

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in TomCo Energy plc you should deliver this document together with the enclosed Forms of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded in or into the United States or into any other jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdictions.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with Company Number 006969V.



*Directors:*

Andrew Jones (Non-Executive Chairman and Director)  
Christopher Brown (Chief Executive Officer)  
Simon Corney (Non-Executive Director)

*Registered Office:*

1<sup>st</sup> Floor  
Sixty Circular Road  
Douglas  
Isle of Man, IM1 1AJ

26 April 2016

TO: *Shareholders and (for information purposes only) option holders of TomCo Energy PLC (the "Company")*

Dear Sir or Madam

### Notice of Annual General Meeting

#### 1 2016 Annual General Meeting

I have pleasure in enclosing with this letter the Company's Annual Report and Accounts for the year ended 31 September 2015.

The Company's Annual General Meeting will be held on 12 May 2015 at 12pm at The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU. The notice convening the meeting is set out at the end of this document. I would like to take this opportunity to explain to you the effect of those resolutions which relate to the board to be transacted at the meeting.

#### 2 The Board

Resolutions 2, 3 and 4

Andrew Jones, Christopher Brown and Simon Corney have all been appointed to the board since the previous general meeting of the Company. Each is required to be re-appointed by resolution in accordance with the Company's articles of association.

A brief biography of each director is set out below:

Andrew Jones – Non-Executive Chairman and Director

Andrew has over 10 years' experience in capital markets and corporate finance. He is a member of the UK's Chartered Institute of Securities and Investment. Before joining Tomco, Andrew was instrumental in growing a number of companies in a variety of sectors including Technology, Media and Energy. Andrew was appointed to the Board in July 2015.

Simon Corney – Non-executive Director

Simon has over 25 years of experience in M&A, private equity and asset management, as well as specialist experience in oil and gas. Previously he worked as a partner in investment manager Altima Partners LLP, and before that as a director in the investment banking division of Deutsche Bank, including a substantial period in its oil and gas team. He began his career with five years at the Shell oil company. He has a degree in law (LLB) from Glasgow University and a Masters in Law (Banking and Finance) (LLM) from University College, London. He is also an Associate

Member of the Chartered Institute of Cost and Management Accountants. Simon was appointed to the Board in July 2015.

Christopher Brown – Executive Director

Chris is Geologist, Resources Analyst and Business Entrepreneur spanning over three decades. He is indirectly associated with Kenglo One Ltd, a major investor in TomCo since 2010. He was the founder and Managing Director of London Mining plc, which sold a Brazilian iron ore mine for \$801million in 2008.

Chris was previously a Resource Analyst at Williams de Broë (a member of ING Group) from 2002 to 2005. He has a BSc (Honours) majoring in Geology and an MBA, both from the UWA in Western Australia. Chris was appointed to the Board in April 2016.

### 3. Change in Par Value

Resolutions 5 and 6

The Company was initially incorporated under the Companies Act 1931 but has been registered under the Companies Act 2006 (“Act”) since its re-registration on 23 May 2011. The Act contains no concept of authorised share capital. Additionally, subject to any contrary provisions in its articles of association (“Articles”) a company governed by the Act is able to issue shares with or without a par value. The Company does not have a specified authorised share capital or par value for its shares set out in its Articles.

Under Isle of Man law, a company is unable to issue shares at a subscription price which is less than the par value of shares of the same class. This means that if the par value of 0.5p per ordinary share is applicable to the ordinary shares currently in issue (“Ordinary Shares”) and the mid market closing price as at close of trading on 25 April 2016 (being the last practicable time prior to the publication of this notice) was 0.09 pence, it is not currently possible for the Company to raise new equity capital.

Under the Act the Directors may by resolution, subject to contrary provision in the Articles, alter the Company’s share capital comprising shares with par value in any way.

It is therefore proposed:

1. that the Company pass a resolution revoking any and all authorisations, restrictions or denominations previously made by way of resolutions of the Company in respect of the par value of the Ordinary Shares; and
2. that for the avoidance of any doubt, the Directors will pass a board resolution redenominating the par value of the Ordinary Shares in issue from 0.09 pence per share to no par value per share.

The confirmation of no par value of the Ordinary Shares is not considered to have any effect on the rights attaching to the Shares held by the shareholders.

3. Action To Be Taken

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible and, in any event, so as to arrive not later than 12pm on 10 May 2015. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

6. Recommendation

The Directors unanimously recommend that Shareholders vote in favour of all the Resolutions as the Directors intend to do in respect of their own beneficial holdings in respect of which they have the power to exercise or direct the exercise of voting rights amounting in aggregate to 492,920,548 Ordinary Shares, representing approximately 23.8 percent of the current issued ordinary share capital of the Company.

Yours faithfully



Andrew Jones  
*Non-Executive Chairman*

*Documents for Inspection*

The following information, which is available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting, will also be available for inspection at the place of the Annual General Meeting for a period of 15 minutes prior to the meeting and until the conclusion of the meeting:

Current Memorandum and Articles of Association of the Company

Copies of service contracts of directors of the Company

Company Number: 006969V

**THE ISLE OF MAN COMPANIES ACTS 2006**

**NOTICE OF ANNUAL GENERAL MEETING**

of

**TOMCO ENERGY PLC**  
**(the "Company")**

Notice is hereby given that the 2016 Annual General Meeting of the Company will be held on **12 May 2016** at **12Pm** at **The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU** for the purpose of considering and, if thought fit, passing the following resolutions:

**ROUTINE BUSINESS**

Resolutions

1. To receive the annual report and audited accounts of the Company for the financial period from 1 October 2014 to 31 September 2015, together with the Directors' and Auditor's reports thereon.
2. To re-appoint Andrew Jones who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.
3. To re-appoint Simon Corney who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.
4. To re-appoint Christopher Brown who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.

**SPECIAL BUSINESS**

**Ordinary Resolutions**

5. To authorise the Directors to pass a board resolution redenominating the current par value of the Ordinary Shares from 0.5p per share to no par value shares.
6. To authorise the revocation of all authorisations, restrictions or denominations previously made by way of resolutions of the Company in respect of the par value of the Ordinary Shares.

**By Order of the Board**

Dated: 26 April 2016

Andrew Jones  
Director

Registered Office:  
1<sup>st</sup> Floor  
Sixty Circular Road  
Douglas  
Isle of Man  
IM1 1AJ

Notes :

A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend and, on a poll, vote in his place. Such proxy need not be a member of the Company.

A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.

To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of Company's registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received no later than 12pm on 10 May 2016. Completion and return of the form of proxy will not preclude shareholders from attending or voting at the meeting in person.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

As provided in Regulation 22 of the Uncertificated Securities Regulations 2006, only those members registered in the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

**TOMCO ENERGY PLC**  
**(the "Company")**

**FORM OF PROXY**  
**FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY**

**(PLEASE COMPLETE IN BLOCK CAPITALS)**

I/We.....of.....

Being a shareholder of the Company hereby appoint the Chairman of the Meeting or (see note 3).....

.....  
as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU at 12Pm (BST) on 12 May 2016 and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is property put before the Meeting.

**PLEASE CLEARLY MARK THE BOX BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE.**

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. To receive the report of the Directors and the audited accounts of the Company for the financial period from 1 October 2014 to 31 September 2015 together with the report of the Auditors on those audited accounts.			
2. To re-appoint Andrew Jones who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.			
3. To re-appoint Simon Corney who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.			
4. To re-appoint Christopher Brown who was appointed by the Board and retires pursuant to the Articles and who, being eligible, offers himself for re-appointment as a Director.			
5. To authorise the Directors to pass a board resolution redenominating the current par value of the Ordinary Shares from 0.5p per share to no par value shares.			
6. To authorise the revocation of all authorisations, restrictions or denominations previously made by way of resolutions of the Company in respect of the par value of the Ordinary Shares			

Dated..... 2016

Signature.....

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy form(s) may be obtained from the Company's registered agent at the Company's registered office.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to Company's registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY;and
  - Received by the Company's registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received no later than 12pm on 10 May 2016.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

[SHAREHOLDER TO PRINT ON ITS OWN LETTERHEAD]

TomCo Energy PLC

ANNUAL GENERAL MEETING

12 May 2016

CORPORATE REPRESENTATIVE

To: The Directors  
1<sup>st</sup> Floor  
Sixty Circular Road  
Douglas  
Isle of Man  
IM1 1AJ

Date:.....(*Insert Date*)

Dear Sir,

We

.....  
.....[INSERT NAME AND ADDRESS OF SHAREHOLDER]

holding .....[INSERT NUMBER OF SHARES]

confirm that, pursuant to section 69 of the Companies Act 2006 and the Memorandum and Articles of Association of TomCo Energy PLC ("the **Company**"), we have appointed:

.....[INSERT NAME]

as our representative at the Annual General Meeting of the members of the Company to be held at The Chambers, 5 Mount Pleasant, Douglas, Isle of Man, IM1 2PU at 12pm Greenwich Mean Time on 12 May 2016 (the "**Meeting**") and at any adjournment thereof to exercise all the powers and rights that our company itself could exercise if it were an individual shareholder present at that Meeting in such manner as they shall in their discretion consider necessary or desirable for us.



**ISLE OF MAN - COMPANY NUMBER 6969V  
ENGLAND AND WALES - COMPANY NUMBER FC022829**

**TomCo Energy plc**

**Annual report and financial statements 2015**

# Board of Directors and Company Information

## **Isle of Man**

### **Company number**

6969V

### **England and Wales**

FC022829

### **Country of incorporation**

*Isle of Man*

## **Board of Directors**

Andrew Jones – non-executive chairman

Miikka Haromo – chief executive officer

Simon Corney – non-executive director

## **Secretary and Registered Office**

Stuart J Adam CPFA, Chartered MCS1

2<sup>nd</sup> Floor

Sixty Circular Road

Douglas

Isle of Man IM1 1AE

## **Nominated adviser and broker**

SP Angel

Prince Frederick House

35-39 Maddox Street

London W1S 2PP

## **Registrars**

Computershare Investor Services plc

The Pavilions

Bridgwater Road

Bristol BS99 6ZZ

## **Auditors**

BDO LLP

55 Baker Street

London W1U 7EU

## **Solicitors**

Gowlings WLG

3 Watherhouse square,

142 Holborn,

London, EC1N 2SW

## **Bankers**

Barclays Bank plc

One Churchill Place

London E14 5HP

Chase Bank

9100 S Redwood Road

West Jordan

UT 84088

USA

## Directors' report

The Directors submit their report and the financial statements of the Company and of the Group for the year ended 30 September 2015.

During the financial year ending 30 September 2015 Tomco has been successful in progressing permitting for its Holliday Block. However, in line with previous guidance, the Company will only progress with commercial-scale construction at such time as the results of our technology partner Red Leaf Resources' nearby EPS capsule are available.

As shareholders will be aware, the oil and gas sector continues to be faced with challenging times which has contributed to the previously announced delays in Red Leaf's EPS capsule construction plans. Accordingly the Board is continuing to prudently manage its cash resources and is actively considering further options for reducing costs and building value for shareholders

### **Principal activity**

The principal activity of the Group is that of developing oil shale leases for future production.

### **Risk assessment**

The Group's oil and gas activities are subject to a range of financial and operational risks which can significantly impact on its performance.

#### *Operational risk*

The Group has obtained resource assessments in relation to its Holliday Block oil shale leases, the latest of which was obtained in 2012 and shows 126 million barrels of oil in surface mineable JORC Measured Resource.

TomCo has entered into a license with Red Leaf Resources Inc ("Red Leaf"), which developed and owns the patents to the EcoShale™ extraction process, to use this unique and environmentally sensitive technology to extract oil from the Group's leases. Red Leaf built and tested a pilot plant in 2008 and completed its permitting for its Seep Ridge project. The next step is to start construction of a one-off Early Production System ("EPS") capsule to demonstrate scalability of the process and economic viability of its technology. However, due to the severe fall in the oil price, Red Leaf and Total SA have agreed (as announced on 6<sup>th</sup> October 2015) to delay building the EPS capsule and use the delay to accelerate the commercial technology optimisation of the EcoShale technology. Red Leaf expects per barrel economics to be substantially improved compared to first generation technology. The technology developed by Red Leaf is currently unique within the marketplace but until the EPS capsule is constructed, the commercial viability of this technology will not be conclusively determined. Once the viability of this technology has been conclusively determined, the Group intends to build and operate a similar EcoShale™ plant on its Holliday Block lease in Utah.

#### *Environmental, health and safety and other regulatory standards*

The Group's future extraction activities are subject to various federal and state laws and regulations relating to the protection of the environment including the obtaining of appropriate permits and approvals by relevant environmental authorities. Such regulations typically cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour regulations and worker safety. Furthermore, the future introduction or enactment of new laws, guidelines and regulations could serve to limit or curtail the growth and development of the Group's business or have an otherwise negative impact on its operations. The Group ensures it complies with the relevant laws and regulations in force in the jurisdictions in which it operates.

#### *Oil price risk*

The economic viability of the Group's oil shale and technology licence and the value of the investment in Red Leaf are ultimately dependent on future oil prices. The Board monitor oil prices on a daily basis and analyse events of a business, political or environmental nature that might affect future prices.

#### *Liquidity and interest rate risks*

The Group is ultimately dependent on sources of equity or debt funding to develop its exploration assets and meet its day to day operating commitments. Cash forecasts identifying the liquidity requirements of the Group are produced frequently. These are reviewed regularly by management and the Board to ensure that sufficient financial headroom exists for at least a twelve month period. This strategy will continually be reviewed in the light of developments with existing projects and new project opportunities as they arise. Refer to the 'Going Concern' section below for details on current funding requirements.

The Group has no significant exposure to interest rate risk.

#### *Currency risk*

Due to the limited income and expenses denominated in foreign currencies, it was not considered cost effective to manage transactional currency exposure on an active basis. However, as the financial statements are reported in sterling, any movements in the exchange rate of foreign currencies against sterling may affect the Group's statements of comprehensive income and financial position. The Group holds some cash in US dollars to mitigate the foreign exchange risk.

#### *Financial instruments*

The Group holds an investment in Red Leaf. There is a risk that in the future this investment falls in value and the Group is unable to realise its accounting value. TomCo continues to monitor the progress of Red Leaf and in the event that the value is

## Directors' report

deemed by the Group to have declined, an impairment will be recognised. No such impairment has occurred to date. Further details can be found in Note 11.

It was not considered an appropriate policy for the Group to enter into any hedging activities or trade in any financial instruments. Further information can be found in Note 19.

### Results and dividends

The statement of comprehensive income is set out on page 8. The Directors do not propose the payment of a dividend (2014: £Nil).

### Review of the key events during the year

During the year the company concentrated on keeping its leases in good standing and obtaining all necessary permits to commence mining.

In February 2015, the Utah Division of Oil, Gas and Mining ("DOGGM") approved TomCo's Notice of Intention to Commence Large Mining Operations ("LMO"). TomCo agreed to only commence full-scale operations under the LMO at such time as the results of Red Leaf Resources Inc's nearby Early Production System capsule are available and must submit a reclamation surety to DOGGM before beginning any mining operations. This was the first of the three major permits necessary under Utah State law to take the Company's Holliday Block into production.

In July 2015 the Utah Division of Water Quality ("DWQ") issued TomCo with a Ground Water Discharge Permit ("GWDP") and a Construction Permit ("CP"). Together with its Large Mining Operation permit described above, TomCo has now received all necessary major permits from the various Utah State departments to take the Company's Holliday Block into development and production.

Details regarding developments in the Red Leaf technology are provided on page 3.

### Directors

Directors who served on the Board during the year to 30 September 2015 were as follows:

Sir Nicholas Bonsor (resigned 17 July 2015)

Paul Rankine (resigned 17 July 2015)

Miikka Haromo

Andrew Jones (appointed 17 July 2015)

Simon Corney (appointed 17 July 2015)

Directors' interests in the shares of the Group, including family interests, were as follows:

	30 September 2015		30 September 2014	
	Ordinary 0.5 pence shares	Share warrants	Ordinary 0.5 pence shares	Share warrants
N Bonsor	1,550,011	-	1,550,011	-
P Rankine	5,000,000	-	5,000,000	-
M Haromo*	3,000,000	-	3,000,000	-
A Jones	-	-	-	-
S Corney	-	-	-	-
	<b>9,550,011</b>	<b>-</b>	<b>9,550,011</b>	<b>-</b>

Details of remuneration and share warrants can be found in Note 7 and Note 18.

\* Miikka Haromo had an option to acquire 15 million Ordinary Shares from Kenglo One Limited at a price of 3p per Ordinary Share. The option period commenced on 21 July 2012 and expired on 31 December 2014.

### Payments of payables

The Group's policy is to negotiate payment terms with its suppliers in all sectors to ensure that they know the terms on which payment will take place when the business is agreed and to abide by those terms of payment.

The Group's payment days as at 30 September 2015 for trade payables was 8 days (2014: 8 days).

# Directors' report

## Going concern

The Directors have prepared a cash flow forecast, based on a reduced level of operations with costs scaled back, for the next 12 months from the date of approval of these financial statements. This cash flow forecast indicates that the Group requires funding within the next few months to have sufficient cash to meet its liabilities and commitments in respect of operating expenditure for a period of at least 12 months. The Directors are currently negotiating with the Group's advisors and a number of potential investors regarding an injection of new capital, via further equity raisings or debt finance, which would provide sufficient funds to allow the Group to meet its committed operating expenditure for at least the next 12 months. The Directors are confident of being able to raise the necessary funding.

The requirement to successfully raise funds through further equity raisings or debt finance within the next few months has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the Company on a going concern basis. The financial statements do not include the adjustments that would result if the Group and Company were unable to continue as a going concern.

## Insurance of key management

The Group maintains Directors' and officers' liability insurance cover for TomCo Energy plc's Directors in respect of their duties as Directors.

## Directors' responsibilities

The Directors are responsible for keeping proper 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 Group and enable them to ensure that the financial statements comply with the requirements of the Isle of Man Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and for taking steps for the prevention and detection of fraud and other irregularities.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Company 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 Group and Company and of the profit or loss of the Group for that year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- 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 proper accounting records that set out with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps to prevent and detect fraud and other irregularities.

## Auditors

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board



Andrew Jones

Non-Executive Chairman

24 March 2016

# Independent auditors' report

to the members of TomCo Energy plc

We have audited the financial statements of TomCo Energy plc for the year ended 30 September 2015 which comprise the consolidated statement of comprehensive income, the consolidated and company statement of financial position, the consolidated and company statements of changes in equity, the consolidated and company statements of cash flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union (IFRS).

This report is made solely to the Company's members as a body, in accordance with our engagement letter dated 22 October 2015. 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 opinion we have formed.

## Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable Isle of Man company law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

## Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

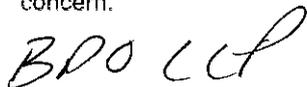
## Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of, in all material respects, the state of the Group and the Company's affairs as at 30 September 2015 and of the Group's loss for the year then ended; and
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

## Emphasis of Matter – Going Concern

In forming our opinion of the financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 1 to the financial statements concerning the Group's ability to continue as a going concern. The Group's cash flow forecasts indicate that it needs to successfully raise further funds in the next few months, either through equity raisings or debt finance, to meet its liabilities and commitments as they fall due for a period of at least the next 12 months. While the Directors are confident of being able to raise the necessary funding these conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.



BDO LLP  
Chartered Accountants  
London  
United Kingdom

24 March 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated statement of comprehensive income  
for the financial year ended 30 September 2015

		2015	2014
	Note	£'000	£'000
Revenue	2	3	15
Cost of sales	2	(8)	(4)
<b>Gross (loss)/profit</b>		<b>(5)</b>	<b>11</b>
Administrative expenses		(710)	(741)
<b>Operating loss</b>	5	<b>(715)</b>	<b>(730)</b>
Finance income	3	-	-
Finance costs	4	(1)	(2)
<b>Loss on ordinary activities before taxation</b>		<b>(716)</b>	<b>(732)</b>
Taxation	6	-	-
<b>Loss for the year attributable to equity shareholders of the parent</b>		<b>(716)</b>	<b>(732)</b>
<b>Total comprehensive loss attributable to equity shareholders of the parent</b>		<b>(716)</b>	<b>(732)</b>

		2015	2014
		Pence	Pence
		per share	per share
<b>Loss per share attributable to the equity shareholders of the parent</b>			
Basic & diluted loss per share	8	<b>(0.04)</b>	(0.04)

The Company has elected to take exemption under the Companies Act not to present the parent company's statement of comprehensive income. The loss for the parent company for the year was £668,395 (2014: £749,467).

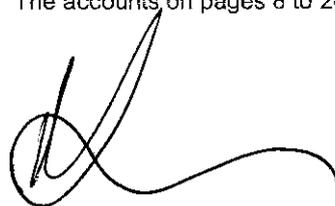
The notes on pages 12 to 24 form part of these financial statements.

# Consolidated and Company Statement of Financial Position

as at 30 September 2015

		Group 2015	Company 2015	Group 2014	Company 2014
	Note	£'000	£'000	£'000	£'000
<b>Assets</b>					
<b>Non-current assets</b>					
Intangible assets	9	8,933	1,314	8,815	1,314
Investment in subsidiaries	10	-	7,619	-	7,501
Available for sale financial assets	11	3,262	3,262	3,262	3,262
Other receivables	12	-	42	-	-
		<b>12,195</b>	<b>12,237</b>	<b>12,077</b>	<b>12,077</b>
<b>Current assets</b>					
Trade and other receivables	12	42	12	1,063	1,034
Cash and cash equivalents	13	272	271	90	89
		<b>314</b>	<b>283</b>	<b>1,153</b>	<b>1,123</b>
<b>TOTAL ASSETS</b>		<b>12,509</b>	<b>12,520</b>	<b>13,230</b>	<b>13,200</b>
<b>Liabilities</b>					
<b>Current liabilities</b>					
Trade and other payables	14	(136)	(129)	(222)	(222)
		<b>(136)</b>	<b>(129)</b>	<b>(222)</b>	<b>(222)</b>
<b>Net current assets</b>		<b>178</b>	<b>154</b>	<b>931</b>	<b>901</b>
<b>TOTAL LIABILITIES</b>		<b>(136)</b>	<b>(129)</b>	<b>(222)</b>	<b>(222)</b>
<b>Total net assets</b>		<b>12,373</b>	<b>12,391</b>	<b>13,008</b>	<b>12,978</b>
<b>Shareholders' equity</b>					
Share capital	16	10,133	10,133	9,931	9,931
Share premium	17	14,457	14,457	14,578	14,578
Warrant reserve	18	42	42	42	42
Retained deficit		(12,259)	(12,241)	(11,543)	(11,573)
<b>Total equity</b>		<b>12,373</b>	<b>12,391</b>	<b>13,008</b>	<b>12,978</b>

The accounts on pages 8 to 24 were approved and authorised for issue by the Board of Directors on 24 March 2016.



**Andrew Jones**

Director



**Miikka Haromo**

Director

## Consolidated statement of changes in equity

for the financial year ended 30 September 2015

Note	Group					Company				
	Share capital	Share premium	Warrant reserve	Retained Deficit	Total	Share capital	Share premium	Warrant reserve	Retained deficit	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 October 2013	8,894	14,636	42	(10,811)	12,761	8,894	14,636	42	(10,824)	12,748
Total comprehensive loss for the year	-	-	-	(732)	(732)	-	-	-	(749)	(749)
Issue of share capital	16,17	(58)	-	-	979	1,037	(58)	-	-	979
Balance at 30 September 2014	9,931	14,578	42	(11,543)	13,008	9,931	14,578	42	(11,573)	12,978
Total comprehensive loss for the year	-	-	-	(716)	(716)	-	-	-	(668)	(668)
Issue of share capital	16,17	(121)	-	-	81	202	(121)	-	-	81
<b>At 30 September 2015</b>	<b>10,133</b>	<b>14,457</b>	<b>42</b>	<b>(12,259)</b>	<b>12,373</b>	<b>10,133</b>	<b>14,457</b>	<b>42</b>	<b>(12,241)</b>	<b>12,391</b>

The following describes the nature and purpose of each reserve within owners' equity:

Reserve	Descriptions and purpose
Share capital	Amount subscribed for share capital at nominal value.
Share premium	Amount subscribed for share capital in excess of nominal value, less share capital issued at a discount to nominal value.
Warrant reserve	Amounts credited to equity in respect of warrants to acquire ordinary shares in the Company.
Retained deficit	Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.

The notes on pages 12 to 24 form part of these financial statements.

**Consolidated and company statements of cash flows**  
for the financial year ended 30 September 2015

	Note	Group 2015 £'000	Company 2015 £'000	Group 2014 £'000	Company 2014 £'000
<b>Cash flows from operating activities</b>					
Loss after tax	2	(716)	(668)	(732)	(749)
Finance costs	4	1	1	2	2
Decrease in trade and other receivables	12	93	51	-	-
Increase/(decrease) in trade and other payables	14	(86)	(92)	114	138
<b>Cash used in operations</b>		<b>(708)</b>	<b>(708)</b>	<b>(615)</b>	<b>(609)</b>
<b>Cash flows from investing activities</b>					
Investment in oil & gas assets	9	(118)	-	(581)	-
Additions to investment in subsidiary	10	-	(118)	-	(285)
<b>Net cash used in investing activities</b>		<b>(118)</b>	<b>(118)</b>	<b>(581)</b>	<b>(285)</b>
<b>Cash flows from financing activities</b>					
Issue of share capital (net of issue costs)	16,17	1,008	1,008	50	50
<b>Net cash generated from financing activities</b>		<b>1,008</b>	<b>1,008</b>	<b>50</b>	<b>50</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>182</b>	<b>182</b>	<b>(1,146)</b>	<b>(844)</b>
Cash and cash equivalents at beginning of financial year		90	89	1,236	933
<b>Cash and cash equivalents at end of financial year</b>		<b>272</b>	<b>271</b>	<b>90</b>	<b>89</b>

The notes on pages 12 to 24 form part of these financial statements.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 1. Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

### 1.1 Basis of preparation

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations and with those parts of the Isle of Man Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historic cost convention.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reporting amounts of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Details of the Group's significant accounting judgments and critical accounting estimates are set out in these financial statements and include:

- Commercial reserves estimates; (Note 9);
- Impairment of intangible assets (Note 9);
- Impairment of available for sale financial assets (Note 11);

The Group has consistently applied all applicable accounting standards.

### Going Concern

The Directors have prepared a cash flow forecast, based on a reduced level of operations with costs scaled back, for the next 12 months from the date of approval of these financial statements. This cash flow forecast indicate that the Group requires funding within the next few months to have sufficient cash to meet its liabilities and commitments in respect of operating expenditure for a period of at least 12 months. The Directors are currently negotiating with the Group's advisors and a number of potential investors regarding an injection of new capital, via further equity raisings or debt finance, which would provide sufficient funds to allow the Group to meet its committed operating expenditure for at least the next 12 months. The Directors are confident of being able to raise the necessary funding.

The requirement to successfully raise funds through further equity raisings or debt finance within the next few months has been identified as a material uncertainty which may cast significant doubt over the going concern assessment. Whilst acknowledging this uncertainty, based upon the expectation of completing a successful fundraising in the near future, the Directors consider it appropriate to continue to prepare the financial statements of the Company on a going concern basis. The financial statements do not include the adjustments that would result if the Group and Company were unable to continue as a going concern.

### 1.2 Future changes in accounting standards

The IFRS financial information has been drawn up on the basis of accounting standards, interpretations and amendments effective at the beginning of the accounting period.

There were no new standards, interpretations and amendments to published standards effective in the year which had a significant impact on the Group.

There are new standards, amendments and interpretations to existing standards have been published that are relevant to the group's activities and are mandatory for the group's accounting periods beginning after 1 October 2015 or later periods which the group has decided not to adopt early. These include:

International Accounting Standards (IAS/IFRS)		Effective date (periods beginning on or after)
• IAS 16 & 38	Clarification of Acceptable Methods of Depreciation and Amortisation	1 Jan 2016
• IFRS 15	Revenue from contracts with customers	1 Jan 2018
• IFRS 9	Financial instruments	1 Jan 2018

IFRS 9 is currently being reviewed to determine any future impact on the financial statements but the other standards are not expected to have a material impact given current activities.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 1.3 Basis of consolidation

The Group accounts consolidate the accounts of the parent company, TomCo Energy plc, and all its subsidiary undertakings drawn up to 30 September 2015. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The acquisition of subsidiaries is accounted for on the purchase basis. A subsidiary is consolidated where the Company has the control over an investee. The company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. On acquisition all the subsidiary's assets and liabilities which existed at the date of acquisition are recorded at their fair values reflecting their condition at the time. If, after re-assessment, the Group's interest in the net fair value of the identifiable assets liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the statement of comprehensive income.

## 1.4 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the Board of Directors.

Based on an analysis of risks and returns, the Directors consider that the Group has one principal business segment based on geographical location. The Group's revenue arises within the US. The profit / (loss) before taxation arises within the UK and US. Net assets are in the UK and the US.

## 1.5 Revenue

Revenue represents the Group's share of sales of oil during the year, excluding sales tax and royalties. Income arises from the Group's working interest in a US asset and is recognised when the oil is delivered to the customer.

## 1.6 Finance income

Finance income is accounted for on an effective interest basis.

## 1.7 Property, plant and equipment

Office fixtures, fittings and equipment are stated at cost of purchase. Depreciation of office fixtures, fittings and equipment is provided at 33.3% straight line per annum on cost.

Oil & Gas development and production assets are accumulated on a field-by-field basis and represent the cost of developing the commercial reserves discovered and bringing them into production, together with any decommissioning asset.

The net book values of producing assets are depreciated on a field-by-field basis using the unit of production method by reference to the ratio of production in the period to the related commercial reserves of the field, taking into account estimated future development expenditures necessary to bring those reserves into production.

The carrying values of property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable. Impairments are charged to administrative expenses within the statement of comprehensive income.

## 1.8 Intangible assets

### *Exploration and development licences*

The Company applies the full cost based method of accounting for oil and gas operations. For evaluation properties, all lease and licence acquisition costs, geological and geophysical costs and other direct costs of exploration appraisal and development are capitalised as intangible fixed assets in appropriate cost pools. Costs relating to unevaluated properties are held outside the relevant cost pool, and are not amortised until such time as the related property has been fully appraised. When a cost pool reaches an evaluated and bankable feasibility stage, the assets are transferred from intangible to oil properties within property, plant and equipment.

### *Technology licences*

The technology licence is initially recorded at cost and subsequently carried at cost less depreciation and applicable impairment. Depreciation is not yet charged on the technology licences as the technology is not yet available for use. The technology produced by Red Leaf is currently unique within the marketplace and until extraction commences, the full scale viability of this technology will not be determinable.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 1.9 Impairment

### *Exploration and development licences*

Exploration and development assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed the recoverable amount. In accordance with IFRS 6 the Group firstly considers the following facts and circumstances in their assessment of whether the Group's exploration and evaluation assets may be impaired, whether:

- the period for which the Group has the right to explore in a specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned;
- exploration for and evaluation of hydrocarbons in a specific area have not led to the discovery of commercially viable quantities of hydrocarbons and the Group has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation assets is unlikely to be recovered in full from successful development or by sale.

If any such facts or circumstances are noted, the Group perform an impairment test in accordance with the provisions of IAS 36. The aggregate carrying value is compared against the expected recoverable amount of the cash generating unit, which is generally the field, except that a number of field interests may be grouped as a single cash generating unit where the cash flows are interdependent. The recoverable amount is the higher of value in use and the fair value less costs to sell.

Any impairment loss would be recognised in the income statement and separately disclosed.

### *Technology licence*

The carrying amount of the Group's other asset, its technology licence, is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the income statement.

## 1.10 Asset disposals

Proceeds from the disposal of an asset, or part thereof, are taken to the statement of comprehensive income together with the requisite net book value of the asset, or part thereof, being sold.

## 1.11 Taxation

Taxation expense represents the sum of current tax and deferred tax.

Current tax is based on taxable profits for the financial period using tax rates that have been enacted or substantively enacted by the reporting date. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. If deferred tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss, it is not accounted for. Deferred tax is determined using tax rates that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversals of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

## 1.12 Foreign currencies

The accounts have been prepared in pounds sterling being the presentational currency of the Group and Company. The functional currency of the holding Company and the Company's subsidiaries is also pounds sterling. Assets and liabilities held in the Company or overseas subsidiaries in US dollars are translated into pounds sterling at the rate of exchange ruling at the reporting date.

Transactions entered into by Group entities in a currency other than the functional currency of the entity are recorded at the rates ruling when the transactions occur. Exchange differences arising from the settlement of monetary items are included in the statement of comprehensive income for that period.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 1.13 Operating leases

Rentals payable under operating leases, net of lease incentives, are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

## 1.14 Available-for-sale financial assets

The Group classifies its investments as available-for-sale financial assets.

The available for sale financial assets are carried at fair value when the fair value can be measured reliably with changes in fair value recognised directly in equity within the available-for-sale reserve; exchange differences on available-for-sale financial assets denominated in a foreign currency are recognised in other comprehensive income. Where there is a significant or prolonged decline in the carrying value of an available for sale financial asset (which constitutes objective evidence of impairment), the full amount of the impairment, including any amount previously recognised directly in equity within the available-for-sale reserve, is recognised in profit or loss. On sale, the cumulative gain or loss recognised in other comprehensive income is reclassified from the available-for-sale reserve to profit or loss.

If the fair value of available for sale financial assets cannot be reliably measured then they are carried at historic cost. For such instruments, if there is objective evidence that an impairment loss has been incurred, the amount of the impairment loss is recorded in profit and loss.

## 1.15 Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset such as receivables from subsidiaries. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group or Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Group's loans and receivables comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

## 1.16 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at the bank and other short term liquid investments with original maturities of three months or less.

## 1.17 Trade payables

Trade payables, defined as financial liabilities in accordance with IAS 39, are recognised at amortised cost. All of the trade payables are non-interest bearing.

## 1.18 Share capital

Ordinary shares are classified as equity. Ordinary shares allotted under a Liquidity Facility Agreement and an associated Promissory Note (Note 16) are only recognised as equity on sale and issue to a third party. Shares which remain unsold at the reporting date are not included within the share capital and share premium account as they are not considered called up.

## 1.19 Share based payments and warrants

For equity-settled share-based payments, the fair value determined at the date of grant is expensed on a straight-line basis over the vesting period. Fair value is measured by the use of the Black Scholes model. The calculation of this fair value is detailed in Note 19.

## 1.20 Investments in subsidiaries

Investments in subsidiary undertakings are stated at cost less impairment provisions.

## Notes to the financial statements

for the financial year ended 30 September 2015

### 2. Segmental reporting - Analysis by geographical segment

The Group's revenue arises within the UK and US. The loss before taxation arises within the UK and US. Net assets are in the UK and US. Based on an analysis of risks and returns, the Directors consider that the Group has one principle business segment based on geography, with the UK representing head office costs of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the Board of Directors. The Directors therefore consider that no further segmentation is appropriate.

Year ended 30 September	United States		United Kingdom		Total		United States		United Kingdom		Total	
	2015	2015	2015	2015	2015	2015	2014	2014	2014	2014	2014	2014
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Revenue	3	-	-	3	15	-	15	-	-	15	-	15
Cost of sales	(8)	-	-	(8)	(4)	-	(4)	-	-	(4)	-	(4)
Gross (loss)/ profit	(5)	-	-	(5)	11	-	11	-	-	11	-	11
Depreciation	-	-	-	-	-	-	-	-	-	-	-	-
Administrative expenses	(42)	(668)	-	(710)	(13)	(728)	-	(728)	-	(741)	-	(741)
<b>Operating loss</b>	<b>(47)</b>	<b>(668)</b>	-	<b>(715)</b>	<b>(2)</b>	<b>(728)</b>	<b>(2)</b>	<b>(728)</b>	-	<b>(730)</b>	-	<b>(730)</b>
Financial income	-	-	-	-	-	-	-	-	-	-	-	-
Finance costs	-	(1)	-	(1)	-	(2)	-	(2)	-	(2)	-	(2)
<b>Total loss</b>	<b>(47)</b>	<b>(669)</b>	-	<b>(716)</b>	<b>(2)</b>	<b>(730)</b>	<b>(2)</b>	<b>(730)</b>	-	<b>(732)</b>	-	<b>(732)</b>
<b>Non-Current assets:</b>												
- exploration and development licences	7,619	-	-	7,619	7,501	-	7,501	-	-	7,501	-	7,501
- technology licence	1,314	-	-	1,314	1,314	-	1,314	-	-	1,314	-	1,314
- Available for sale financial assets	-	3,262	3,262	3,262	-	3,262	-	3,262	-	3,262	-	3,262
	8,933	3,262	3,262	12,195	8,815	3,262	8,815	3,262	3,262	12,077	3,262	12,077
<b>Current assets:</b>												
Trade and other receivables	30	12	42	42	29	1,034	29	1,034	1,034	1,063	1,034	1,063
Cash and cash equivalents	1	271	272	272	1	89	1	89	89	90	89	90
<b>Total assets</b>	<b>8,964</b>	<b>3,545</b>	<b>12,509</b>	<b>12,509</b>	<b>8,845</b>	<b>4,385</b>	<b>8,845</b>	<b>4,385</b>	<b>4,385</b>	<b>13,230</b>	<b>4,385</b>	<b>13,230</b>
<b>Current liabilities:</b>												
Trade and other payables	(7)	(129)	(136)	(136)	-	(222)	-	(222)	(222)	(222)	(222)	(222)
<b>Total liabilities</b>	<b>(7)</b>	<b>(129)</b>	<b>(136)</b>	<b>(136)</b>	<b>-</b>	<b>(222)</b>	<b>-</b>	<b>(222)</b>	<b>(222)</b>	<b>(222)</b>	<b>(222)</b>	<b>(222)</b>

## Notes to the financial statements

for the financial year ended 30 September 2015

### 3. Finance income

	2015	2014
	£'000	£'000
Bank interest	-	-
	-	-

### 4. Finance costs

	2015	2014
	£'000	£'000
Bank charges	1	2
	1	2

### 5. Operating loss

	2015	2014
	£'000	£'000
<b>The following items have been charged in arriving at operating loss:</b>		
Directors' fees (Note 7)	293	314
Auditors' remuneration:		
– audit services	27	26
Rentals payable in respect of land and buildings	6	7

### 6. Taxation

There is no tax charge in the year due to the loss for the year.

Factors affecting the tax charge:

	2015	2014
	£'000	£'000
<b>Loss on ordinary activities before tax</b>	<b>(716)</b>	<b>(732)</b>
Loss on ordinary activities at standard rate of corporation tax in the UK of 20% (2014 – 22.0%)	(143)	(161)
Effects of:		
Excess management expenses carried forward	143	161
<b>Tax charge for the financial year</b>	<b>-</b>	<b>-</b>

## Notes to the financial statements

for the financial year ended 30 September 2015

### 7. Employees and Directors

The Group has no employees other than the directors, whose emoluments comprise fees paid for services. The amounts paid for their services are detailed below:

	<b>Salaries</b>	<b>Salaries</b>
	<b>2015</b>	<b>2014</b>
	<b>£'000</b>	<b>£'000</b>
N Bonsor	63	71
P Rankine	113	139
M Haromo	104	104
A Jones	7	-
S Corney	6	-
<b>Total remuneration</b>	<b>293</b>	<b>314</b>

### 8. Loss per share

Basic loss per share is calculated by dividing the losses attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. Reconciliations of the losses and weighted average number of shares used in the calculations are set out below.

	<b>Losses</b>	<b>Weighted average Number of shares</b>	<b>Per share amount</b>
<b>Financial year ended 30 September 2015</b>	<b>£'000</b>	<b>'000</b>	<b>pence</b>
<b>Basic and Diluted EPS</b>			
Losses attributable to ordinary shareholders on continuing operations	(716)	1,999,455	(0.04)
<b>Total losses attributable to ordinary shareholders</b>	<b>(716)</b>	<b>1,999,455</b>	<b>(0.04)</b>
<b>Financial year ended 30 September 2014</b>			
	£'000	'000	Pence
<b>Basic and Diluted EPS</b>			
Losses attributable to ordinary shareholders on continuing operations	(732)	1,782,051	(0.04)
<b>Total losses attributable to ordinary shareholders</b>	<b>(732)</b>	<b>1,782,051</b>	<b>(0.04)</b>

The warrants which were in issue at the year end (Note 18) are considered anti-dilutive. As the warrants would be anti-dilutive a separate diluted loss per share is not presented.

## Notes to the financial statements

for the financial year ended 30 September 2015

### 9. Intangible assets

	Oil & Gas Exploration and development licences £'000	Oil & Gas Technology licence £'000	Oil & Gas Total £'000
<b>Cost</b>			
At 1 October 2013	7,107	1,314	8,421
Additions	394	-	394
At 30 September 2014	7,501	1,314	8,815
Additions	118	-	118
At 30 September 2015	7,619	1,314	8,933
<b>Net book value</b>			
At 30 September 2015	7,619	1,314	8,933
At 30 September 2014	7,501	1,314	8,815
At 30 September 2013	7,107	1,314	8,421

The exploration and development licences comprise two State of Utah oil shale leases covering approximately 2,919 acres and independent natural resources consultants SRK Consultants Ltd, part of the internationally recognised SRK Group, declared a surface mineable JORC compliant Measured Resource of 126 million barrels on the main tract of TomCo's Holliday Block lease in 2012. The claim areas and the Group's interest in them is:

Asset	Per cent Interest	Licence Status	Expiry Date	Licence Area (Acres)
ML 49570	100	Prospect	31/12/2024	1,638.84
ML 49571	100	Prospect	31/12/2024	1,280.00

The resource assessments in relation to its oil shale leases, by their nature, involve a significant degree of judgment and estimation regarding economic inputs. As such, changes to those inputs may result in changes to the estimated resources. In addition, if the required additional funding was not to be made available to the company to develop the oil shale leases, the carrying value of the asset might need to be impaired.

The oil and gas technology licence was signed in 2010 and grants to TomCo an exclusive, site-specific license of certain patent rights and "know how" relating to the EcoShale In-Capsule Process™, developed by Red Leaf Resources Inc. ("Red Leaf"). Under the terms of the License, Red Leaf has agreed to provide TomCo with all new patents, techniques, information and new discoveries in relation to the EcoShale™ system. The technology is planned for use in the Group's oil shale lease interests. Initial test results from the testing of the EcoShale™ technology showed that the technology works on a small scale and Red Leaf and Total previously planned to construct the EPS capsule with design optimisation following thereafter. Red Leaf and Total have subsequently agreed to defer building the EPS capsule and will use the period to accelerate the commercial technology optimization of the EcoShale technology; with Total continuing to demonstrate their continued long term commitment to the project.

In performing an assessment of the carrying value of the licences at the reporting date, the Directors concluded that it was not appropriate to book an impairment. The directors have performed an impairment review to determine the recoverable amount using a value in use model. The future cash flows used for the impairment review are estimates based on the expected future production plans. These estimates include:

- commencement of production following commercial viability of the EcoShale In-Capsule Process;
- future oil prices determined from the forward WTI oil price curve at 30 September 2015 and also a long term price based on assessment of long term market forecasts at 30 September 2015; and
- a post-tax discount rate of 10%.

The Directors note that there has been further decline in the oil price since the director's assessment at the year end which, if it remains sustained, may indicate impairment in future periods without associated optimisation of the EcoShale technology.

## Notes to the financial statements

for the financial year ended 30 September 2015

### 10. Company investment in subsidiaries

Shares in Group undertakings

	<b>Total £'000</b>
<b>Cost</b>	
<b>At 1 October 2013</b>	<b>7,107</b>
Additions	394
<b>At 30 September 2014</b>	<b>7,501</b>
Additions	118
<b>At 30 September 2015</b>	<b>7,619</b>

The investments in subsidiaries, which the Directors consider are supported by their assessment of the carrying value of the intangible oil and gas assets in the subsidiary, are not considered impaired. For further details see Note 9.

TomCo Energy plc holds interests in the following subsidiaries:

<b>Subsidiary Undertaking</b>	<b>Country of incorporation or registration</b>	<b>Proportion of voting rights and ordinary share capital held</b>	<b>Nature of business</b>
The Oil Mining Company Inc	Utah, USA	100%	Holding of oil shale leases
TomCo I LLC	Delaware, USA	100%	Holding company of TomCo II
TomCo II LLC	Delaware, USA	100% indirect holding	TomCo II is engaged in the exploration and extraction of oil and gas through joint investment in oil leases

### 11. Available-for-sale financial assets

	<b>Unlisted Investments £'000</b>
<b>Cost</b>	
<b>At 1 October 2013</b>	<b>3,442</b>
Additions	-
<b>At 30 September 2014</b>	<b>3,442</b>
Additions	-
<b>At 30 September 2015</b>	<b>3,442</b>
<b>Provisions</b>	
<b>At 30 September 2014 and 2015</b>	<b>180</b>
	<b>180</b>
<b>Net book value</b>	
<b>At 30 September 2015</b>	<b>3,262</b>
<b>At 30 September 2014</b>	<b>3,262</b>
<b>At 30 September 2013</b>	<b>3,262</b>

During the year to 30 September 2012, the Company invested \$5 million (£3,147,735) in Red Leaf Resources Inc (Equity securities US (3)) at \$1,500 per share as part of a \$100 million raising by Red Leaf in conjunction with the closing of a Joint Venture ("JV") with Total E&P USA Oil Shale, LLC, an affiliate of Total SA, the 5<sup>th</sup> largest international integrated oil and gas company. Red Leaf is a private Company and therefore there is no active market.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 11. Available-for-sale financial assets (continued)

The directors consider that the fair value of the investment cannot be reliably measured and so, as permitted by IFRS, the asset is stated at original cost. The directors have considered all information available in relation to Red Leaf and not identified any data which could provide a reliable fair value. The directors consider that the carrying value of the investment in Red Leaf remains dependent on the success of the Ecoshale technology. Whilst Red Leaf and Total have agreed (as announced on 6<sup>th</sup> October 2015) to defer building the EPS capsule, they have stated that they will use the delay to accelerate the commercial technology optimization of the Ecoshale technology. Total have demonstrated their continued long term commitment to the project, and as such the directors do not consider the asset to be impaired given the continued progression of the technology and forecast increases in future oil prices as at year end. There is a risk that in the future this investment falls in value and the Group is unable to realise its accounting value, due for instance to the technology ultimately proving unsuccessful or uneconomic as a result of a sustained depression in future global oil prices. The Company's plans for the investment remain dependent on the progression of the Ecoshale technology and other market factors.

### Details of unlisted investments

Name	Share holding number	Percentage holding %	Average cost per share	Cost £'000
Equity securities US (1)	9,751	0.78	31pence	30
Equity securities UK	471,070	3.47	20 pence	94
Equity securities US (2)	1,000,000	8.12	5 pence	56
Equity securities US – Red Leaf	3,333.33	0.43	1,500 dollars	3,262

The Directors provided in full for the investment in equity securities in the US (1) in 2007 due to the uncertain future of the Company. The Equity securities, US (2) and UK were also provided in full in 2008 due to uncertainties about the future of those Companies.

## 12. Trade and other receivables

	Group 2015 £'000	Company 2015 £'000	Group 2014 £'000	Company 2014 £'000
<b>Current</b>				
Other receivables	34	4	1,037	1,008
Prepayments and accrued income	8	8	26	26
	<b>42</b>	<b>12</b>	<b>1,063</b>	<b>1,034</b>
<b>Non-current</b>				
Amounts owed from Group undertakings	-	42	-	-
<b>Total Receivables</b>	<b>42</b>	<b>54</b>	<b>1,063</b>	<b>1,034</b>

As at 30 September 2015 there were no receivables considered past due (2014: £Nil). The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable including cash and cash equivalents as disclosed in Note 19.

All current receivable amounts are due within 6 months.

## 13. Cash and cash equivalents

	Group 2015 £'000	Company 2015 £'000	Group 2014 £'000	Company 2014 £'000
Cash at bank and in hand	272	271	90	89

The Group earns 0.05% (2014: 0.05%) interest on their cash deposits, consequently the Group's exposure to interest rate volatility is not considered material.

Notes to the financial statements  
for the financial year ended 30 September 2015

14. Trade and other payables

	Group 2015 £'000	Company 2015 £'000	Group 2014 £'000	Company 2014 £'000
<b>Current</b>				
Trade payables	10	3	28	28
Other payables	1	1	24	24
Accruals	125	125	170	170
	<b>136</b>	<b>129</b>	<b>222</b>	<b>222</b>

All current amounts are payable within 6 months and the Board of Directors considers that the carrying values adequately represent the fair value of all payables.

15. Deferred tax

*Unrecognised losses*

The Company has tax losses in respect of excess management expenses of £9,813,137 (2014: £9,144,742) available for offset against future Company income. This gives rise to a potential deferred tax asset at the reporting date of £1,962,627 (2014: £1,828,948). No deferred tax asset has been recognised in respect of the tax losses carried forward as the recoverability of this benefit is dependent on the future profitability of the Company, the timing of which cannot reasonably be foreseen but the excess management expenses have no expiry date.

16. Share capital

	Number of shares	2015 £	2014 £
<b>Issued and fully paid</b>			
At 1 October		10,362,279	9,347,279
Allotted during prior year:			
September 2014 – placing at 0.5 pence per share	200,000,000	-	1,000,000
September 2014 – in lieu of expenses at 0.5 pence per share	3,000,000	-	15,000
		-	1,015,000
Allotted during current year:			
		-	-
		-	-
2,072,455,744 (2014: 2,072,455,744) ordinary shares of 0.5p each		10,362,279	10,362,279
<b>Balance of Shares issued under Promissory Note not called up:</b>			
At 1 October	90,675,831	(431,354)	(453,379)
Called up in prior year	(4,405,000)	-	22,205
Called up in current year	(40,490,000)	202,450	-
At 30 September	45,780,831	(228,904)	(431,354)
		<b>10,133,375</b>	<b>9,930,925</b>

## Notes to the financial statements

for the financial year ended 30 September 2015

### 16. Share capital (continued)

In 2013 the Group entered into a Liquidity Facility Agreement and an associated Promissory Note (together the "Liquidity Facility") with Windsor Capital Partners Limited ("Windsor Capital"). Under the Liquidity Facility TomCo issued and allotted 100 million ordinary shares of 0.5p each ("Ordinary Shares") to Windsor Capital in exchange for the Promissory Note. The Promissory Note delivers the proceeds of the sale of the Ordinary Shares over the life of the Promissory Note based on the occurrence of "Liquidity Trigger Days". Liquidity Trigger Days are those days on which the volume of shares traded is greater than 80% of the trailing 90 day weighted average daily trading volume. On Liquidity Trigger Days, Windsor Capital will seek to sell Ordinary Shares, up to a maximum of 10% of the daily volume averaged over any 5 day period, on a best effort basis at the AIM Market offer-price or higher. The Liquidity Facility was suspended on 28 May 2013, and reinstated on 23 September 2013 amended by way of introducing a floor price of 2p per share and limiting the maximum net amount raised following the announcement to one million pounds. These amended conditions were subsequently removed in May 2014. Shares which remain unsold at the reporting date are not included within the share capital and share premium account as they are not considered called up.

During the period, the Group raised a net amount of £81,357 (2014: £52,853) under the facility by the sale of 40,490,000 ordinary shares (2014: 4,405,000) with a nominal value of £202,450 (2014:£22,205).

In September 2014, the Group also raised £1.0 million before expenses through a conditional share placing of 200,000,000 new ordinary shares of 0.5p each at a price of 0.5p per share. The placing completed in full on 2 October 2014 with all cash proceeds received in October 2014. The proceeds were included as receivables at 30 September 2014.

### 17. Share premium

	2015	2014
	£'000	£'000
At 1 October	14,578	14,636
Premium on shares issued in the year	-	30
Expenses on shares issued in the year and deficit on shares issued below par	(121)	(88)
At 30 September	14,457	14,578

### 18. Share-based payments

At 30 September 2015, the following share warrants granted for services and shares are outstanding in respect of the ordinary shares:

	2015	2015	2014	2014
	number	Weighted average exercise price Pence	number	Weighted average exercise price Pence
Outstanding at 1 October	7,420,326	1.2	7,420,326	1.2
Granted during the year	12,000,000	0.5	-	-
Outstanding at 30 September	19,420,326	0.6	7,420,326	1.2
Exercisable at 30 September	19,420,326	0.6	7,420,326	1.2

Each warrant is governed by the provisions of warrant instruments representing the warrants which have been adopted by the Company. The rights conferred by the warrants are transferable in whole or in part subject to and in accordance with the transfer provisions set out in the Articles. The holders of warrants have no voting right, pre-emptive right or other right attaching to Ordinary Shares. The warrants outstanding at 30 September 2015 had a weighted average exercise price of 0.6p (2014: 1.2p) and a weighted average remaining contractual life of 2.23 years (2014: 1.45 years). On completion of the placing (Note 16), on 2 October 2014, the Company issued 12,000,000 warrants with an exercise price of 0.5p and a contractual life of 5 years. Following the period end, on 12 March 2016, 7,420,326 warrants expired. The fair value of the warrants issued in the year was insignificant and therefore not recognised in the current period.

# Notes to the financial statements

for the financial year ended 30 September 2015

## 18. Share-based payments (continued)

The inputs into the Black-Scholes model for calculating estimated fair value were:

	2015	2014
Share price (pence)	0.18	-
Exercise price (pence)	0.5	-
Expected volatility	55%	-
Risk-free rate	3%	-
Contractual life (years)	5	-

Expected volatility was determined by calculating the historical volatility of the Company's share or the volatility of a basket of similar listed companies where the historic volatility was not available. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

## 19. Financial instruments

The Group and Company's financial instruments, other than its investments, comprise cash and items arising directly from its operation such as other receivables, and trade payables.

Management review the Group and Company's exposure to currency risk, interest rate risk, liquidity risk and credit risk on a regular basis and consider that through this review they manage the exposure of the Group and Company. No formal policies have been put in place in order to hedge the Group and Company's activities to the exposure to currency risk or interest risk, however, this is constantly under review.

There is no material difference between the book value and fair value of the Group and Company's cash and other financial Instruments except the available-for-sale asset which is held at cost as it cannot be reliably fair valued.

### Currency risk

The Group has overseas subsidiaries which operate in the United States and whose expenses are mainly denominated in US\$. Foreign exchange risk is inherent in the Group and Company's activities and is accepted as such. Some of the Company's expenses are denominated in US Dollars. The effect of a 10% strengthening or weakening of the US dollar against sterling at the reporting date on the sterling denominated balances would, all other variables held constant, not result in a significant exchange gain or loss in the period.

### Interest rate risk

The Group and Company manage the interest rate risk associated with the Group cash assets by ensuring that interest rates are as favourable as possible, whether this is through investment in floating or fixed interest rate deposits, whilst managing the access the Group requires to the funds for working capital purposes.

The Company's cash and cash equivalents are subject to interest rate exposure due to changes in interest rates. Short-term receivables and payables are not exposed to interest rate risk.

A 1% increase or decrease in the floating rate attributable to the cash balances held at the year end would not result in a significant difference on interest receivable.

### Liquidity risk

At the year end the Group and Company had cash balances comprising of the following:

	Group 2015 £'000	Company 2015 £'000	Group 2014 £'000	Company 2014 £'000
Current				
British Pounds	271	271	86	86
US Dollars	1	-	4	3
Total	272	271	90	89

# Notes to the financial statements

for the financial year ended 30 September 2015

## 19. Financial instruments (continued)

Liquidity risk arises from the Group and Company's management of working capital. It is the risk that the Group and Company will encounter difficulty in meeting its financial obligations as they fall due.

The Group and Company policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances (or agreed facilities) to meet expected requirements for a period of at least 90 days.

### Credit Risk

Credit risk is the risk of financial loss to the Group and Company if a customer or a counter party to a financial instrument fails to meet its contractual obligations. The Group and Company is exposed to credit risk from its relationship with its partners and is mainly exposed to credit risk from credit sales. It is Group and Company policy, implemented locally, to assess the credit risk of new customers before entering contracts in accordance with best local business practices, and seek external credit ratings where applicable and when available. Credit risk of existing customers is assessed when deemed necessary.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with an acceptable rating are utilised.

### Price Risk

The Group is exposed to commodity price risk on its income and assets relating to oil exploration and production. The Group carries out sensitivity analyses for internal management purposes to identify possible impacts on future projections.

The economic viability of the Group's oil shale and technology licence and the value of the investment in Red Leaf, as disclosed in note 9 and 11, are ultimately dependent on future oil prices.

## Capital management policies

In managing its capital, the Group and Company's primary objective is to maintain a sufficient funding base to enable the Group and Company to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, through new share issues or debt, the Group and Company considers not only its short-term position but also its long-term operational and strategic objectives.

## 20. Related party disclosures

Transactions between the Company and its subsidiaries and related parties during the year are summarised below:

	2015	2014
	£'000	£'000
Inter-group receivable outstanding at year end	42	-
Inter-group payable outstanding at year end	-	-
	42	

The inter-group receivable has arisen on capital additions to the oil & gas exploration licences which have been incurred in the period and paid by Tomco Energy plc on behalf of Oil Mining Inc.

## 21. Ultimate controlling party

As at 30 September 2015 and 30 September 2014 there was no single ultimate controlling party, nor as at the date hereof.