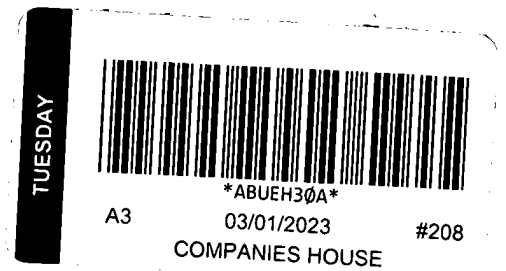

CARIBX (UK) LIMITED

UNAUDITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
For the Year Ended 31 March 2022



CARIBX (UK) LIMITED

COMPANY INFORMATION

Directors

Christopher Matchette-Downes
Christopher Atkinson
Rory Scott Russell (resigned 27 September 2021)
Octavio Pastrana (appointed 27 September 2021)

Company secretary

R.G.Godson

Registered number


06888428

Registered office

Cedar House
Glade Road
Marlow
SL7 1DQ

Trading Address

Cedar House
Glade Road
Marlow
SL7 1DQ



CARIBX (UK) LIMITED

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CARIBX (UK) LIMITED

DIRECTORS' REPORT
For the Year Ended 31 March 2022

The directors present their report and the financial statements for the year ended 31 March 2022.

Directors

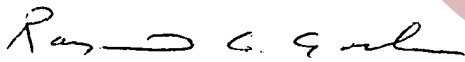
The directors who served during the year and their interests in the Company's issued share capital were:

	Ordinary fully paid shares of £1 each		Warrants to subscribe for ordinary shares at £1.00 shares of £1 each		Warrants to subscribe for ordinary shares at £3.85. shares of £1 each	
	31/3/22	1/4/21	31/3/22	1/4/21	31/3/22	1/4/21
Christopher Matchette-Downes	240,612	204,047	-	-	11,288	11,288
Christopher Atkinson	237,797	222,797	-	-	22,696	22,696
Rory Scott Russell (resigned 27 September 2021)	48,947	48,947	36,418	36,418	6,085	6,085
Octavio Pastrana (appointed 27 September 2021)	-	-	90,000	-	-	-

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 24 December 2022 and signed on its behalf.



R.G. Godson
Secretary

CARIBX (UK) LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS
For the Year Ended 31 March 2022

	Note	2022 £	2021 £
Turnover		11,799	294,332
Cost of sales		(258,948)	(325,426)
Gross loss		(247,149)	(31,094)
Distribution costs		(440)	(4,022)
Administrative expenses		(66,507)	(590,350)
Operating loss		(314,096)	(625,466)
Interest payable and similar expenses		(1,234)	-
Loss before tax		(315,330)	(625,466)
Tax on loss	6	(11,631)	-
Loss after tax		(326,961)	(625,466)
Retained earnings/(deficit) at the beginning of the year		(1,953,182)	(1,327,716)
		(1,953,182)	(1,327,716)
Loss for the year		(326,961)	(625,466)
Retained earnings at the end of the year		(2,280,143)	(1,953,182)

The notes on pages 4 to 11 form part of these financial statements.

CARIBX (UK) LIMITED
Registered number: 06888428

BALANCE SHEET
As at 31 March 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	7	64	135
		<u>64</u>	<u>135</u>
Current assets			
Debtors: amounts falling due within one year	8	18,262	170,418
Cash at bank and in hand	9	60,740	26,569
		<u>79,002</u>	<u>196,987</u>
Creditors: amounts falling due within one year	10	(158,325)	(197,738)
Net current liabilities		<u>(79,323)</u>	<u>(751)</u>
Total assets less current liabilities		<u>(79,259)</u>	<u>(616)</u>
Creditors: amounts falling due after more than one year	11	(37,571)	(47,500)
Net liabilities		<u><u>(116,830)</u></u>	<u><u>(48,116)</u></u>
Capital and reserves			
Called up share capital	13	1,333,970	1,221,689
Share premium account		829,343	683,377
Profit and loss account		(2,280,143)	(1,953,182)
		<u><u>(116,830)</u></u>	<u><u>(48,116)</u></u>

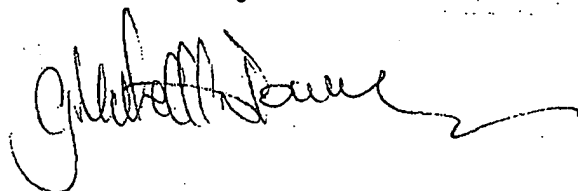
The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 December 2022.

Christopher Matchette-Downes
Director



The notes on pages 4 to 11 form part of these financial statements.

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the Year Ended 31 March 2022

1. General information

The Company is a private corporation with limited liability incorporated in England & Wales with its registered office and principal place of business at Cedar House, Glade Road, Marlow, Bucks SL7 1DQ.

The business of the Company is to explore for oil and gas in and around the Caribbean Sea.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The company is in a net liability position and has commitments to substantial expenditure if it is to fulfil its obligations on its current Main Cape licence. The cost may exceed currently available resources.

The directors however consider that sufficient sources of funding will continue to be available for the foreseeable future to enable the company to discharge this and other financial liabilities as and when they fall due. The financial statements are accordingly drawn up on a Going Concern basis.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Oil and gas costs

The Group follows a successful efforts based accounting policy for oil and gas assets.

Costs incurred prior to obtaining the legal rights to explore an area are expensed immediately to the Profit and Loss Account.

Expenditure incurred on the acquisition of a licence interest is initially capitalised on a licence by licence basis. Costs are held, undepleted, within exploration assets until such a time as the exploration phase on the licence area is complete or commercial reserves have been discovered.

Exploration expenditure incurred in the process of determining exploration targets is capitalized initially within exploration assets and subsequently allocated to drilling activities. Exploration drilling costs are initially capitalised on a well by well basis until the success or otherwise of the well has been established. The success or failure of each exploration effort is judged on a well by well basis. Drilling costs are written off on completion of a well unless the results indicate that hydrocarbon reserves exist and there is a reasonable prospect that these reserves are commercial.

Following appraisal of successful exploration wells, if commercial reserves are established and technical feasibility for extraction demonstrated, then the related capitalised exploration and appraisal costs are transferred into a single field cost centre within development/producing assets after testing for impairment (see below). Where results of exploration drilling indicate the presence of hydrocarbons which are ultimately considered not commercially viable, all related costs are written off to the Profit and Loss Account.

All costs incurred after the technical feasibility and commercial viability of producing hydrocarbons have been demonstrated are capitalised within development/producing assets on a field by field basis. Subsequent expenditure is capitalised only where it either enhances the economic benefits of the development/producing asset or replaces part of the existing development/producing asset. Any costs remaining associated with the replaced asset part are expensed.

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the Year Ended 31 March 2022

2. Accounting policies (continued)

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.9 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.11 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.13 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

4. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2022	2021
	No.	No.
Directors	<u>3</u>	<u>3</u>

5. Directors' remuneration

No director received any remuneration but fees were paid for professional services to businesses owned by Christopher Matchette-Downes - £110,160 (2021 - £122,809), Christopher Atkinson - £nil (2021- £96,000), Rory Scott Russell - £7,200 (2021 -£96,000) and Octavio Pastrana £8,821 (2021 - £nil).

6. Taxation

	2022	2021
	£	£
Foreign tax		
Foreign tax on income for the year	<u>11,631</u>	-
	<u>11,631</u>	-
Total current tax	<u>11,631</u>	<u>-</u>

Factors affecting tax charge for the year

The tax charge for the year represents foreign withholding taxes on payments which cannot be offset against taxable profits.

Factors that may affect future tax charges

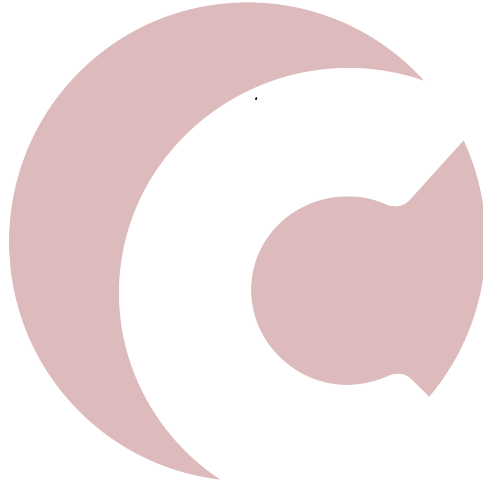
At the Balance Sheet date, losses of £2,314,354 are available to offset future profits that are subject to corporation tax in the United Kingdom.

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022

7. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2021	135
Disposals	(71)
At 31 March 2022	<u>64</u>



CARIBX (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022**

8. Debtors

	2022 £	2021 £
Trade debtors	10,933	163,925
Other debtors	6,349	5,513
Prepayments and accrued income	980	980
	18,262	170,418
	18,262	170,418

9. Cash and cash equivalents

	2022 £	2021 £
Cash at bank and in hand	60,740	26,569
	60,740	26,569
	60,740	26,569

10. Creditors: Amounts falling due within one year

	2022 £	2021 £
Other loans	10,000	2,500
Trade creditors	74,097	115,997
Amounts owed to group undertakings	-	71
Other taxation and social security	140	140
Other creditors	9,906	(1)
Accruals and deferred income	64,182	79,031
	158,325	197,738
	158,325	197,738

11. Creditors: Amounts falling due after more than one year

	2022 £	2021 £
Bank loans	37,571	47,500
	37,571	47,500
	37,571	47,500

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022

12. Loans

Analysis of the maturity of loans is given below:

	2022 £	2021 £
Amounts falling due within one year		
Other loans	10,000	2,500
	10,000	2,500
Amounts falling due 2-5 years		
Bank loans	37,568	47,500
	37,568	47,500
	47,568	50,000

13. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
1,333,970 (2021 - 1,221,689) Ordinary fully paid shares of £1 each	1,333,970	1,221,689
	1,333,970	1,221,689

During the year 112,281 ordinary shares were issued at £2.30 including a premium of £1.30. 53,627 warrants for shares exercisable at £1.00 were outstanding at the end of the year and are exercisable at any time until 31 December 2022 and 144,000 warrants are exercisable at £1.00 at any time until 28 September 2024. 98,741 warrants for shares exercisable at £3.85 were also outstanding at the end of the year and are exercisable at any time until 31 December 2023 and 41,666 warrants for shares exercisable at \$6.00 were outstanding at the end of the year and are exercisable at any time until 31 December 2023.

14. Commitments under operating leases

The Company had no commitments under non-cancellable operating leases at the balance sheet date.

CARIBX (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2022

15. Related party transactions

Christopher Matchette-Downes, a director is the owner of MDOil Limited which provided consultancy services to the Company and earned fees of £110,160 (2021 - £122,809). The company owed MDOil Limited £7,224 (2021 - £34,931) at the end of the year. The Company also expended £1,714 (2021 - £4,388) on life insurance cover for Mr Matchette-Downes.

Rory Scott Russell, a director, is the owner of Rohasco Limited which provided services to the Company and received fees of £24,360 (2021 -£122,809). The company owed Rohasco £nil (2021 £14,300) at the end of the year.

Christopher Atkinson, a director, is the owner of WPS Limited which provided services to the Company and received fees of £nil (2021 - £22,809). The company owed WPS £nil (2021 £94,263) at the end of the year.

Octavio Pastrana, a director, is the owner of Devonian Llc which provided services to the Company and earned fees of £8,820 (2021 -nil). The company owed Devonian £nil (2021 nil) at the end of the year.

Raymond Godson, the Company Secretary is the owner of Godson & Co who provided accounting and secretarial services for fees aggregating £6,000 (2021 - £5,000).The company owed Godson & Co £11,000 (2021 - £11,026) at the end of the year.

