



Gulfsands Petroleum plc is an independent oil and gas exploration and production company, incorporated in the United Kingdom.

The Group's focus is the Middle East region and its core asset is its interest in Block 26, a world class resource in North East Syria, which is currently under Force Majeure as a result of EU sanctions.

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www.gulfsands.com

Strategic Report Highlights

The Group's Core Asset and Focus Remains the Block 26 Assets in North East Syria

Currently in force majeure due to EU Sanctions.

Involvement in Syrian operations remains suspended during continuation of EU sanctions, with which Gulfsands remains committed to full compliance.

According to in-country sources, assets appear to be in good order, materially undamaged and operationally fit.

Production in Block 26, without the participation of Gulfsands, reported to have been approximately 20,000 boepd throughout 2019.

No revenues have been recognised by Gulfsands and the status of this production under the terms of the PSC is unclear at this time.

Reported production levels appear to demonstrate the reservoir quality and that the field continues to be operable.

The area surrounding Block 26 remains stable, with no major disruptions during the year, even in light of "Operation Peace Spring".

Capital Efficiency and Continued Financial Support from Major Shareholders

Company continues to be funded by the Major Shareholders largely under the 2017 Secured Term Financing Facility ("2017 Facility").

This 2017 Facility was amended in November 2019 as part of securing £4.1 million committed funding which is expected to fund G&A through to the end of 2021.

This financing included a £1.1 million underwritten equity offering at 5 pence per Ordinary Share which was offered to minority shareholders and successfully closed in December 2019.

2017 Facility conversion features have been formalised to give more clarity over the Capital Structure going forward, including a Lenders' Conversion Option at 5 pence per Ordinary Share.

The business continues to be successfully managed within budgets and financial targets set by the Board.

At the date of this Report, the Group had unaudited cash available for operations of \$1.2 million and remains reliant on the Major Shareholders for additional funding.

The Quality of the Block 26 Assets has been Confirmed by Competent Persons Report (“CPR”) Undertaken by Independent Consulting Firm Oilfield Production Consultants (“OPC”)

+20 years resource life and potential to produce over 50,000 boepd from existing discoveries.

Prospective portfolio takes the potential production of the field above 100,000 boepd.

2C Contingent Resources in Yousefieh, Khurbet East and Al Khairat fields (2P Reserves if it were not for force majeure) as at 31 December 2019 of 83.7 million boe (net to Gulfsands).

This is an increase in 2C resources compared to 77.4 million boe in the 2018 Annual Report, as a result of updated reservoir models based on actual production and well performance data received.

Combined unrisks, mid-case Prospective Resource of 546 million boe & risks, Prospective Resources of 134 million boe (both net to Gulfsands).

Economic Evaluation gave a central range of EMV of Block 26 (Prospective and Contingent Resources) as at 31 December 2019, using the year-end oil price curve, of \$1 billion to \$1.5 billion, prior to taking into account above-ground risks.

Re-entry Planning Continues at Pace

CPR work included preparation, review and validation of Full Field Development Plan of the Yousefieh, Khurbet East and Al Khairat fields, which is ready to implement when circumstances allow.

CPR confirmed nine drill-ready prospects which could be targeted during an intensive drilling programme when circumstances allow.

Regional technical, finance and administrative team remains in place to implement re-entry plan as soon as viable.

Business Development

Management continues its focus on selected business development in the broader Middle East region.

This initiative is supported by the experienced technical, finance and administrative team which has been assembled in the region.

Rationalisation of Non-Core Assets Almost Complete

No active operations remaining in Tunisia and Morocco and all related subsidiaries have been closed and deregistered.

In Colombia, the Group’s remaining licence, Llanos-50, remains in suspension following identification of environmental restrictions which the local environmental agency, Corporinoquia, has confirmed makes the planned seismic programme non-viable. The Company has agreed to undertake an additional environmental review over the remainder of the Block, at the request of the ANH, while dialogue with the ANH to mutually terminate the LLA-50 licence continues.

Share Trading Post Delisting

The Company’s shares continue to trade through the secondary trading auction facility provided by Asset Match (www.assetmatch.com).

Impact of Covid-19

The Covid-19 pandemic has had a significant impact, affecting economies and populations globally.

The impact on the oil and gas industry is amplified, whereby concerns over hydrocarbon demand and international disputes over oil production volumes have led to a very significant drop in oil and gas prices since the year-end.

The Board has undertaken a thorough assessment of all aspects of its operations, and the specific risks and challenges posed by the COVID-19 pandemic.

The Group seeks to comply with local and international recommendations protecting the wellbeing of its people, and in turn to minimise the impact on its operations.

Capital efficiency measures have been implemented to ensure that the Company preserves its capabilities, strengths and resources.

Working-from-home protocols are in place to ensure efficient online collaboration, communications, and that decision-making can continue, as seamlessly as possible.

The Directors continue to monitor closely the impact of unfolding events in order to respond swiftly to any consequential implications on the business.

Strategic Report

Chairman and Managing Director's Statement

Gulfsands has realigned itself as an efficient platform that can focus on Syria and selected business development in the Middle East region. The world class, Block 26 assets remain at the core of Gulfsands' strategy and preparing for Syria re-entry, once EU sanctions and the security situation permit, remains the principal focus.

Dear Shareholder

We live in unprecedented and challenging times; the Covid-19 virus has had a significant impact, affecting economies and populations globally. The spread of Covid-19 has been unlike any previous virus, taking governments and populations by surprise. It is widely expected that the world economy will be severely impacted by Covid-19, despite measures by governments to protect it. The impact on the oil and gas industry is amplified, whereby concerns over hydrocarbon demand and international disputes over oil production volumes have led to a very significant drop in oil and gas prices since the year-end. Our statement that follows is therefore offered against this backdrop of uncertainty.

The Board has undertaken a thorough assessment of all aspects of our operations, and the specific risks and challenges posed by the Covid-19 pandemic. Our primary concern at this challenging time is, of course, the welfare of our staff and partners, and as such, the Group seeks to comply with local and international recommendations protecting the wellbeing of its people, and in turn to minimise the impact on its operations.

Although there is no immediate direct impact on the Company with respect to revenue, we have nonetheless implemented various capital efficiency measures to ensure that the Company preserves its capabilities, strengths and resources, and retains the support of our shareholders and partners to ensure we can survive and thrive when the Covid-19 crisis is over. These measures have included some permanent changes which will increase efficiency overall, as well as temporary measures, such as salary cuts for all staff and Directors which will assist the Group during the period of highest impact of the Covid-19 pandemic. The Company has also implemented working-at-home protocols to ensure efficient online collaboration, communications, and that decision-making can continue, as seamlessly as possible.

In 2019 Gulfsands turned a significant corner whereby it put to bed many of the legacy issues it faced in its portfolio and is now able to focus almost entirely on its world class assets in Syria: protecting and preserving its rights and preparing for a return to operations.

Costs for the Group remain at a sustainable level and we continue to have the support of our Major Shareholders on whom we are

heavily reliant for future funding. In November 2019, those Major Shareholders committed additional funding of £4.1 million through a combination of an equity offering and an expansion of the existing 2017 Secured Term Financing Facility ("2017 Facility"). This is expected to fund the Group through to the end of 2021 and gives the Group a solid platform to face the next two years, a period which should be pivotal for the Company and the country of Syria.

Since the Company's delisting from AIM in April 2018, the Company continues to be a Public Limited Company (a "PLC") and the Group has maintained strong Corporate Governance standards including having a Board of Directors that is independent of both the Major Shareholders and Executive Management. Gulfsands' shares continue to trade through the secondary trading auction facility provided by Asset Match where there were 2 auctions, as well as one equity placing, during 2019. Anyone wishing to trade Gulfsands' shares should contact Asset Match directly at www.assetmatch.com.

Core Strategy

At the core of Gulfsands' strategy remains its Block 26 assets in North East Syria. After nine years of devastating war, and as the conflict enters its tenth year, there have been a number of reasons to be optimistic for the future of Syria during the year. Most notably, in October the long awaited Syrian Constitutional Committee was formed to almost unanimous acclaim under the auspices of the United Nations, and while there have been some teething problems in establishing protocols, the participants appear to be committed to making that process work.

Gulfsands remains the operator of the geo-technically world class asset, Block 26 in North East Syria, holding a 50% working interest in the Block 26 Production Sharing Contract ("PSC"). Block 26 is located in the relatively stable area of North East Syria and, although Gulfsands is unable, due to EU sanctions, to be actively involved in operations, the assets appear, according to in-country sources, to be in good order, materially undamaged and operationally fit. We understand that the incursion of Turkey in late 2019 into North and North-East Syria, known as "Operation Peace Spring" did not have any negative effect on our assets.



Gulfsands remains committed to full compliance with EU sanctions, and so is not presently involved in any production or exploration activities on Block 26 as Force Majeure was declared in respect of this PSC upon the introduction of EU sanctions in Syria in 2011. It should be noted that following the Company's service of its Notice of Force Majeure and various legal steps taken by the state oil company, General Petroleum Corporation ("GPC") in Syria, GPC has assumed operational control and responsibility for the management of Dijla Petroleum Company ("DPC"), the legal entity established to undertake the management and control of petroleum production operations and related infrastructure on Block 26.

Gulfsands has maintained a key focus on ensuring it is ready to recommence operations when sanctions allow, while remaining sanction compliant in the meantime. Following the 2018 internal work on existing technical data relating to the Block 26 assets, Gulfsands' findings were submitted to independent consulting firm Oilfield Production Consultants ("OPC") for review in 2019. OPC prepared a Competent Person's Report ("CPR") for the entire block and a Field Development Plan ("FDP") for the Contingent Resources.

We are delighted by the findings of OPC's CPR which has confirmed the Board's belief that Block 26 could contain over a billion barrels of recoverable resource with the potential for production levels of around 50,000 boepd from existing discoveries and over 100,000 boepd from a full block development incorporating potential exploration upside. OPC also undertook an economic evaluation of the Block 26 project at both 31 December 2018 and 31 December 2019. While this evaluation did not, of course, take into account any of the above-ground risks associated with the assets, it did consider a range of possible valuation scenarios, using the respective year-end oil price curves, which indicated a central range of Expected Monetary Value ("EMV") of the Block 26 assets, including both Contingent and Prospective Resources, of \$1 billion - \$1.5 billion (net share to Gulfsands).

As previously reported, the Group has been informed by GPC/DPC that the oil fields in Block 26 were returned to regular production in January 2017, with oil being produced from up to thirteen production wells. This situation appears to have

persisted since then, and the average oil production rate during the period appears to be around 18-20,000 boepd. This production is unauthorised and is described by GPC/DPC as "stolen". Reports indicate that the total unauthorised production during 2019 was estimated to be around 7.1 million barrels of oil (2018: 6.9 million). The Company continues to work on verifying this information and the status of this production under the terms of the PSC is unclear at this time. Gulfsands has not recognised or received any revenue for any production under the PSC since the advent of Force Majeure.

Such is the quality of the Group's Syrian assets and the technical work performed by Gulfsands, and subsequently reviewed and validated by OPC, that the Resource base has increased during the year, even taking into account this unauthorised oil production (see Operations Review on pages 10 – 14).

More broadly, the Company continues to explore potential business development and acquisition opportunities in the broader Middle East region but has not yet found appropriate opportunities that we wish to progress at this time.

Non-Core Business

Elsewhere, the Group has made significant progress in rationalising its non-core portfolio in Colombia, Morocco, and Tunisia.

The Group has not been active in Morocco or Tunisia for several years and has spent much time trying to negotiate exits from these countries with the appropriate authorities. The most notable of these negotiations related to Cypriot subsidiary Gulfsands Petroleum Morocco Limited ("GPML") which had been in long discussions with Office National des Hydrocarbures et des Mines ("ONHYM") in Morocco regarding the return of the former guarantee funds of \$6 million which ONHYM had inappropriately seized. During 2019, the Group took the decision that these, and other discussions in Morocco and Tunisia, had run their course and that it was time to formally end all involvement in both these countries. On 8 May 2019, the Creditors Voluntary Liquidation ("CVL") of GPML was approved by creditors and was confirmed as final, after the statutory 3-month period, on 8 August 2019. In addition, due to lack of activity or progress in resolving remaining administrative matters in the respect of the Cayman Islands

Strategic Report

Chairman and Managing Director's Statement (continued)

subsidiaries, Gulfsands Petroleum Morocco Limited and Gulfsands Petroleum Tunisia Limited, the Group took the decision to cease funding these companies during the year and consequently they were both struck off from the Cayman Register of Companies, effective 31 January 2020.

As a result, these financial statements no longer contain any assets or liabilities relating to the Morocco and Tunisia businesses. As explained below, the derecognition of all assets and liabilities relating to these businesses created a one-off accounting profit of \$6.4 million, although there was no cashflow benefit.

In Colombia, having exited the Putumayo-14 licence in 2018 via its transaction with Amerisur, the Group now has one licence remaining, Llanos-50. The Board believes that there is overwhelming evidence to suggest that this license is non-viable due to severe environmental restrictions which impact the ability of the Company to execute an effective seismic and drilling programme on the block. However, Agencia Nacional de Hidrocarburos ("ANH") has so far refused to acknowledge the implications of these restrictions and approve a mutual termination of the licence, despite the restrictions being confirmed by the local environment agency, Corporinoquia. The LLA-50 licence remains in suspension, pending further work that should allow the local environmental agency to confirm the restrictions within the entire Block. Gulfsands anticipates that this additional environmental study will provide definitive proof regarding the non-viability of the block. Further details of the LLA-50 licence are provided in note 2.4.

Financing

As anticipated, the Group was funded during the year by the drawdown of the remaining two £1 million tranches under the existing 2017 Facility made available on 1 January 2019 and 1 July 2019. The Group has continued to be successfully managed during the year within budgets and financial targets set by the Board and costs are now at a sustainable level. In November 2019, the Company's Major Shareholders committed a further £4.1 million of funding for the Group, which is expected to fund the Group for the next two years, to the end of 2021. £1.1 million of the funding was provided through an underwritten equity offering, participation of which was offered to all minority shareholders, and which completed in December 2019. A further £3 million of committed funding was made available for draw-down in instalments of £1 million, on each of 30 June 2020, 31 December 2020 and 30 June 2021 under an extended and expanded 2017 Facility. Note 1.3 (Going concern) of this Annual Report describes in more detail the Group's funding requirements.

In return for the Major Shareholders' additional funding commitments, the Major Shareholders requested that the terms of the 2017 Facility be amended such that the pathway to conversion to Ordinary Shares be clarified and formalised. The Company and Major Shareholders agreed that this clarity was best achieved by amending the current Offset Right which the Lenders had to participate in any subsequent Equity raise at an effective discount of 10%. This Offset Right was therefore amended to become a formal conversion option for the Lenders at a price of 5 pence per Ordinary Share (the "Lenders' Conversion Option"). In addition to this, the 2017 Facility was also amended to incorporate the new tranches, an extension of its term to 31 December 2021 and also the elimination of interest

and other fees going forward. The Group retains its option to extinguish the debt by the issuance of Ordinary Shares at maturity. More details on the 2017 Facility can be found on Note 3.6.

Financial Results for the Year

The Group posted a profit for the year of \$1.9 million, which includes one-off gains for the exits from Morocco and Tunisia of \$6.4 million. In the absence of revenue, the Group remains reliant on its Major Shareholders for funding and continues to focus on controlling costs to a sustainable level given the activities of the Group. Ongoing Gross Office Costs After Partner Recoveries across the Group have stabilised at around \$3 million, including Colombia (2019: \$3.1 million, 2018: \$2.9 million) (see Financial Review on pages 16 – 19 for more details).

At 31 December 2019 the Group had total unrestricted cash and cash equivalents of \$2.2 million having concluded the December equity offering, and at the date of this Report, the Group had unaudited free cash available for operations of \$1.2 million. As at 31 December 2019, the Group had \$10.8 million (2018: \$8.3 million) debt outstanding including accrued interest and fees under this 2017 Facility, although this is now presented in the balance sheet as \$8.6 million as a debt liability and \$2.2 million through equity to reflect the split between the discounted value of the debt and the value of the conversion option as a result of the November restructuring. Although there is no interest payable under the new terms of the 2017 Facility, a non-cash effective interest rate of 12% is accrued on the discounted debt liability over the life of the facility, to reflect the Directors' view of the arm's length cost of funding of the business.

Outlook for 2020 and beyond

Gulfsands now has an efficient platform that can focus on Syria and selected business development in the Middle East region. We are delighted that the CPR from OPC has supported the Board's belief that our Block 26 assets are of world class quality and has validated our plans to effectively unlock value from these assets as soon as we are allowed. As such, Gulfsands will continue to do all it can to preserve and protect its rights and assets in Syria as well as prepare its readiness for returning to operations as soon as circumstances allow. While the macro situation is, of course, beyond the control of Gulfsands itself, we will continue to lobby the international community to find a solution to the situation in Syria and allow a normalisation of the country for the benefit of all, especially the Syrian people.

We would like to close by thanking our shareholders for their continued support and our gratitude to all the staff of Gulfsands and its subsidiaries, who continue to endure and work hard on delivering value from our portfolio particularly in light of the recent challenges faced from Covid-19. We look forward to providing further positive news on our activities throughout 2020.

Yours sincerely,

John Bell
Managing Director
7 May 2020

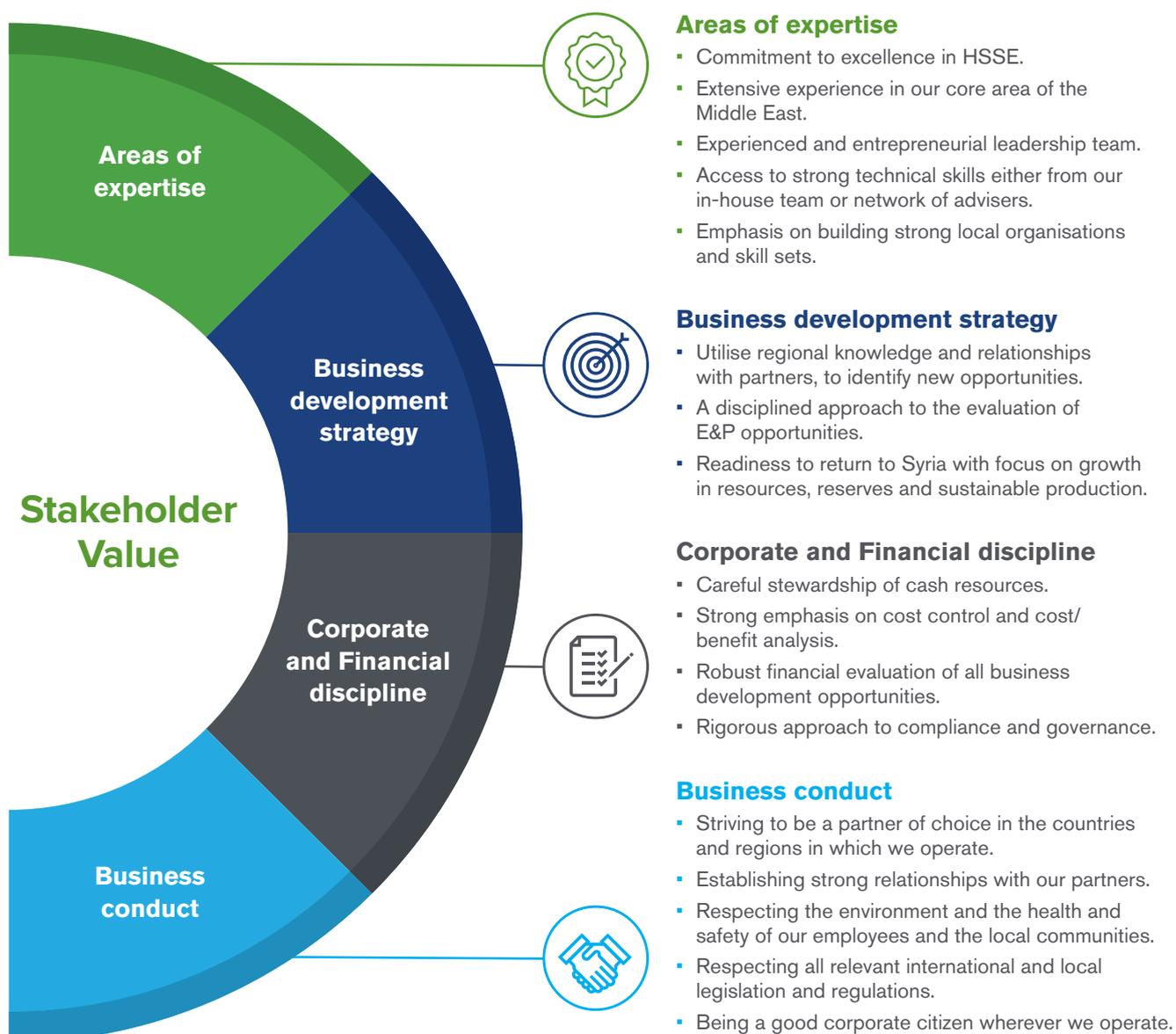
James Ede-Golightly
Non-Executive Chairman

Strategic Report

Our Business Model

In recent years the Group has focussed on aggressively managing costs and streamlining its staffing and organisational model to match its reduced involvement in operations. The Group can now focus on its core strategy of building a strong, independent exploration and production company focussed on the Middle East. At the centre of this are the core, Block 26 assets where the Company is heightening its readiness to return to operations, as soon as sanctions permit. We also continue to explore on potential business development in our core area of expertise, the Middle East.

Our business model remains based on the following building blocks:



Strategic Report

Strategic Priorities and Monitoring Performance

The following tables set out our current strategic priorities and how we seek to progress towards their realisation:

Strategic Imperatives	Commentary
Protection, Preservation and Preparation for Re-entry of our Syrian interests	<ul style="list-style-type: none"> ▪ We continue to seek to preserve all contractual rights and manage business relationships in a manner consistent with all relevant sanctions and Force Majeure status. ▪ We seek the political support of the international community to help enable a controlled and coordinated return to operations, when the time is right. ▪ Our local management team in Syria ensures strong local expertise and presence. ▪ Technical readiness to return continues to be fine-tuned and has been independently validated by OPC. ▪ Rigorous re-entry planning process in progress to maintain readiness to return to conducting operations as soon as circumstances permit.
Comprehensive evaluation of new business opportunities	<ul style="list-style-type: none"> ▪ As the Group increases its focus on business development, effective evaluation and risk assessment will become critical to success. ▪ Strong technical team is in place to identify and scrutinise opportunities as they arise.
Rationalisation of the portfolio to fit the Company's financial and risk appetite	<ul style="list-style-type: none"> ▪ LLA-50 licence remains suspended following the planned seismic programme being declared non-viable by Corporinoquia, the local environmental agency. ▪ Ongoing dialogue with ANH regarding the mutual termination of the LLA-50 licence, who have indicated that it will require an additional pronouncement from the local environmental agency in respect of the remaining area of the Block. ▪ No active operations in Tunisia or Morocco – all operating subsidiaries have now been closed and deregistered.
Maintain HSES and community relations	<ul style="list-style-type: none"> ▪ Continued community, security and environmental assessment processes incorporated into all our operations planning, including: <ul style="list-style-type: none"> - Ongoing environmental studies on Llanos-50 licence, both prior to, and during suspension of the licence; and - Syria re-entry planning. ▪ No recordable HSES incidents during the year. ▪ Group wide response to COVID-19 to ensure safety of our team.
Ensure the Group is efficiently run and well financed	<ul style="list-style-type: none"> ▪ Maintained control over costs with core cost basis at a sustainable level of around \$2.5 million per annum (excluding Colombia). ▪ Further capital preservation measures implemented in light of Covid-19. ▪ Maintained support of the three Major Shareholders while assessing potential additional sources of finance. ▪ Further £4.1 million of funding secured during the year including a further £3 million under the Secured Term Financing Facility ("2017 Facility") to be available for drawdown in half yearly tranches on 30 June 2020, 30 December 2020 and 30 June 2021. ▪ Operating costs now expected to be funded to the end of 2021.

Key Performance Indicators (“KPIs”) provide a means of measuring our progress in delivering our strategic objectives. The Group has identified five key performance indicators in respect of its corporate strategy.

KPI	Performance	Commentary and target												
<p>Contingent and Prospective working interest Resources (mmboe):</p> <ul style="list-style-type: none"> 2C Contingent Resources and best estimate Prospective Resources are both stated on an unrisks working interest basis All Contingent Resources relate to Block 26 in Syria which is currently in Force Majeure (see pages 10 – 13 for further details). 	<p>Contingent Resources</p> <table border="1"> <tr> <td>2019</td> <td>83.7</td> </tr> <tr> <td>2018</td> <td>77.4</td> </tr> <tr> <td>2017</td> <td>80.0</td> </tr> </table> <p>Prospective Resources</p> <table border="1"> <tr> <td>2019</td> <td>546</td> </tr> <tr> <td>2018</td> <td>0.0</td> </tr> <tr> <td>2017</td> <td>0.0</td> </tr> </table>	2019	83.7	2018	77.4	2017	80.0	2019	546	2018	0.0	2017	0.0	<p>In 2015 the Reserves held for Block 26 in Syria were re-classified as Contingent Resources as there was no certainty over when the development of the assets would resume (in particular the fact that there was no guarantee that it would be within five years). This classification has been maintained since then. The Group remains ready to return to production and reclassify these Contingent Resources back to Reserves as soon as circumstances allow.</p> <p>During 2019 Gulfsands’ technical work was reviewed by Oilfield Production Consultants (“OPC”) who produced a Competent Person’s Report (“CPR”).</p> <p>OPC’s CPR, which was rolled forward to 31 December 2019, confirmed an increase of 2C Contingent Resources to 83.7 million boe as at 31 December 2019.</p> <p>All the Contingent Resources numbers take into account the unauthorised production taken from the Block 26 assets during the period (Gross: 2019: 7.1 million boe, 2018: 6.9 million boe, 2017: 6.4 million boe).</p> <p>The CPR performed by OPC also confirmed additional mid-case unrisks Prospective Resources, relating to nine identified prospects within Block 26, of 546 million boe.</p> <p>The Group’s business development initiatives will include the potential acquisition of further Reserves and/or Resources in the Middle East region, as well as the identification of additional Resources within Block 26.</p>
2019	83.7													
2018	77.4													
2017	80.0													
2019	546													
2018	0.0													
2017	0.0													
<p>Capital expenditure (\$ million)</p> <ul style="list-style-type: none"> Accrued expenditure on exploration for and appraisal and development of oil and gas assets Expenditures include capitalised internal costs on operated assets (see pages 37 – 38 for further details) 	<table border="1"> <tr> <td>2019</td> <td>0.1</td> </tr> <tr> <td>2018</td> <td>0.35</td> </tr> <tr> <td>2017</td> <td>0.7</td> </tr> </table>	2019	0.1	2018	0.35	2017	0.7	<p>Focussed cost-effective expenditure on exploration, appraisal and reserve development activity is an appropriate measure of success of the Group. In recent years financial discipline has reduced the amount of capital expenditure significantly from historic levels but when the circumstances allow, a significant capital programme in Syria is to be expected.</p>						
2019	0.1													
2018	0.35													
2017	0.7													
<p>Safety – lost time incidents</p> <ul style="list-style-type: none"> The number of incidents during the year which resulted in loss of working time 	<table border="1"> <tr> <td>2019</td> <td>0.0</td> </tr> <tr> <td>2018</td> <td>0.0</td> </tr> <tr> <td>2017</td> <td>0.0</td> </tr> </table>	2019	0.0	2018	0.0	2017	0.0	<p>Since 2016 operations have been more limited compared to historical levels, though the Group continues to have staff in Colombia and Syria, as well as the UK. Management remains absolutely committed to HSES.</p>						
2019	0.0													
2018	0.0													
2017	0.0													
<p>Total cash and cash equivalents (\$ million)</p> <ul style="list-style-type: none"> Cash and cash equivalents are funds immediately available to the Group (see page 40 for further details) 	<table border="1"> <tr> <td>2019</td> <td>2.2</td> </tr> <tr> <td>2018</td> <td>1.7</td> </tr> <tr> <td>2017</td> <td>1.7</td> </tr> </table>	2019	2.2	2018	1.7	2017	1.7	<p>Ensuring the Group has sufficient cash resources is critical.</p> <p>During the year an additional £4.1 million of funds were secured during the November fundraising, structured as an equity placing of £1.1 million in late 2019, and an additional three tranches of £1 million each under the 2017 Facility to be available for draw-down every 6 months, beginning on 30 June 2020. This is expected to fund the Company through to the end of 2021.</p>						
2019	2.2													
2018	1.7													
2017	1.7													
<p>Gross office costs after partner recoveries (\$ million)</p> <ul style="list-style-type: none"> Total G&A costs, before depreciation and capitalised allocations (see page 16 for further details) 	<table border="1"> <tr> <td>2019</td> <td>3.1</td> </tr> <tr> <td>2018</td> <td>2.9</td> </tr> <tr> <td>2017</td> <td>3.2</td> </tr> </table>	2019	3.1	2018	2.9	2017	3.2	<p>It is important to ensure that the Group is run as efficiently as possible and with a cost base appropriate for the level of activity.</p> <p>Costs have increased during the year mainly due to expenditure on preparing for Syria re-entry readiness, including the CPR review.</p> <p>Go forward costs, excluding Colombia, are expected to be around \$2.5 million per annum.</p>						
2019	3.1													
2018	2.9													
2017	3.2													

Strategic Report

Principal Risks and Uncertainties

The Group's approach to risk management aims to identify material risks as early as possible, to reduce or eliminate the probability of those risks occurring, and to mitigate, to the greatest extent practicable, the impact on the Group if an event does occur.

All staff within the Group take an active responsibility for identification of potential risks to the Group, to ensure these are communicated to the appropriate person and to participate in the mitigation processes.

The Group considers its principal risks and uncertainties to be as follows:

Geopolitical Risks	
Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Group's core assets are based in Syria. This country continues to be subject to political uncertainty and its society and infrastructure have been damaged significantly by civil war. The Group's interests in Syria are in Force Majeure as a consequence of EU sanctions being imposed. There is no indication that these sanctions will be relaxed in the immediate future. It is not possible at this stage to predict how the Syrian authorities will interpret the contractual position relating to the Company's interests once sanctions are lifted and activity resumes, including the extension of the licence period to take account of the period of Force Majeure. 	<ul style="list-style-type: none"> The Group's ability to mitigate these risks is limited. However, the Group liaises closely with the UK authorities and other available resources to monitor and assess the geopolitical situation. The Group has declared Force Majeure and believes that its legal rights should be preserved upon its return to operations when circumstances allow. The Group is undertaking extensive work to prepare itself for the time when sanctions are lifted, and it can resume operation of the asset with our partners. The Group is not affiliated to any government, political party, religion, ethnic grouping or similar organisation, but seeks to maintain good relationships with communities and important local stakeholders.
Financing	
Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Group currently has no revenue, with its only producing assets being in Syria and subject to EU sanctions. The Group is dependant entirely upon external financing to support any activity but its ability to attract and support such financing is constrained severely by the uncertainty surrounding the future of its principal assets. The Group is therefore particularly reliant on the continued support of its Major Shareholders who have been the only sources of significant funding over the past 4 years. Further discussion regarding the current funding situation is contained in the going concern note 1.3a to the Consolidated Financial Statements. 	<ul style="list-style-type: none"> The cost base and funding requirements of the business are continually being assessed to ensure ongoing efficiency and to minimise the requirements for cash injections. Costs are now at a sustainable level of around \$2.5 million per year (excluding Colombia) and current committed financing from the Major Shareholders is expected to fund the Group through to the end 2021. The Board maintains a close relationship with its Major Shareholders and seeks to confirm regularly their willingness to continue to support the group. The Board have undertaken additional capital preservation measures during the Covid-19 crisis to ensure this continued support. The Board continues to assess additional potential sources of financing although this is challenging in the current markets particularly due to Covid-19 and its far-reaching economic impacts.
Shareholder Concentration	
Nature of Risk	Mitigation
<ul style="list-style-type: none"> As a result of the financing constraints referred to above, a large proportion of the shares in the Company are held by three shareholders holding approximately 37.32%, 31.47%, and 15.14% respectively (the "Major Shareholders"). While access to sources of finance is an absolute priority, concentrated share ownership can enable those shareholders to exert influence on the Board and management which may reflect their interests to the detriment of the minority shareholders. 	<ul style="list-style-type: none"> Even post delisting, the Board has sought to continue to maintain high levels of corporate governance. Following delisting from AIM in April 2018, a secondary market trading facility (off-market dealing facility, www.assetmatch.com) has been secured to enable existing shareholders and new investors to trade Ordinary Shares by matching buyers and sellers through periodic auctions.

Health, safety, environment and security

Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Group's licence to operate is critically dependent on: <ul style="list-style-type: none"> the protection of the health and safety of its staff, its contractors and members of the community in which it operates; the protection of the environment in which it operates; and the security of its interests and assets. Failure in respect of these matters could severely impact on the Group's ability to work and obtain further business in its areas of operation as well as putting it at risk of legal and financial liabilities. 	<ul style="list-style-type: none"> The Group maintains best practice policies and procedures in these areas and seeks to manage its business and its contractors in accordance therewith. During the Covid-19 crisis Gulfsands has put the health and safety of its staff as a priority and has sought to follow all applicable government guidance in areas where it operates. The Group has reviewed its internal policies and adopted provisions to allow employees to work effectively remotely and adhere to all government guidelines regarding Covid-19.

Compliance: Bribery and corruption, EU sanctions

Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Group's licence to operate depends on its continued compliance with a range of relevant regulations including those relating to sanctions and bribery and corruption. These regulations are complex, and interpretation of their implications requires the Group to seek advice which is sometimes not definitive. The Group's failure to comply with such regulations could have a significant impact on its ability to operate as a result of reputational damage, legal liability and financial loss. 	<ul style="list-style-type: none"> The Group has a Code of Business Conduct which applies to all activities of the Group. This is complemented by specific sanction and anti-bribery guidance and policies. Business practices are reviewed against this code, guidance and policies. Formal training and monitoring is provided across the Group particularly in respect of bribery, corruption and sanctions compliance. Professional advice is sought where required and regular briefing is received to update the Board on developments in the regulatory framework.

Reliance on key staff

Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Group has a small staff of experienced people and relies heavily on their knowledge and experience in developing and delivering the Group's strategic objectives. There is therefore a heightened risk of loss of management continuity and impairment of the business model. 	<ul style="list-style-type: none"> The Group undertakes internal succession planning where possible together with maintaining contact with a network of experienced people in the industry, including consultants on whom it may call if required. Contracts with key personnel have notice periods that allow sufficient time to source replacements.

Business Development and Operational Success/Failure

Nature of Risk	Mitigation
<ul style="list-style-type: none"> The Oil and Gas industry is a high-risk industry especially in the exploration and appraisal phases of projects. The Group's business development strategy is, to a significant extent, dependent upon achievement of exploration and operational success. Failure to select and implement successful projects will impact the Group's financial performance and ability to finance the growth and development of the Group. 	<ul style="list-style-type: none"> Technical risks are mitigated by careful analysis of the available geological, geophysical and petrophysical data prior to drilling. Financial risks are mitigated by rigorous economic modelling based on chance of success and a range of possible outcomes, prior to an acquisition, and before commencement of individual operations. An integrated approach is critical to all business development decisions.

Global pandemic risk (Coronavirus: Covid-19)

Nature of Risk	Mitigation
<ul style="list-style-type: none"> Covid-19 has had an impact on the oil and gas industry as a whole, including the availability of capital and the significant fall in the oil price in the first few months of 2020. The Group is also exposed to investor sentiment both from its Major Shareholders and other potential investors. The Covid-19 crisis has been damaging to investor sentiment generally and in particular in the oil and gas industry. Staff health and safety. 	<ul style="list-style-type: none"> Although there is no immediate direct impact on the Company with respect to revenue, the Board has nonetheless implemented both permanent and temporary capital efficiency measures to ensure that the Company preserves its capabilities, strengths and resources to ensure the Company can survive and thrive when the Covid-19 crisis is over. The Covid-19 crisis has reinforced the reliance the Group has on its Major Shareholders and the capital preservation measures the Board has implemented during this period are in part designed to ensure the ongoing support of those Major Shareholders and partners. Our primary concern at this challenging time is, of course, the welfare of our staff, and partners. In doing so the Board is ensuring compliance with local regulations and guidance in each location in which we operate. The Company is also reducing travel where possible and making greater use of technology to minimise exposure for its staff.

Strategic Report

Operations Review – Core Assets

SYRIA

Gulfsands is the operator of the Block 26 Production Sharing Contract (“PSC”) and holds a 50% working interest in the PSC along with Sinochem Group (also 50% working interest).

Gulfsands is not presently involved in any production or exploration activities on Block 26 as Force Majeure has been declared in respect of the PSC following the introduction of EU sanctions in Syria.

The Group seeks to ensure that it remains compliant with all applicable sanctions in relation to Syria and intends to return to production and exploration activities as soon as permitted.

Position during 2019

- Continued compliance with applicable sanctions.
- According to in-country sources, Block 26 facilities, wells and infrastructure are understood to remain secure and predominantly functional.
- It is reported that unauthorised production has continued during the year at a rate of approximately 20,000 boepd.
- Office presence maintained in Damascus.
- Increased focus on readiness to re-enter when permitted, including the completion of a Competent Persons Report (“CPR”) by OPC as well as continued internal technical re-work of existing data.



Block 26 is located in North East Syria. The PSC grants rights to the joint venture to the benefits of production from discovered fields for a minimum of 25 years from the date of initial commercial production from such development area, with an extension of a further ten years thereto at the partners’ option. Gulfsands’ joint venture partner in Block 26 is Sinochem Group, a Chinese conglomerate primarily engaged in the production and trading of chemicals and fertilizer, and exploration and production of oil.

Under the Group’s operatorship, two oil fields containing reservoirs of Cretaceous age have been discovered, appraised and approved for Development within the PSC area, Khurbet East (2008) and Yousefieh (2010). During 2011, combined production from these fields reached a level of just under 25,000 barrels of oil per day before the impact of EU sanctions resulted in the curtailing of production levels. Two additional oil and gas discoveries within reservoirs of Triassic age have been identified within the Kurrachine Dolomite and Butmah formations, beneath the Cretaceous aged oil producing reservoir in the Khurbet East field. Development approvals for these Triassic discoveries were granted in 2008 and 2011 respectively. A further oil discovery was made late in 2011 by Gulfsands in the Cretaceous aged reservoirs penetrated by the Al Khairat exploration well, a few kilometres east of the Yousefieh field. This discovery awaits further evaluation and development work and is not currently incorporated into the Company’s existing Production Licence areas, although an application has been prepared and will be submitted as soon as sanctions allow.

Operation of the Khurbet East and Yousefieh fields during the production phase has been undertaken by Dijla Petroleum Company (“DPC”), a joint operating company formed between Gulfsands, Sinochem and Syrian state oil company, General Petroleum Corporation (“GPC”) for the purpose of undertaking the management and control of petroleum production operations and related infrastructure on Block 26. Staff of both Gulfsands



and GPC were previously seconded to DPC. As a consequence of the EU's imposition of further sanctions in Syria which came into effect in early December 2011, in accordance with the terms of the PSC for Block 26, a Notice of Force Majeure was served on GPC, the principal counterparty to the PSC and the Syrian Ministry of Petroleum and Mineral Resources. The imposition of EU sanctions prohibited Gulfsands' involvement in petroleum production operations in Syria and restricted its activities in relation to Block 26 generally, and unless and until these sanctions are lifted or otherwise modified so as to permit the Company's return to its prior involvement in those activities, the Company will be obliged to maintain its current position with respect to Block 26 PSC matters.

It should be noted that following the Company's service of its Notice of Force Majeure and various legal steps taken by GPC, GPC has assumed operational control and responsibility for the management of DPC. Since the introduction of EU sanctions in early December 2011 and the subsequent declaration of Force Majeure under the PSC, Gulfsands has had no involvement with the operations of DPC, and Gulfsands staff seconded to DPC have been withdrawn, leaving DPC under the management of GPC secondees.

The Group has ensured that it remains compliant with all applicable sanctions in relation to Syria and intends to return to production and exploration activities as soon as permitted and conditions allow.

Exploration

The final exploration period of the PSC legally expired in August 2012, nine months after the declaration of Force Majeure. The Company believes it is well positioned to progress a significant exploration work programme and will make its case for the reinstatement of this lost time period to undertake such a programme at the time of re-entry. This exploration work programme and related prospects were reviewed by OPC as part of the CPR process.

Production

Since December 2011, Gulfsands has received periodic updates from DPC on oil volumes produced from the Group's Syrian fields under DPC's operation. These updates have often been received on an infrequent and irregular basis and it has not been possible for Gulfsands to verify the content of the information provided.

In early 2017 the Company was informed by DPC that the Group's Syrian fields had returned to significant and regular production, with oil being produced from up to 13 production wells (10 in Khurbet East, 3 in Yousefieh). The average oil production rate from both fields combined between January 2017 and 31 December 2019 appears to be around 18-20,000 boepd, with a cumulative gross oil volume of approximately 20.4 million barrels of oil having been produced during that period from both fields (2017: 6.4 million barrels, 2018: 6.9 million barrels, 2019: 7.1 million barrels).

The Group is unable to independently verify this production information from DPC, and whilst remaining sanctions compliant, continually seeks to gain additional information regarding the ongoing status of production operations at its Syrian fields. The status of this production under the terms of the PSC is unclear at this time and the Group has not recognised or received any revenue for this or indeed any production, post the imposition of EU Sanctions. It has however, updated its remaining recoverable resource volumes for these fields, based on this new production information.

Since the date of the first commercial oil production from the Block 26 area by the Group, cumulative oil production from the Group's fields is understood to have exceeded 46.0 million barrels by year end 2019 (2018: 38.9 million barrels), of which around 27.7 million barrels (2018: 20.6 million barrels), have been produced since Force Majeure was declared, and without the involvement of Gulfsands.

Strategic Report

Operations Review – Core Assets (continued)

Reserves and Resources

Up until 2015, hydrocarbons related to the known discoveries of Yousefieh and Khurbet East were classified as Reserves. During 2015 these Reserves were reclassified to Contingent Resources as a result of the continuing EU sanctions in Syria. The Company recognises that it cannot give a definite timeline for the resumption of the development of the discovered fields within Block 26 that was suspended following the declaration of Force Majeure in 2011. In such a circumstance the SPE PRMS Guidelines suggest that if the (re)commencement of development cannot be guaranteed to be within five years from the date of evaluation then the volumes of hydrocarbons should be classified as Contingent Resources rather than Reserves. The Company concluded in December 2015 that the uncertainty in any timeline over which EU sanctions in Syria may be lifted required that the volumes of oil, gas and condensate previously reported as Syrian Reserves be reclassified by the Company as Contingent Resources.

Since 2015 this classification as Contingent Resources has continued, even though, as at 31 December 2019, the Board believes that EU sanctions will be lifted well within five years (its base case assumption for the impairment review is three years). The Board will continue to monitor all activity focussed on resolving the situation in Syria and will reconsider the basis for reversing this reclassification in line with any future developments.

Contingent Resources

The Group has evaluated, and was supported in its view by the CPR, that it holds within the Massive, Butmah and Kurrachine reservoirs of Khurbet East field, and the Massive of the Yousefieh field, 2C Contingent Resources of 67.3 mmbbls of oil and condensate, and 35 bcf of gas (working interest basis). The Group has also evaluated, and was supported in its view by the CPR, that the oil discovery at Al Khairat contains 2C Contingent Resources of 10.4 mmbbls of oil (working interest basis).

Over the last two years, the Gulfsands team has undertaken significant internal technical work to review estimated resources as part of the preparation for its return to Syria when circumstances allow. During 2019, independent consultants, Oilfield Production Consultants (“OPC”) were commissioned to review, audit and validate this work, and prepare a Competent Persons Report (“CPR”) for the Board. This exercise included a comprehensive review of the Block 26 exploration and production interests (Contingent Resources and Prospective Resources) in accordance with the definitions and guidelines set forth in the 2018 Petroleum Resources Management System (“PRMS”) approved by the Society of Petroleum Engineers (“SPE”).

In estimating the Resources, it has been assumed that the period of time elapsed during which the Group has declared Force Majeure on its Block 26 development and production activities, will ultimately be added as an equivalent time period extension to the contractually specified Exploration Period and Production Concession Periods, though there can be no guarantee that this extension will be granted.

The CPR was originally undertaken effective 1 January 2019 but has been rolled forward, updated and reconfirmed as of 31 December 2019, taking into account, amongst other things the production that has occurred during 2019.

Unrisked working interest basis As at 1 January 2020

	Constituent	1C	2C	3C
Syria Block 26				
(Working interest 50%)				
Khurbet East and Yousefieh	Oil, Condensate and Gas, mmboe	48.2	73.2	99.6
Al Khairat discovery	Oil and Gas mmboe	5.0	10.5	18.3
Total	mmboe	53.2	83.7	117.9

Please note, certain figures may not add up due to roundings.

“Oil” includes condensate and NGLs.

Gas is converted to mmboe at the conversion factor 1 bcf = 0.1667 mmboe

Prospective Resources

OPC reviewed the portfolio of nine identified prospects within Block 26, and in doing so, validated them as Prospects under PRMS definitions and also estimated associated Prospective

Resources, on a risked and un-risked basis. This work was rolled forward, updated and reconfirmed as of 31 December 2019, and is summarised below:

Prospective Resources (Unrisked)

The following table is a summary of OPC's estimate of the oil and gas Prospective Resources (Unrisked) attributable to Block 26 as of 1 January 2020. The figures are based on Gulfsands net 50% working interest ownership:

	Constituent	Low	Mid	High
Total Oil	mmstb	154	320	542
Total Gas	Bscf	878	1,356	1,947
Total Resources	mmboe	300	546	867

Prospective Resources (Risked)

The following table is a summary of OPC's estimate of the oil and gas Prospective Resources (Risked) attributable to Block 26 as of 1 January 2020. The figures are based on Gulfsands net 50% working interest ownership:

	Risked HCIP (mmboe)	Risked Prospective Resources (mmboe)
Total	419	134

Economic Evaluation

OPC also undertook an economic evaluation of the Block 26 project, though of course, this evaluation did not take into account any of the above-ground risks associated with the assets.

Any valuation is sensitive to input assumptions including discount rates used, preservation of current PSC terms, oil price assumptions, timing of resumption of operations, and anticipated capex and opex costs including cost inflation. The OPC Economic Evaluation considered these factors, including related sensitivities. This sensitivity analysis indicated, as at 31 December 2019 (using the year-end oil price curve), a central range of Expected Monetary Value ("EMV") of the Block 26 assets, including both Contingent and Prospective Resources, of \$1 billion - \$1.5 billion (net share to Gulfsands).

Note that this economic evaluation was independent of the impairment review undertaken for the valuation of the Investment in Dijla Petroleum Company, which is explained in more detail in note 4.2.

Re-Entry Planning

The Group continues to focus on its readiness to return to operations when the political situation allows, and EU sanctions are lifted. The significant internal technical work, formalising and analysing existing data, as well as the related Competent Persons Report review by OPC were significant elements of this re-entry preparation. The OPC review also included a Comprehensive Exploration Plan for the Prospective Resources as well as Field Development Plan of the Contingent Resources (which are expected to be reclassified as Reserves upon return).

The Board believes, and the CPR has confirmed that, on a gross basis, Block 26 could contain over a billion barrels of recoverable resource with the potential for production levels of around 50,000 boepd from existing discoveries and over 100,000 boepd from a full block development incorporating potential exploration upside.

Sanction compliance

Gulfsands has taken extensive legal advice with respect to its obligations under the sanctions in place and has liaised regularly with relevant regulators and advisers and has generally acted cautiously to be confident of remaining compliant with all relevant sanctions. The Board is determined to ensure that the Group's activities remain compliant, and management will continue to liaise closely with the relevant regulatory authorities and advisers to ensure this objective is achieved.

Plans For 2020

Gulfsands will continue to do all it can to preserve and protect its rights and assets in Syria as well as prepare its readiness for returning to operations as soon as circumstances allow. The reservoir studies and modelling will be updated to incorporate additional reprocessed seismic data and to reflect the actual well performance during 2019. The FDP and economic model will be updated upon the completion of the new studies. While the macro situation is, of course, beyond the control of Gulfsands alone, management will continue to lobby the international community to find a solution to the situation in Syria and allow a normalisation of the country for the benefit of all, especially the Syrian people.

Strategic Report

Operations Review – Non-Core Assets

Colombia

Gulfsands holds a 100% interest in one Exploration and Production Contract (“E&P contract”) in Colombia: the Llanos Block 50 (“LLA-50”) contract. The LLA-50 licence, which was suspended in 2018, remained in suspension during the year, by agreement with the Agencia Nacional De Hidrocarburos (“ANH”) as a result of environmental issues and restrictions which impact the ability to execute relevant exploration activities over the areas of interest.

Llanos Block 50

Contract expiry date:

First exploration phase due to expire May 2018 – currently suspended with agreement of ANH.

Minimum work obligation:

Acquisition of an additional 160 km of 2D seismic data to be captured in a new survey; and drilling one exploration well.

Further details are provided in note 2.4 to the Consolidated Financial Statements.

The LLA-50 Block, which was awarded as part of the Ronda 2012 bid round, covers approximately 514 km², and is located towards the eastern margin of the Llanos Basin.

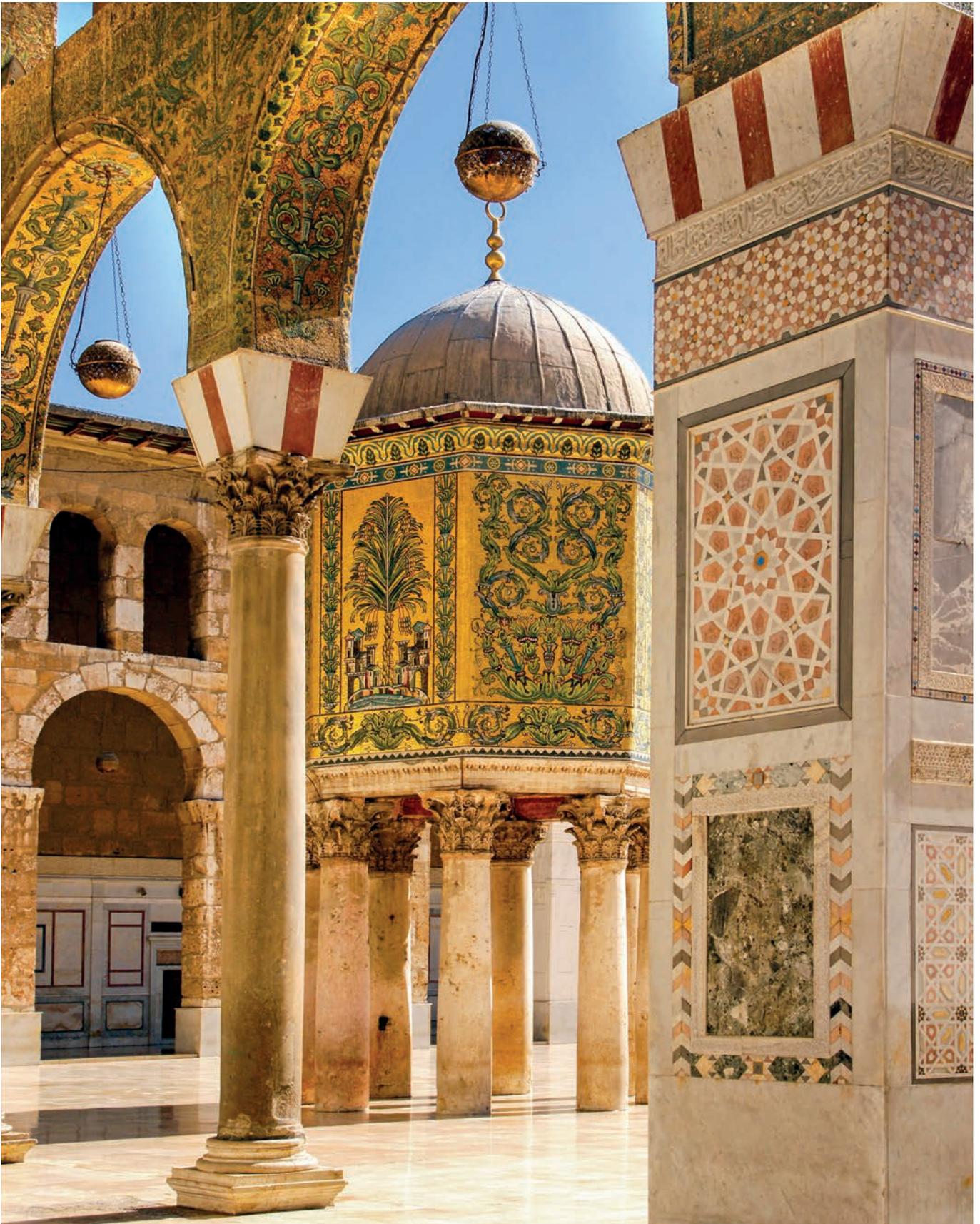
The LLA-50 Licence was due to expire in May 2018. An Medidas de Manejo Ambiental (“MMA”) over the planned seismic area and an Environmental Impact Assessment (“EIA”) over the entire LLA-50 block, performed in 2017 and 2018, identified relevant environmental issues and restrictions which impact the ability to execute the seismic and drilling programme on the block. In order to provide sufficient time to explore alternative ways forward for the LLA-50 licence that satisfy all stakeholders, it was agreed with ANH that the licence should be put into suspension prior to expiry. These issues have been confirmed by Corporinoquia, the local environmental agency, who declared the planned seismic programme non-viable, and the Company submitted a formal request to terminate the licence by mutual agreement the licence to the ANH. Dialogue has continued since, but ANH has so far refused to acknowledge the implications of these restrictions and approve a mutual termination of the licence. The LLA-50 licence remains in suspension. Gulfsands has agreed to do an additional environmental review covering the remainder of the block and obtain the pronouncement of the local environmental agency over this, which the Company anticipates will provide definitive proof regarding the non-viability of the block.

Expired Morocco and Tunisia licences, including liquidation of subsidiary Companies

The Group has not had active operations in Morocco or Tunisia for several years. As described in the 2018 Annual Report, during 2019, the Group progressed the administrative closedown of all related subsidiaries. Specifically:

- the Creditors Voluntary Liquidation (“CVL”) of the Cyprus subsidiary, Gulfsands Petroleum Morocco Limited (“GPML”), which previously held the expired Rharb and Fes licences, was completed, through the Cypriot courts, on 8 August 2019;
- the Cayman Islands subsidiaries, Gulfsands Petroleum Morocco Limited (which had previously held the expired Moulay Bouchta licence) and Gulfsands Petroleum Tunisia Limited (which had previously held the expired Chorbane licence), were both struck off from the Cayman Islands Register of Companies effective 31 January 2020.

These financial statements therefore no longer contain any assets or liabilities relating to the Morocco and Tunisia businesses.



Strategic Report

Financial Review

Selected operational and financial data

	Year ended 31 December 2019 \$'000	Year ended 31 December 2018 \$'000
General administrative expenses	(3,106)	(2,783)
Divestment costs	—	(1,250)
Profit/(loss) before taxation	1,876	(4,994)
E&E cash expenditure	(131)	(353)
Cash and cash equivalents	2,211	1,679
Restricted cash balances	500	500

Financial highlights for the year ended 31 December 2019

- The profit for the year from continuing operations was \$1.9 million (2018: \$5.0 million loss).
- The profit is after the non-cash gain of \$6.4 million arising from the closure of Moroccan and Tunisian subsidiaries.
- Gross Office Costs After Partner Recoveries increased by \$0.2 million in the year (as outlined in the table below) mainly due to increased expenditure on preparing for Syria re-entry readiness, in particular to the CPR review completed in the year.
- \$0.13 million of E&E costs relating to the Colombian assets were capitalised and immediately fully impaired during the year.
- The Group continues to hold its investment in its Syrian interest at a carrying value of \$102.0 million
- Two tranches of £1 million each were drawn down during the year under the 2017 Secured Term Financing Facility ("2017 Facility").
- 42 million additional new ordinary shares issued during the year, arising from the £1.1 million equity placing and the conversion, by Major Shareholders, of £1.0 million of the 2017 Facility, both completed in December 2019.
- The extension, and expansion of the 2017 Facility in November created three additional tranches of £1 million each, available to be drawn down in 2020 and 2021.
- Cash and cash equivalents were \$2.2 million at 31 December 2019 (31 December 2018: \$1.7 million).

INCOME STATEMENT

The Group reported a profit before tax for the year ended 31 December 2019 of \$1.9 million (2018: \$5.0 million loss).

General administrative expenses

	Year ended 31 December 2019 \$'000	Year ended 31 December 2018 \$'000
Office expenses	3,668	3,535
Partner recoveries	(566)	(633)
Gross Office costs after partner recoveries	3,102	2,902
Depreciation and amortisation	24	3
Office expenses capitalised	(20)	(122)
General administrative expenses	3,106	2,783

General administrative expenses for the year ended 31 December 2019 totalled \$3.1 million (2018: \$2.8 million), and management's main metric of Gross Office Costs After Partner Recoveries, increased from \$2.9 million to \$3.1 million. This increase was mainly due to Syria re-entry planning including the CPR work undertaken by OPC, which incorporated a Reserves and Resources Audit as well as the review of the Field Development Plan of Contingent Resources in Yousefieh, Khurbet East and Al Khairat fields.

As explained elsewhere in this Report, the Company's Llanos 50 licence remains suspended with agreement with ANH following the identification of relevant environmental issues and restrictions which impact the ability to execute an effective seismic and drilling programme on the block, as confirmed by Corporinoquia, the local environmental agency. The Company has continued its policy that any expenditure attributed to the Llanos-50 contract is immediately fully impaired, and as a result, during the year \$0.13 million (2018: \$0.35 million) of costs relating to the Llanos 50 licence in Colombia were capitalised and immediately impaired. As at 31 December 2019 expenditures totalling \$1.84 million from inception to-date has been fully impaired. Alongside this, the recovery of restricted cash balance of \$1.8 million held as a performance guarantee in relation to the minimum work obligation under this contract has also been fully provided against as it was in 2018, although management will seek the return of these funds to the Company as part of the proposed relinquishment process. The contract/licence expiry dates, capital commitments and restricted cash balances held related to Llanos 50 are detailed further in note 2.4 to the Consolidated Financial Statements.

Foreign exchange losses totalled \$0.4 million (2018: \$0.3 million gains).

Balance Sheet

Exploration and Evaluation Assets

The Group's intangible exploration and evaluation ("E&E") assets are now held at a net book value of \$nil at 31 December 2019 (31 December 2018: \$nil million). All licences have been written off other than the Llanos 50 licence in Colombia which is in suspension but has been fully impaired as described above.

The Group has not been active in Morocco or Tunisia for several years and has spent much time trying to negotiate exits from these countries with the appropriate authorities. The most notable of these negotiations was Cypriot subsidiary Gulfsands Petroleum Morocco Limited ("GPML") which had been in long discussions with Office National des Hydrocarbures et des Mines ("ONHYM") in Morocco regarding the return of the former guarantee funds of \$6 million which ONHYM had inappropriately seized. During 2019, the Group took the decision that these, and other discussions in Morocco and Tunisia, had run their course and that it was time to formally end all involvement in these countries. On 8 May 2019, the Creditors Voluntary Liquidation ("CVL") of GPML, was approved by creditors and was confirmed as final after the statutory 3-month period, on 8 August 2019. In addition, due to lack of activity or progress in resolving remaining administrative matters in the respect of the Cayman Islands subsidiaries, Gulfsands Petroleum Morocco Limited and Gulfsands Petroleum

Tunisia Limited, the Group took the decision to cease funding these companies during the year and consequently they were both struck off from the Cayman Register of Companies effective 31 January 2020.

Given that none of these three subsidiaries had any material realisable assets when they were struck-off / liquidated (other than the \$6 million claim against ONHYM) and given the length of time passed since the maturity of the applicable licences, the Directors consider that the likelihood of any of the three closure processes being challenged and reopened is remote. These financial statements therefore no longer contain any assets or liabilities relating to the Morocco and Tunisia businesses. The derecognition of all assets and liabilities relating to these businesses created a one-off accounting profit of \$6.4 million, although there was no cashflow benefit, as explained in more detail in note 2.5.

Syria Investment

The Group's investment in Dijla Petroleum Company ("DPC"), the entity established in Syria, pursuant to the Block 26 PSC, to administer the Group's Syrian oil and gas development and production assets (and which is considered to also include the related rights to production under the PSC), is recorded as a "Financial asset held at fair value through other comprehensive income". Due to the unknown duration of EU sanctions in force against Syria and uncertainty over the eventual outcome of events in the country, any valuation attributed to the investment is highly subjective and there are a wide range of possible fair value measurements. Management reviewed its internal valuation methodology and continues to believe that as a result of the passage of time and the high degree of judgement required, it is not possible to reliably estimate the investment's fair value. Management continues to consider that the historical cost figure of \$102 million, represents an appropriate estimate of fair value, given there is a wide range of possible fair value measurements, being the last valuation which could be reliably determined, as previously disclosed. This value is reviewed at least annually for impairment and any impairment losses recognised through the Income Statement.

At 31 December 2019, management has carried out an impairment review, using an economic model of the estimated future cash flows that could be generated in respect of the Group's entitlement volumes (Contingent Resources) in Block 26 (see note 4.2 for details). This model was reviewed and updated as part of the recent Competent Person Report review by OPC. The Board continues to consider that its position in respect of its Block 26 interests remains strong, and expects Gulfsands and its partner's rights will be honoured and that it will be able to return to operational control of its interests in accordance with the terms of the PSC, as soon as circumstances permit. While no definite timeline can be substantiated for the resumption of the full field development of the discovered fields in Block 26, the Board continues to believe that the EU Sanctions will be lifted within at least five years and, based on the current situation in Syria, the Board has concluded, as it did last year, that its "base case" assumption for impairment calculation purposes to be a resumption of operations in three years.

Strategic Report

Financial Review (continued)

The 'base case' economic model calculates, as at 31 December 2019, a gross contractor undiscounted NPV(0) of \$2.87 billion, meaning a Gulfsands 50% interest undiscounted NPV(0) of \$1.44 billion, as well as Gulfsands 50% interest discounted NPV(10) of \$519 million and Gulfsands 50% interest discounted NPV(15) of \$350 million. Therefore, management believes no impairment is necessary and has maintained the \$102 million carrying value on the Balance Sheet at year end. Following consideration, management conclude that it is premature to revalue the carrying value upwards to reflect the potential NPV values, given the ongoing risks and uncertainties associated with the Syrian assets.

In a separate exercise, as part of the CPR, OPC undertook an economic evaluation of the Company's entire Block 26 assets including both Contingent and Prospective Resources. While this evaluation did not take into account any of the above-ground risks associated with the assets, it did consider a range of possible valuation scenarios and indicated, as at 31 December 2019 (using the year-end oil price curve), a central range of risked Expected Monetary Value ("EMV") of the Block 26 assets, including both Contingent and Prospective Resources, of \$1 billion - \$1.5 billion (net share to Gulfsands).

The Directors have reviewed the carrying value of this Financial Asset held at fair value through other comprehensive income, at 31 December 2019 and are of the opinion that the carrying value, although subject to significant uncertainty, remains appropriate in the circumstances.

Financing

During the year, the eighth and ninth tranches of £1 million (~\$1.25 million) each of the 2017 Facility were drawn down in January and July respectively, which provided funds for the period to the end of 2019.

During 2H 2019, as part of its regular review of funding needs, which usually has a two-year horizon, the Directors considered and assessed requirements and sources of funding for the Company through to the end of 2021. They estimated the requirement to be approximately £4 million (~\$5 million).

The Major Shareholders offered to provide this funding but requested that the terms of the 2017 Facility be amended to clarify and formalise the pathway to conversion to Ordinary Shares. After negotiations, the Company and Major Shareholders agreed to amend the Lenders' current Offset Right to become a formal conversion option for the Lenders at a price of 5 pence per Ordinary Share (the "Lenders' Conversion Option").

In addition to the incremental funding commitment and the Lenders' Conversion Option, the following terms of the 2017 Facility were also amended:

- Interest of 7% was eliminated from the date of amendment (29 November 2019) to maturity;
- Commitment fees of 1% were eliminated from the date of amendment (29 November 2019) to maturity; and
- The maturity was extended to 31 December 2021, so as to align with the timeframe for which the Group is funded.

All other terms are unchanged. Further details of the 2017 Facility are outlined in note 3.6.

This amendment to the conversion feature has necessitated a change in accounting treatment under IFRS 9, as explained in note 3.6. The Directors concluded that as a package, the changes made to the 2017 Facility were both in the best interests of the Company and were a fair package and therefore no gain or loss was generated by the amendment. As at 31 December 2019, the Group had \$10.8 million (2018: \$8.3 million) debt outstanding including accrued interest and fees under this 2017 Facility, with this now presented in the balance sheet as \$8.6 million as a debt liability and \$2.2 million through equity to reflect the split between the discounted value of the debt and the value of the conversion option as a result of the November amendment. Although there is no interest payable under the new terms of the 2017 Facility, a non-cash effective interest rate of 12% is accrued on the discounted debt liability over the life of the facility, to reflect the Directors' view of the arm's length cost of funding of the business.

The final agreed amount of funding secured in November 2019 was £4.1 million, structured as follows:

1. An equity placing of £1.1 million (~\$1.4 million) at 5 pence per Ordinary Share; (a portion of which was offered to Minority Shareholders but underwritten by the Major Shareholders);
2. An immediate conversion by the Major Shareholders of £1 million (~\$1.3 million) of Outstanding Amount of the 2017 Facility at 5 pence per Ordinary Share; and
3. An amendment to the 2017 Secured Financing Facility to provide for three additional tranches of £1 million each (~\$1.25 million) to be made available for drawdown on 30 June 2020, 31 December 2020 and 30 June 2021 respectively.

The £1.1 million equity placing closed in December 2019. Waterford and Blake Holdings Limited subscribed for their pro-rata share, being £410,000 and £345,000 respectively. Minority shareholders subscribed for £45,000 of the equity placing and ME Investments, who had effectively underwritten the equity placing, subscribed for the remaining £300,000.

Cash flow

The total change in cash and cash equivalents during the year was \$0.5 million (2018: no change). Net cash outflow from operating activities during the period totalled \$3.7 million (2018: \$2.8 million). Investing cash outflow from operations during the period totalled \$0.1 million (2018: \$1.6 million). Net cash received from financing activities totalled \$4.4 million (2018: \$4.4 million), made up of \$1.4 million (gross) from the December equity placing, \$2.5 million (gross) of cash from the two drawdowns under the 2017 Facility and netted against \$0.4 million of foreign exchange related to the 2017 Facility.

Cash position

At 31 December 2019 the Group had total cash and cash equivalents of \$2.2 million (31 December 2018: \$1.7 million).

Restricted cash balances at the end of the year (which are presented as long-term financial assets in the Balance Sheet) represent funds held as collateral in respect of future work obligations. The net amount, not provided against, totalled \$0.5 million (31 December 2018: \$0.5 million), and relates the Group's Syrian Block 26 interest. At 31 December 2019, a provision of \$1.8 million was made against the restricted cash balances securitised as collateral in respect of future work

obligations on the Llanos-50 licence (31 December 2018: \$1.8 million), although management will seek the return of these funds as part of the proposed relinquishment process.

Going concern

As at the date of this Report, the Group has free cash available for operations totalling approximately \$1.2 million and ongoing general and administrative costs are expected to be approximately \$0.2 million per month. Three further tranches of £1 million (~\$1.25 million) each are now available under the 2017 Facility on each of 30 June 2020, 31 December 2020 and 30 June 2021. These funds are expected to fund the Company's general and administrative costs including expected costs relating to Colombia through 2021.

The Directors note that the Company remains reliant on the support of its three Major Shareholders, without whose support, the Company would be seriously financially challenged.

Although Llanos-50 licence in Colombia is in suspension, there are still outstanding work commitments that the Company has requested be terminated as part of a mutual termination of the licence on environmental grounds. The Directors believe the case for termination is compelling and would resist any attempts by ANH to force the completion of any activities which are not environmentally sound. There is however a possibility that ANH could attempt to impose this work or penalties if such mutual termination is not agreed with ANH. This could be substantial and additional details of the capital commitments for the Company are fully described in note 2.4.

The Board is also conscious that the current challenging environment and market turmoil relating to Covid-19, means that there is an increased risk inherent in all financing, both from our Major Shareholders and also in respect of the Group's ability to source funds outside of the Major Shareholders, should that be required. Having said that, the Board maintains a good relationship with the Major Shareholders and has no reason to believe that they do not have the willingness and ability to honour their commitments under the 2017 Facility and to continue supporting the Group.

The Directors have also considered the impact of the Coronavirus pandemic on the Group's current operations. Given the Group's limited active operations (it has no involvement in Syrian field operations due to EU Sanctions and has only the LLA-50 environmental study ongoing in Colombia), the pandemic is not

expected to significantly impact the Group in terms of activities. However, the Group has remote-working capabilities and cloud-based systems which will allow it to continue to manage the business as seamlessly as possible. Overall, the directors are satisfied that the Group will maintain its current operations without any significant disruption from the pandemic in the foreseeable future.

Following completion of a review of the going concern position of the Company and Group at the meeting of the Board of Directors on 7 May 2020, including the uncertainties described above, the Board has concluded that, with free cash available for operations totalling \$1.2 million, and £3 million (~\$3.75 million) available to be drawn down in three tranches of (£1 million (~\$1.25 million) each, available on 30 June 2020, 31 December 2020 and 30 June 2021), the Company and the Group will have sufficient resources to continue in operational existence for the foreseeable future, a period not less than twelve months from the date of approval of this Financial Report. Accordingly, the Directors consider it appropriate to continue to adopt the going concern basis in preparing these Financial Statements.

Notwithstanding the confidence that the Board has in its ability to finance the Group's business, the Directors, in accordance with Financial Reporting Council guidance in this area, conclude that at this time there is material uncertainty that finance could be procured to fund certain potential capital obligations if they fall due, such as those relating to Llanos 50, or ongoing costs and liabilities if they are higher than currently anticipated, and failure to do so might cast significant doubt upon the Company's and the Group's ability to continue as a going concern and that the Company and the Group may therefore be unable to realise their assets and discharge their liabilities in the normal course of business. These Financial Statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

These Financial Statements consolidate the accounts of Gulfsands Petroleum plc and all its subsidiary undertakings drawn to 31 December each year.

This Strategic Report was approved by the Board of Directors on 7 May 2020.

John Bell

Managing Director

7 May 2020

Cautionary statement

This Strategic Report has been prepared solely to provide additional information to shareholders to assess the Group's strategies and the potential for those strategies to succeed.

The Strategic Report contains certain forward-looking statements. These statements are made by the Directors in good faith based on the information available to them up to the time of their approval of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

The Directors, in preparing this Strategic Report, have been guided by the requirements of section 414c of the Companies Act 2006. The Report has been prepared for the Group as a whole and therefore gives emphasis to those matters which are significant to the Group as a whole.

Governance

Board of Directors

James Lawrence Ede-Golightly, aged 40 Chairman

James Ede-Golightly is chairman of DeepMatter Group Plc, East Balkan Properties Plc and Oxford Advanced Surfaces Ltd and has extensive experience as a non-executive on the boards of AIM-quoted companies with international business interests. James was a founder of ORA Capital Partners in 2006, having previously worked as an analyst at Merrill Lynch Investment Managers and Commerzbank. He is a CFA Charterholder and holds an MA in economics from Cambridge University. In 2012, he was awarded New Chartered Director of the Year by the Institute of Directors.

Mr Ede-Golightly was appointed a Non-Executive Director of Gulfsands in August 2014. Mr Ede-Golightly is a Non-Executive Director of Sarossa Plc, which is a Company chaired and majority owned by Mr Richard Griffiths. Mr Griffiths, through other associated entities, is a substantial shareholder in Gulfsands.

John Bell, aged 54 Managing Director

Mr Bell is a Chartered Engineer with over 25 years of experience in the energy sector having worked at Vice President or Managing Director level at BP plc, Statoil AS and Suncor Energy (Syria). He has spent a large part of his career in the Middle East, as well as time in North Africa, the Americas, the UK North Sea, Scandinavia and the Caribbean, where he has successfully been involved in developments, operations, corporate restructuring, refinancing and growing businesses to provide enhanced shareholder returns. He has a First-Class Honours Degree in Engineering from Strathclyde University in Scotland and studied Executive Leadership at Haas School of Business, University of California, Berkeley. He is currently also a Non-Executive Chairman at Aminex Plc and previous directorships include Gulf Keystone Petroleum (NED) and Tethys Petroleum where he was Executive Chairman. Mr Bell joined the Board as a Non-Executive Director of Gulfsands in August 2014 and assumed the role of Managing Director in July 2016.

Andrew James Morris, aged 51 Finance Director

Mr Morris has extensive international business experience and has advised and sat on the boards of companies, ranging from early stage resource companies to emerging technology companies. He was founder of Persistency Capital, where he acted as both investor in, and adviser to, companies across a broad range of sectors and geographies. Previous directorships include Madagascar Oil Limited, Falcon Oil & Gas Ltd, SouthWest Energy Ltd, Kriisa Research Inc. and Direct Petroleum Exploration Inc. as well as Blake Oil and Gas Limited and various related parties. Previously, Mr Morris served as a director of Ernst & Young, where he advised a broad range of organisations on enterprise risk management including corporate governance, management reporting, financial control, operational risk and process improvement. Mr Morris holds a BSc (Hons) degree in Mathematics from Bristol University and is a Fellow of the Institute of Chartered Accountants in England and Wales. Mr Morris joined the Board of Gulfsands as a Non-Executive Director in April 2015 and became Finance Director in July 2016.

Joseph Darby, aged 72 Senior Independent Non-Executive Director

Mr Darby has over 40 years of experience in the energy sector, including eight years with Shell Petroleum before becoming managing director of Thomson North Sea Ltd and later the Chief Executive of LASMO plc. He has held non-executive roles at Nordaq Energy plc, British Nuclear Fuels plc, Mowlem plc, Centurion Energy Inc and Alkane Energy plc. Mr Darby was previously chairman of Mowlem plc (2005-06) and Faroe Petroleum plc (2003-07). Mr Darby was also more recently a Non-Executive Director of Bowleven plc and a Non-Executive Director of Premier Oil plc. He is currently also a Non-Executive Director at Pharis Energy Limited. He was appointed a Non-Executive Director of Gulfsands in November 2012.

Michael Kroupeev, aged 53 Non-Executive Director

Mr Kroupeev has 22 years' experience working within the exploration and production sector. After University in Moscow and MBA at London Business School, he began his career working for Dana Petroleum plc as a Director in 1994. In 1995, Mr Kroupeev founded Waterford Finance and Investment Limited ("Waterford"). Waterford is an oil and gas focussed vehicle, specialising in the financing of oil, gas and other energy related projects. He has been directly involved in the capital raising for natural resource projects and in acquiring, restructuring, developing and divesting such assets. Waterford has a number of substantial shareholdings in oil and gas companies with operations in Europe, Africa, Australasia and Former Soviet Union countries, and is a substantial shareholder of Gulfsands, holding a 37.32 percent interest in the Company. He was appointed a Non-Executive Director of Gulfsands in October 2016.

Richard Milne, aged 64 Non-Executive Director

Mr Milne retired as Group Head of Legal and Commercial Affairs at Petrofac Limited ("Petrofac") in 2015. Mr Milne joined Petrofac in 2004 with responsibility for advising on the legal and commercial aspects of the group's activities. Prior to joining Petrofac, Mr Milne spent some 15 years in corporate finance after working in the insurance brokerage industry. Mr Milne is a graduate of Oxford University and qualified as a solicitor. He was appointed a Non-Executive Director of Gulfsands in October 2016.

Directors' Report

The Directors present their Annual Report together with the audited Financial Statements of Gulfsands Petroleum plc and its subsidiary undertakings (the "Group" or the "Company" or "Gulfsands") for the year ended 31 December 2019.

Any significant events since the Balance Sheet date are detailed in note 6.7 to the Consolidated Financial Statements, however an indication of possible future developments in the business of the Group are included in the Strategic Report - inside cover to 19.

Dividends

The Directors do not recommend payment of a dividend in respect of 2019 (2018: \$nil).

Capital structure

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the year are set out in note 6.1 to the Consolidated Financial Statements. The outstanding number of Issued Ordinary Shares as at 31 December 2019 is 561,995,785, following the issuance of 42,000,000 million shares during the year.

During the year the 2017 Facility was amended, such that the Outstanding Amount the ("Outstanding Amount") became convertible, at the Lenders' option, into Ordinary Shares at a price of 5 pence per share. The Outstanding Amount under the 2017 Facility as at 31 December 2019 was \$10.8 million, which is presented in the balance sheet as \$8.6 million debt and \$2.2 million equity.

The Company has both Ordinary and Deferred Shares outstanding as explained in note 6.1. The Ordinary and Deferred Shares carry no right to fixed income. Each Ordinary Share carries the right to one vote at general meetings of the Company. The Deferred Shares have no voting rights and are not entitled to dividends.

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

Details of employee share schemes are set out in note 6.1 to the Consolidated Financial Statements.

No person has any special rights of control over the Company's share capital. As at 31 December 2019 all issued shares were fully paid.

Substantial shareholders

Except for the holdings of Ordinary Shares listed below, the Company has not been notified by, or become aware of, any persons holding 3% or more of the issued ordinary shares of the Company at 7 May 2020:

Name	Number of shares	% of shares in issue
Waterford Finance and Investment Limited ⁽¹⁾	209,702,618	37.32%
Blake Holdings Limited ⁽²⁾	176,847,169	31.47%
ME Investments Limited	85,077,086	15.14%

(1) Company associated with Michael Kroupeeov.

(2) Company associated with Richard Griffiths.

Directors and their interests

The Directors who served during the year, except as noted, and their interests in the Company's shares, were as follows:

	At 31 December 2019		At 31 December 2018	
	Number of ordinary shares	Number of share options	Number of ordinary shares	Number of share options
A Morris	320,800	10,000,000	320,800	10,000,000
J Darby	100,250	—	100,250	—
J Bell	—	16,000,000	—	16,000,000
J Ede-Golightly	80,200	2,000,000	80,200	2,000,000
M Kroupeeov ⁽¹⁾	209,702,618	1,000,000	194,042,618	1,000,000
R Milne ⁽²⁾	400,000	1,000,000	—	1,000,000

(1) Mr Kroupeeov is an ultimate beneficial owner of Waterford Finance and Investment Limited.

(2) Mr. Milne subscribed for 400,000 shares at 5 pence per shares in the equity offering undertaken in December 2019.

Directors' interests in transactions

Details of transactions with Directors for the year ended 31 December 2019 are set out in note 6.4 to the Consolidated Financial Statements.

Governance

Directors' Report (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' Report and the Financial Statements in accordance with applicable laws and regulations, and International Financial Reporting Standards ("IFRS") as adopted by the EU.

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 IFRS 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 period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements; 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Statement of disclosure to the auditor

So far as the Directors, at the time of approval of their Report, are aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- each Director has taken steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with section 418 of the Companies Act 2006.

Auditor

A resolution to reappoint BDO LLP as auditor and to authorise the Directors to fix their remuneration will be put to shareholders at the Annual General Meeting.

By order of the Board,

John Bell
Managing Director
7 May 2020

Directors' Corporate Governance Report

for the year ended 31 December 2019

The Company delisted from the AIM market in April 2018 but remains a Public Limited Company ("PLC"). While non-listed companies are not subject to the requirements of the UK Corporate Governance Code on corporate governance, the Board has sought to continue to maintain appropriate standards of corporate governance, as it considers practicable for the size, stage of development and operations of the Group.

In order to communicate the Group's business conduct standards to employees, contract staff and contractor personnel across the Group, the Board has established a Code of Business Conduct and Ethics which is supported by detailed internal policies and procedures. Compliance with the Code of Business Conduct and Ethics is a contractual requirement for all personnel.

The Gulfsands Board

The role of the Board

The Board sets the Group's strategic objectives taking into account the financial and human resources available within the Group to meet these objectives. The Board determines the Company's key policies, values and standards, effectively communicating these throughout the Group. Periodically, the Board reviews the potential risks to the Group and ensures the probability of these risks affecting the business are minimised via management and mitigation.

The Board's role is to provide entrepreneurial leadership of the Group within a framework of effective controls and periodic reporting; this enables operational and financial performance to be actively monitored and managed.

The composition of the Board

Gulfsands' business carries political, commercial and technical risks. Accordingly, particular attention is paid to the composition and balance of the Board to ensure that it has experience of the oil and gas industry, the regulatory environments in which the Group operates and has appropriate financial and risk management skills to lead the Group.

The Board considers that objectivity and integrity are prerequisites for all appointments, as are the skills, experience, ability and diversity that will assist the Board in its key functions and decision-making. The Board sees the role of the Non-Executive Directors to be to independently and constructively challenge the performance of the Executive Management and to offer assistance and mentor where their skills and experience can assist the performance of the Management team in the delivery of agreed objectives.

The Board of Directors currently comprises six Directors; the Non-Executive Chairman, the Managing Director, the Finance Director, and three Non-Executive Directors including a Senior Independent Director. In accordance with the QCA code, the Board includes two independent Non-Executive Directors, Joe Darby and Richard Milne. A brief description of each of the Directors' backgrounds and experience can be found on page 20. The Board continues to review its composition.

Terms and conditions of appointment of Non-Executive Directors are set out in appointment letters.

How the Board operates

A detailed schedule of matters reserved for the Board has been established and is periodically reviewed. The key matters reserved are the consideration and approval of:

- the Group's overall strategy and objectives;
- material acquisitions and disposals and major expenditure commitments;
- borrowing and hedging of oil and gas sales;
- the issuance of equity and options;
- annual work programme and budget;
- the Group's annual and, if prepared, half-yearly Financial Statements;
- Board appointments, remuneration and roles;
- corporate policies and corporate governance arrangements; and
- any transactions with related parties such as Major Shareholders.

Through the publication of regular announcements, and face-to-face meetings where appropriate, the Board has sought to communicate its strategy, objectives and performance to all shareholders on a timely basis.

The Board of Directors expects to hold face to face Board Meetings approximately six times per year. On occasions, additional meetings are convened by conference call to resolve urgent business matters.

Governance

Directors' Corporate Governance Report (continued)

Committees of the Board

The Company has established two sub-committees of the Board, an Audit Committee and a Remuneration Committee; the purpose of which are to review areas of the business mandated by the Board and to present findings and recommendations to the Board for its decision. While the Board delegates certain of its duties, responsibilities and powers to the Committees, so that these can receive suitably focussed attention, they both act on behalf of the full Board, and the matters reviewed and managed by the Committees remain the responsibility of the Board of Directors as a whole.

Each of the Committees has its own written terms of reference; copies of which are available on the Company's website.

1. Audit Committee

The Audit Committee is chaired by Richard Milne and its activities are governed by terms of reference that are available on the Company's website. The primary duties of the Audit Committee are:

- to review and consider the integrity of the Company's Financial Statements and regulatory announcements;
- to keep under review the effectiveness of the Company's internal controls;
- to assist the Board in ensuring that it receives appropriate financial and risk reporting to enable it to make its business decisions;

- to regularly review the Company's risk management processes and the risks to which the Company is exposed;
- to oversee the relationship with the external auditor;
- to review the Company's whistle-blowing processes; and
- to report to the Board on how the Audit Committee has discharged its responsibilities.

2. Remuneration Committee

The Remuneration Committee is chaired by Joe Darby and its activities are governed by terms of reference that are available on the Company's website. It is responsible for considering and making recommendations to the Board in respect of remuneration for the Chairman and Executive Directors. The Committee also has oversight of the remuneration arrangements for the direct reports to the Executive Directors, the remuneration for whom is set by the Managing Director in conjunction with the Chairman. The remuneration of Non-Executive Directors is a matter for the Chairman in consultation with the Managing Director and the Chairman of the Remuneration Committee, with fees being determined by the Board excluding the Non-Executive Directors.

The number of meetings of the Board and its Committees during 2019, and individual attendance by Directors, is shown below:

	Board	Audit	Remuneration
Number of meetings 2019	11	2	4
Attendance:			
Andrew Morris	11	2	n/a
Joe Darby	11	n/a	4
John Bell	11	1	n/a
James Ede-Golightly	11	2	4
Michael Kroupeev	11	1	4
Richard Milne	11	2	n/a

Remuneration of Directors

The remuneration of the Directors for the year ended 31 December 2019 was as follows:

	Annual Remuneration (£'000)							
	Salary and fees		Bonuses		Benefits in kind		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
A Morris ⁽⁴⁾	180	170	27	27	1	1	208	198
J Darby ⁽²⁾	34	34	—	—	—	—	34	34
J Bell ⁽³⁾	240	210	36	36	1	1	277	247
J Ede-Golightly ⁽¹⁾	45	45	—	—	—	—	45	45
M Kroupeev ⁽²⁾	30	30	—	—	—	—	30	30
R Milne ⁽²⁾	30	30	—	—	—	—	30	30
	559	519	63	63	2	2	624	584

(1) Non-Executive Chairman.

(2) Non-Executive Director.

(3) Managing Director.

(4) Finance Director.

In addition to the remuneration shown, the Group incurred share-based payment charges of £21k [\$28k] (2018: £195k [\$259k]) in respect of the above-named Directors relating to options granted in 2016 and 2018.

Share options

The interests of the Directors, who held office during 2019, in options over the Company's shares are set out in the table below:

	Number of options				Exercisable at 31 December 2019	Grant date	Expiry date
	At 1 January 2019	Issued	At 31 December 2019	Exercise price (£)			
J Bell	8,000,000	—	8,000,000	0.01	6,000,000	11/11/2016	11/11/2026
	8,000,000	—	8,000,000	0.05	—	28/06/2018	26/06/2028
A Morris	6,000,000	—	6,000,000	0.01	4,500,000	11/11/2016	11/11/2026
	4,000,000	—	4,000,000	0.05	—	28/06/2018	28/06/2028
J Ede-Golightly	2,000,000	—	2,000,000	0.0375	2,000,000	11/11/2016	11/11/2026
M Kroupeev	1,000,000	—	1,000,000	0.0375	1,000,000	11/11/2016	11/11/2026
R Milne	1,000,000	—	1,000,000	0.0375	1,000,000	11/11/2016	11/11/2026

All other Directors held no share options at 31 December 2018 or 2019.

This Report was approved by the Board of Directors on 7 May 2020.

Independent Auditor's Report

to the members of Gulfsands Petroleum plc

Opinion

We have audited the financial statements of Gulfsands Petroleum plc for the year ended 31 December 2019 which comprise the Consolidated Income Statement, the Consolidated and Company Balance Sheet, the Consolidated and Company Cash Flow Statement, the Consolidated and Company Statement of Changes in Equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the Group and Parent Company's affairs as at 31 December 2019 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty relating to going concern

We draw attention to note 1.3a to the financial statements, which indicates that the Group may need to raise additional finance to fund potential capital obligations if they fall due. As stated in note 1.3a, these events or conditions, along with other matters as set out in note 1.3a, indicate that a material uncertainty exists that may cast significant doubt on the Group and Parent Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of matter – carrying value of the Group's producing operations in Syria

Without modifying our opinion on the Financial Statements for the year ended 31 December 2019, we draw attention to the disclosures made in note 4.2 to the Consolidated Financial Statements concerning the valuation of the Group's suspended producing operations in Syria, which is recorded at \$102 million following the loss of joint control in December 2011. There is significant uncertainty as to the duration of the EU sanctions imposed in December 2011 and the eventual outcome of events in Syria. The potential impact any outcome will have on the carrying value from the producing operations in Syria is not known.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report and accounts, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

Responsibilities of Directors

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

In preparing the financial statements, the Directors are responsible for assessing the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jack Draycott (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor
London
United Kingdom
7 May 2020

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

Financial Statements

Consolidated Financial Statements and Notes to the Consolidated Financial Statements

Primary Statements	<p>Consolidated Primary Statements</p> <p>This section contains the Group's primary Financial Statements and the independent auditor's report.</p>	<p>p29 Consolidated Income Statement</p> <p>p30 Consolidated Balance Sheet</p> <p>p31 Consolidated Statement of Changes in Equity</p> <p>p32 Consolidated Cash Flow Statement</p> <p>p33 Notes to the Consolidated Financial Statements</p>
Basis of Preparation	<p>Section 1 Basis of Preparation</p> <p>This section contains the Group's significant accounting policies that relate to the Financial Statements as a whole. Significant accounting policies specific to one note have been included in that note. Accounting policies determined non-significant are not included in these Financial Statements. There have been no changes to the Group's accounting policies that are not disclosed in the Financial Statements.</p>	<p>1.1 Authorisation of Financial Statements and statement of compliance with IFRS</p> <p>1.2 Adoption of International Financial Reporting Standards</p> <p>1.3 Significant accounting policies</p> <p>1.4 Critical accounting judgements and key sources of estimation uncertainty</p>
Oil and Gas Assets	<p>Section 2 Oil and Gas Assets</p> <p>This section focuses on the oil and gas assets which form the core of our business, including details of exploration costs incurred in the year, those written-off or impaired.</p>	<p>2.1 Property, plant and equipment</p> <p>2.2 Property, plant and equipment other than oil and gas assets</p> <p>2.3 Intangible assets</p> <p>2.4 Work obligation commitments</p> <p>2.5 Other gains (exit from Morocco and Tunisia)</p> <p>2.6 Provisions</p>
Working Capital	<p>Section 3 Working Capital</p> <p>This section focuses on the working capital position of the Group supporting our business.</p>	<p>3.1 Trade and other receivables</p> <p>3.2 Cash and cash equivalents</p> <p>3.3 Long-term financial assets</p> <p>3.4 Trade and other payables</p> <p>3.5 Inventory</p> <p>3.6 Loans and borrowings</p>
Other Assets/Liabilities	<p>Section 4 Other Assets and Liabilities</p> <p>This section details the Group's investments.</p>	<p>4.1 Investments</p> <p>4.2 Financial asset held at fair value through other comprehensive income</p>
Results for the Year	<p>Section 5 Results for the Year</p> <p>This section focuses on the results and performance of the Group, with disclosures including segmental information, components of the operating loss, taxation and earnings per share.</p>	<p>5.1 Segmental analysis of continuing operations</p> <p>5.2 Operating gain</p> <p>5.3 Share-based payments</p> <p>5.4 Auditor's remuneration</p> <p>5.5 Staff costs</p> <p>5.6 Directors' emoluments</p> <p>5.7 Net interest receivable</p> <p>5.8 Taxation</p> <p>5.9 Profit/Loss per share</p>
Capital Structure	<p>Section 6 Capital Structure and Other Disclosures</p> <p>The disclosures in this section focus on the issued share capital, the share schemes in operation and other mandatory disclosures.</p>	<p>6.1 Share capital</p> <p>6.2 Convertible loan note reserve</p> <p>6.3 Financial instruments, derivatives and capital management</p> <p>6.4 Related party transactions and key management</p> <p>6.5 Obligations under leases</p> <p>6.6 Contingent liabilities</p> <p>6.7 Post balance sheet events</p>

Financial Statements

Consolidated Income Statement

for the year ended 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Continuing operations			
General administrative expenses		(3,106)	(2,783)
Share-based payments	5.3	(28)	(284)
Exploration costs written-off/impaired	2.3	(131)	(353)
Divestment costs		—	(1,250)
Other gains	2.5	6,405	—
Operating profit/(loss)	5.2	3,140	(4,670)
Foreign exchange (losses)/gains		(412)	293
Loan facility finance cost	3.6	(768)	(495)
Other finance expenses		(86)	(150)
Other finance income	5.7	3	28
Profit/(loss) before taxation		1,876	(4,994)
Taxation	5.8	—	—
Profit/(loss) for the year		1,876	(4,994)
Profit/(loss) per share attributable to the owners of the parent company (cents)			
Basic	5.9	0.36	(0.96)
Diluted	5.9	0.33	(0.96)

There are no items of comprehensive income outside of the Consolidated Income Statement.

Primary Statements

Basis of Preparation

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Results for the Year

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Consolidated Balance Sheet

as at 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Assets			
Non-current assets			
Property, plant and equipment	2.1	—	18
Intangible assets	2.3	—	—
Long-term financial assets	3.3	500	500
Investments	4.2	102,000	102,000
		102,500	102,518
Current assets			
Inventory	3.5	—	—
Trade and other receivables	3.1	236	243
Cash and cash equivalents	3.2	2,211	1,679
		2,446	1,922
Total assets		104,947	104,440
Liabilities			
Current liabilities			
Trade and other payables	3.4	1,066	1,280
Loan facility	3.6	—	—
Provisions	2.6	—	6,137
		1,066	7,417
Non-current liabilities			
Trade and other payables	3.4	3,331	3,547
Loan facility	3.6	8,587	8,328
		11,918	11,875
Total liabilities		12,984	19,292
Net assets		91,963	85,148
Equity			
Capital and reserves attributable to equity holders			
Share capital	6.1	19,346	18,803
Share premium		112,909	110,737
Merger reserve		11,709	11,709
Convertible loan note reserve	6.2, 3.6	2,197	—
Retained loss		(54,197)	(56,101)
Total equity		91,963	85,148

These Consolidated Financial Statements were approved by the Board of Directors on 7 May 2020 and signed on its behalf by:

Andrew James Morris
Finance Director
7 May 2020

Consolidated Statement of Changes in Equity

for the year ended 31 December 2019

	Share capital \$'000	Share premium \$'000	Merger reserve \$'000	Convertible loan note reserve \$'000	Retained (loss)/profit \$'000	Total equity \$'000
At 1 January 2018	18,303	110,737	11,709	—	(51,391)	89,858
Loss for 2018	—	—	—	—	(4,994)	(4,994)
Share-based payment charge	—	—	—	—	284	284
At 31 December 2018	18,803	110,737	11,709	—	(56,101)	85,148
Profit for 2019	—	—	—	—	1,876	1,876
Share-based payment charge	—	—	—	—	28	28
Transactions with owners						
Share placing/conversion	543	2,172	—	—	—	2,715
Equity element of convertible loan note	—	—	—	2,197	—	2,197
At 31 December 2019	19,346	112,909	11,709	2,197	(54,197)	91,963

The merger reserve arose on the acquisition of Gulfsands Petroleum Ltd and its subsidiaries by the Company by way of a share-for-share exchange in April 2005, in conjunction with the flotation of the Company on the Alternative Investment Market of the London Stock Exchange.

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Consolidated Cash Flow Statement

for the year ended 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Cash flows from operating activities			
Operating profit/(loss) from continuing operations		3,140	(4,670)
Depreciation and amortisation	2.2	18	5
Divestment costs		—	1,250
Exploration costs written off/impaired/costs accrued	2.3	131	353
Share-based payment charge	5.3	28	284
Other gains	2.5	(6,405)	—
Decrease in receivables	3.1	7	140
Decrease in payables		(162)	(370)
Foreign exchange (losses)/gains		(412)	293
Finance expenses paid		(86)	(150)
Interest received		3	28
Net cash used in operating activities		(3,739)	(2,837)
Investing activities			
Exploration and evaluation expenditure		(131)	(353)
Divestment costs		—	(1,250)
Net cash used in investing activities		(131)	(1,603)
Financing activities			
Loan draw-down (net of foreign exchange gains/(losses))	3.6	2,981	4,388
Share placing		1,422	—
Net cash provided by financing activities		4,403	4,388
Increase/(decrease in cash and cash equivalents)			
Cash and cash equivalents at beginning of year		1,679	1,731
Cash and cash equivalents at end of year	3.2	2,211	1,679

Primary Statements

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Notes to the Consolidated Financial Statements

for the year ended 31 December 2019

Section 1 – Basis of Preparation

1.1 Authorisation of Financial Statements and statement of compliance with IFRS

Gulfands Petroleum plc is a public limited company which was quoted on the Alternative Investment Market of the London Stock Exchange (“AIM”) until 23 April 2018 and is incorporated in the United Kingdom. The principal activities of the Company and its subsidiaries (the “Group”) are that of oil and gas production, exploration and development.

The Consolidated Financial Statements for the year ended 31 December 2019 were authorised for issue by the Board of Directors on 7 May 2020 and the Balance Sheets were signed on the Board’s behalf by Andrew Morris, Finance Director.

The Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the EU. The principal accounting policies adopted are set out in note 1.3.

1.2 Adoption of International Financial Reporting Standards

The Consolidated Financial Statements for the year ended 31 December 2019 and for the comparative year ended 31 December 2018 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and IFRIC (IFRS Interpretations Committee) interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

1.3 Significant accounting policies

a) Basis of preparation and accounting standards

The Consolidated Financial Statements have been prepared in accordance with applicable International Financial Reporting Standards as adopted by the EU.

Going concern

As at the date of this Report, the Group has free cash available for operations totalling approximately \$1.2 million and ongoing general and administrative costs are expected to be approximately \$0.2 million per month. Three further tranches of £1 million (~\$1.25 million) each are now available under the 2017 Facility on each of 30 June 2020, 31 December 2020 and 30 June 2021. These funds are expected to fund the Company’s general and administrative costs including expected costs relating to Colombia through 2021.

The Directors note that the Company remains reliant on the support of its three Major Shareholders, without whose support, the Company would be seriously financially challenged.

Although Llanos-50 licence in Colombia is in suspension, there are still outstanding work commitments that the Company has requested be terminated as part of a mutual termination of the licence on environmental grounds. The Directors believe the case for termination is compelling and would resist any attempts by ANH to force the completion of any activities which are not environmentally sound. There is however a possibility that ANH could attempt to impose this work or penalties if such mutual termination is not agreed with ANH. This could be substantial and additional details of the capital commitments for the Company are fully described in note 2.4.

The Board is also conscious that the current challenging environment and market turmoil relating to Covid-19, means that there is an increased risk inherent in all financing, both from our Major Shareholders and also in respect of the Group’s ability to source funds outside of the Major Shareholders, should that be required. Having said that, the Board maintains a good relationship with the Major Shareholders and has no reason to believe that they do not have the willingness and ability to honour their commitments under the 2017 Facility and to continue supporting the Group.

The Directors have also considered the impact of the Coronavirus pandemic on the Group’s current operations. Given the Group’s limited active operations (it has no involvement in Syrian field operations due to EU Sanctions and has only the LLA-50 environmental study ongoing in Colombia), the pandemic is not expected to significantly impact the Group in terms of activities. However, the Group has remote-working capabilities and cloud-based systems which will allow it to continue to manage the business as seamlessly as possible. Overall, the directors are satisfied that the Group will maintain its current operations without any significant disruption from the pandemic in the foreseeable future.

Following completion of a review of the going concern position of the Company and Group at the meeting of the Board of Directors on 7 May 2020, including the uncertainties described above, the Board has concluded that, with free cash available for operations totalling \$1.2 million, and £3 million (~\$3.75 million) available to be drawn down in three tranches of (£1 million (~\$1.25 million) each, available on 30 June 2020, 31 December 2020 and 30 June 2021), the Company and the Group will have sufficient resources to continue in operational existence for the foreseeable future, a period not less than twelve months from the date of approval of this Financial Report. Accordingly, the Directors consider it appropriate to continue to adopt the going concern basis in preparing these Financial Statements.

Notwithstanding the confidence that the Board has in its ability to finance the Group’s business, the Directors, in accordance with Financial Reporting Council guidance in this area, conclude that at this time there is material uncertainty that finance could be procured to fund certain potential capital obligations if they fall due, such as those relating to Llanos 50, or ongoing costs and liabilities if they are higher than currently anticipated, and failure to do so might cast significant doubt upon the Company’s and the Group’s ability to continue as a going concern and that the Company and the Group may therefore be unable to realise their assets and discharge their liabilities in the normal course of business. These Financial Statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

1.3 Significant accounting policies (continued)

a) Basis of preparation and accounting standards (continued)

These Financial Statements consolidate the accounts of Gulfsands Petroleum plc and all its subsidiary undertakings drawn to 31 December each year.

b) Accounting standards, amendments and interpretations effective in 2019

As of 1 January 2019, IFRS 16 Leases became effective and has been adopted. The effect of implementation has not had a material impact on the financial results of the Group. The Group applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application would be recognised in retained earnings at January 1, 2019. However, the nature of the leases held by the Group was such that there has been no effect on the Group's retained earnings at initial recognition. The comparative information presented for 2018 has not required to be restated and is presented, as previously reported, under IAS 17 and related interpretations.

Other Accounting standards that have come into effect as of 1 January 2019 have been:

- IAS 19: Employee Benefits on plan amendment, curtailment or settlement;
- IFRS 9: Financial Instruments on prepayment features with negative compensation and modification of financial liabilities;
- IFRIC 23: Uncertainty over Income Tax Treatments.

The adoption of these standards has had no effect on the financial results of the Group.

c) Standards, amendments and interpretations, which are effective for reporting periods beginning after the date of these financial statements which have not been adopted early:

There are a number of standards, amendments to standards, and interpretations which have been issued that are effective in future periods and which the Group has chosen not to adopt early, in particular:

- IAS 1 Presentation of Financial Statements;
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Definition of Material);
- IFRS 3 Business Combinations (Amendment – Definition of a Business)

None of these are expected to have a significant effect on the Group.

d) Basis of consolidation

Intra-group sales, profits and balances are eliminated fully on consolidation.

The results of subsidiaries acquired or sold are consolidated for the periods from, or to, the date when control passed. Acquisitions are accounted for under the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for the control of the acquiree. Acquisition related costs are recognised in the Income Statement as incurred. At the acquisition date the identifiable assets acquired, and the liabilities assumed are recognised at their fair value.

The Consolidated Financial Statements include the accounts of subsidiary undertakings when the Company has the control over the undertaking. 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.

The Group is engaged in oil and gas exploration, development and production through joint operations. A joint operation is whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement. As a joint operator the Group recognises its assets, including its share of any assets incurred jointly; its liabilities, including its share of any liabilities incurred jointly; its revenues, including its share of revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses jointly incurred.

When the Group loses control or joint control of a subsidiary or joint operation, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary or joint operation and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary or joint operation are accounted for in the same manner as would be required if the relevant assets or liabilities are disposed of. The fair value of any investment retained in the former subsidiary or joint operation at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 'Financial Instruments: Recognition and Measurement' or, when applicable, the costs on initial recognition of an investment in an associate or jointly controlled entity.

e) Foreign and reporting currency

These Consolidated Financial Statements are presented in US Dollars. The majority of all costs associated with foreign operations are denominated in US Dollars and not the local currency of the operations. Therefore, the presentational and functional currency of the Company, and the functional currency of all subsidiaries, is the US Dollar. Gains and losses from foreign currency transactions, if any, are recognised in the Income Statement for the year. The effective exchange rate to the Pound Sterling at 31 December 2019 was £1: \$1.29 (2018: £1: \$1.33).

Foreign currency transactions of individual companies within the Group are translated to the functional and reporting currency of Dollars at the rates prevailing when the transactions occurred. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange at the Balance Sheet date. All differences are taken to the Income Statement.

1.4 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The following sets out the critical judgements that the Directors have made in the process of applying the Group's accounting policies and the key assumptions concerning the future and other key sources of estimation uncertainty at the Balance Sheet date that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year:

- going concern – for further details see note 1.3a;
- exits from Morocco and Tunisia – see notes 2.5 and 2.6;
- recoverability of restricted cash balances – for further details see notes 2.4 and 3.3;
- work obligation commitments – for further details see note 2.4 and 6.6;
- 2017 Facility equity conversion option – see note 3.6; and
- carrying value of the Group's investment in DPC – for further details see note 4.2.

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

Section 2 – Oil and Gas Assets

2.1 Property, plant and equipment

The Group applies the requirements of IFRS 6 'Exploration for and Evaluation of Mineral Resources' and where additional guidance is needed IAS 16 'Property, Plant and Equipment' and IAS 36 'Impairment of Assets' noting that several items in the latter two standards are exempted for assets at the exploration and evaluation stage due to the application of IFRS 6. Set out below is our interpretation of the principles set out in IFRS 6 and other IFRS.

Recognition and measurement

Development and production assets are accumulated on a cash generating unit basis and represent the cost of developing the Proved plus Probable Reserves discovered and bringing them into production, together with the exploration and evaluation ("E&E") asset expenditures incurred in finding Proved plus Probable Reserves, transferred from intangible E&E assets.

The cost of development and production assets also includes the cost of acquisitions and purchases of such assets, directly attributable overheads, and the cost of recognising provisions for future restoration and decommissioning. See note 2.6 for further details.

Depletion of producing assets

Expenditure within each cash generating unit is depleted by a unit of production method using the ratio of oil and gas production in the year compared to the estimated quantity of Proved and Probable Reserves at the beginning of the year. Costs used in the unit of production calculation comprise the net book value of capitalised costs plus the estimated future field development costs for Proved and Probable Reserves. Changes in estimates of commercial reserves or future development costs are dealt with prospectively.

Impairment

An impairment test is performed whenever events and circumstances arising during the development or production phase indicate that the carrying value of a development or production asset may exceed its recoverable amount. The aggregate carrying value is compared against the recoverable amount of the cash generating unit, generally by reference to the present value of the future net cash flows expected to be derived from production of commercial reserves.

The Company currently has no tangible Oil and Gas Assets, following the reclassification of its Syrian assets to Investments (see note 4.2).

2.2 Property, plant and equipment other than oil and gas assets

Property, plant and equipment other than oil and gas assets, which comprise predominantly computer hardware and software, are stated at cost less accumulated depreciation and any provision for impairment. Depreciation is charged so as to write-off the cost, less estimated residual value, of assets on a straight-line basis over their useful lives of between two and five years.

	Property Plant & Equipment Total \$'000
Cost:	
At 1 January 2018	1,539
Additions	—
At 31 December 2018	1,539
Additions	—
Disposals	(25)
At 31 December 2019	1,514
Accumulated depreciation and depletion:	
At 1 January 2018	(1,516)
Charge for 2018	(5)
At 31 December 2018	(1,521)
Charge for 2019	(18)
Disposals	25
At 31 December 2019	(1,514)
Net book value at 31 December 2018	18
Net book value at 31 December 2019	—

2.3 Intangible assets

Key accounting judgements, estimates and assumptions

Recoverability of intangible oil and gas exploration and evaluation assets

If there are indicators of impairment, the carrying values of E&E assets are assessed for impairment which involves judgement as to the (i) likely commerciality of the assets, (ii) future revenues and costs pertaining and (iii) the discount rate to be applied for the purpose of deriving a recoverable value. Additional judgements apply to the Group's E&E assets affected by sanctions in Syria. See note 4.2 for further details.

The Group applies the requirements of IFRS 6 'Exploration for and Evaluation of Mineral Resources', set out below is our interpretation of the principles set out in IFRS 6.

Recognition and measurement

The Group follows the successful efforts method of accounting whereby costs for unsuccessful exploration activities are expensed. All licence acquisition, exploration and evaluation costs are initially capitalised as intangible fixed assets in cost centres by licence or contract, as appropriate, pending determination of commerciality of the relevant property. Directly attributable administration costs are capitalised insofar as they relate to specific exploration activities. Pre-licence costs and general exploration costs not directly attributable to any particular licence or prospect are expensed as incurred.

E&E assets relating to each exploration licence/prospect are not amortised but are carried forward until the existence or otherwise of commercial reserves has been determined. If commercial reserves have been discovered, the related E&E assets are assessed for impairment on a cash generating unit basis as set out below and any impairment loss is recognised in the Income Statement. The carrying value of the E&E assets, after any impairment loss, is then reclassified as development and production assets in property, plant and equipment. Costs of unsuccessful exploration efforts are expensed at the time that a determination is made that the exploration has failed to locate commercially recoverable hydrocarbons.

Impairment

As the Group does not hold any intangibles with an indefinite useful life, non-current assets are assessed for impairment on a cash generating unit basis when facts and circumstances suggest that the carrying amount may exceed its recoverable amount. Such triggering events in respect of E&E assets include: the point at which final determination is made as to whether commercial reserves exist; actual or imminent expiry of exploration licence/contract without expectation of renewal; and/or no further plans to explore the licence/contract area.

Where there has been an indication of a possible impairment, Management assesses the recoverability of the carrying value of the cash generating unit by comparison with the estimated discounted future net cash flows based on Management's expectation of the future production, hydrocarbon prices and costs. Any identified impairment is charged to the Income Statement.

Where conditions giving rise to impairment subsequently reverse, the effect of the impairment charge is also reversed as a credit to the Income Statement, net of any amortisation that would have been charged since the impairment.

	Syria \$'000	Colombia \$'000	Total \$'000
Cost:			
At 1 January 2018	10,505	2,890	13,395
Additions	—	353	353
Disposals	—	(1,533)	(1,533)
At 31 December 2018	10,505	1,710	12,215
Additions	—	131	131
At 31 December 2019	10,505	1,841	12,346
Accumulated impairment:			
At 1 January 2018	(10,505)	(2,890)	(13,395)
Exploration expenditure impaired	—	(353)	(353)
Disposals	—	1,533	1,533
At 31 December 2018	(10,505)	(1,710)	(12,215)
Exploration expenditure impaired	—	(131)	(131)
At 31 December 2019	(10,505)	(1,841)	(12,346)
Net book value at 31 December 2018	—	—	—
Net book value at 31 December 2019	—	—	—

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

2.3 Intangible assets (continued)

Syria

The accumulated costs of E&E assets in Syria represent the Group's share of the drilling costs of the Al Khairat, Twaiba and Wardieh wells and certain 3D seismic surveys. The Al Khairat well was successfully tested although commercial development approval is yet to be granted by the government of the Syrian Arab Republic since force majeure was declared prior to application for a Production Licence. An application has been prepared and will be submitted as soon as circumstances allow, and Contingent Resources have been allocated to this discovery. The Twaiba and Wardieh wells are still under evaluation. Following the imposition of EU sanctions against the oil industry in Syria, an impairment test was conducted and the carrying value of all E&E assets in Syria was impaired to nil as a result of the uncertainty arising at that time. The E&E assets remain impaired as at the date of this Report.

Colombia

The Group has an interest in one E&P contract in Colombia, Llanos-50 ("LLA-50"). The Llanos-50 licence was due to expire in May 2018 and given that there was uncertainty over whether the licence could be successfully extended, the expenditure to date attributed to the Llanos-50 contract at that date was fully impaired. This accounting treatment has been maintained ever since with all new E&E expenditure on the LLA-50 licence being immediately impaired. The total expenditure as at 31 December 2019 was of \$1.84 million (2018: \$1.71 million). Alongside this, the recovery of restricted cash balance of \$1.8 million held as performance guarantees in relation to the minimum work obligation under this contract has also been fully provided against, and remains so, although management will seek the return of these funds to the Company as part of the proposed relinquishment process, described below.

Extensive environmental work performed has identified relevant environmental issues and restrictions which impact the ability to execute the seismic and drilling programme on the block. The Company entered into discussion with Agencia Nacional de Hidrocarburos ("ANH") to find a potential resolution to these issues, and to provide sufficient time to explore alternative ways forward for the LLA-50 licence, it was agreed with ANH that the licence should be put into suspension prior to expiry. These environmental issues were recently confirmed by Corporinoquia, the local environmental agency, who have declared the planned seismic programme non-viable. The Company submitted a formal request to the ANH to terminate the license by mutual agreement and entered into dialogue with them regarding the mutual termination of the LLA-50 licence. This dialogue has continued since, but ANH has so far refused to acknowledge the implications of these restrictions and approve a mutual termination of the licence. The LLA-50 licence remains in suspension. Gulfsands has agreed to do an additional environmental review covering the remainder of the block and obtain the pronouncement of the local environmental agency over this, which the Company anticipates will provide definitive proof regarding the non-viability of the block.

2.4 Work obligation commitments

At 31 December 2019 the Group had the following capital commitments in respect of exploration activities in Colombia.

Llanos 50 - first exploration phase expiry date and deadline for fulfilment of capital commitments; originally May 2018 - licence now suspended by agreement with ANH..

- Drilling of one exploration well.
- 2D seismic minimum 108 km.
- Total minimum work commitments outstanding estimated at \$15.2 million.

\$1.8 million (31 December 2018: \$1.8 million) of deposits have been lodged to support guarantees given to the ANH in respect of completion of the minimum work commitments on Llanos 50. These have been fully provided against as at 31 December 2019, although management will seek the return of these funds to the Company as part of the proposed relinquishment process described above. The deposits referenced in this note are shown as restricted cash amounts in note 3.3.

For the reasons explained above in Note 2.3, the Board does not believe that a provision should be recognised for these minimum work commitments until there is more clarity on the potential way forward.

There were no other material obligations or contracts outstanding in relation to ongoing projects not provided for or disclosed in these Consolidated Financial Statements.

2.5 Other gains (exit from Morocco and Tunisia)

The Group had not been active in Morocco or Tunisia for several years and had spent much time trying to negotiate exits from these countries with the appropriate authorities. The most notable of these negotiations was Cypriot subsidiary Gulfsands Petroleum Morocco Limited ("GPML") which had been in long discussions with Office National des Hydrocarbures et des Mines ("ONHYM") in Morocco regarding the return of the former guarantee funds of \$6 million which ONHYMs had inappropriately seized. During 2019, the Group took the decision that these, and other discussions in Morocco and Tunisia, had run their course and that it was time to formally end all involvement in these countries. On 8 May 2019, the Creditors Voluntary Liquidation ("CVL") of GPML was approved by creditors and was confirmed as final after the statutory 3-month period on 8 August 2019. In addition, due to lack of activity or progress in resolving remaining administrative matters in the respect of the Cayman Islands subsidiaries, Gulfsands Petroleum Morocco Limited and Gulfsands Petroleum Tunisia Limited, the Group took the decision to cease funding these companies during the year and consequently they were both struck off from the Cayman Register of Companies effective 31 January 2020.

Given that none of these three subsidiaries had any material realisable assets when they were struck-off / liquidated (other than the \$6 million claim against ONHYM) and given the length of time passed since the maturity of the applicable licences, the Directors consider that the likelihood of any of the three closure processes being challenged and reopened is remote. These financial statements therefore no longer contain any assets or liabilities relating to the Morocco and Tunisia businesses. The derecognition of all assets and liabilities relating to these businesses created a one-off gains for the exits from Morocco and Tunisia of \$6.4 million, made up as follows:

	2019
	\$'000
Other gains	268
Derecognition of decommissioning provision (note 2.6 (i))	1,587
Derecognition of licence penalties provision (note 2.6 (ii))	4,550
	6,405

2.6 Provisions

	Decommissioning Note 2.6 (i) \$'000	Licence penalties Note 2.6 (ii) \$'000	Total \$'000
At 1 January 2018	1,587	4,550	6,137
At 31 December 2018	1,587	4,550	6,137
Changes to decommissioning estimates	(1,587)	—	(1,587)
Change to licence penalties	—	(4,550)	(4,550)
At 31 December 2019	—	—	—

(i) Decommissioning:

The decommissioning and/or restoration obligations which in 2018 stood at \$1.6 million, related to the Moroccan Rhab and Fes permits and the exploitation concessions located within these permits. These obligations sat within Gulfsands Petroleum Morocco Limited (Cyprus), which entered a Creditors Voluntary Liquidation ("CVL") process during the year. The CVL was approved at the final creditors meeting held on 8 May 2019, and was formally completed on 8 August 2019. Gulfsands has communicated with ONHYM after the approval of the CVL stating that, given that ONHYM retained the \$6 million former guarantee funds from GPML, that it considers ONHYM to now have sole responsible for any decommissioning and/or restoration obligations. There were no parent company guarantees in place in respect of the GPML subsidiary.

The provision has therefore been reversed through the income statement during the year (see note 2.5).

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Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

2.6 Provisions (continued)

(ii) Licence Penalties

This provision, which in 2018 stood at \$4.55 million included an accrual of \$0.75 million in respect of minimum work obligation of the Moulay Bouchta licence, and an accrual of \$3.8 million in respect to the minimum work obligation of the Chorbane licence. These obligations sat within dedicated Cayman Islands subsidiaries, Gulfsands Petroleum Morocco Limited and Gulfsands Petroleum Tunisia Limited respectively. There were no parent company guarantees in place in respect of either subsidiary.

Having had no activity for several years, these subsidiaries were both struck off from the Cayman Register of Companies effective 31 January 2020.

Given that neither of these subsidiaries had any material realisable assets when they were struck-off and given the length of time passed since the maturity of the applicable licences, the Directors consider that the likelihood of the strike-offs being challenged and reopened is remote and so provisions for these penalties have been reversed through the income statement during the year (see note 2.5).

Section 3 – Working Capital

3.1 Trade and other receivables

Trade receivables are carried at original invoice amounts less any provision made for impairment of receivables. A provision for impairment of trade receivables is made when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the debt.

	2019 \$'000	2018 \$'000
Other receivables	16	55
Prepayments and accrued income	220	188
	236	243

At 31 December 2019 and 2018 the Group was owed \$25.3 million by the government of the Syrian Arab Republic relating to oil delivered during the period of August to November 2011. The total amount invoiced was \$31.2 million and to November 2011 an amount of \$5.9 million had been paid. This asset was fully provided against in 2011 due to the uncertainties of recovery. The recovery of this amount is included within the impairment calculations modelled when reviewing the Syrian investment for any impairment, see note 4.2 for further details.

3.2 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposits repayable on demand by banks and other short-term investments with original maturities of three months or less. Balances held in bank accounts subject to escrow agreements as collateral for performance bonds issued are excluded from cash and cash equivalents and are shown as long-term financial assets.

	2019 \$'000	2018 \$'000
Cash at bank and in hand	2,211	1,679
Restricted cash balances	500	500
Total cash and bank resources	2,711	2,179
Included in long-term financial assets (note 3.3)	(500)	(500)
Total cash and cash equivalents	2,211	1,679

Of the \$2.21 million (2018: \$1.68 million), \$0.18 million (2018: \$0.28 million) is held in joint venture accounts and a payable of \$0.09 million is set up to reflect the joint venture partners share (2018: \$0.24 million). Therefore, the Directors consider free cash attributable to the Company totals \$2.13 million (2018: \$1.44 million).

3.3 Long-term financial assets

Long-term financial assets comprise balances held in bank accounts subject to escrow agreements as collateral for performance bonds issued.

Key accounting judgements, estimates and assumptions:

Restricted cash balances at 31 December 2019 include \$1.78 million (31 December 2018: \$1.78 million) of deposits collateralising guarantees given to the state regulator to secure minimum exploration work commitments in Colombia under the Llanos-50 licence ("LLA-50") (\$1.78 million). Given the uncertainty over the LLA-50 licence as explained in note 2.3, this restricted cash has been fully provided against at 31 December 2019, although management will seek the return of these funds to the Company as part of the proposed relinquishment process of LLA-50. Further details of the minimum work obligations to which these guarantees relate are set out in note 2.4.

	2019	2018
	\$'000	\$'000
Restricted cash balances	2,281	2,281
Provision against recovery of restricted cash balances	(1,781)	(1,781)
Total cash and cash equivalents	500	500

The net amount of \$0.5 million (31 December 2018: \$0.5 million) relates the Group's Syrian Block 26 interest.

3.4 Trade and other payables

Trade payables are not interest-bearing and are stated at their nominal values.

	2019	2018
	\$'000	\$'000
Current liabilities		
Trade payables	65	159
Accruals and other payables	656	825
Amounts due to oil and gas partnerships	345	296
	1,066	1,280
Non-current liabilities		
Trade payables	1,869	1,875
Accruals and other payables	1,462	1,672
	3,331	3,547

Included within non-current liabilities is \$1.5 million (2018: \$1.5 million) owed to parties subject to asset freezing regulations under the EU sanctions regime. These amounts relate to goods and services acquired before those entities were designated as sanctioned parties. The Group is not in a position to make payments for these goods or services until such time as sanctions are lifted against the named parties. These liabilities are therefore classified as non-current liabilities as payment of these balances is not expected to be permissible within the next year.

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Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

3.5 Inventory

Inventories comprise materials and equipment, which are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing the materials and equipment to its present condition and location.

	2019 \$'000	2018 \$'000
Drilling and production inventory	2,203	2,203
Provisions	(2,203)	(2,203)
	—	—

Drilling and production inventory relates to Syrian \$2.2 million (2018: \$2.2 million) operations. At 31 December 2019 a provision of \$2.2 million (2018: \$2.2 million) has been carried forward against the value of the remaining Syrian stock. Management believe this is appropriate in light of the lack of Management's control over, and access to, the warehouse at this present time due to the security situation in Syria.

3.6 Loans and borrowings

Group and Company

Recognition and measurement

Equity and debt instruments are classified as either equity or as financial liabilities in accordance with the substance of the contractual arrangement.

Secured Term Financing Facility

On 15 February 2017, the Company closed a Secured Term Financing Facility of up to £4 million (~\$5 million) (the "2017 Facility") with its Major Shareholders, Waterford, Blake and ME Investments Limited.

The 2017 Facility had a maturity of February 2020 and was available for drawdown by the Company in five equal tranches of £0.8 million (~\$1 million). The first three tranches were drawn down in 2017 and the remaining two tranches in early 2018.

In March 2018 an extension to the 2017 Facility was agreed with the Major Shareholders, giving a further £4 million (~\$5 million) of committed funding in four new tranches. As part of this amendment consummated in March 2018, the maturity date of the 2017 Facility was extended by one year to February 2021, at which date all outstanding amounts will be repayable in cash unless the Company has exercised an equity conversion right. Under this equity conversion right, the 2017 Facility (as amended) is extinguishable with equity at maturity, at the Company's option, into shares of the Company at a price equal to the lower of (i) 5.09 pence (being the 90-day average closing price prior to 19 March 2018 - the date immediately prior to the announcement of the delisting proposal) and (ii) the lowest price at which the Company has raised equity capital during the life of the 2017 Facility (the "Extinguishment Option"). Two of the new tranches were drawn down in 2018.

During 2019, the remaining two tranches were drawn down as scheduled and in November 2019, the Company's Major Shareholders committed a further £4.1 million (~\$5.13 million) of funding for the Group. £1.1 million (~\$1.4 million) of the funding was provided through an underwritten equity offering (which completed in December 2019), and a further £3 million (~\$3.75 million) of funding was added to the 2017 Facility to be available for draw-down in three instalments of £1 million (~\$1.25 million) on each of 30 June 2020, 31 December 2020 and 30 June 2021. As part of this agreement, the lenders also agreed to convert £1 million (~\$1.25 million) of principal of the 2017 Facility to coincide with the equity offering.

In return for the Major Shareholders' funding commitments in November 2019, the Major Shareholders requested that the terms of the 2017 Facility be amended such that the pathway to conversion to Ordinary Shares be clarified and formalised. The Company and Major Shareholders agreed that this clarity was best achieved by amending the current Offset Right which the Lenders had to participate in any subsequent Equity raise at an effective discount of 10%. This Offset Right was therefore amended to become a formal conversion option for the Lenders at a price of 5 pence per Ordinary Share (the "Lenders' Conversion Option"). Consequently, the 2017 Facility was amended, not only to incorporate the new tranches and an extension of its term to 31 December 2021, but also to remove the Offset Right, incorporate the Lenders Conversion Option and eliminate interest and other fees going forward. The Group retains the Extinguishment Option at maturity, which has now ratcheted down to 5 pence per share following the December 2019 equity offering.

Until the November 2019 amendment, interest on loans made (together with accrued fees and interest) ran at 7% per annum and a commitment fee of 1% per annum ran on any undrawn proportion of the Facility, with all fees and interest accruing quarterly. These were eliminated on a go-forward basis from November 2019.

All, or part, of the undrawn portion of the 2017 Facility may be cancelled at any time by the Company. The Company may prepay the whole or any part (if at least £0.8 million) of the outstanding amounts at any time subject to paying a 10% premium on the amount pre-paid. The proceeds are being used for general and administrative expenses of the Group and for working capital purposes.

The entire 2017 Facility (as amended) is secured: by a mortgage over the shares of the Company's direct subsidiary, Gulfsands Petroleum Limited; by a charge over certain intercompany receivables of the Company; by a charge over certain bank accounts of the Company (should the Lenders require such a charge to be created); and through the issue of one ordinary share in the share capital of Gulfsands Petroleum Limited to the security trustee. The security trustee for the Facility is Fides Trust Limited. The articles of association of Gulfsands Petroleum Limited were also amended to include certain reserved matters requiring unanimous shareholder consent, pre-emption provisions and compulsory transfer provisions. In addition to the right to enforce the security, on an insolvency-related event of default, the Lenders have the right to convert outstanding amounts under the Facility into a direct equity holding in Gulfsands Petroleum Limited, at a fair price (from a financial point of view taking into account all relevant circumstances) to be determined by an expert at the time.

The amendment to the conversion feature in November 2019 necessitated a change in accounting treatment under IFRS 9. The Directors concluded that as a package, the changes made to the 2017 Facility were both in the best interests of the Company and were a fair package. The changes represented a significant modification under IFRS 9. However, the fair value of the loan, under the new terms were determined to be equivalent to the carrying value. Hence, no gain or loss was recognised by the amendment. As at 31 December 2019, the Group had \$10.8 million (2018: \$8.3 million) debt outstanding including accrued interest and fees under this 2017 Facility, with this now presented in the balance sheet as \$8.6 million as a debt liability and \$2.2 million through equity (see note 6.2) to reflect the split between the discounted value of the debt and the value of the conversion option as a result of the November amendment. Although there is no interest payable under the new terms of the 2017 Facility, a non-cash effective interest rate of 12% is accrued on the discounted debt liability over the life of the facility, to reflect the Directors' view of the arm's length cost of funding of the business.

The movement on the loan balance in the year is represented as follows:

	2019	2018
	\$'000	\$'000
At 1 January	8,328	3,445
Loan draw-downs	2,533	4,795
Interest expense on old loan	673	495
Foreign exchange losses/(gains)	178	(407)
Outstanding debt at Amendment Date	<u>11,712</u>	n/a
<u>Impact of amendment and conversion</u>		
Conversion into equity	(1,293)	—
Transfer to convertible debt reserve (note 6.2)	(2,197)	—
Interest accretion post amendment	95	—
Foreign exchange losses post amendment	270	—
At 31 December	<u>8,587</u>	8,328

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Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

Section 4 – Other Assets and Liabilities

4.1 Investments

The Company's investments in subsidiary undertakings are shown below. All investments are in ordinary shares and are directly or indirectly owned by the Company as stated below:

Name of company	Proportion of voting shares at 31 December 2019	Nature of business	Country of incorporation
Directly held by the Company:			
Gulfsands Petroleum Ltd. ^(b)	99.99% ^(a)	Holding company	Cayman Islands
Indirectly held by the Company:			
Gulfsands Petroleum Holdings Ltd ^(b)	100%	Holding company	Cayman Islands
Gulfsands Petroleum Levant Ltd ^(b)	100%	Oil and gas exploration	Cayman Islands
Gulfsands Petroleum Iraq Ltd ^(b)	100%	Oil and gas exploration	Cayman Islands
Gulfsands Petroleum (MENA) Ltd ^(b)	100%	Oil and gas exploration	Cayman Islands
Gulfsands Petroleum Sud America Ltd ^(b)	100%	Oil and gas exploration	Cayman Islands

(a) One share of Gulfsands Petroleum Limited is owned by the Security trustee under the 2017 Facility security provisions.

(b) Company registered addresses: 31 The Strand, 46 Canal Point Drive, Grand Cayman KY1-1105, Cayman Islands.

4.2 Financial asset held at fair value through other comprehensive income

Key accounting judgements, estimates and assumptions

Fair value of the Group's investment in Dijla Petroleum Company ("DPC")

The Group's investment in DPC, the entity established in Syria, pursuant to the Block 26 PSC, to administer the Group's Syrian oil and gas development and production assets (and which is considered to also include the related rights to production under the PSC), is recorded as a "Financial asset held at fair value through other comprehensive income" investment.

Due to the unknown duration of EU sanctions in force against Syria and uncertainty over the eventual outcome of events in the country, any valuation attributed to the investment is highly subjective and there are a wide range of possible fair value measurements. Management have reviewed their internal valuation methodology in 2019 (as well as 2018) and continues to believe that as a result of the further passage of time and the high degree of judgement required, it is not possible to reliably estimate the investment's fair value. Management continues to consider that the historical cost figure of \$102 million, represents an appropriate estimate of fair value, given there is a wide range of possible fair value measurements, being the last valuation which could be reliably determined, as previously disclosed. This value will be reviewed periodically for impairment and any impairment losses recognised through the Income Statement.

Financial assets held at fair value through other comprehensive income should be stated at fair value. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the investments revaluation reserve with the exception of impairment losses which are recognised directly to the Income Statement. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is reclassified to profit or loss. Management assess the recoverability of the carrying value of the Financial asset held at fair value through other comprehensive income investment by comparison with the estimated discounted future net cash flows based on Management's expectation of the future production, hydrocarbon prices, estimated time to resumption of production and costs. Any identified impairment is charged to the Income Statement.

The Group is party to a PSC for the exploitation of hydrocarbon production in Block 26 in Syria. Pursuant to the PSC the Group operates its Syrian oil and gas production assets through a joint venture administered by DPC in which the Group has a 25% equity interest. The Group lost joint control of DPC on 1 December 2011 following the publication of European Union Council Decision 2011/782/CFSP. For the purposes of EU sanctions, DPC is considered to be controlled by General Petroleum Corporation ("GPC"). Since the Group has neither joint control nor significant influence over the financial and operating policy decisions of the entity, it carries its investment in DPC and the associated rights under the Block 26 PSC as an Financial asset held at fair value through other comprehensive income. The carrying value of the Financial asset held at fair value through other comprehensive income investment at 31 December 2019 is \$102 million (2018: \$102 million).

Impairment review of the Group's investment in DPC

In order to carry out an impairment review, Management use an economic model of the estimated future cash flows that could be generated in respect of the Group's entitlement volumes in Block 26. The Management team have reviewed this in detail and believe due to the high degree of subjectivity inherent in the valuation it is imperative that the valuation model and its key drivers and assumptions are as transparent as possible. Management assessed the key drivers to be:

- the oil price; and
- the delay to resumption of production.

1. Oil price

For the year ended 31 December 2019 Management have used ERC Equipose Ltd's (Independent Energy Experts) Q1 2020 "base oil price deck" for the period from 2020 (\$66 /bbl) to 2024 (\$72 /bbl), and then a 2% per annum escalation factor applied thereafter as the forecast for the 'base case' comparative valuation for the impairment review. Given the other sources of oil price data reviewed, Management considers this to be an appropriate approach. In accordance with applicable accounting standards the post year-end decline in the oil price in early 2020 is not relevant to the impairment calculation at year-end. However, sensitivities are provided below showing the impact that a 25% and 50% fall in oil price would have on the impairment calculation.

2. Delay to resumption of production

Gulfsands cannot give a definite timeline for the resumption of the full field development of the discovered fields within Block 26 that was suspended under the declaration of Force Majeure in 2011. Whilst no definite timeline can be substantiated, the Board continues to believe that the EU Sanctions will be lifted within at least five years and will continue to monitor all activity focussed on resolving the situation in Syria. Based on the current situation in Syria, and acknowledging the inherent uncertainty in any assumption regarding a return date, the Board has concluded, as it did last year, that an appropriate estimate for the resumption of operations is three years. Therefore, the Board has decided to use commencement of production in three years as the estimate 'base case' comparative valuation for the impairment review.

Other model assumptions

The model uses the production profiles based upon 2C contingent resources at Khurbet East (Massive, Butmah and Kurrachine Dolomite), Yousefieh (Massive) and Al Khairat (Massive). As part of the CPR and FDP work undertaken by OPC, production profiles, to reflect amongst other things the increase in Contingent Resources, were reanalysed and reconfirmed. The model has been amended accordingly. Receivables are included in relation to oil produced and invoiced but not yet received, and oil produced and not yet invoiced, on the expectation that these amounts will be recovered once EU sanctions are lifted. The table below is based on using a 15% discount rate to give a net present value ("NPV").

The economic model calculates:

- a Gross Contractor undiscounted NPV(0) of \$2.87 billion;
- Gulfsands 50% interest, undiscounted NPV(0) of \$1.44 billion; and
- Gulfsands 50% interest discounted NPV(10) of \$519 million
- Gulfsands 50% interest discounted NPV(15) of \$350.5 million.

The Group has used the NPV(15) of \$350.5 million (2018: \$361.0 million) to conclude that no impairment is necessary but the following table sets out the NPV(15) calculated when adjusting the two key drivers: oil price and time delay to resumption of production. All figures are presented in \$ million:

Oil price	Delay to first production		
	One year delay	Three year delay	Five year delay
50% decrease	233.0	150.0	89.0
25% decrease	380.5	250.5	156.5
ERCE's Q1 2020 base oil price deck	527.5	350.5	222.5
25% increase	675.0	450.5	288.5
50% increase	822.0	550.5	354.5

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Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

4.2 Financial asset held at fair value through other comprehensive income (continued)

Fair value of the Group's investment in Dijla Petroleum Company ("DPC") (continued)

The following table sets out the impact that changes in the key variables would have on the comparative valuation of the asset, \$350.5 million, for the impairment review.

	Change in comparative valuation of investment from \$350.5 million (\$ million)
Delay until first production	
5 years	(128.0)
1 year	177.0
Oil price	
50% decrease	(200.5)
25% decrease	(100.0)
25% increase	100.0
50% increase	200.0
Change in discount rate to	
20%	(102.0)
10%	169.0
Change in forecast capex	
25% increase	(12.5)
25% decrease	12.5
Change in forecast opex	
25% increase	(6.5)
25% decrease	7.0

The Directors have reviewed the carrying value of this Financial asset held at fair value through other comprehensive income at 31 December 2019 and are of the opinion that no impairment is required to the carrying value. Although the carrying value is subject to significant uncertainty, Management believes it remains appropriate in the circumstances, although not necessarily reflective of the value of the Group's investments in its Syrian operations over the long term once re-entry into Syria is completed. Management reiterate that there is a high degree of subjectivity inherent in the valuation calculated for impairment purposes, due to the unknown duration of the sanctions and the eventual outcome of events in Syria. Accordingly, it may change materially in future periods depending on a wide range of factors and an impairment may then be required.

In a separate exercise, as part of the CPR, OPC undertook an economic evaluation of the Company's entire Block 26 assets including both Contingent and Prospective Resources, as at 31 December 2018 and 31 December 2019. At 31 December 2019 the oil price assumption used was the same as used for the impairment calculation above i.e. the ERCE Q1 2020 "base oil price deck" ranging from 2020 (\$66 /bbl) to 2024 (\$72 /bbl), and then a 2% per annum escalation factor thereafter. Neither the 2018 or the 2019 economic evaluations took into account any of the above-ground risks associated with the assets, but they did consider a range of possible valuation scenarios and indicated a central range of risked Expected Monetary Value ("EMV") of the Block 26 assets, including both Contingent and Prospective Resources, of \$1 billion - \$1.5 billion (net share to Gulfsands).

Section 5 – Results for the Year

5.1 Segmental analysis of continuing operations

For management purposes, during 2018 and 2019 the Group operated in three geographical areas: Morocco, Tunisia and Colombia with suspended operations in Syria as discussed in note 4.2. All segments are involved with the production of, and exploration for, oil and gas. The “Other” segment represents corporate and head office costs.

The Group's results and certain asset and liability information for the year are analysed by reportable segment as follows.

Year ended 31 December 2019

	Syria \$'000	Morocco \$'000	Tunisia \$'000	Colombia \$'000	Other \$'000	Total \$'000
Total administrative expenditure	(782)	—	—	(427)	(1,925)	(3,135)
Other gains	—	98	170	—	—	268
Decommissioning – change in estimate	—	1,587	—	—	—	1,587
Exploration costs written off/impaired	—	—	—	(131)	—	(131)
Penalty provision adjustment	—	750	3,800	—	—	4,550
Operating profit/(loss)	(782)	2,435	3,970	(558)	(1,925)	3,140
Financing cost	—	—	—	—	—	(1,263)
Net profit from continuing operations	—	—	—	—	—	1,876
Total assets	102,523	—	—	80	2,343	104,946
Total liabilities	(4,151)	—	—	(79)	(8,754)	(12,984)
E&E capital expenditure	—	—	—	131	—	131

Year ended 31 December 2018

	Syria \$'000	Morocco \$'000	Tunisia \$'000	Colombia \$'000	Other \$'000	Total \$'000
Total administrative expenditure	(800)	—	—	(460)	(1,813)	(3,073)
Exploration costs written off/impaired	—	—	—	(353)	—	(353)
Divestment costs	—	—	—	(1,250)	—	(1,250)
Restricted cash forfeited/ provided against	—	—	—	—	—	—
Operating profit/(loss)	(800)	—	—	(2,063)	(1,813)	(4,676)
Financing cost	—	—	—	—	—	(318)
Net loss from continuing operations	—	—	—	—	—	(4,994)
Total assets	103,100	18	—	195	1,126	104,440
Total liabilities	(3,908)	(2,546)	(3,970)	(331)	(8,497)	(19,292)
E&E capital expenditure	—	—	—	353	—	353

Given the closure of all subsidiaries involved in the Moroccan and Tunisian operations, these geographical areas will cease to exist in 2020.

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Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

5.2 Operating gain

The Group's operating gain for continuing operations is stated after charging:

	2019 \$'000	2018 \$'000
Share-based payment charges (note 5.3)	28	284
Depreciation and amortisation of other assets (notes 2.1 and 2.3)	18	5
Exploration expenditure written-off/impaired (note 2.3)	131	353
Staff costs excluding share-based payments (note 5.5)	1,930	1,999
Lease rentals:		
Buildings	133	127
Vehicles and equipment	—	—

Leases

Rentals payable under leases are charged to the Income Statement on a straight-line basis over the lease term.

5.3 Share-based payments

The Company has made equity-settled share-based payments to certain employees and/or Directors by way of issues of share options. The fair value of these payments is calculated at grant date by the Company using the Black-Scholes option pricing model excluding the effect of non-market-based vesting conditions. The expense is recognised on a straight-line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of the number of options that will eventually vest. At each Balance Sheet date, the Company revises its estimates of the number of options expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to retained profit.

The only share-based plan currently in operation is the Gulfsands Restricted Share Plan which was introduced in 2010 and was due to expire in 2020 but has been extended to 2030. Under this plan, share awards may be granted to Directors and members of staff and may be based upon length of service and/or linked to achievement of performance criteria. All instruments outstanding and issued during the year under this plan are share options to purchase Ordinary Shares in the Company.

Share options are issued with an exercise price equivalent to the underlying share price averaged over a period immediately prior to the date of grant, or such other exercise price as the Remuneration Committee may determine. Share options will usually have a deferred vesting period and a maximum validity period of ten years.

The share-based payment charge for the period is based upon the requirements of IFRS 2 'Share-based Payment'. For this purpose, the estimated fair value of the share options granted was calculated using a Black-Scholes option pricing model. No dividends were factored into the model and volatility was estimated based on a combination of historic and anticipated price performance.

The estimated fair value of share options with a deferred vesting period is charged to the Income Statement over the vesting period of the options concerned. The estimated fair value of options exercisable immediately is expensed at the time of issuance of the award. The charge for the year was \$28,000 (2018: \$284,000) and further details are provided in note 6.1.

During 2016, John Bell was appointed full time Managing Director and Andrew Morris was appointed Finance Director on a less than full time basis. In view of the continuing uncertainty surrounding the Company's business in Syria and the shortage of available funds, it was decided that remuneration packages for these two executives should be a combination of base salary and share options. Accordingly, John Bell was awarded 8 million share options and Andrew Morris 5 million share options. 4 million of Mr Bell's options and 3 million of Mr Morris' were set to vest quarterly over a two-year period from July 2016 dependent in part on continued service during that period and in part on performance criteria related to the achievement of strategic objectives. All these options have now vested.

The vesting schedule of the additional 4 million and 2 million options respectively was not set at the time of issuance but during 2018, the Board confirmed the vesting criteria would be based upon operational targets. In addition, contractual terms were clarified which resulted in Mr. Morris being issued an additional 1 million such options. Once vested, the options are exercisable for a period of 10 years (from 2016).

Share options were also granted to the Chairman and two new Non-Executive Directors in 2016. These options are not subject to performance criteria. Half of their respective awards vested on the date of award in 2016 and the other half vested after one year in mid-2017.

During 2017, 1,900,000 stock options were issued to key members of staff, which options are not subject to performance criteria and vested after one year. No further stock options were issued to staff during 2019 (2018: nil).

During 2018, in addition to the clarifications on the 2016 stock options issued to Mr. Bell and Mr. Morris as described above, the Board issued additional options to Mr Bell and Mr Morris to vest based upon strategic goals in relation to Syria. Mr Bell was issued 8 million such options and Mr. Morris was issued 4 million such options ("2018 Executive Options"). These 2018 Executive Options are set to accumulate to the holders over a period of 3 years (in 6 equal tranches, each 6 months starting on 1 July 2018) but will only vest upon the achievement of key strategic milestones in respect of Syria. Once vested the 2018 Executive Options are exercisable for a period of 10 years (from July 2018) and have a strike price of 5p. As of 1 January 2020, while 8 million of the 2018 Executive Options have accumulated, none have vested (2018: nil), although these options have been charged to the profit and loss account based upon their accumulation schedule.

No further stock options were issued to staff or Directors during 2019.

Fair value of share options granted

The fair value of options granted under the share options scheme is estimated as at the date of grant using a variant of the Black Scholes model, taking into account the terms and conditions upon which the options are granted, which includes the performance conditions. The following table lists the inputs to the model used for the options granted in the year ended 31 December 2018.

Year Issued:	2018
Dividend yield	n/a
Expected share price volatility	50.0%
Risk free interest rate	2.0%
Exercise price	5 pence
Expected life of option (years)	10

5.4 Auditor's remuneration

Details of the auditor's remuneration is set out in the table below:

	2019 \$'000	2018 \$'000
Fees payable to the Company's principal auditor for the audit of:		
Company's accounts	68	62
Company's subsidiaries	—	—
Total audit fees	68	62
Audit related assurance services	—	5
Total non-audit fees	—	5
Fees payable to other auditors for the audit of:		
Company's subsidiaries	24	25
Total audit fees	24	25
Taxation compliance services	6	6
Other taxation advisory services	—	2
Total non-audit fees	6	8

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

5.5 Staff costs

The aggregate payroll costs of staff and Directors were as follows:

	2019	2018
	\$'000	\$'000
Wages and salaries	1,727	1,794
Social security costs	154	140
Share-based payment charges	28	284
Other benefits in kind	49	65
	1,958	2,283

The average monthly number of persons employed by the Group, including Directors was as follows:

	2019	2018
Operational and technical	3	3
Administrative	9	9
	12	12

5.6 Directors' emoluments

Details of the remuneration of Directors are included in the Directors' Corporate Governance Report on page 25.

5.7 Net interest receivable

Interest income is accrued on a time basis, by reference to the principal outstanding and the effective rate applicable.

	2019	2018
	\$'000	\$'000
Short-term bank deposit interest	3	28

5.8 Taxation

Current tax

Current tax, including UK Corporation Tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

Where current or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

	2019	2018
	\$'000	\$'000
Current Corporation Tax:		
UK Corporation Tax	—	—
Overseas Corporation Tax	—	—
Total credit	—	—

The Group's effective tax rate differs from the theoretical amount that would arise using the UK domestic corporation tax rate applicable to profits of the consolidated companies as follows:

	2019	2018
	\$'000	\$'000
Total profit/(loss) before tax from continuing operations	1,876	(4,994)
Tax calculated at domestic rate of 19% (2018: 19%)	356	(949)
Effects of:		
Expenses not deductible for tax purposes	(73)	101
PSC expenses not subject to corporation tax ⁽¹⁾	144	153
Tax losses utilised	—	—
Tax losses for which no deferred tax asset was recognised	554	703
Impact of local tax rates	(981)	(8)
	—	—

(1) The Group's tax liabilities in Syria are settled on its behalf by the national oil companies out of the latter's share of royalties and profit oil and, as such, are not reflected in the Group's tax charge for the year.

Deferred tax

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted, or substantively enacted, tax rates and laws that will be in effect when the differences are expected to reverse. The recoverability of deferred tax assets is evaluated annually, and an impairment provision is made if it is more likely than not that the deferred tax asset will not give rise to future benefits in the Group's tax returns. Deferred tax assets are not provided where the Group does not consider it probable that sufficient future taxable profits will be made to offset the deductions represented by those deferred tax assets. In performing this calculation, the Group considers deferred tax balances relating to each tax authority separately. No deferred tax assets have been provided in respect of losses carried forward and other temporary timing differences as the Board does not consider it probable that sufficient future taxable profits will be made to offset the deductions represented by those deferred tax assets.

The tax effect of amounts for which no deferred tax asset has been recognised is as follows:

	2019	2018
	\$'000	\$'000
DD&A and impairment in excess of tax allowances	170	138
Other short-term temporary differences	—	—
Tax losses carried forward	8,563	8,189
Unprovided deferred tax asset	(8,733)	(8,327)
Deferred tax asset/(liability) at 31 December	—	—

\$0.3 million of the Group's unutilised tax losses expire within one to five years of the Balance Sheet date.

5.9 Profit/Loss per share

The basic and diluted profit per share has been calculated using the profit for the year ended 31 December 2019 of \$1.9 million (2018: \$5.0 million loss) for continuing operations and \$1.9 million (2018: \$5.0 million) for the profit attributable to the owners of the parent company.

The basic profit per share was calculated using a weighted average number of ordinary shares in issue 520,225,922 (2018: 519,995,785).

The weighted average number of ordinary shares, allowing for the exercise of share options and New Ordinary Shares subject of potential future conversion pursuant to the terms of the Lender's Conversion Option, for the purposes of calculating the diluted profit per share was 572,117,446 (2018: 551,895,785).

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

Section 6 – Capital Structure and Other Disclosures

Equity instruments

Group and Company

Equity instruments issued by the Company, being any instruments with a residual interest in the assets of the Company after deducting all its liabilities, are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Share premium account

The share premium account represents the amounts received by the Company on the issue of its shares which were in excess of the nominal value of the shares.

Retained earnings

Cumulative net gains and losses recognised in the Statement of Comprehensive Income less any amounts reflected directly in other reserves. The share option reserve has been included within the retained deficit and is a non-distributable reserve.

6.1 Share capital

Group and Company

	2019 \$'000	2018 \$'000
Allotted, called up and fully paid:		
561,995,785 Ordinary Shares of 1 pence (2018: 519,995,785 Ordinary Shares of 1 pence)	19,346	18,803

On 17 September 2015, each of the Company's existing ordinary shares were subdivided into one ordinary share of 1 pence and one deferred share of 4.7142865 pence. Consequently, other than the ordinary share referenced in the above table, there are in issue 121,989,500 deferred shares. The rights of both the ordinary and the deferred shares are as set out in the Articles of Association as amended 15 September 2015. Deferred shares in issue do not have voting rights and are not entitled to dividends.

The movements in share capital and share options were:

	Number of ordinary shares	Number of deferred shares	Number of 2010 share options	Weighted average price of options (£)
At 31 December 2018	519,995,785	121,989,500	31,900,000	0.03
Equity granted during the year	42,000,000	—	—	—
At 31 December 2019	561,995,785	121,989,500	31,900,000	0.03

42 million additional new ordinary shares issued during the year, comprised 22 million ordinary shares issued under the £1.1 million equity placing, and 20 million ordinary shares issued as a result of the conversion, by Major Shareholders, of £1.0 million of the 2017 Facility. Both transactions completed in December 2019.

Of the share options outstanding, 14,000,000 options have an exercise price of 1 pence per share, 4,000,000 options have an exercise price of 3.375 pence per share, 1,900,000 have an exercise price of 4.25 pence and 12,000,000 have an exercise price of 5.00 pence.

The detail of the share options outstanding at 31 December 2019 are as follows:

Maturity date	Year share options vest	Weighted average exercise price of options (£ pence)	Number of share options
11 November 2026	2016-2018	1.86	11,000,000
11 November 2026	See Note 5.3	1.00	7,000,000
5 July 2028	2018	4.25	1,900,000
28 June 2028	See Note 5.3	5.00	12,000,000
		3.04	31,900,000

No options were granted to Directors in office at that time during 2019 (31 December 2018: 13,000,000). No options were granted to Employees at that time during 2019 (31 December 2018: nil).

The highest share price during the year was £0.07 and the lowest price was £0.029 (2018: £0.03 and £0.01).

In addition, as a result of the amendment to the 2017 Facility in November 2019, the Outstanding amount under the 2017 Facility became convertible into Ordinary Shares at the lenders option at a price of 5 pence per share. As at 31 December 2019, the Outstanding amount under the 2017 Facility was £8,055,918.46 (\$10.8 million) which would be convertible into 161,118,369 Ordinary Shares.

6.2 Convertible loan note reserve

Group and Company	2019 \$'000	2018 \$'000
As at 1 January	—	—
Conversion (see note 3.6)	2,197	—
At 31 December	2,197	—

As described in note 3.6 the convertible loan note reserve reflects the value of the conversion option as a result of the November 2019 amendment to the 2017 Facility. The discounted value of the debt is reflected in note 3.6.

6.3 Financial instruments, derivatives and capital management

Risk assessment

The Group's oil and gas activities are subject to a range of financial risks, as described below, which can significantly impact its performance.

Liquidity risk

At the end of the year the Group had cash and cash equivalents of \$2.2 million, and further bank balances of \$0.5 million held in escrow to guarantee minimum work obligations. Cash forecasts identifying the liquidity requirements of the Group are produced frequently. These are reviewed regularly by management and the Board.

The following table details the Group's remaining contractual maturity for its non-derivative financial assets and liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of the financial assets and liabilities based upon the earliest date on which the Group can be required to pay or receipt. The table includes both interest and gross undiscounted cash flows.

	Less than three months \$'000	Three months to one year \$'000	One to three years \$'000	More than three years \$'000	Total \$'000
31 December 2019					
Current trade and other payables	(1,066)	—	—	—	(1,066)
Non-current trade and other payables	—	—	—	(3,331)	(3,331)
Loan facility	—	—	(8,587)	—	(8,587)
	(1,066)	—	(8,587)	(3,331)	(12,984)
31 December 2018					
Current trade and other payables	(1,280)	—	—	—	(1,280)
Non-current trade and other payables	—	—	—	(3,547)	(3,547)
Loan facility	—	—	(8,328)	—	(8,328)
	(1,280)	—	(8,328)	(3,547)	(13,155)

During 2019 (until 29 November 2019), the loan facility had a weighted average effective interest rate of 7.25% (2018: 7.25%). Although there is no interest payable under the new terms of the 2017 Facility, the non-cash effective interest rate of 12% is accrued on the discounted debt liability over the life of the facility, to reflect the Directors' view of the arm's length cost of funding of the business. No other balances in the table above are interest bearing.

Note that as at 31 December 2019, the Group had \$10.8 million (2018: \$8.3 million) actual debt outstanding under the 2017 Facility, which is now presented in the balance sheet as \$8.6 million as a debt liability (shown in the table above) and \$2.2 million through equity.

Currency risk

The Group has currency exposure arising from transactions denominated in currencies other than the functional currency of the Company and all its subsidiaries, US Dollars. These transactions relate to certain costs of its oil and gas exploration and production operations which are denominated in local currencies or in Euro, and its head office costs, including the 2017 Facility, which are denominated in Pounds Sterling.

In Syria where operations are covered by PSCs, costs incurred in currencies other than US Dollars are recoverable under the terms of the PSC at the rate of exchange between US Dollars and that currency at the date of payment of the expense.

The Group maintains part of its cash balances in Pounds Sterling to defray head office costs but limits exposure to other currencies as far as practicable. The following table demonstrates the sensitivity to changes in the US Dollar exchange rate, with all other variables held constant, on the Group's net assets:

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

6.3 Financial instruments, derivatives and capital management (continued)

Currency risk (continued)

	Change in US Dollar rate	Effect on net assets \$'000
2019	(+ or -) 5%	+/- 320
2018	(+ or -) 5%	+/- 250

The following table demonstrates the sensitivity to changes in the US Dollar exchange rate, with all other variables held constant, on the Group's profit before tax:

	Change in US Dollar rate	Effect on profit before tax \$'000
2019	(+ or -) 5%	+/- 198
2018	(+ or -) 5%	+/- 184

Credit risk

Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in a financial loss to the Group. The Group's operations are typically structured via contractual joint venture arrangements. As such, the Group is reliant on joint venture partners to fund their capital or other funding obligations in relation to assets and operations which are not yet cash generative. The Group closely monitors the risks and maintains a close dialogue with those counterparties considered to be highest risk in this regard.

In addition, the Company is reliant for funding upon the availability of the three outstanding committed tranches of £1 million each under the 2017 Facility, from its Major Shareholders. The Board remains in regular dialogue with Major Shareholders to ensure the Group retains their ongoing support.

The Directors do not consider that any further provision is necessary against any financial assets.

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and, to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Group consists of net debt (borrowings as disclosed in note 3.6 after deducting cash and cash equivalents and restricted cash balances as disclosed in note 3.2) and equity of the Group (comprising issued capital, reserves and retained earnings).

Financial assets

The Group's financial assets consist of long-term financial assets, its Financial asset held at fair value through other comprehensive income investment in DPC, cash at bank and receivables. The interest rate profile at 31 December for these assets at US Dollar equivalents was as follows:

	Financial assets on which interest is earned \$'000	Financial assets on which no interest is earned \$'000	Total \$'000
2019			
US Dollar	21	102,519	102,540
Pound Sterling	1,228	211	1,439
Euro	877	—	877
Other currencies	85	5	90
	2,211	102,735	104,946
2018			
US Dollar	229	102,500	102,729
Pound Sterling	789	181	970
Euro	640	—	640
Other currencies	21	80	101
	1,679	102,761	104,440

The Pound Sterling, Euro and Syrian Pound assets principally comprise cash in hand, cash in instant access accounts and short-term money market deposits. The US Dollar assets represent a Financial asset held at fair value through other comprehensive income financial asset, cash on call accounts, money market accounts, and short-term receivables. The Group earned interest on its interest-bearing financial assets at rates between 0.01% and 2.30%.

In the current economic climate with exceptionally low interest rates, the Group is not sensitive to fluctuations in the interest rate received on bank and money market deposits and accordingly no sensitivity analysis is published.

Included in financial assets on which no interest is earned at 31 December 2019 and 2018 was a gross amount of \$25.3 million of trade receivables that has been fully provided against. This amount is due from the government of the Syrian Arab Republic in respect of oil sales in Syria. Due to the ongoing sanctions against the country's oil industry the payment of this amount has been delayed and, taking into account the current exceptional circumstances in Syria and the consequential difficulty of predicting the timing of future payment, has been fully impaired. The recovery of this amount is included within the impairment calculations modelled when reviewing the Syrian investment for any impairment, see note 4.2 for further details.

The remaining trade receivables consist of amounts receivable from various counterparties where the Group considers the credit risk to be low. This risk is monitored by the Group.

The Group's financial liabilities consist of both short-term and long-term payables in addition to the 2017 loan facility. None of the short and long-term payables bear interest to external parties. The loan facility interest was 7% per annum until 29 November 2019 when it was reduced to 0%. Note that as at 31 December 2019, the Group had \$10.8 million (2018: \$8.3 million) actual debt outstanding under the 2017 Facility, which is now presented in the balance sheet as \$8.6 million as a debt liability and \$2.2 million through equity. The Group's short-term liabilities are considered to be payable on demand. At 31 December financial liabilities are classified as shown below:

Financial liabilities

	Financial liabilities on which interest is charged \$'000	Financial liabilities on which no interest is charged \$'000	Total \$'000
2019			
US Dollar	—	4,010	4,010
Pound Sterling	8,587	167	8,754
Moroccan Dirham	—	—	—
Other currencies	—	220	220
	8,587	4,397	12,984
2018			
US Dollar	—	8,286	8,286
Pound Sterling	8,328	209	8,537
Moroccan Dirham	—	209	209
Other currencies	—	378	378
	8,328	9,081	17,409

Commodity price risk

The realisation of the carrying values of oil and gas assets within these Consolidated Financial Statements, and the value of the Group's Financial asset held at fair value through other comprehensive income financial assets, being the Syrian interests, are in part dependent upon future oil and gas prices achieved. Note 4.2 gives details of the impact of a change in the oil price on the valuation of Financial asset held at fair value through other comprehensive income financial assets.

In 2019 and 2018 the Group did not enter into any derivative contracts in respect of its exposure to fluctuations in the price of oil and gas.

Financial Statements

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2019

6.3 Financial instruments, derivatives and capital management (continued)

Fair values

The Group's investment in DPC, the entity established in Syria, pursuant to the PSC, to administer the Group's Syrian oil and gas development and production assets (and which is considered to also include the related rights to production under the PSC), is recorded as an Financial asset held at fair value through other comprehensive income investment. Due to the unknown duration of EU sanctions in force against Syria and uncertainty over the eventual outcome of events in the country, any valuation attributed to the investment is highly subjective and subject to material change and uncertainty. Management believes that as a result of the further passage of time and the high degree of judgement required, it is not possible to reliably estimate the investment's fair value. Management will therefore carry forward the last valuation which could be reliably determined, being the \$102 million previously disclosed. This value will be reviewed periodically as described further in note 4.2.

At 31 December 2019 and 2018, the Directors considered the fair values and book values of the Group's financial assets and liabilities to be level 3 valuations.

6.4 Related party transactions and key management

Key management of the Group are considered to be the Directors of the Company. Directors' interests in shares and their remuneration and share options are disclosed in the Directors' Corporate Governance Report on page 25. The remuneration of Directors is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'.

	2019 \$'000	2018 \$'000
Short-term employee benefits	795	775
Share-based payments	28	259
	823	1,034

The 2017 Facility is deemed a related party transaction as a result of the affiliation of Directors', Mr. Kroupeev and Mr. Ede-Golightly to the Major Shareholders.

Mr. Milne subscribed for 400,000 shares at 5 pence per shares in the equity offering undertaken in December 2019.

All of the above related party transactions were made on terms equivalent to those that prevail in arm's length transactions. Balances and transactions between the Company and its subsidiaries, which are related, have been eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its subsidiaries are disclosed in note 6.6 of the Company Financial Statements. There were no other related party transactions of the Group during the years ended 31 December 2019 or 2018.

6.5 Obligations under leases

At the end of the year the Group had commitments for future minimum lease payments under non-cancellable leases as follows:

	2019		2018	
	Land and buildings \$'000	Other \$'000	Land and buildings \$'000	Other \$'000
Amounts payable on leases:				
Within one year	62	—	77	—
In two to five years	29	—	58	—
	91	—	135	—

There are no future minimum sublease payments expected to be received under non cancellable subleases at the end of the reporting period (31 December 2018: \$nil).

6.6 Contingent liabilities

Potential Work Obligations Under LLA-50 Licence

The Company's Llanos 50 licence in Colombia still has outstanding Work Commitments. The Licence is in its first exploration phase which had an initial deadline of May 2018 but, as explained below, the Licence is now suspended by agreement with ANH. The outstanding Minimum Work Commitments are:

- Drilling of one exploration well.
- 2D seismic minimum 108 km.
- Total commitments outstanding estimated at \$15.2 million.

Potential Work Obligations Under LLA-50 Licence

In anticipation of commencing the Minimum Work Commitments, extensive environmental work performed has identified relevant environmental issues and restrictions which impact the ability to execute the seismic and drilling programme on the block. The Company entered into discussion with Agencia Nacional de Hidrocarburos ("ANH") to find a potential resolution to these issues, and to provide sufficient time to explore alternative ways forward for the LLA-50 licence, it was agreed with ANH that the licence should be put into suspension prior to expiry. These environmental issues were recently confirmed by Corporinoquia, the local environmental agency, who have declared the planned seismic programme non-viable. The Company submitted a formal request to the ANH to terminate the license by mutual agreement and entered into dialogue with them regarding the mutual termination of the LLA-50 licence. This dialogue has continued since, but ANH has so far refused to acknowledge the implications of these restrictions and approve a mutual termination of the licence. The LLA-50 licence remains in suspension. Gulfsands has agreed to do an additional environmental review covering the remainder of the block and obtain the pronouncement of the local environmental agency over this, which the Company anticipates will provide definitive proof regarding the non-viability of the block. The Directors believe the case for termination is compelling and would resist any attempts by ANH to force the completion of any activities which are not environmentally sound. There is however a possibility that ANH could attempt to impose penalties if such mutual termination is not agreed with ANH. Any such penalty could be for the entire Work Commitment less the \$1.8 million lodged to support guarantees given to the ANH in respect of these Minimum Work Commitments.

The Board does not believe that a provision should be recognised for this Minimum Work Commitment, until there is more clarity on the potential way forward.

Claim by Al Mashrek Group in Syria

Al Mashrek Global Investment Ltd ("Al Mashrek") has filed a claim with the Courts in Damascus, Syria, against Gulfsands Petroleum Levant Limited (incorporated in Cayman Islands) ("GPLL") and the Syrian registered branch of GPLL on the grounds that Al Mashrek was not properly notified of the Group's Open Offer completed in January 2016 and hence lost the opportunity to subscribe for new shares in the Open Offer and as a result Al Mashrek's equity was subsequently diluted. The value of the claim is \$2 million, although no justification has yet been provided for this value.

In 2018 the Courts in Damascus, Syria accepted the request of Al Mashrek to amend the name of the defendant from GPLL and the Syrian registered branch of GPLL, to Gulfsands Petroleum Plc. Consequently, a submission was made to the Court challenging its jurisdiction over a claim against Gulfsands Petroleum Plc, and the branch of GPLL in Syria also submitted a request to the Court to officially remove GPLL from the claim. Neither of these requests have yet been granted.

In connection with the original claim, the Court of Appeal of Damascus issued an order of provisional attachment on Gulfsands' moveable and immovable assets in Syria, including GPLL's share of Block 26. The plaintiff has not been successful in putting this provisional attachment order into effect. The Group therefore believes that there are no assets to which Al Mashrek's claim is attached.

Gulfsands continues to obtain legal advice on this matter and is determined to protect its rights in Syria, to resist and ultimately dismiss this claim.

Management believe the outflow of funds in relation to this claim to be possible but not probable and therefore no provision has been made as at 31 December 2019.

6.7 Post balance sheet events

The outbreak and unprecedented spread of the Corona virus pandemic across the globe has had a profound impact on local and global markets in a matter of weeks and is expected to continue to shape the economic landscape for the immediate future. The Directors continue to monitor closely the impact of unfolding events in order to respond swiftly to any consequential implications on the business. Refer to the Chairman and Managing Director's Statement for further details.

Parent Company Financial Statements

Parent Company Financial Statements and Notes to the Company Financial Statements

Primary Statements	<p>Parent Company Primary Statements</p> <p>This section contains the Company's primary Financial Statements.</p>	<p>p59 Company Balance Sheet</p> <p>p60 Company Statement of Changes in Equity</p> <p>p61 Company Cash Flow Statement</p> <p>p62 Notes to the Company Financial Statements</p>
Basis of Preparation	<p>Section 1 Basis of Preparation</p> <p>This section contains the Group's significant accounting policies that relate to the Financial Statements as a whole. Significant accounting policies specific to one note have been included in that note. Accounting policies determined non-significant are not included in these financial statements. There have been no changes to the Group's accounting policies that are no longer disclosed in the financial statements.</p>	<p>1.1 Authorisation of Financial Statements and statement of compliance with IFRSs</p> <p>1.2 Adoption of International Financial Reporting Standards</p> <p>1.3 Significant accounting policies</p> <p>1.4 Critical accounting judgements and key sources of estimation uncertainty</p>
PPE/Intangible Assets	<p>Section 2 Property, Plant and Equipment and Intangible Assets</p> <p>This section focuses on the property, plant, equipment and computer software utilised by the company.</p>	<p>2.1 Property, plant and equipment</p> <p>2.2 Intangible assets</p>
Investments and Loans	<p>Section 3 Investments in and Loans to Subsidiaries</p> <p>This section focuses on the Company's investments and loans.</p>	<p>3.1 Investments</p>
Working Capital	<p>Section 4 Working Capital</p> <p>This section focuses on the working capital position of the company supporting its business.</p>	<p>4.1 Trade and other receivables</p> <p>4.2 Cash and cash equivalents</p> <p>4.3 Long-term financial assets</p> <p>4.4 Trade and other payables</p> <p>4.5 Loans and borrowings</p>
Results for the Year	<p>Section 5 Results for the Year</p> <p>This section focuses on the results and performance of the Company.</p>	<p>5.1 Revenue recognition</p> <p>5.2 Leases</p> <p>5.3 Share-based payments</p> <p>5.4 Taxation</p> <p>5.5 Earnings per share</p>
Capital Structure	<p>Section 6 Capital Structure and Other Disclosures</p> <p>The disclosures in this section focus on the issued share capital, the share schemes in operation and other mandatory disclosures.</p>	<p>6.1 Share capital</p> <p>6.2 Convertible loan note reserve</p> <p>6.3 Financial instruments, derivatives and capital management</p> <p>6.4 Assets held by the Company</p> <p>6.5 Foreign currency</p> <p>6.6 Employees</p> <p>6.7 Related party transactions</p> <p>6.8 Post balance sheet events</p>

Company Balance Sheet

as at 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Assets			
Non-current assets			
Property, plant and equipment	2.1	—	—
Intangible assets	2.2	—	—
Investments in and loans to subsidiaries	3.1	7,307	7,307
Amounts due from subsidiaries	4.1	32,698	32,770
		40,005	40,077
Current assets			
Trade and other receivables	4.1	238	78
Cash and cash equivalents	4.2	1,914	1,081
		2,152	1,159
Total assets		42,157	41,236
Liabilities			
Current liabilities			
Trade and other payables	4.4	354	448
		354	448
Non-current liabilities			
Loans and borrowings	4.5	8,587	8,328
Total liabilities		8,941	8,776
Net assets		33,216	32,460
Equity			
Capital and reserves attributable to equity holders			
Share capital	6.1	19,346	18,803
Share premium		112,909	110,737
Convertible loan note reserve		2,197	—
Retained loss		(101,236)	(97,080)
Total equity		33,216	32,460

The Company has elected to take the exemption under section 408 of the Companies Act 2006, to not present the parent company income statement. The net loss for the parent company was \$4.2 million (2018: \$8.9 million).

The Financial Statements of Gulfsands Petroleum plc (registered number: 05302880) were approved by the Board of Directors on 7 May 2020 and signed on its behalf by:

Andrew James Morris

Finance Director

7 May 2020

Parent Company Financial Statements

Company Statement of Changes in Equity

for the year ended 31 December 2019

	Share capital \$'000	Share premium \$'000	Convertible loan note reserve \$'000	Retained (loss)/profit \$'000	Total equity \$'000
At 1 January 2018	18,803	110,737	—	(88,803)	40,737
Loss for 2018	—	—	—	(8,561)	(8,561)
Share-based payment charge	—	—	—	284	284
At 31 December 2018	18,803	110,737	—	(97,080)	32,460
Loss for 2019	—	—	—	(4,184)	(4,184)
Share placing/conversion	543	2,172	—	—	2,715
Equity element of convertible loan note	—	—	2,197	—	2,197
Share-based payment charge	—	—	—	28	28
At 31 December 2019	19,346	112,909	2,197	(101,236)	33,216

Primary Statements

Basis of Preparation

PPE/Intangible Assets

Investments and Loans

Working Capital

Results for the Year

Capital Structure

Company Cash Flow Statement

for the year ended 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Cash flows from operating activities			
Operating loss		(2,743)	(3,691)
Share-based payment charge		28	284
Exploration costs written off/impaired		131	353
Profit on disposal of assets		—	—
(Increase)/decrease in receivables		(160)	169
Increase/(decrease) in payables		(94)	257
Net cash used in operations		(2,838)	(2,628)
Interest received		2	28
Bank fees		(81)	(150)
Foreign exchange (losses)/gains		(450)	288
Net cash used in operating activities		(3,367)	(2,462)
Investing activities			
Exploration and evaluation expenditure		(131)	(353)
Funds transferred to subsidiaries		(72)	(881)
Net cash used in investing activities		(203)	(1,234)
Financing activities			
Loan draw-down (net of foreign exchange gains/(losses))		2,981	4,388
Share placing		1,422	—
Net cash received from financing activities		4,403	4,388
Increase in cash and cash equivalents		833	662
Cash and cash equivalents at beginning of year		1,081	419
Cash and cash equivalents at end of year	4.2	1,914	1,081

Financial Statements

Notes to the Parent Company Financial Statements

Section 1 – Basis of Preparation

1.1 Authorisation of Financial Statements and statement of compliance with IFRSs

Gulfsands Petroleum plc is a public limited company and incorporated in the United Kingdom. The principal activity of the Company is that of provision of services to its subsidiaries which are engaged in oil and gas production, exploration and development activities.

The Company Financial Statements for the year ended 31 December 2019 were authorised for issue by the Board of Directors on 7 May 2020 and the Balance Sheet was signed on the Board's behalf by Andrew Morris, Finance Director.

The Company Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU. The principal accounting policies adopted are set out in note 1.3.

1.2 Adoption of International Financial Reporting Standards

The Company's Financial Statements for the year ended 31 December 2019 and for the comparative year ended 31 December 2018 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and IFRIC (IFRS Interpretations Committee) interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

See note 1.3b to the Consolidated Financial Statements for details of new IFRS and interpretations.

1.3 Significant accounting policies

a) Basis of preparation and accounting standards

The Company's significant accounting policies used in the preparation of the Company Financial Statements are set out in the notes below.

The Company Financial Statements have been prepared in accordance with applicable IFRS as adopted by the EU and, except for share-based payments, under the historical cost convention. They have also been prepared on the going concern basis of accounting, for the reasons set out in note 1.3a to the Consolidated Financial Statements.

b) Reporting currency

These Company Financial Statements are presented in US Dollars. The Company's operations and the majority of all costs associated with foreign operations are paid in US Dollars and all loan balances with subsidiary undertakings are denominated in US Dollars. Therefore, the presentational and functional currency of the Company is the US Dollar. Gains and losses from foreign currency transactions, if any, are recognised in the Income Statement for the year. The effective exchange rate to the Pound Sterling at 31 December 2019 was £1: \$1.29 (2018: £1: \$1.33).

1.4 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described below, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

IFRS 9, requires the Company to make assumptions when implementing the forward-looking expected credit loss model. This model is required to be used to assess intercompany loan receivables from the Companies subsidiaries for impairment. Arriving at the expected credit loss allowance involved considering different scenarios for the recovery of the intercompany loan receivables, the possible credit losses that could arise and the probabilities for these scenarios. The following was considered; the exploration project risk, country risk, the expected future oil prices, the value of the potential reserves, the ability to sell the project, and the ability to find a new farm-out partner.

Section 2 – Property, Plant and Equipment and Intangible Assets

2.1 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation is charged so as to write-off the cost, less estimated residual value, of assets on a straight-line basis over their useful lives of between two and five years.

	Office equipment, fixtures and fittings \$'000
Cost:	
At 1 January 2018	61
At 1 January 2019	61
At 31 December 2019	61
Accumulated depreciation:	
At 1 January 2018	(60)
Charge for 2018	(1)
At 1 January 2019	(61)
Charge for 2019	—
At 31 December 2019	(61)
Net book value at 31 December 2019	—
Net book value at 31 December 2018	—

2.2 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and any provision for impairment. Amortisation is charged so as to write-off the cost, less estimated residual value, of assets on a straight-line basis over their useful lives of between two and five years. Amortisation is included with depreciation and classified as administrative expenses. No intangible assets have indefinite lives.

	\$'000
Cost:	
At 1 January 2019	896
Additions	131
At 31 December 2019	967
Accumulated impairment / accumulated amortisation:	
At 1 January 2019	(896)
Amortisation charge for 2019	—
Exploration expenditure impaired in 2019	(131)
At 31 December 2019	(967)
Net book value at 31 December 2019	—
Net book value at 31 December 2018	—

Additions during the year relate to oil and gas activities on the LLA-50 licence in Colombia.

Financial Statements

Notes to the Parent Company Financial Statements (continued)

Section 3 – Investments in and Loans to Subsidiaries

3.1 Investments

The Company's investments in subsidiary companies are included in the Company Balance Sheet at cost, less provision for any impairment.

The Company's fixed asset investment of \$7.3 million represents the historic cost of acquisition of the entire share capital of Gulfsands Petroleum Ltd by means of a share-for-share exchange in 2005, less any required provision for impairment.

The Company's investments in subsidiary undertakings are shown in note 4.1 to the Consolidated Financial Statements.

Section 4 – Working Capital

4.1 Trade and other receivables

Trade receivables are carried at original invoice amounts less any provision made for impairment of receivables. A provision for impairment of trade receivables is made when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the debt.

	2019	2018
	\$'000	\$'000
Current		
Other receivables	38	64
Prepayments and accrued income	200	14
	238	78
Non-current		
Amounts due from subsidiaries	32,698	32,770

Further details on the amounts due from subsidiaries are included in note 6.7.

4.2 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and deposits repayable on demand by banks and other short-term investments with original maturities of three months or less. Balances held in bank accounts subject to escrow agreements as collateral for performance bonds issued are excluded from cash and cash equivalents and are shown as long-term financial assets.

	2019	2018
	\$'000	\$'000
Cash at bank and in hand	1,914	1,081
Total cash and cash equivalents	1,914	1,081

4.3 Long-term financial assets

Long-term financial assets comprise balances held in bank accounts subject to escrow agreements as collateral for performance bonds issued.

	2019	2018
	\$'000	\$'000
Restricted cash balances	1,781	1,781
Provision against recovery of restricted cash balances	(1,781)	(1,781)
Total cash and cash equivalents	—	—

The restricted cash balances relate to the LLA-50 license in Colombia. The remaining minimum work commitment on LLA-50 is detailed in note 2.4 to the Consolidated Financial Statements.

4.4 Trade and other payables

Trade payables are not interest bearing and are stated at their nominal values.

	2019	2018
	\$'000	\$'000
Current		
Trade payables	16	131
Accruals and other payables	338	317
	354	448

4.5 Loans and borrowings

See note 3.6 to the Consolidated Financial Statements.

Financial Statements

Notes to the Parent Company Financial Statements (continued)

Section 5 – Results for the Year

5.1 Revenue recognition

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective rate applicable.

Income Statement and total revenue

No individual Income Statement is presented in respect of the Company as permitted by section 408 of the Companies Act 2006. The Company's loss for the year was \$4.2 million (2018: \$8.6 million). There was no revenue during 2019, as defined by IFRS15 Revenue Recognition (2018: nil). The Company operates in one segment, that of the provision of services to Group undertakings, and in one geographical area, the United Kingdom.

5.2 Leases

Rentals payable under leases are charged to the Income Statement on a straight-line basis over the lease term.

Obligations under leases

At the end of the year the Company had commitments for future minimum lease payments under non-cancellable leases in respect of land and buildings of \$0.1 million (31 December 2018: \$0.1 million) within one year and \$nil (31 December 2018: \$nil) between two and five years.

5.3 Share-based payments

See note 5.3 to the Consolidated Financial Statements.

5.4 Taxation

Current tax

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

No deferred tax assets have been provided in respect of losses carried forward in the UK and other temporary timing differences as the Board does not consider it probable that sufficient future taxable profits will be made to offset the deductions represented by those deferred tax assets.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted, or substantively enacted, tax rates and laws that will be in effect when the differences are expected to reverse. The recoverability of deferred tax assets is evaluated annually and an impairment provision is provided if it is more likely than not that the deferred tax asset will not give rise to future benefits in the Company's tax returns.

Deferred tax assets/(liabilities)

	2019 \$'000	2018 \$'000
Tax losses carried forward	8,761	8,088
Depreciation in advance of capital allowances	144	112
Unprovided deferred tax asset	(8,905)	(8,200)
Deferred tax asset/(liability) at 31 December	—	—

The tax losses of the Company have no expiry date.

5.5 Earnings per share

No earnings per share information is shown as the Company is not required to present an Income Statement.

Section 6 – Capital Structure and Other Disclosures

Equity instruments

Equity instruments issued by the Company, being any instruments with a residual interest in the assets of the Company after deducting all its liabilities, are recorded at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Share premium account

The share premium account represents the amounts received by the Company on the issue of its shares which were in excess of the nominal value of the shares.

Retained earnings

Cumulative net gains and losses recognised in the Statement of Comprehensive Income less any amounts reflected directly in other reserves. The share option reserve has been included within the retained deficit and is a non-distributable reserve.

6.1 Share capital

See note 6.1 to the Consolidated Financial Statements.

6.2 Convertible loan note reserve

See note 6.2 to the Consolidated Financial Statements.

6.3 Financial instruments, derivatives and capital management

The financial risks of the Company are principally in respect of balances held in bank accounts and on deposit, and balances owed to, or owed by, subsidiary undertakings. Balances owed to, or owed by, subsidiary undertakings are all denominated in US Dollars. Other risks are managed on a unified basis with the Group and a full disclosure of these risks is made in note 6.3 to the Consolidated Financial Statements. The exposure of the Company to interest rate and currency movements is not significant.

A summary of the financial assets of the Company is set out below:

	Financial assets on which interest is earned \$'000	Financial assets on which no interest is earned \$'000	Total \$'000
2019			
US Dollar	13	32,698	32,711
Pound Sterling	1,228	238	1,466
Euro	592	—	592
Other currencies	81	—	81
	1,914	32,936	34,850
2018			
US Dollar	253	32,770	33,023
Pound Sterling	778	78	856
Other currencies	50	—	50
	1,081	32,848	33,929

Financial Statements

Notes to the Parent Company Financial Statements (continued)

Section 6 – Capital Structure and Other Disclosures (continued)

6.3 Financial instruments, derivatives and capital management (continued)

A summary of the financial liabilities of the Company is set out below:

	Financial liabilities on which interest is earned \$'000	Financial liabilities on which no interest is earned \$'000	Total \$'000
2019			
US Dollar	—	—	—
Pound Sterling	8,587	354	8,941
Other currencies	—	—	—
	8,587	354	8,941
2018			
US Dollar	—	—	—
Pound Sterling	8,328	448	8,776
Other currencies	—	—	—
	8,328	448	8,776

During the year ended 31 December 2019, the Company impaired balances owed from subsidiary undertakings totalling \$0.1 million (2018: \$4.6 million).

Note that as at 31 December 2019, the Company had \$10.8 million (2018: \$8.3 million) actual debt outstanding under the 2017 Facility, which is now presented in the balance sheet as \$8.6 million as a debt liability (shown in the table above) and \$2.2 million through equity.

6.4 Assets held by the Company

Assets held by the Company of \$nil (2018: \$nil) represent exploration expenditures relating to the Colombian Llanos 50 E&P contract. As detailed in note 2.3 of the Consolidated Financial Statements it was decided to fully impair the exploration expenditure of \$0.13 million in 2019 attributed to this licence (2018: \$0.35 million). The contract was granted to the Colombian branch of the Company. The Company's capital commitments under this contract are as follows:

Llanos 50 - first exploration phase expiry date and deadline for fulfilment of capital commitments; originally May 2018 - licence now suspended by agreement with ANH.

- Drilling of one exploration well.
- 2D seismic minimum 108 km.
- Total minimum work commitments outstanding estimated at \$15.2 million.

\$1.8 million (31 December 2018: \$1.8 million) of deposits have been lodged to support guarantees given to the Agencia Nacional de Hidrocarburos in respect of completion of the minimum work commitments on Llanos 50. have been fully provided against as at 31 December 2019, although management will seek the return of these funds to the Company as part of the proposed relinquishment process described above.

For the reasons explained Note 2.3 of the Consolidated Financial Statements, the Board does not believe that a provision should be recognised for minimum work commitments, until there is more clarity on the potential way forward.

There were no other material obligations or contracts outstanding in relation to ongoing projects not provided for in these Financial Statements.

6.5 Foreign currency

Foreign currency transactions are translated to the functional and reporting currency of US Dollars at the rates prevailing when the transactions occurred. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange at the Balance Sheet date. All differences are taken to the Income Statement.

6.6 Employees

The average monthly number of persons employed by the Company, including Executive Directors was five (2018: 5).

6.7 Related party transactions

Transactions with Directors are disclosed in note 6.4 to the Consolidated Financial Statements and in note 3.6 to the Consolidated Financial Statements. Interests in shares and their remuneration and share options are disclosed in the Directors' Corporate Governance Report on page 25.

IFRS 9 requires the Company to assess expected credit losses on intercompany loan receivables balances which are classified as held at amortised cost, under a forward-looking model approach. The Directors have assessed the cash flows associated with a number of different recovery scenarios, which includes consideration of the exploration project risk, country risk, the expected future oil prices, the value of the potential reserves, the ability to sell the project, and the ability to find a new farm-out partner. The credit loss allowance was assessed during 2019 and there was a net increase in the expected credit loss allowance of \$266k (2018: \$4,571k net increase). The Company traded with various undertakings within the same Group during the years ended 31 December 2019 and 2018.

During the year, the Creditors Voluntary Liquidation ("CVL") of the Cypriot subsidiary Gulfsands Petroleum Morocco Limited, was approved and confirmed as final. In addition, the Cayman Islands subsidiaries, Gulfsands Petroleum Morocco Limited and Gulfsands Petroleum Tunisia Limited were both struck off from the Cayman Register of Companies, effective 31 January 2020. As a result, these financial statements no longer contain any intercompany balances relating to these entities.

A summary of the transactions and outstanding balances at the year-end is set out below.

Balances owed by / (owed to) related parties

Name of related party	Nature of relationship	Commercial terms	2019 \$'000	2018 \$'000
Gulfsands Petroleum Levant Ltd	Subsidiary	Non-interest bearing Provision	19,862 (19,862)	19,763 (19,763)
Gulfsands Petroleum Ltd	Subsidiary	Non-interest bearing	2,633	2,633
Gulfsands Petroleum Holdings Ltd	Subsidiary	Non-interest bearing	30,065	30,137
Gulfsands Petroleum Sud America Ltd	Subsidiary	Non-interest bearing Provision	2,952 (2,952)	2,952 (2,952)
Gulfsands Petroleum MENA Ltd	Subsidiary	Non-interest bearing Provision	2,367 (2,367)	2,203 (2,203)
Gulfsands Petroleum Iraq Ltd	Subsidiary	Non-interest bearing Provision	5,943 (5,943)	5,942 (5,942)

Services recharged to related parties

Name of related party	2019		2018	
	Time writing \$'000	Indirect overhead \$'000	Time writing \$'000	Indirect overhead \$'000
Gulfsands Petroleum Levant Ltd	417	—	767	—
Gulfsands Petroleum Sud America Ltd	—	—	67	—
Gulfsands Petroleum Iraq Ltd	—	—	15	—

6.8 Post balance sheet events

Post balance sheet events are disclosed in note 6.7 to the Consolidated Financial Statements.

Glossary of Terms

1C Low estimate (P90) Contingent Resources

2C Best estimate (P50) Contingent Resources

3C High estimate (P10) Contingent Resources

AIM Alternative Investment Market of the London Stock Exchange

ANH Agencia Nacional De Hidrocarburos

bbls Barrels of oil

bcf Billion cubic feet of gas

boe Barrels of oil equivalent

boepd Barrels of oil per day

Blake Blake Holdings Limited

CPR Competent Persons Report

CSR Corporate social responsibility

CVL Creditors Voluntary Liquidation

DD&A Depletion, depreciation and amortisation

DPC Dijla Petroleum Company

E&E Exploration and evaluation

E&P Exploration and production

ERCE ERC Equipoise Limited (Independent Energy Experts)

FDP Field Development Plan

FRC Financial Reporting Council

G&A General and administrative expenses

GPC General Petroleum Corporation

Gulfsands Levant Gulfsands Petroleum Levant Limited

HCIIP Hydrocarbons Initially In Place

HSSE Health, safety, environment and security

IFRS International Financial Reporting Standards

km Kilometres

km² Square kilometres

KPI Key performance indicator

LLA 50 Llanos Block 50

ME Investments ME Investments Limited

MENA Middle East and North Africa

mmbbl Millions of barrels of oil

mmboe Millions of barrels of oil equivalent

NGLs Natural gas liquids

NPV Net present value

OPC Oilfield Production Consultants

ONHYM Office National des Hydrocarbures et des Mines (Morocco)

P10 There exists a 10% probability that the true quantity or value is greater than or equal to the stated P10 quantity or value

P50 There exists a 50% probability that the true quantity or value is greater than or equal to the stated P50 quantity or value

P90 There exists a 90% probability that the true quantity or value is greater than or equal to the stated P90 quantity or value

Possible Reserves Possible Reserves are those additional reserves which analysis of geological and engineering data suggests are less likely to be recoverable than Probable Reserves. The total quantities ultimately recovered from the project have a low probability to exceed the sum of Proved plus Probable plus Possible ("3P") Reserves, which is equivalent to the high estimate scenario. In this context, when probabilistic methods are used, there should be more than a 10% probability that the quantities actually recovered will equal or exceed the 3P estimate.

Probable Reserves Probable Reserves are those unproved reserves which analysis of geological and engineering data suggests are more likely than not to be recoverable. In this context, when probabilistic methods are used, there should be more than a 50% probability that the quantities actually recovered will equal or exceed the sum of estimated Proved plus Probable Reserves.

Proved Reserves Proved Reserves are those quantities of petroleum which, by analysis of geological and engineering data, can be estimated with reasonable certainty (normally over 90% if measured on a probabilistic basis) to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations.

PRMS The 2007 Petroleum Resources Management classification system of the SPE

PSC Production Sharing Contract

SPE Society of Petroleum Engineers

Waterford Waterford Finance and Investment Limited

Fides Fides Trust Limited

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Company number

05302880

Financial Statements

Shareholder Information

Post delisting trading in Gulfsands Petroleum PLC shares

Gulfsands Petroleum Plc (“Gulfsands”) shares may be bought and sold through an electronic trading platform administered by **Asset Match**. <https://www.assetmatch.com>

Buy and sell orders are handled by **Asset Match’s** nominated broker, The Share Centre. They can be contacted through their website www.share.com or phone them on **01296 41 42 43**.

Asset Match is authorised and regulated by the Financial Conduct Authority.

The Share Centre Limited is a member of the London Stock Exchange and is authorised and regulated by the Financial Conduct Authority.

If you have any queries regarding your shareholding or wish to advise any amendments, such as change of address, please contact our Registrars:

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