

NEW WORLD OIL AND GAS PLC
(Incorporated in Jersey with Registered Number 105517)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

New World Oil and Gas Plc (“New World” or “the Company”) is a Jersey incorporated oil and gas operating company with a highly prospective project in Belize that is quoted on AIM. Its principal activities are to acquire a diverse portfolio of direct and indirect interests in exploration, development and production oil and gas assets that are based in the Americas, Europe and in other areas.

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CHAIRMAN'S STATEMENT

Dear Shareholders

Sustained volatility in global oil and gas markets dominated the year under review. Prices have since fallen to levels not seen for the best part of a decade. Low prices are clearly not good news for the oil and gas industry, particularly for those companies looking to raise funds for exploration or development. I am pleased to report that thanks to the steps we have taken during the period, New World stands out from the crowd, for the right reasons: we have a strong balance sheet with healthy cash balances; no licence commitments; and a proven track record in sourcing, securing and executing projects across a diverse range of sectors. As a result, the Company has an excellent platform to review a number of opportunities to secure its long-term future.

We recognised early on that oil prices were set to stay 'lower for longer'. We therefore took the decision to conserve the Company's cash balances to ensure we are able to move quickly on opportunities that meet our investment criteria from a position of strength. As a result, cash conservation has been the focus of the year. This goes beyond merely maintaining a strict control on costs. We have also undertaken a rationalisation of our portfolio of projects to ensure there are no licence commitments that would act as a draw on our cash balances in the short term. We took the decision to relinquish the Danica Jutland 1/09 and 2/09 and Danica Resources 1/08 licences onshore Denmark in September 2015. New World had progressed these licences to the point where, despite identifying good resource potential, we were only prepared to invest in further exploration alongside a partner. It became increasingly clear that, with markets where they were and continue to be today, the appetite among suitable partners has diminished.

Following our exit from Denmark, New World's licence in Belize remains in force, unless extended, until 31 October 2016 and we continue actively to manage our interests and obligations and to seek partners whilst incurring only minimal administrative expenses. However we consider it prudent to make a full provision in the accounts against the carrying value of this asset as the outcome cannot be determined with certainty.

In tandem with managing our cash balances, we have also been working hard to pursue monies owed to New World. We have commenced the legal process to recover the outstanding loans in respect of the Al Maraam transaction and remain optimistic that monies owed will be recovered in due course. In addition, we were pleased to announce in December 2015 that the loans made to director Georges Szytk and former director Peter Szytk through Dynamic Investments Limited have now been re-paid in full including interest charged at 3% per annum. The loan to William Kelleher, the former CEO and Chairman of New World, remains outstanding and we continue to review options on how to recover monies due.

At the strategic level, the volatile market conditions triggered a debate over the future direction of the Company and prompted a number of changes to the Board. Nicholas Lee and Adam Reynolds, two highly experienced executives with proven track records in successfully developing and implementing new strategies for a wide range of companies, were appointed directors. Nicholas and Adam replace Fred Hodder, who stood down as a non-executive Director at the Company's AGM, and Peter Szytk, who chose to not to be re-elected to the Board following his retirement by rotation. Peter and Fred were instrumental in ensuring New World remained financially sound during these uncertain times and I would like to thank them both for the important contribution they made to the Company.

CHAIRMAN'S STATEMENT CONT.../

Financial Review

For the period under review, due to the explorative nature of the Company combined with depressed global oil prices and the prudent approach adopted to the carrying value of its intangible assets, the Company is reporting a loss of US\$4.2 million. This loss has been arrived at after charging impairment provisions of intangible assets of US\$2.2 million, administrative expenses of US\$1.5 million and legal and professional costs of US\$0.5 million. Included in the 2015 results are US\$0.1 million of expenses related to the unsuccessful placing proposed in May and US\$0.1 million of legal and professional fees for dealing with shareholder groups.

With the successful completion of a Placing and Open Offer in Q3 2015, the Company raised US\$5.4 million through the issue of 3.9 billion shares. Net of fundraising expenses of US\$1.2 million, the Company recognisnet proceeds of US\$4.3 million. The current cash position of the Company (as at close of business on 31 March 2016), excluding any funds owed to the Company pursuant to the Al Maraam SPA and the outstanding Director loan, stands at approximately US\$3.2 million. The Board believes this is suitable working capital to enact its strategy.

Corporate Review

Along with the previously mentioned changes to the Board, the Directors have continued and intensified cost controls through salary reductions and limiting third party expenditure. Cornhill Capital Limited was appointed Broker to the Company, and conducted a successful Open Offer and Placing. As a result, the Company now has sufficient funding to take advantage of potential market opportunities.

Outlook

Whilst oil prices appear to be bottoming out, we do not see the oil and gas industry recovering sufficiently in the near future to generate enthusiasm in capital markets to fund new ventures. We intend to maintain a tight control on costs and manage overheads to a minimum whilst exploring all options in the market open to the Company. We believe the balance sheet we retain will allow us to secure an attractive value accretive option to deliver shareholder value and a long-term future for New World and we plan to provide further updates in due course.

Christopher Einchcomb
Acting Non-executive Chairman
31 March 2016

OPERATIONS REPORT

The Blue Creek PSA termination date was successfully extended to 31 October 2016. The Group is actively looking for a farm-in partner for the Blue Creek PSA to reduce future costs and help de-risk the project. Discussions with potential interested parties continue.

During the past year, the Danish licences were relinquished as the Company was unable to locate a farm-in partner to assume financial responsibility for a possible drilling programme. All contract obligations have been fulfilled and as such we have received formal notification from the Danish Energy Agency that no outstanding obligations remain. The Company will finalise its relationships with its partner, the North Sea Fund, in due course.

Georges Szytk
Executive Director
31 March 2016

OPERATIONS REPORT CONT.../

Definitions

“AI Maraam SPA”	the share purchase agreement entered into between the Company and Shareholders of AI Maraam Al-Ahliya Company for General Contracting WLL dated 10 May 2014
“AI Maraam”	AI Maraam Al-Ahliya Company for General Contracting WLL
“Blue Creek FOA”	the farm out agreement dated 15 June 2011 (as amended) between BCE and NWOG Belize
“Blue Creek Project”	means the Blue Creek project, being the acreage covered by the Blue Creek PSA
“Blue Creek PSA”	the production sharing agreement dated 12 October 2007 (as amended) between the Government of Belize and BCE
“NWOG Belize”	New World Oil and Gas (Belize) Limited, a wholly owned subsidiary of the Company, incorporated in Belize
“NWOG Belize Operations”	New World Oil and Gas (Belize Operations) Limited, a wholly owned subsidiary of the Company, incorporated in Belize

DIRECTOR'S REPORT AND STRATEGIC REPORT FOR THE YEAR ENDED

31 DECEMBER 2015

PRINCIPAL ACTIVITIES AND STRATEGY

The current strategy of the Company consists of maintaining its oil and gas assets in good standing until such time as outside investors can be located. The Company continues to keep all expenses at a minimum with a view to conserving cash. A number of possible options are being reviewed for future investments, but New World remains an oil and gas exploration and production company.

RESULTS AND FINANCIAL REVIEW

The loss for the year amounts to US\$4,220,000 (year to 31 December 2014: loss US\$11,709,000).

A financial review of the results for the year and the outlook for 2016 is set out in the Chairman's Statement.

No dividend has been paid or declared.

DIRECTORS

The Directors who served during the year were:-

C. Einchcomb	(British)
G. N. Szytk	(Canadian)
S. K. Polakoff	(American)
N. Lee (elected 17/11/2015)	(British)
A. Reynolds (elected 17/11/2015)	(British)
P. R. Szytk (resigned 17/11/2015)	(Canadian)
R. F. Hodder (resigned 17/11/2015)	(American)

RE-ELECTION OF DIRECTORS

In accordance with the Company's Memorandum and Articles of Association Mr. G.N. Szytk and Mr. S.K. Polakoff will retire by rotation. A resolution to reappoint them will be put to the members at the forthcoming Annual General Meeting.

POLICY ON PAYMENT OF CREDITORS

It is Company and Group policy to settle all debts with creditors on a timely basis.

Payment terms are agreed individually with suppliers and are adhered to unless advantageous early settlement terms are offered. Creditors under contract are paid in accordance with the contractual obligations.

The Company had trade creditors of US\$41,000 outstanding as at 31 December 2015 (2014: US\$29,000) that represents average creditor days of 2 days (2014: 1 day).

CHARITABLE AND POLITICAL DONATIONS

The Group made charitable, social and community-related donations during the year of nil (2014: nil).

DIRECTOR'S REPORT FOR THE YEAR ENDED

31 DECEMBER 2015

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SUBSTANTIAL SHAREHOLDINGS

At 11 March 2016 the shareholders with holdings of 3% or more were as follows:-

	Holding of issued ordinary shares	% of issued ordinary share capital
Hargreaves Lansdown (Nominees) Ltd	721,104,321	15.20
TD Direct Investing Nominees (Europe) Ltd	604,108,156	12.73
HSDL Nominees Ltd	522,266,789	11.01
Barclayshare Nominees Ltd	497,759,412	10.49
Fiske Nominees Ltd	375,118,383	7.90
Investor Nominees Ltd	318,653,891	6.71
Wealth Nominees Ltd	279,646,814	5.89
NWOGaction	592,956,501	12.49 *

* Certain of these shares are also included in the totals of other certain nominee holdings.

AUDITORS AND DISCLOSURE OF RELEVANT AUDIT INFORMATION

Having made the necessary enquiries, so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware and each Director has taken all steps that ought to have been taken to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

A resolution to re-appoint Chapman Davis LLP as auditors of the Company will be proposed at the forthcoming Annual General Meeting.

GOING CONCERN

The financial statements have been prepared on a going concern basis as the Directors, after making enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the next 12 months from the date of this report.

By Order of the Board

Ogier Corporate Services (Jersey) Limited
Secretary

31 March 2016

Corporate Governance Statement

The Board is committed to maintaining high standards of corporate governance. The Listing Rules of the Financial Services Authority incorporate the UK Corporate Governance Code, which sets out the principles of Good Governance, and the code of Best Practice for listed companies. Whilst the Company is not required to comply with the UK Corporate Governance Code, the Company's corporate governance procedures take due regard to the principles of Good Governance set out in the UK Corporate Governance Code in relation to the size and the stage of development of the Company.

Board of Directors

The Board of Directors currently comprises one Executive Director, and four Non-Executive Directors. The Directors are of the opinion that the Board comprises a suitable balance and that the recommendations of the UK Corporate Governance Code have been implemented to an appropriate level. The Board, through the Chairman and Executive Director in particular, maintains regular contact with its advisers and public relations consultants in order to ensure that the Board develops an understanding of the views of major shareholders about the Company.

Board Meetings

The Board meets regularly throughout the year. For the year ending 31 December 2015 the Board met at least monthly in relation to normal operational matters. The Board is responsible for formulating, reviewing and approving the Company's strategy, financial activities and operating performance. Day to day management is devolved to the Executive Director and management who are charged with consulting the Board on all significant financial and operational matters.

All Directors have access to the advice of the Company's solicitors and the necessary information is supplied to the Directors on a timely basis to enable them to discharge their duties effectively, and all Directors have access to independent professional advice, at the Company's expense, as and when required.

Board Committees

The Board has established the following committees, each which has its own terms of reference:

Audit and Compliance Committee

The Audit and Compliance Committee considers the Group's financial reporting (including accounting policies) and internal financial controls. The Audit Committee comprises 3 Directors, Adam Reynolds (Chairman), Stephen Polakoff and Christopher Einchcomb and is responsible for ensuring that the financial performance of the Group is properly monitored and reported on. The Committee met twice during the year.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board of Directors' and senior executives' remuneration. It comprises 3 Directors, Nicholas Lee (Chairman), Stephen Polakoff and Christopher Einchcomb. Non-Executive Directors' remuneration and conditions are considered and agreed by the Board. The Remuneration Committee also reviews the terms and conditions of any proposed share incentive plans and is responsible for administering and setting the overall policy and procedures of the Long Term Incentive Plan and the Discretionary Annual Bonus Plan. The Committee will also have regard to the terms that may be required to attract an experienced executive to join the Board from another company. The Committee met once during the year.

Corporate Governance Statement (continued)

Internal controls

The Directors acknowledge their responsibility for the Group's systems of internal controls and for reviewing their effectiveness. These internal controls are designed to safeguard the assets of the Company and to ensure the reliability of financial information for both internal use and external publication. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in light of increased activity and further development of the Company, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

Risk Management

The Board considers risk management to be important in achieving its strategic objectives. There is a process of evaluation of performance targets through regular reviews by senior management to forecasts. Project milestones and timelines are regularly reviewed.

Risks and uncertainties

The principal risks facing the Company are set out below. Risk assessment and evaluation is an essential part of the Group's planning and an important aspect of the Group's internal control system.

General and economic risks

- contractors in the world's major economies or increases in the rate of inflation resulting from international conditions;
- movements in the equity and share markets in the United Kingdom and throughout the world;
- weakness in global equity and share markets in particular, in the United Kingdom, and adverse changes in market sentiment towards the resource industry;
- currency exchange rate fluctuations and, in particular, the relative prices of U.S. Dollar, Danish Krone and the UK Pound;
- exposure to interest rate fluctuations; and
- adverse changes in factors affecting the success of exploration and development operations, such as increases in expenses, changes in government policy and further regulation of the industry; unforeseen major failure, breakdowns or repairs required to key items of plant and equipment resulting in significant delays, notwithstanding regular programmes of repair, maintenance and upkeep; variations in grades and unforeseen adverse geological factors or prolonged weather conditions.

Funding risk

- The Group or the companies in which it has invested may not be able to raise either by debt or further equity, sufficient funds to enable completion of planned exploration, investment and/or development projects.

Market risk

- The ability of the Group (and the companies it invests in) to continue to secure sufficient and competitive services contracts to support its operations is a key business risk.

Insurance

The Group maintains insurance in respect of its Directors and Officers against liabilities in relation to the Company.

Corporate Governance Statement (continued)

Treasury Policy

The Group finances its operations through equity and holds its cash as a liquid resource to fund the obligations of the Group. The Board approves decisions regarding the management of these assets.

Share Dealing Code

The Board has adopted a Share Dealing Code that applies to Directors, senior management and applicable employees (as well as certain relevant persons) that is appropriate for a Company whose shares are admitted to trading on AIM (in order to, amongst other things, ensure compliance with Rule 21 of the AIM Rules).

Relations with Shareholders

The Board is committed to providing effective communication with the shareholders of the Company. Significant developments are disseminated through stock exchange announcements and regular updates of the Company website. The Board views the AGM as a forum for communication between the Company and its shareholders and encourages their participation in its agenda.

Directors' Responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and Group and of the profit or loss of the Group for that period.

In preparing those financial statements the Directors are required to:-

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business;
- so far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and the Directors have taken all reasonable steps to ensure that they are aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors are responsible for keeping proper accounting records, for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible for ensuring that the annual report and financial statements comply with the AIM Rules.

The maintenance and integrity of the Company's website is also the responsibility of the Directors.

Independent Auditors' Report to the Shareholders of New World Oil and Gas Plc

We have audited the accompanying consolidated financial statements of New World Oil and Gas plc for the year ended 31 December 2015 which comprise the consolidated statement of comprehensive income, the consolidated and company statements of financial position, of changes in equity, of cash flows and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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

Respective responsibilities of directors and auditors

The Directors' responsibilities of preparing the annual report and the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted for use in the European Union are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies (Jersey) Law 1991. We also report to you if, in our opinion, the Report of the Directors is not consistent with the financial statements. We also report to you if the Company has not kept proper accounting records of if we have not received all the information and explanations we require for our audit.

We read the Report of the Directors and the other information contained in the annual report for the above period as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which are considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

- In our opinion the accompanying consolidated financial statements give a true and fair view, in accordance with IFRS as adopted for use in the European Union, of the financial position of New World Oil and Gas Plc and its subsidiaries as at 31 December 2015 and of the Group's loss for the year then ended; and
- the financial statements have been properly prepared in accordance with the Companies (Jersey) Law 1991 and Article 4 of the IAS Regulation.

Matters on which we are required to report by exception

We have nothing to report in respect of the following:

Under Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

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

ROWAN J. PALMER (Senior Statutory Auditor)
for and on behalf of
Chapman Davis LLP
Chartered Accountants and Statutory Auditors
London

31 March 2016

FINANCIAL STATEMENTS

Group Statement of Comprehensive Income for the year ended 31 December 2015

	Notes	2015 \$000's	2014 \$000's
Revenue		-	-
Impairment of intangible assets		(2,172)	(10,500)
Administrative expenses		(1,528)	(2,665)
Legal and professional costs		(530)	(336)
		<hr/>	<hr/>
Loss from operations	3	(4,230)	(13,501)
Interest receivable	6	10	24
Provision for losses on financial instrument		-	(171)
Gain on contract settlement		-	1,939
		<hr/>	<hr/>
Loss before taxation		(4,220)	(11,709)
		<hr/>	<hr/>
Income tax	7	-	-
		<hr/>	<hr/>
Loss for the year		(4,220)	(11,709)
		=====	=====
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive loss for the year attributable to equity holders of the parent		(4,220)	(11,709)
		<hr/>	<hr/>
Loss per share (cents)			
Basic	8	(0.16)	(1.67)
		<hr/>	<hr/>
Diluted	8	(0.16)	(1.67)
		<hr/>	<hr/>

Group Statement of Financial Position as at 31 December 2015

	Notes	2015 \$000's	2014 \$000's
Assets			
Non-current assets			
Tangible assets	9	-	14
Intangible assets	10	-	2,112
Total non-current assets		<u>-</u>	<u>2,126</u>
Current assets			
Inventories	11	-	50
Trade and other receivables	12	-	517
Cash and cash equivalents		3,642	1,144
Total current assets		<u>3,642</u>	<u>1,711</u>
Total assets		<u>3,642</u>	<u>3,837</u>
Liabilities			
Current liabilities			
Trade and other payables	13	(739)	(1,025)
Total liabilities		<u>(739)</u>	<u>(1,025)</u>
Net assets		<u>2,903</u>	<u>2,812</u>
		=====	=====
Equity			
Share capital	14	-	-
Share premium		52,232	47,369
Share-based payment reserve		368	920
Retained loss		(49,697)	(45,477)
		<u>2,903</u>	<u>2,812</u>
		=====	=====

The financial statements were approved by the board of directors and authorised for issue on 31 March 2016. They were signed on its behalf by

Georges Szytk
Director

Adam Reynolds
Director

Company Statement of Financial Position as at 31 December 2015

	Notes	2015 \$000's	2014 \$000's
Assets			
Non-current assets			
Tangible assets	9	-	14
Investment in subsidiaries	17	26	26
Amounts due from subsidiaries	12	-	2,003
Total non-current assets		<u>26</u>	<u>2,043</u>
Current assets			
Trade and other receivables	12	-	517
Cash and cash equivalents		3,618	1,089
Total current assets		<u>3,618</u>	<u>1,606</u>
Total assets		<u>3,644</u>	<u>3,649</u>
Liabilities			
Current liabilities			
Trade and other payables	13	(715)	(832)
Total liabilities		<u>(715)</u>	<u>(832)</u>
Net assets		<u>2,929</u> =====	<u>2,817</u> =====
Equity			
Share capital	14	-	-
Share premium		52,232	47,369
Share-based payment reserve		368	920
Retained loss		(49,671)	(45,472)
		<u>2,929</u> =====	<u>2,817</u> =====

The financial statements were approved by the board of directors and authorised for issue on 31 March 2016. They were signed on its behalf by

Georges Szyk
Director

Adam Reynolds
Director

Group Statement of Cash Flows for the year ended 31 December 2015

	2015 \$000's	2014 \$000's
Cash flows from operating activities		
Operating loss	(4,230)	(13,501)
Depreciation	14	15
Impairment of intangible assets	2,172	10,500
Gain on contract settlement	-	1,939
Decrease in receivables	517	796
(Decrease)/increase in payables	(286)	470
Decrease in inventories	50	40
Net cash (outflow)/inflow from operating activities	(1,763)	259
Returns on investments and servicing of finance		
Interest received	10	24
Net cash inflow from returns on investments and servicing of finance	10	24
Cash flows from investing activities		
Net proceeds from disposal of tangible assets	-	-
Payments to acquire intangible assets	(60)	(263)
Net cash outflow from investing activities	(60)	(263)
Cash flows from financing activities		
Proceeds on issuing of ordinary shares	5,431	-
Cost of issue of ordinary shares	(1,120)	-
Net conversion of financial instrument	-	16
Net cash inflow from financing activities	4,311	16
Net increase in cash and cash equivalents	2,498	36
Cash and cash equivalents at beginning of year	1,144	1,108
Cash and cash equivalents at end of year	3,642	1,144

Company Statement of Cash Flows for the year ended 31 December 2015

	2015 \$000's	2014 \$000's
Cash flows from operating activities		
Operating loss	(4,209)	(13,496)
Provision against amounts due from subsidiary	2,236	10,418
Depreciation	14	15
Gain on contract settlement	-	1,939
Decrease in receivables	517	789
(Decrease)/increase in payables	(117)	434
Net cash (outflow)/inflow from operating activities	<u>(1,559)</u>	<u>99</u>
Returns on investments and servicing of finance		
Interest received	10	24
Net cash inflow from returns on investments and servicing of finance	<u>10</u>	<u>24</u>
Cash flows from investing activities		
Advances to subsidiaries	(233)	(36)
Net cash outflow from investing activities	<u>(233)</u>	<u>(36)</u>
Cash flows from financing activities		
Proceeds on issuing of ordinary shares	5,431	-
Cost of issue of ordinary shares	(1,120)	-
Net conversion of financial instrument	-	16
Net cash inflow from financing activities	<u>4,311</u>	<u>16</u>
Net increase in cash and cash equivalents	2,529	103
Cash and cash equivalents at beginning of year	1,089	986
Cash and cash equivalents at end of year	<u>3,618</u> =====	<u>1,089</u> =====

Group Statement of Changes in Equity for the year ended 31 December 2015

	Share premium	Share-based payments reserve	Retained Losses	Total
	\$000's	\$000's	\$000's	\$000's
Balance at 1 January 2014	47,369	920	(33,768)	14,521
Total comprehensive loss for the year	-	-	(11,709)	(11,709)
Balance at 31 December 2014	<u>47,369</u>	<u>920</u>	<u>(45,477)</u>	<u>2,812</u>
Balance at 1 January 2015	47,369	920	(45,477)	2,812
Share issue	5,431	-	-	5,431
Cost of share issue	(1,120)	-	-	(1,120)
Expiration of unexercised warrants	552	(552)	-	-
Total comprehensive loss for the year	-	-	(4,220)	(4,220)
Balance at 31 December 2015	<u>52,232</u>	<u>368</u>	<u>(49,697)</u>	<u>2,903</u>

Company Statement of Changes in Equity for the year ended 31 December 2015

	Share premium	Share-based payments reserve	Retained Losses	Total
	\$000's	\$000's	\$000's	\$000's
Balance at 1 January 2014	47,369	920	(33,768)	14,521
Total comprehensive loss for the year	-	-	(11,704)	(11,704)
Balance at 31 December 2014	<u>47,369</u>	<u>920</u>	<u>(45,472)</u>	<u>2,817</u>
Balance at 1 January 2015	<u>47,369</u>	<u>920</u>	<u>(45,472)</u>	<u>2,817</u>
Share issue	5,431	-	-	5,431
Cost of share issue	(1,120)	-	-	(1,120)
Expiration of unexercised warrants	552	(552)	-	-
Total comprehensive loss for the year	-	-	(4,199)	(4,199)
Balance at 31 December 2015	<u>52,232</u>	<u>368</u>	<u>(49,671)</u>	<u>2,929</u>

Notes to the financial statements for the year ended 31 December 2015

1 Summary of significant accounting policies

General information and authorisation of financial statements

New World Oil & Gas Plc is a public limited company incorporated in Jersey. The address of its registered office is Ogier House. The Company's ordinary shares are traded on the AIM Market operating by the London Stock Exchange. The Group financial statements of New World Oil and Gas Plc for the year ended 31 December 2015 were authorised for issue by the Board on 31 March 2016 and the statements of financial position signed on the Board's behalf by Georges Szytk and Adam Reynolds.

Statement of compliance with IFRS

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The Company's financial statements have been prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies (Jersey) Law 1991. The principal accounting policies adopted by the Group and Company are set out below.

Financial risk management

The Group's principal activity of oil and gas exploration is by nature unpredictable with inherent risk exposure. In terms of general risk management the Board of Directors determine, as required, the degree to which it is appropriate to use financial instruments to mitigate risk. Currently the Company's principal financial instruments comprise cash and equity capital.

The Company does not enter into complex derivatives to manage risk, however it entered into an equity swap arrangement in 2013. The equity swap was settled in 2014 and a loss of \$171,000 was recognized. The Company had no financial instrument loss in 2015.

Foreign currency risk

Foreign exchange risk arises because the Group has operations located in various parts of the world whose functional currency is not US Dollars. The Group's net assets are exposed to currency risk giving rise to gains or losses on retranslation into US Dollars.

Liquidity risk

The Company's policy throughout the year has been to ensure that it has adequate liquidity by careful management of its working capital.

Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The most critical estimations involve the impairment or otherwise of carrying values related to Exploration and Project Development expenses, which are performed for both the interim and annual financial statements.

Notes to the financial statements for the year ended 31 December 2015 (continued)

New standards, amendments and interpretations adopted by the Company

No new and/or revised Standards and Interpretations have been required to be adopted, and/or are applicable in the current year by/to the Company, as standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2015 are not material to the Company.

New standards, amendments and interpretations not yet adopted by the Company

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements, were in issue but not yet effective for the year presented:

IFRS 9 in respect of Financial Instruments which will be effective for the accounting periods beginning on or after 1 January 2018.

IFRS 14 in respect of Regulatory Deferral Accounts which will be effective for accounting periods beginning on or after 1 January 2016.

IFRS 15 in respect of Revenue from Contracts with Customers which will be effective for accounting periods beginning on or after 1 January 2017.

Amendments to IFRS 10, IFRS 12 and IAS 28 in respect of the application of the consolidation exemption to investment entities which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IFRS 10 and IAS 28 in respect of the treatment of a Sale or Contribution of Assets between an Investor and its Associate or Joint Venture which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IFRS 11 in respect of Accounting for Acquisitions of Interest in Joint Operations which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IAS 1 in respect of determining what information to disclose in annual financial statements which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IAS 16 and IAS 38 in respect of Clarification of Acceptable Methods of Depreciation and Amortisation which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IAS 16 and IAS 41 in respect of Bearer Plants which will be effective for accounting periods beginning on or after 1 January 2016.

Amendments to IAS 27 to allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates which will be effective for accounting periods beginning 1 January 2016.

Annual improvements to IFRS's which will be effective for accounting periods beginning on or after 1 January 2016 as follows:

IFRS 5 – Changes in methods of disposal

IFRS 7 – Servicing contracts

IFRS 7 – Applicability of the amendments to IFRS 7 to condensed interim financial statements

IAS 19 – Discount rate: Regional market issue

IAS 34 – Disclosure of information “elsewhere in the interim financial report”

Notes to the financial statements for the year ended 31 December 2015 (continued)

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis and on a going concern basis.

The financial report is presented in United States Dollars (\$), which is the Group's functional and reporting currency, and all values are rounded to the nearest thousand dollars (\$'000) unless otherwise stated.

Basis of consolidation

Where the Company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

Business combinations and goodwill

On acquisition, the assets and liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill.

Revenue recognition

The Group has not yet commenced generating revenue.

Segment Reporting

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker who is responsible for allocated resources and assessing performance of the geographical segments. The chief operating decision-maker has been identified as Christopher Einchcomb, Acting Non-Executive Chairman.

Foreign Currencies

Transactions in currencies other than US Dollars are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on retranslation are included in the income statement for the period. On consolidation, the results of overseas operations are translated into US Dollars at rates approximating to those ruling when the transactions took place. All assets and liabilities of the overseas operations are translated at the rate ruling at the balance sheet date.

Taxation

No charge to Jersey corporation tax arises on the results for the year due to the applicable zero tax rate.

The subsidiary companies have not generated any income therefore there are no tax consequences arising from Danish or Belize corporate income tax matters.

Notes to the financial statements for the year ended 31 December 2015 (continued)

Tangible Fixed Assets

Tangible fixed assets comprise furniture and fixtures and plant and equipment and are depreciated on a straight line basis at annual rates that will reduce book values to estimated residual values over their estimated useful lives as follows:

Furniture	-	25% per annum
Plant and Equipment	-	20% per annum

Intangible Fixed Assets

Exploration, evaluation and development expenditures incurred, together with appropriate overhead expenses such as project management and related travel, is accumulated in respect of each identifiable area of interest.

These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves of oil and/or gas.

Accumulated costs in relation to an abandoned area are written off in full in the year in which the decision to abandon is made.

Impairment of intangible assets

At each balance sheet date the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If there is such indication then an estimate of the asset's recoverable amount is performed and compared to the carrying amount.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the Group has become a party to the contractual provisions of the instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, cash at bank and short term deposits with banks and similar financial institutions.

Inventory

Inventories, representing drilling and related consumables, are stated at the lower of cost and net realisable value, cost being determined by the first-in first-out method.

Notes to the financial statements for the year ended 31 December 2015 (continued)

Trade and other receivables

Trade and other receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Trade and other payables

Trade and other payables are non-interest bearing and are stated at their nominal value.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Share-based payments

The Group operated a Long Term Incentive Plan to allow certain Directors (being the Directors at the time of initial AIM admission) to be granted awards in respect of Ordinary Shares in the Company. This plan lapsed in 2014 with no amount being due to any Director. The Group also operates a Discretionary Annual Bonus Plan which may be paid in Ordinary Shares; however, this plan was suspended by the Directors in 2014. As at 31 December 2015 no amounts have been provided or accrued in relation to the above schemes.

The fair value of Options granted to the Non-Executive Directors to subscribe for Ordinary Shares is recognised as an expense equal to the fair value of the services provided.

Additionally, the fair value of warrants to subscribe for Ordinary Shares as part of the fees under Placing arrangements and as part of the fees under the Re-Admission to AIM have been recognised as an expense or allocated to share issue costs as applicable.

The fair value of warrants and options granted is determined using the Black-Scholes valuation model.

Going Concern

The Group closely monitors and manages its liquidity risk, regularly preparing cash forecasts. The Directors consider that the Group has adequate liquid resources to continue in operational existence for at least the 12 month period from the date of approval of these financial statements.

Notes to the financial statements for the year ended 31 December 2015 (continued)

2 Turnover and segmental analysis

Segment information is presented in respect of the Group's management and internal reporting structure. The Group had no revenue during the year.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Operating and Geographical segments

The Group comprises the following operating segments:

Corporate – Parent company administrative costs, general business development and AIM related costs.

Exploration & development – costs in relation to the Group's direct oil and gas exploration operations.

2015 Business segments	Corporate	Exploration & development	Total	
	\$000's	\$000's	\$000's	
Result				
Segment results	(1,963)	(2,257)	(4,220)	
	=====	=====	=====	
Balance sheet				
Segment assets	3,617	25	3,642	
Segment liabilities	(715)	(24)	(739)	
Net assets	2,902	1	2,903	
	=====	=====	=====	
Geographical segments	Denmark	Belize	Jersey	Total
	\$000's	\$000's	\$000's	\$000's
Result				
Segment result	(623)	(1,634)	(1,963)	(4,220)
	=====	=====	=====	=====
Balance sheet				
Segment assets - Intangible	-	-	-	-
- Other	12	13	3,617	3,642
Segment liabilities	(24)	-	(715)	(739)
Net assets	(12)	513	2,902	2,903
	=====	=====	=====	=====

Notes to the financial statements for the year ended 31 December 2015 (continued)

2 (cont)

2014 Business segments		Corporate	Exploration & development	Total
		\$000's	\$000's	\$000's
Result				
Segment results		(1,082)	(10,627)	(11,709)
		=====	=====	=====
Balance sheet				
Segment assets		1,620	2,217	3,837
Segment liabilities		(832)	(193)	(1,025)
Net assets		=====	=====	=====
		788	2,024	2,812
		=====	=====	=====
Geographical segments				
	Denmark	Belize	Jersey	Total
	\$000's	\$000's	\$000's	\$000's
Result				
Segment result	(7,088)	(3,539)	(1,082)	(11,709)
	=====	=====	=====	=====
Balance sheet				
Segment assets - Intangible	550	1,562	-	2,112
- Other	46	59	1,620	1,725
Segment liabilities	(193)	-	(832)	(1,025)
Net assets	=====	=====	=====	=====
	403	1,621	788	2,812
	=====	=====	=====	=====

3 Group operating loss

	2015 \$000's	2014 \$000's
Loss from operations has been arrived at after charging:		
Directors fees	218	379
Directors Executive Remuneration (i)	504	1,365
Auditors Remuneration - Group	67	104
- Subsidiary	21	46
Depreciation	14	15
	=====	=====

- (i) 2014 includes \$115,500 of consulting fees to Hydrocarbon Technologies Ltd. for the period from Kelleher's resignation to 30 April 2015 of which \$77,000 was applied as payments on the Hydrocarbon Technologies Ltd. loan.

Notes to the financial statements for the year ended 31 December 2015 (continued)

4 Auditor remuneration disclosure

	2015 \$000's	2014 \$000's
Fees payable to the Company's auditor for the audit of the Company's annual accounts	43	76
Fees payable to the Company's auditor for other services: Audit-related assurance services	24	28
	=====	=====

5 Directors' remuneration

	Management Services \$000's	Fees \$000's	Total \$000's
2015			
Executive Directors:			
Peter Sztyk (ii) (resigned 17/11/2015)	252	28	280
Georges Sztyk (ii)	252	30	282
Non-Executive Directors:			
Stephen Polakoff (iii) (includes fees payable in shares of \$18,000)	-	48	48
Chris Einchcomb (iii) (includes fees payable in shares of \$20,000)	-	46	46
Fred Hodder (iii) (includes fees payable in shares of \$23,000) (resigned 17/11/2015)	-	50	50
Adam Reynolds (elected 17/11/2015)	-	8	8
Nicholas Lee (elected 17/11/2015)	-	8	8
	=====	=====	=====
	504	218	722
	=====	=====	=====
	Management Services \$000's	Fees \$000's	Total \$000's
2014			
Executive Directors:			
Bill Kelleher (i) (resigned 13/10/2014)	579	25	604
Peter Sztyk (ii)	393	30	423
Georges Sztyk (ii)	393	30	423
Non-Executive Directors:			
Stephen Polakoff (iii) (includes fees payable in shares of \$35,000)	-	88	88
Fred Hodder (iii) (includes fees payable in shares of \$54,000)	-	115	115
Chris Einchcomb (iii) (includes fees payable in shares of \$45,000)	-	91	91
	=====	=====	=====
	1,365	379	1,744
	=====	=====	=====

(i) Management services provided by and payable to Hydrocarbon Technologies Ltd. Includes \$115,500 of consulting fees for the period from Kelleher's resignation to 30 April 2015 of which \$77,000 was applied as payments on the Hydrocarbon Technologies Ltd. loan.

(ii) Management services were provided by and payable to Dynamic Investments Ltd.

(iii) Fees payable in shares for 2015 totalling \$62,000, for 2014 totalling \$134,000 and for 2013 totalling \$65,000 were issued after year end, as discussed in Notes 20 and 24.

No pension benefits are directly provided for any Director.

Notes to the financial statements for the year ended 31 December 2015 (continued)

6 Interest receivable

	2015 \$000's	2014 \$000's
Interest received on other receivables	10 =====	24 =====

7 Taxation

No charge to Jersey corporation tax arises on the results for the year due to the applicable zero tax rate. No trading profit has arisen in any other tax jurisdiction.

No deferred tax asset has been recognised due to the applicable zero tax rate, however the unrelieved tax losses which are estimated to be available for offset against future profits if the applicable tax rates were to change in the future amount to approximately \$30 million (2014: \$30 million).

8 Loss per share

	2015	2014
The calculation of loss per share is based on the loss after taxation divided by the weighted average number of shares in issue during the year:		
Loss for the year (\$000's)	(4,220)	(11,709)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic loss per share (millions)	2,588	703
Basic and diluted loss per share (expressed in cents)	(0.16)	(1.67)

As inclusion of the potential ordinary shares would result in a decrease in the earnings per share they are considered to be anti-dilutive, as such, a diluted earnings per share is not included.

Notes to the financial statements for the year ended 31 December 2015 (continued)

9 Tangible assets – Group and Company

	Furniture and Fixtures \$'000	Plant and Equipment \$'000	Total \$'000
<u>Cost</u>			
Balance carried forward	17	40	57
Additions during year to 31 December 2015	-	-	-
Disposals during year to 31 December 2015	-	-	-
Carried forward at 31 December 2015	17	40	57
<u>Depreciation</u>			
Balance carried forward	16	26	42
Charge for year to 31 December 2014	4	11	15
Charge for year to 31 December 2015	5	9	14
Eliminated on disposal	(8)	(6)	(14)
Carried forward at 31 December 2015	17	40	57
<u>Net Book Values</u>			
At 31 December 2015	-	-	-
At 31 December 2014	5	9	14

10 Intangible assets – Group 2015

	Exploration and Project Development Expenses \$'000
<u>Cost</u>	
As at 1 January 2015	12,612
Additions	60
As at 31 December 2015	12,672
<u>Accumulated amortisation and impairment</u>	
As at 1 January 2015	(10,500)
Impairment charge	(2,172)
Balance at 31 December 2015	(12,672)
<u>Net book value</u>	
As at 31 December 2015	-
As at 31 December 2014	2,112

Notes to the financial statements for the year ended 31 December 2015 (continued)

10 (cont)

Intangible Assets – Group 2014

	Exploration and Project Development Expenses \$'000
<u>Cost</u>	
As at 1 January 2014	12,349
Additions	263
As at 31 December 2014	12,612
<u>Accumulated amortisation and impairment</u>	
As at 1 January 2014	-
Impairment charge	(10,500)
Balance at 31 December 2014	(10,500)
<u>Net book value</u>	
As at 31 December 2014	2,112
As at 31 December 2013	12,349

In 2015, the Company relinquished its Danish licenses. Accordingly, a charge to increase the impairment reserve for its Denmark intangible assets to 100 per cent was recorded during the year. The Directors also undertook an impairment review of the Group's Belize intangible assets as of 31 December 2015 and determined it prudent to impair the Belize intangible assets to 100 per cent based on the 2016 deadline for the Group to continue its work programme, the availability of funds to do so, and the current depressed global price of oil.

11 Inventories

Inventories were nil. The 2014 inventories were \$50,000 and comprised drilling and related consumables and were stated at the lower of cost and estimated net realisable value.

Notes to the financial statements for the year ended 31 December 2015 (continued)

12 Trade and other receivables

	2015		2014	
	Group \$000's	Company \$000's	Group \$000's	Company \$000's
Current trade and other receivables				
Other receivables - Related Parties	-	-	517	517
- Al Maraam	1,368	1,368	1,368	1,368
- Provision for Al Maraam	(1,368)	(1,368)	(1,368)	(1,368)
	<u>-</u>	<u>-</u>	<u>517</u>	<u>517</u>
	=====	=====	=====	=====
Non – current trade and other receivables				
Amounts due from subsidiaries	-	33,466	-	33,233
Provision	-	(33,466)	-	(31,230)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,003</u>
	=====	=====	=====	=====

The amounts due from subsidiaries are interest free with repayment not anticipated within 12 months of the end of the reporting period.

The Directors consider that the net carrying amount of trade and other receivables approximates to their fair value.

13 Trade and other payables – current

	2015		2014	
	Group \$000's	Company \$000's	Group \$000's	Company \$000's
Trade payables	61	41	53	29
Accruals	678	674	972	803
	<u>739</u>	<u>715</u>	<u>1,025</u>	<u>832</u>
	=====	=====	=====	=====

The Directors consider that the carrying amount of trade payables approximates to their fair value.

Notes to the financial statements for the year ended 31 December 2015 (continued)

14 Share capital

	2015 Number of shares	2014 Number of Shares
<u>Called up, allotted, issued and fully paid:</u>		
As at 31 December		
Ordinary shares of no par value	4,591,596,741 =====	702,723,713 =====

On 11 June 2015, the Company announced an Open Offer and Placing to raise gross proceeds of \$5.4 million (£3.5 million) through the issue of 3,888,873,028 shares at a price of 0.09p per share and these shares were duly allotted and issued on 7 July 2015.

The Company issued no shares in 2014.

15 Outstanding warrants and options

As at 31 December 2015 the number of outstanding warrants and options were:-

- 18,900,000 warrants exercisable at 2p expiring on 28 March 2016;
- 14,069,500 warrants exercisable at 5p expiring on 11 May 2016;
- 2,375,000 warrants exercisable at 8p expiring on 25 July 2017;
- 2,750,000 options exercisable at 9.25p expiring on 25 July 2022.

During the year 5,598,251 warrants exercisable at 9p lapsed together with 6,375,000 warrants exercisable at 8p.

16 Share-based payments

The group operated a Long Term Incentive Plan to allow certain Directors (being the Directors at the time of initial AIM admission) to be granted awards in respect of Ordinary Shares in the Company. This plan lapsed in 2014 with no amount being due to any Director.

The Group also operates a Discretionary Annual Bonus Plan that may be paid in Ordinary Shares; however, this plan was been suspended by the Directors in 2014.

As at 31 December 2015 no amounts have been provided or accrued in relation to the above schemes.

Notes to the financial statements for the year ended 31 December 2015 (continued)

17 Investment in subsidiaries

	2015 \$000's	2014 \$000's
As at 1 January	26	26
Additions	-	-
At 31 December	<u>26</u>	<u>26</u>

The subsidiaries of New World Oil and Gas Plc, all of which have been included in these consolidated financial statements, are as follows:

Name		Country of incorporation	Proportion of ownership interest	Nature of business
Directly-held subsidiaries				
Gaia Resources Limited	(1)	British Virgin Islands	100%	Holding Company
Emery SARL	(2)	Luxembourg	100%	Holding Company
New World Oil and Gas (Belize) Limited	(3)	Belize	100%	Oil and Gas Exploration
New World Oil and Gas (Belize) Operations Limited	(3)	Belize	100%	Oil and Gas Exploration
Indirectly-held subsidiaries				
New World Jutland Aps	(4)	Denmark	100%	Oil and Gas Exploration
New World Operations Aps	(4)	Denmark	100%	Oil and Gas Exploration
New World Resources Aps	(5)	Denmark	100%	Oil and Gas Exploration
New World Resources Operations Aps	(5)	Denmark	100%	Oil and Gas Exploration

(1) Subsidiary was acquired on incorporation on 4 January 2011

(2) Subsidiary was acquired on incorporation on 1 August 2011

(3) Subsidiary was acquired on incorporation on 14 June 2011

(4) Subsidiary was acquired on incorporation on 15 September 2011

(5) Subsidiary was acquired on incorporation on 8 March 2012

Notes to the financial statements for the year ended 31 December 2015 (continued)

18 Financial instruments

The Board of Directors determine, as required, the degree to which it is appropriate to use financial instruments to mitigate risk. Currently the Company's principal financial instruments comprise cash and equity capital.

The Company does not enter into complex derivatives to manage risk, however it entered into an equity swap arrangement in 2013 as disclosed in note 19.

Foreign currency risk

Foreign exchange risk arises because the Group has operations located in various parts of the world whose functional currency is not the same as the functional currency in which the Group companies are operating. The Group's net assets are exposed to currency risk giving rise to gains or losses on retranslation into US Dollars.

Liquidity risk

The Company's policy throughout the year has been to ensure that it has adequate liquidity by careful management of its working capital.

19 Derivative financial instrument

During March 2013 the Company entered into an equity swap agreement ("the Equity Swap Agreement") with YA Global Master SPV, Ltd ("YAGM") over 19,999,998 Ordinary Shares ("the Swap Shares"). In return for a payment by the Company to YAGM of £400,000 (\$606,000), six monthly settlement payments in respect of such payment were to be made by YAGM to the Company, or by the Company to YAGM, based on a formula related to the difference between the prevailing market price (as defined in the Equity Swap Agreement) of the Company's ordinary shares in any month and a 'benchmark price' of 2.2p per share (\$0.03). Thus the funds received by the Company in respect of the Swap Shares are dependent on the future price performance of the Company's ordinary shares.

During 2014, 3,333,333 shares were settled for net proceeds of £10,000 (\$16,000). The remaining balance has been fair valued at 31 December 2014, based on the settlement of the Equity Swap Agreement subsequent to year end, with a resulting provision of \$171,000 included in the Income Statement.

	31 December 2015 \$'000	31 December 2014 \$'000
Fair Value as at 1 January	-	187
Settled during the year	-	(16)
Fair value adjustment to 31 December	-	(171)
Fair Value carried forward as at 31 December	- =====	- =====

Notes to the financial statements for the year ended 31 December 2014 (continued)

20 Group related party transactions

Transactions between the parent and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Details of Director's remuneration, being the only key personnel, are given in note 5.

Included within other receivables are the amounts outstanding on the loans made to facilitate the Executive Directors participation in the March 2013 placing. In relation to Bill Kelleher an advance of \$333,000 was made to Hydrocarbon Technologies Limited and after interest charges of \$2,000 (2014: \$7,000) and repayments of \$58,000 (2013: \$77,000) were made the amount outstanding was \$150,000 (2013: \$205,000). As of 31 December 2014, a provision for collectability in the amount of \$150,000 has been recorded related to this loan.

In relation to Peter Szytk and Georges Szytk an advance of \$667,000 was made to Dynamic Investments Limited and after interest charges of \$8,000 (2014: \$16,000) and repayments of \$469,000 (2014: \$122,000) were made the amount outstanding was nil (2014: \$461,000).

Included within trade and other payables is unpaid director's fees payable in shares to Fred Hodder of \$97,000 (2014: \$79,000), to Chris Einchcomb of \$83,000 (2014: \$66,000) and to Stephen Polakoff of \$72,000 (2014: \$54,000) and unpaid director's fees payable in cash to Nicholas Lee of \$8,000 (2014: nil) and Adam Reynolds of \$8,000 (2014: nil). All unpaid director's fees were paid subsequent to year end either through the issue of shares, see Note 24, or through cash payments.

21 Ultimate controlling party

In the opinion of the directors, there is no controlling party.

22 Retirement benefit scheme

The Group does not operate either a defined contribution or defined benefit retirement scheme.

23 Commitments

As at 31 December 2015, the Group has no material commitments unaccounted for in the financial statements.

24 Events after the end of the reporting period

On 17 February 2016, the Company announced an allotment of 155,189,367 new ordinary shares of the Company. This included 72,424,600 shares issued to directors of the Company and to a former director in part settlement of director fees, see Notes 5 and 20. The balance of the allotment was to suppliers in relation to Company operations.

25 Profit and loss account of the parent company

As permitted by Jersey Company Law, the profit and loss account of the parent company has not been separately presented in these accounts. The parent company loss for the year was \$4,199,000 (2014: \$11,704,000 loss).

Corporate Information

DIRECTORS	Georges Szytk – Executive Financial Director Chris Einchcomb – Non Executive Director, Acting Chairman Stephen Polakoff – Non Executive Director Nicholas Lee – Non Executive Director Adam Reynolds – Non Executive Director
COMPANY SECRETARY	Ogier Corporate Services (Jersey) Limited
REGISTERED OFFICE	Ogier House The Esplanade St. Helier, Jersey JE4 9WG Channel Islands
NOMINATED ADVISOR	Beaumont Cornish Limited 2 nd Floor, Bowman House, 29 Wilson Street London EC2M 2SJ
AUDITORS	Chapman Davis LLP 2 Chapel Court London SE1 1HH
PUBLIC RELATIONS	St. Brides Media & Finance Ltd Chaucer House 38 Bow Lane London EC4M 9AY
BROKERS	Cornhill Capital Limited 4 th Floor, 18 St. Swithin's Lane London EC4N 8AD
SOLICITORS	Watson, Farley & Williams LLP 15 Appold Street London EC2A 2HB
REGISTRARS	Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St. Helier Jersey JE1 1ES Channel Islands