislation. The Articles themselves may be amended by special resolution of the shareholders.

Directors' interests

As at 30 June 2020, the beneficial interests of the Directors and their connected persons in the ordinary share capital of the Company were as follows:

Director	Number of Ordinary Shares	% of Ordinary Share Capital
B B H Di *	16,634,620	2.68%
A A B Nasharuddin	14,730,770	2.38%
J E S King **	1,100,000	0.18%

* Included 7,788,460 shares held by the director's wife.

** Whilst J E S King is a director and minority shareholder in Optiva Securities Limited which owns 49,430,576 shares, he is not interested in such shares for the purposes of section 823 of the Companies Act 2006.

Substantial shareholders

The following had interests of 3 per cent or more in the Company's issued share capital as at 30 June 2020:

Party Name	Number of Ordinary Shares	% of Ordinary Share Capital
M N B Zakaria	125,674,475	20.28%
Tune Assets Limited	74,579,604	12.04%
Optiva Securities Limited	49,430,576	7.98%

Warrants

On 25 November 2016, the Company granted to Optiva Securities Limited 6,336,154 warrants to subscribe for new ordinary shares (on the basis of 1 new ordinary share for each warrant) at a subscription price of 1.3p per ordinary share and exercisable at any time during the period of 3 years from 1 December 2016. The warrants were exercised on 8 November 2019.

On 12 June 2018, the Company granted to Optiva Securities Limited 5,498,442 warrants to subscribe for new ordinary shares (on the basis of 1 new ordinary share for each warrant) at a subscription price of 2.5p per ordinary share and exercisable at any time during the period of 3 years from 12 June 2018. The warrants will therefore expire on 12 June 2021.

Capital and returns management

The Directors believe that, following an acquisition, further equity capital raisings may be required by the Company for working capital purposes as the Company pursues its objectives. The amount of any such additional equity to be raised, which could be substantial, will depend on the nature of the acquisition opportunities which arise and the form of consideration the Company uses to make the acquisition and cannot be determined at this time.

The Company expects that any returns for shareholders would derive primarily from capital appreciation of the ordinary shares and any dividends paid pursuant to the Company's dividend policy.

Dividend policy
The Company intends to pay dividends on the ordinary shares following an acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. The Company's current intention is to retain any earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

Corporate governance
The Board is not subject to the provisions of a formal governance code and given its present size does not intend to formally adopt any specific code, but will apply governance the Directors consider to be appropriate, having due regard to the principles of governance set out in the UK Corporate Governance Code.

In order to implement its business strategy, the Company has adopted a corporate governance structure whereby the key features of its structure are:

• The Board of Directors is knowledgeable and experienced and has extensive experience of making acquisitions;

• Consistent with the rules applicable to companies with a Standard Listing, unless required by law or other regulatory process, shareholder approval is not required in order for the Company to complete an acquisition. The Company will, however, be required to obtain the approval of the Board of Directors, before it may complete an acquisition;

• The Company does not have separate audit and risk, nominations or remuneration committees. The Board as a whole reviews audit and risk matters, as well as the Board's size, structure and composition and the scale and structure of the Directors' fees, taking into account the interests of shareholders and the performance of the Company, and takes responsibility for the appointment of auditors and payment of their audit fee, monitors and reviews the integrity of the Company's financial statements and takes responsibility for any formal announcements on the Company's financial performance;

• At every Annual General Meeting of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to and not exceeding one-third) will retire from office and will be eligible for re-election. In addition, any Director who has been appointed to the Board other than pursuant to a Resolution of Members since the last Annual General Meeting of the Company will retire and again will be eligible for re-election; and

• Following an acquisition, the Company may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate listing venue, based on the track record of the Company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. If the Company is successful in obtaining a Premium Listing, further rules will apply to the Company under the Listing Rules and Disclosure Guidance and Transparency Rules and the Company will be obliged to comply or explain any derogation from the UK Corporate Governance Code.

Internal control and risk management

The Board has the ultimate responsibility for the Group's internal control and risk management. The Board monitors internal controls and risk management systems on an annual basis. The Group has established a system of control and risk management involving an appropriate degree of oversight by the Board.

The management, via the Board of Directors and board meetings, provide the Board with updates of risk and uncertainties facing the Group and accompanying actions to mitigate such risks. The Board is satisfied with the appropriateness of the risk management framework which provides for the identification and management of risk factors by management and non-executive Directors.

As the Group expands, the Board will ensure that the Group's control and risk management process is regularly reviewed and updated as the Board deems necessary.

Going concern

The Directors have acknowledged the latest guidance on going concern from the Financial Reporting Council (FRC). The Directors regularly review the performance of the Group to ensure that they are able to react on a timely basis to opportunities and issues as they arise.

The Directors have completed a final assessment of the Group’s financial resources, including forecasts. Based on this review, the Directors believe that the Group is in a position to manage its business risks successfully within the expected economic outlook.

After making suitable enquiries, and taking into consideration the potential uncertainties of COVID 19, the Directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the Group will have adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Disclosure of information to the auditors

The directors of the Company who held office at the date of the approval of this Annual Report as set out above confirm that:

• so far as they are aware, there is no relevant audit information (information needed by the Company's auditors in connection with preparing their report) 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.

Approved by the Board on 29 October 2020 and signed on its behalf by:

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B B H Di

Chairman

Upland Resources Limited

Statement of Directors' Responsibilities

The directors are required by the Companies (Jersey) Law 1991, to prepare the financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the loss of the company for that period.

The directors are responsible for preparing the financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union and Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ('DTR'). 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 Group and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union, 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 Group will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with all applicable legislation and, as regards the Group financial statements. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. The work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors confirm that to the best of their knowledge the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the undertakings included in the consolidation taken as a whole; the strategic report includes a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face; and the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's position, performance, business model and strategy.

This responsibility statement was approved by the Board on 29 October 2020 and signed on its behalf by:

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B B H Di
Chairman

Independent Auditor's Report to the Members of Upland Resources Limited

Opinion

We have audited the financial statements of Upland Resources Limited (the 'parent company') and its subsidiaries (the 'Group') for the year ended 30 June 2020 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows, and 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 Group's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- have been properly prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group 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 relating to going concern

We draw attention to note 2 to the financial statements, which details the factors the Group has considered when assessing the going concern position. As detailed in note 2, the Group raises funding from time to time to finance its exploration and ongoing administrative activities. There is no guarantee that the required funds will be raised within the necessary timeframe. The uncertainty surrounding the availability of funds to finance its activities indicates the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Independent Auditor's Report to the Members of Upland Resources Limited (continued)

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £36,000 (FY2019 £74,000). Given the assets were impaired last year, it was considered appropriate to base this on an 5% measure of operating result. The materiality is rounded to nearest thousand.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £3,000 (FY2019: £5,000). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

The Group's accounting function is outsourced to an accounting organisation in the UK which directly reports to Directors. In establishing the overall approach to the Group audit, we determined the work that needed to be performed by us. All group companies were within the scope of our audit testing.

Key Audit Matters

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

A description of each key audit matter and how it was addressed by our audit is as follows. This is not a complete list of all risks identified by our audit.

Valuation of exploration and evaluation assets

The carrying value of these assets could be in excess of their recoverable amount and hence an impairment charge may be required and the amounts involved could be material.

We reviewed management's consideration of impairment triggers as set out in IFRS 6 in relation to this assessment, as well as validating the results of testing. We considered the adequacy of the disclosures in respect of risks and significant judgements in these areas.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and 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.

Matters on which we are required to report by exception

We have nothing to report to you in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement (set out on page 12), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group'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 Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

We did not identify any key audit matters relating to irregularities, including fraud. As in all of our audits, we also addressed the risk of management override of controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Independent Auditor's Report to the Members of Upland Resources Limited (continued)

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 auditor's report.

Other matters which we are required to address

We were appointed by the audit committee on 29 October 2020 to audit the financial statements for the period ending 30 June 2021. Our total uninterrupted period of engagement is 3 years, covering the periods ended 30 June 2018 to 2020.

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

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

....
John Glasby (Senior Statutory Auditor)
For and on behalf of
Crowe U.K. LLP
Statutory Auditor

55 Ludgate Hill
London
EC4M 7JW

29 October 2020

Upland Resources Limited

Consolidated Statement of Comprehensive Income for the Year Ended 30 June 2020

	Note	2020 £	2019 £
Revenues		-	-
Exploration and evaluation expenditure		(2,130)	(36,476)
Intangible asset impairment	11	-	(3,397,291)
Administrative expenses		(717,234)	(889,108)
Operating loss	3	(719,364)	(4,322,875)
Finance costs	4	-	(71,630)
Loss before tax		(719,364)	(4,394,505)
Taxation	5	-	-
Loss for the financial year		(719,364)	(4,394,505)
Total comprehensive expense for the financial year		(719,364)	(4,394,505)
Loss attributable to:			
Owners of the Company		(719,364)	(4,394,505)
Total comprehensive expense attributable to:			
Owners of the Company		(719,364)	(4,394,505)
Loss per share			
Basic and diluted (£ per share)	6	(0.001)	(0.008)

The above results were derived from continuing operations.

The notes on pages 21 to 33 form an integral part of these financial statements.

Upland Resources Limited

Consolidated Statement of Financial Position as at 30 June 2020

	Note	2020 £	2019 £
Non-current assets			
Intangible assets	11	79,417	-
Current assets			
Trade and other receivables	13	11,541	104,082
Cash and cash equivalents	14	823,127	1,064,601
		834,668	1,168,683
Total assets		914,085	1,168,683
Equity and liabilities			
Stated capital	17	7,989,832	7,684,962
Retained earnings		(7,450,830)	(6,731,466)
Total equity		539,002	953,496
Current liabilities			
Trade and other payables	15	375,083	215,187
Total equity and liabilities		914,085	1,168,683

These financial statements were approved and authorised for issue by the Board on 29 October 2020 and signed on its behalf by:

....

J E S King

Director

The notes on pages 21 to 33 form an integral part of these financial statements.

Upland Resources Limited

Consolidated Statement of Changes in Equity for the Year Ended 30 June 2020
Equity attributable to equity holders of the parent company

	Stated capital £	Retained earnings £	Total equity £
At 1 July 2019	7,684,962	(6,731,466)	953,496
Loss for the year and total comprehensive income	-	(719,364)	(719,364)
Transactions with shareholders			
Issue of shares	332,370	-	332,370
Share issue costs	(27,500)	-	(27,500)
At 30 June 2020	7,989,832	(7,450,830)	539,002

	Stated capital £	Retained earnings £	Total equity £
At 1 July 2018	7,619,962	(2,336,961)	5,283,001
Loss for the year and total comprehensive income	-	(4,394,505)	(4,394,505)
Transactions with shareholders			
Issue of shares	65,000	-	65,000
At 30 June 2019	7,684,962	(6,731,466)	953,496

The notes on pages 21 to 33 form an integral part of these financial statements.

Upland Resources Limited

Consolidated Statement of Cash Flows for the Year Ended 30 June 2020

	Note	2020 £	2019 £
Cash flows from operating activities			
Loss from operations for the year		(719,364)	(4,322,875)
Adjustments to cash flows from non-cash items:			
Impairment of intangible assets	11	-	3,397,291
Operating cash flows before working capital movements		(719,364)	(925,584)
Decrease/(increase) in trade and other receivables		92,541	(36,442)
Increase in trade and other payables		151,399	52,275
Net cash flow used in operating activities		(475,424)	(909,751)
Cash flows from investing activities			
Expenditures incurred on exploration and evaluation assets		(70,920)	(3,127,499)
Net cash flow used in investing activities		(70,920)	(3,127,499)
Cash flows from financing activities			
Proceeds from issue of ordinary shares, net of issue costs	17	304,870	2,928,131
Net cash flow from financing activities		304,870	2,928,131
Net decrease in cash and cash equivalents		(241,474)	(1,109,119)
Cash and cash equivalents at beginning of period	14	1,064,601	2,173,720
Cash and cash equivalents at end of period	14	823,127	1,064,601

The movements in liabilities arising from financing activities are included within the statement of cash flow.

1 General information

The Company was incorporated in the British Virgin Islands on 14 March 2012 as a private limited company with the name Ribes Resources Limited. On 3 September 2013 the company changed its name to Upland Resources Limited. On 15 August 2019, the Company was registered in Jersey by way of a continuation out of the British Virgin Islands and migration into Jersey.

The Company has adopted a year end of 30 June.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Group's business activities.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use by the European Union and the International Financial Reporting Interpretation Committee (IFRIC) interpretations. The financial statements have been prepared under the historical cost convention.

No company information is included in the financial statements as it is not required by Jersey Companies (Law) 1991.

The financial information is presented in Sterling (£).

Standards and interpretations issued but not yet applied

At the date of authorisation of these financial statements, certain new standards, interpretations and amendments to existing standards have been published but are not yet effective and have not been adopted early by the Company. The Directors anticipate that these standards will be adopted in the Company's accounting policies for the first period beginning on or after their effective dates.

The Directors have reviewed the standards in issue by the International Accounting Standards Board (IASB) and IFRIC which are effective for future accounting periods and are of the opinion that none of these standards would have a material impact on the financial reporting of the Company.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 30 June 2020.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial information of subsidiaries to bring the accounting policies into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

2 Accounting policies (continued)

Going concern

These financial statements have been prepared on a going concern basis, which assumes that the Group will continue to be able to meet its liabilities as they fall due for the foreseeable future. The Group meets its current day to day working capital requirements through existing cash reserves.

The Group raises finance for its exploration and appraisal activities in discrete tranches to finance its activities for limited periods only and further funding will be required from time to time to finance those activities as well as ongoing administrative expenses. The Group held cash balances of £823,127 as at 30 June 2020, although £808,687 of this is held on deposit as a condition of the Saouaf licence, and has raised a further £470,000, before expenses, since the year end to meet its planned activities.

The Directors believe that the Group will be able to raise, as required, sufficient cash or reduce its commitments to enable it to continue its operations, including the pursuit of future exploration opportunities, and to continue to meet, as and when they fall due, its liabilities for at least the next twelve months from the date of approval of the Group financial statements. The Group financial statements have, therefore, been prepared on the going concern basis.

However, as there can be no guarantee that the required funds will be raised within the necessary timeframe, consequently a material uncertainty exists that may cast doubt on the Group’s ability to continue to operate as planned and to be able to meet its commitments and discharge its liabilities in the normal course of business for a period not less than twelve months from the date of approval of this report. The financial statements do not include the adjustments that would result if the Group was unable to continue in operation.

Intangible assets

Oil and gas assets: exploration and evaluation

The Group has adopted the ‘successful efforts’ method of accounting for Exploration and Evaluation (‘’E&E’’) costs, having regard to the requirements of IFRS 6 ‘Exploration for and Evaluation of Mineral Resources’.

The successful efforts method means that only the costs which relate directly to the discovery and development of specific oil and gas reserves are capitalised. Such costs may include costs of license acquisition, technical services and studies, exploration drilling and testing but do not include costs incurred prior to having obtained the legal rights to explore the area. Under successful efforts accounting, exploration expenditure which is general in nature is charged directly to the income statement and that which relates to unsuccessful drilling operations, though initially capitalised pending determination, is subsequently written off. Only costs which relate directly to the discovery and development of specific commercial oil and gas reserves will remain capitalised and to be depreciated over the lives of the reserves. The success or failure of each exploration effort will be judged on a well-by-well basis as each potentially hydrocarbon-bearing structure is identified and tested. Exploration and evaluation costs are capitalised within intangible assets. Costs incurred prior to obtaining legal rights to explore are expensed immediately to the income statement.

2 Accounting policies (continued)

Intangible assets (continued)

Oil and gas assets: exploration and evaluation (continued)

All lease and licence acquisition costs, geological and geophysical costs and other direct costs of exploration, evaluation and development are capitalised as intangible assets. Intangible assets comprise costs relating to the exploration and evaluation of properties which the directors consider to be unevaluated until reserves are appraised as commercial, at which time they are transferred to tangible assets as ‘Developed oil and gas assets’ following an impairment review and depreciated accordingly. Where properties are appraised to have no commercial value, the associated costs are treated as an impairment loss in the period in which the determination is made.

Costs are amortised on a field by field unit of production method based on commercial proven and probable reserves, or to the expiry of the licence, whichever is earlier.

The calculation of the ‘unit of production’ amortisation takes account of the estimated future development costs and is based on the current period and un-escalated price levels. Changes in reserves and cost estimates are recognised prospectively.

E&E costs are not amortised prior to the conclusion of appraisal activities.

E&E assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount, and upon transfer to PP&E where they are allocated to cash-generating units based on geographical proximity and other factors.

Financial assets and liabilities

The financial assets and liabilities of the Group comprise cash at bank and other debtors and payables arising in the normal course of business.

The fair values of the financial assets and liabilities are not considered to be materially different to their book values and they are all held at amortised cost.

Financial assets and liabilities are accounted for as follows:

Financial assets and liabilities are initially recognised on the date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Cash and cash equivalents

Cash and cash equivalents include cash at bank with an original maturity of three months or less.

Equity

Equity comprises the following:

• "Stated capital" represents the amount of cash received by the company for the issue of shares of that class; and

• "Retained earnings" represents retained losses and credits in respect of share-based payment transactions.

2 Accounting policies (continued)

Foreign currency translation

Functional and presentation currency

Items included in the financial information are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Sterling (£), which is the Company's functional and presentational currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement.

Operating segments

The Group has one operating segment, which is the exploration of oil and gas properties in the UK, Southeast Asia, and North Africa. During the year ended 30 June 2020, all material non-current assets are held in the UK and North Africa.

Risk management

The Directors consider the key risk for the Group at the period end to be the maintenance of its cash reserves. With this in mind the Group has treasury controls in place which ensure that the Group's liquid reserves are kept as cash only and are only deposited at institutions with at least an A credit rating.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities as well as the disclosure of the reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from those estimates.

The key source of estimation uncertainty that has a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year is the impairment of intangible exploration and evaluation (E&E) assets.

When considering whether E&E assets are impaired the Group first consider the indicators set out in IFRS6. The making of this assessment involves judgement concerning the Group’s future plans and current technical and legal assessments. If those indicators are present, a full impairment test is performed.

3 Operating loss

Arrived at after charging/(crediting):

	2020 £	2019 £
Directors' remuneration and fees (note 8)	191,122	298,717
Fees payable to the Company's auditor and its associates - audit of the financial statements	19,000	19,000
Impairment of intangible assets	-	3,397,291
Exploration and evaluation expenditure	2,130	36,476
Gain on foreign exchange	(20,008)	(50,484)

4 Finance costs

	2020 £	2019 £
Loan note commitment fees	-	71,630

5 Taxation

The tax charge for the period can be reconciled to the loss in the Statement of Comprehensive Income as follows:

	2020 £	2019 £
Loss before tax on continuing operations	(719,364)	(4,394,505)
Tax at the applicable standard tax rate of 19% (2019 – 19%)	(136,679)	(834,956)
Expenses not allowable for tax	10,567	6,563
Change in unrecognised deferred tax assets	126,112	828,393
Tax charge for the period	-	-

The Company was registered as resident for tax purposes in BVI until 16 August 2019 when it migrated to Jersey. The company has been treated as resident in the UK for tax purposes since 1 July 2018. Management consider that the only accumulated losses incurred prior to 1 July 2018 that will be available to offset any future profits are those accumulated in the UK subsidiaries.

The Group has £5,110,509 tax losses carried forward (2019 - £4,446,761). No deferred tax asset has been recognised in respect of these losses as there is insufficient evidence that the amount will be recovered in future years.

6 Loss per share

The calculation of basic loss per share is based on the following loss and number of shares:

	2020	2019
	£	£
Loss for the period from continuing operations	(719,364)	(4,394,505)
Weighted average shares in issue	598,477,449	583,375,074
Basic loss per share	(0.001)	(0.008)

Basic loss per share is calculated by dividing the loss for the period from continuing operations of the Group by the weighted average number of ordinary shares in issue during the period.

The disclosure of the diluted loss per share is the same as the basic loss per share as the conversion of share options and warrants decreases the basic loss per share, thus being anti-dilutive.

7 Staff costs

There were no staff costs paid during the year other than those disclosed as directors’ emoluments in note 8 and share-based payments disclosed in note 9.

There are no defined benefit or defined contribution pension arrangements in operation.

8 Directors' emoluments

The Directors are considered to be the key management personnel of the Company. Directors' remuneration details are as follows:

Name of Director	Remuneration detail	2020 £	2019 £
C Pitman	Fee	101,167	-
G H S Staley	Fee	37,500	150,000
G H S Staley	Award under LTIP	-	100,000
J E S King	Salary (including employers NIC)	27,455	25,384
B B H Di	Fee	25,000	23,333
		191,122	298,717

The Upland Long Term Incentive Plan ("LTIP")

The Company has established the LTIP as part of the general remuneration plan of the Company. All executive directors and senior managers are eligible to participate in the LTIP. Awards under the LTIP are determined by the non-executive directors of the Company following full consultation with the executive directors. Awards are to be made every year, measuring performance against goals in each year ending 25 October. During the year, no cash bonus awards (2019 - £100,000) or share option awards (2019 - £nil) have been made under the LTIP.

8 Directors' emoluments (continued)

The Upland Long Term Incentive Plan ("LTIP") - continued

The LTIP is composed of two elements; a share option plan and an annual bonus plan. No maximum shall apply to the number of share options that may be awarded annually. However, annual cash bonus awards will be to a maximum of 75% of the participant's base salary. This maximum may be waived by the non-executive directors.

In determining the level of LTIP award in a given year, performance against the following targets is considered: share price appreciation, increase in market capitalisation and other specified targets. The level of LTIP award shall be made after due consideration of the level of attainment of these targets during the year, taking into consideration general market, and specific oil industry, conditions.

9 Share-based payments

Warrants

On 25 November 2016, the Company granted to Optiva Securities Limited 6,336,154 warrants to subscribe for new ordinary shares (on the basis of 1 new ordinary share for each warrant) at a subscription price of 1.3p per ordinary share and exercisable at any time during the period of 3 years from 1 December 2016. The warrants were exercised on 8 November 2019.

On 12 June 2018, the Company granted to Optiva Securities Limited 5,498,442 warrants to subscribe for new ordinary shares (on the basis of 1 new ordinary share for each warrant) at a subscription price of 2.5p per ordinary share and exercisable at any time during the period of 3 years from 12 June 2018. The warrants will therefore expire on 12 June 2021.

	Number of warrants	Weighted average subscription price (pence per share)
Outstanding at beginning of year	11,834,596	1.86
Exercised in year	(6,336,154)	1.30
Outstanding at end of year	5,498,442	2.50

At the end of the year, 5,498,442 warrants were exercisable (2019 – 11,834,596)

The warrants outstanding at the end of the year had a weighted average remaining contractual life of 1 year.

The total charge for the year was £nil (2019 - £nil).

10 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk), credit risk and liquidity risk. The Group's overall risk management programme seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the Board.

Market risk
Foreign exchange risk

The Group is exposed to foreign exchange risk arising from a US$1 million guarantee held at the Company's bank (note 18). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The exposure to this risk is not considered material to the Group and thus the Directors consider that, for the time being, no hedging or other arrangements are necessary to mitigate this risk.

Credit risk
Credit risk arises from cash and cash equivalents.

The Group considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk. The Group will only keep its holdings of cash and cash equivalents with institutions which have a minimum credit rating of 'A'. The Group is not subject to any externally imposed capital requirements.

Liquidity risk
Management of liquidity risk is achieved by monitoring budgets and forecasts against actual cash flows.

Capital risk management
The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure.

The Company monitors capital on the basis of the equity held by the Company, which at 30 June 2020 was £539,002 (2019 - £953,496).

2020	Total £	On Demand £	Within 3 months £	3 – 12 months £	1 – 2 years £
Trade Payables	147,001	-	147,001	-	-
Other Payables	18,571	18,571	-	-	-
Accrued Expenses	209,511	10	159,501	50,000	-
Total	**375,083**	**18,581**	**306,502**	**50,000**	**-**
2019	Total £	On Demand £	Within 3 months £	3 – 12 months £	1 – 2 years £
Trade Payables	59,206	-	59,206	-	-
Other Payables	18,571	18,571	-	-	-
Accrued Expenses	137,410	10	87,400	-	50,000
Total	**215,187**	**18,581**	**146,606**	**-**	**50,000**

11 Intangible assets

Group	Exploration and evaluation costs £
Cost	
At 1 July 2018	301,986
Expenditure	3,095,305
At 1 July 2019	3,397,291
Expenditure	79,417
At 30 June 2020	3,476,708
Impairment	
At 1 July 2018	-
Charge for the year	3,397,291
At 1 July 2019	3,397,291
Charge for the year	-
At 30 June 2020	3,397,291
Carrying amount	
At 30 June 2020	79,417
At 30 June 2019	-

Additions of £nil (2019 - £3,095,305) during the year related to expenditures incurred on exploration and evaluation of the Wick-1 exploration well. During the previous year, the Company announced that the Wick-1 exploration well had been unsuccessful and the accumulated costs were recognised as an impairment loss.

Additions of £31,838 (2019 - £nil) during the year related to expenditures incurred on exploration and evaluation activities in connection with the P2478 licence, offshore UK.

Additions of £47,579 (2019 - £nil) during the year related to expenditures incurred on exploration and evaluation activities in connection with the exclusive Saouaf hydrocarbon exploration and appraisal licence, onshore northern Tunisia.

The Directors assess for impairment when facts and circumstances suggest that the carrying amount of an E&E asset may exceed its recoverable amount. In making this assessment, the Directors have regard to the facts and circumstances noted in IFRS 6 paragraph 20.

12 Investments

Company

	2020 £	2019 £
Investments in subsidiaries	7,030	7,030

Subsidiaries	**£**
Cost or valuation	
At 1 July 2019 and 30 June 2020	7,030
Carrying amount	
At 30 June 2019 and 30 June 2020	7,030

Details of undertakings

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
Upland Resources (UK Onshore) Limited*	Ordinary	100%	Petroleum exploration and development
Upland (Saouaf) Limited	Ordinary	100%	Petroleum exploration and development
Upland (N Tunisia) Limited*	Ordinary	100%	Dormant
Upland (S Tunisia) Limited*	Ordinary	100%	Dormant
Upland (Ksar Hadada) Limited	Ordinary	100%	Dormant
Upland Resources (Sarawak) Sdn Bhd*	Ordinary	100%	Dormant

* indicates direct investment of the Company.

All the subsidiary undertakings are incorporated in the UK, other than Upland Resources (Sarawak) Sdn Bhd, which is incorporated in Malaysia.

13 Debtors

	2020 £	2019 £
Other debtors	6,036	2,663
Prepayments	5,505	101,419
Total current trade and other debtors	11,541	104,082

14 Cash and cash equivalents

	2020 £	2019 £
Cash at bank	823,127	1,064,601

A $1,000,000 bank guarantee is held in a nominated bank account by the Company in relation to the Saouaf Licence (see note 18).

15 Creditors

	2020 £	2019 £
Due within one year		
Trade payables	147,001	59,206
Other payables	18,571	18,571
Accrued expenses	209,511	137,410
Trade and other payables	375,083	215,187

16 Financial instruments

The Group's accounting classification of its financial assets and liabilities is as follows:

	2020	2019
	£	£
Financial assets		
Loans and receivables		
Cash and cash equivalents	823,127	1,064,601
Other receivables	11,541	104,082
	834,668	1,168,683
Financial liabilities		
Financial liabilities measured at amortised cost		
Trade and other payables	375,083	215,187

Other receivables are loans and receivables, trade and other payables are financial liabilities measured at amortised cost.

17 Stated capital

Allotted and called up	2020 £	2019 £
Stated capital on 619,625,992 (2019 – 585,512,060) shares of no par value	7,989,832	7,684,962

The Company has one class of ordinary shares which carry no rights to fixed income. Each ordinary share confers upon the holder: the right to one vote at a meeting of the members of the Company or on any resolution of the members; the right to an equal share in any dividend paid by the Company; and the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

	2020	2019
Number of shares in issue at start of year	585,512,060	579,012,060
Number of shares issued in year	34,113,932	6,500,000
Number of shares in issue at end of year	619,625,992	585,512,060

On 8 November 2019, the Company issued 6,336,154 shares of no par value at 1.3p per share in respect of the exercise of warrants, raising £82,370.

On 6 March 2020, the Company issued 27,777,778 shares of no par value via a subscription at 0.9p per share, raising £222,500 after costs.

18 Capital and financial commitments

Group
At the reporting date, Upland (Saouaf) Limited ("Upland Saouaf") held a 50% interest in the exclusive Saouaf hydrocarbon exploration and appraisal licence ("the Licence"). The other 50% interest is held by ETAP (the Tunisian state oil company) The Licence is to be operated by Upland Saouaf. The terms of the Licence commit Upland Saouaf to carry out a minimum work programme including the acquisition of 300 km of new 2D seismic data. A $1 million bank guarantee has been put in place by Upland, which will be reimbursed as elements of the work programme are completed. The Licence is for an initial term of two years, and may be converted and thereby extended in term at Upland Saouaf's option, providing the work commitments of the initial term have been fulfilled within the two years.

In addition, at the reporting date, Upland Resources (UK Onshore) Limited ("Upland UK") held a 25% interest in PEDL 299. A cost-sharing arrangement has been put in place under the Joint Operating Agreement between the co-licencees (INEOS Upstream and Europa Oil & Gas). However, it is the Board's opinion that under that arrangement, the Company will not incur any costs over the remaining term of the licence.

19 Related party transactions

The Directors are considered to be the key management personnel of the Company. The fees paid to the Directors, or their connected companies, during the year are disclosed in note 8. Of the total fees incurred during the year, £90,250 (2019 - £12,500) was outstanding payable to the Directors, or their connected companies, at the year end and included in creditors. Also included in creditors is £50,000 (2019 - £50,000) outstanding payable to the Directors in respect of LTIP cash awards made in a prior year.

During the year, the Group was charged fees and commission of £35,000 (2019 - £20,000) by a company of which a Director of the Company is also a director and shareholder. Of this balance, £15,000 (2019 - £nil) has been charged to the stated capital account. At the balance sheet date, a balance of £30,000 (2019 - £nil) was payable to this related party. Share-based payments made in connection with related parties are disclosed in note 9.

During the year, the Group was charged consultancy fees of £36,000 (2019 - £56,000) by a Director of the Company. Of these fees, £18,000 (2019 - £nil) was outstanding payable to the Director at the year end and included in creditors.

20 Ultimate controlling party

The Directors believe there to be no ultimate controlling party.

21 Events after the reporting date

Details of events after the balance sheet date impacting on the Group are included in the Strategic Report section of this Annual Report.

Perivan 260019