ZETA PETROLEUM PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05560854 and registered as a foreign company in Australia with Australian Registered Body Number 154 575 872)

Notice of General Meeting, Explanatory Statement, Proxy Form, and Annual Report

General Meeting to be held at offices of Tribis Pty Ltd, Level 14, 225 St Georges Terrace, Perth, Western Australia at 3.00pm (AWST) on Wednesday, 21 December 2022 as set out in this document.

IMPORTANT NOTE

THIS DOCUMENT AND THE ACCOMPANYING PROXY FORM AND VOTING INSTRUCTION FORM ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole text of this document should be read.

If you have sold or transferred all of your Shares in Zeta Petroleum plc, please send this document, together with the accompanying Proxy Form to the purchaser or transferee, or to the stockbroker, bank or other agent through which the sale or transfer was effected, for delivery to the purchaser or transferee.

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Important dates

Last day for receipt of Proxy Forms*	3.00pm AWST on 19 December 2022
Eligibility to attend Meeting and vote – snapshot date	2.00am AWST on 20 December 2022
General Meeting	3.00pm AWST on 21 December 2022

*Proxy Forms received after this time will be disregarded.

Important notices

Certain statements in the Explanatory Statement relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. These statements reflect views only as of the date of the Explanatory Statement. Neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Statement will actually occur and you are cautioned not to place undue reliance on such forward looking statements.

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Zeta Petroleum plc ("Zeta" or the "**Company"**) will be held at the offices of **Tribis Pty Ltd, Level 14, 225 St Georges Terrace, Perth, Western Australia** at 3.00pm (AWST) on Wednesday, 21 December 2022 to consider and, if thought fit, to pass the Resolution set out below.

The sole purpose of this general meeting is to receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 31 December 2021.

A copy of this report has been posted to shareholders who requested it and is also available for download from the Company's website https://www.zetapetroleum.com/financial-reports/

As set out in the Notice of GM:

- we strongly encourage shareholders to vote on the sole resolution by completing the enclosed proxy appointment form appointing the chairman of the meeting as your proxy, and emailing it to the Company Secertary at contact@zetapetroleum.com;
- any questions on the business of the meeting should be submitted in advance of the GM by writing to the Company Secretary at contact@zetapetroleum.com by no later than 3:00pm AWST on 14 December 2022 and we will provide written answers to them and, where appropriate, will publish answers to frequently asked questions on the Company's website.

  Shareholders should continue to monitor the Company's website and announcements for any updates regarding the GM.

  In connection with the GM, the following documents have been posted or made available to shareholders today:

1. Notice of the General Meeting; and
2. Proxy forms for the General Meeting

The Notice of GM is also available online at: https://www.zetapetroleum.com/asx-announcements/

The attached Explanatory Statement is provided to supply Shareholders with information to enable them to make an informed decision regarding the Resolutions in this Notice.

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of the Explanatory Statement.

Agenda

Resolution 1 - Receipt of Annual Report and Accounts

To receive and consider the annual financial report, Directors’ report and Auditor’s report of the Company for the financial year ended 31 December 2021, as contained in the Company’s Annual Report dated 31 October 2022.

By order of the Board

Zeta Petroleum plc

Dated 6 December 2022

Mr Sean Meakin
Company Secretary

Voting Eligibility and Proxy Appointment

Voting eligibility for Shareholders – snapshot date

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **2.00am (AWST) on Tuesday, 20 December 2022** (being 6.00pm **(GMT) on 19 December 2021**), or, in the event that the Meeting is adjourned, at **2.00am (AWST)** on the date immediately prior to the date of the adjourned Meeting (being 6.00pm (**GMT**) on the date that is two days prior to the date of the adjourned Meeting) (excluding any part of a day which is not a working day).

Proxy Forms

The **Proxy Form** (and any power of attorney or other authority, if any, under which a form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the form (and the power of attorney or other authority) must be completed and returned so as to be received by the Company by **3.00pm (AWST)** (being **7.00am GMT**) on **Monday, 19 December 2021 (*Proxy date)***. In the event that the Meeting is adjourned, the Proxy Form must be received by the Company's registrars not less than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the adjourned Meeting.

Completed Proxy forms can be posted to the Company Secretary at the below address or via email to contact@zetapetroleum.com.

Mr Sean Meakin
Zeta Petroleum PLC
C/O Tribis Pty Ltd
PO BOX 7029
Cloisters Square PO WA 6850

Appointment of a proxy by Shareholders

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be appointed as your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on your behalf. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by photocopying the Proxy Form. To appoint a second proxy you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Please also indicate on the Proxy Form if the proxy instruction is one of multiple instructions being given. All Proxy Forms should be signed and returned together in the same envelope.

Completion and return of a Proxy Form will not preclude a Shareholder from attending the Meeting and voting in person, if they so wish and are so entitled. If you have appointed a proxy and you attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

Any corporation that is a Shareholder may appoint one or more corporate representatives who may exercise, on its behalf, all of the powers as a Shareholder provided that they do not do so in relation to the same Shares. A resolution of the Directors, or other governing body, of the corporation will be required in order to evidence the valid appointment of the corporate representative, in accordance with section 323 of the UK Companies Act 2006.

Joint Shareholders

In the case of joint Shareholders, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint Shareholders. For this purpose, seniority is determined by the order in which the names are stated in the register of Shareholders of the Company in respect of the joint holding.

Communications with the Company

You may not use any electronic address (within the meaning of section 333(4) of the UK Companies Act 2006) provided in this notice or in any related documents (including the Proxy Form, Voting Instruction Form and the annual report and accounts) to communicate with the Company for any purposes other than those expressly stated.

Use of personal data

Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the Shareholder rights, you exercise.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Explanatory Statement

A General Meeting of Zeta Petroleum plc will be held at the offices of **Tribis Pty Ltd Level 14, 225 St Georges Terrace, Perth, Western Australia** at 3.00pm (AWST) on Wednesday, 21 December 2022 to consider the matters set out below.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

This Explanatory Statement should be read in conjunction with the Notice General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Resolution 1: Annual reports and accounts

In accordance with Article 36.3 of the Company's Articles of Association, the Board is required to present to the Meeting the audited accounts, and the reports of the Directors and the auditors, for the financial year ended 31 December 2021, which may be found on pages 4 to 17 of the annual report and accounts for the Company dated 31 October 2022 (the **Annual Report and Accounts**).

The Auditors shall be entitled to attend the General Meeting and to receive notices of and other communications which a Shareholder is entitled to receive. The Auditors shall be entitled to be heard at any General Meeting on any part of the business of the Meeting which concerns them as auditors.

The Company's Annual report report is included as an appendix to this Notice of Meeting

1. Glossary of defined terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

General Meeting or **Meeting** or **GM**	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
Articles of Association	The articles of association of the Company.
Annual Report	The Company's Annual Report for the year ended 31 December 2021
Auditor	The auditor of the Company, Lubbock Fine LLP
AWST	Australian Western Standard Time, being the time in Perth, Western Australia, Australia.
Board	The Board of Directors of the Company.
GMT	Greenwich Mean Time, being the time in the United Kingdom.
Chairperson	The chair of the General Meeting.
Company	Zeta Petroleum plc (registered number 05560854)
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Non-Executive Director	A non-executive director of the Company.
Notice or **Notice of General Meeting**	The notice of general meeting which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share.
Tribis	Tribis Pty Ltd ACN 009 017 985
UK Companies Act	UK Companies Act 2006.

ZETAPETROLEUMPLC

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2021

ZETAPETROLEUMPLC

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GENERAL INFORMATION

DIRECTORS

S Trevisan
Non-Executive Director

G Hancock
Non-Executive Director

JOINT COMPANY SECRETARIES

B Hodges
S Meakin

LOCAL AGENT – AUSTRALIA

F Hudson

REGISTERED OFFICE – UNITED KINGDOM

C:-/ Prism Cosec
Highdown House
Yeoman Way
Worthing
West Sussex
BN99 3H
United Kingdom
ph: +44 (0)20 3048 1996

REGISTERED OFFICE – AUSTRALIA

14th Floor
225 St Georges Terrace WA 6000
Australia
ph: +61 (0)8 9321 5922

AUDITOR

Lubbock Fine LLP
65 St Paul's Churchyard
London
EC4M 8AB
United Kingdom

SHARE REGISTRAR

Computershare Investor Services plc
The Pavilions, Bridgwater Road
Bristol BS99 6ZY, United Kingdom
ph: +44 (0)870 703 0003

PLACE OF INCORPORATION

England

COMPANY NUMBER

5560854

WEBSITE

www.zetapetroleum.com

STATEMENT FROM THE DIRECTORS

During the year, the Directors continued to seek suitable projects for the company and is working to finalise investments in two projects in oil and gas.

It is fair to say that the oil and gas sector has endured a turbulent last few years with significant COVID related supply and demand fluctuations, grappling with the community, regulatory, investor and market expectations of a rapid transition to lower carbon footprint energy sources and then with acute security of supply issues. Your board has remained focused on the sector in seeking opportunities that address the two long term trends – the need for lower carbon and reliable energy sources.

Zeta has been pursuing projects in the East Irish Sea via a shareholding in EnergyPathways Limited and Bowen Basin in Queensland via EnergyC Qld Ltd. EnergyC Qld Ltd is in dispute with its partners and the board is pursuing legal action.

The Company continues to be supported by its major shareholder, Tribis Pty Ltd whille progress is made towards securing a project, or projects, of sufficient critical mass and news flow to enable the Company to attract additional capital, or otherwise generate value for Zeta shareholders.

Impact of COVID-19
The global COVID-19 pandemic required the company to alter its operational plans and implement strict safety protocols to protect our staff and our local community. Our operational productivity was not significantly affected as we do not have any active projects. The Company was able continue with the day to day activities. Whilst there are still certain restrictions imposed on our activities by the crisis, we are confident of our ability to adapt to this situation.

We do not anticipate COVID-19 having a detrimental effect on our ability to raise finance for our future activities.

Simon Trevisan
Non-Executive Director
31 October 2022

Greg Hancock
Non-Executive Director
31 October 2022

BOARD OF DIRECTORS

The Company's directors have held office for the entire year, their profiles are listed below.

Simon Trevisan
Non-Executive Director

Mr Trevisan is the managing director of Tribis Pty Ltd, a private investment company and Iris Residential Pty Ltd, a property development company. He has significant experience in public and private investments, corporate finance and management of large public and private businesses.

Mr Trevisan has been responsible for the funding and management of a number of public companies and for Iris's substantial property investments. His experience includes the establishment and listing of Mediterranean Oil & Gas plc, an AIM listed oil and gas company with production and a substantial oil discovery in Italy.

Mr Trevisan is currently a Non-executive chairman of ASX listed Company AssetOwl Limited. He is a board member of not for profit St George's College Foundation.

Mr Trevisan has been a non-executive director of the Company for 6 years. He is the Chairman of the Company's Audit Committee.

Greg Hancock
Independent Non-Executive Director

Mr Hancock has over 28 years experience in capital markets practicing in the area of Corporate Finance. He has extensive experience in both Australia and the United Kingdom. In this time he has specialised in mining and natural resources and has a background in the finance and management of small companies.

Mr Hancock is currently a director of ASX listed companies Ausquest Ltd, Triangle Energy (Global) Ltd and BMG Resources Ltd, where he serves as Non Executive Chairman, and a non-executive director of Golden State Mining Ltd and Group 6 Metals Ltd. He is also a non-executive Chairman of London Stock Exchange listed Cobra Resources Plc.

Mr Hancock has been a non-executive director of the Company for 7 years. He is a member of the Company's Audit committee.

Stephen West
Independent Non-Executive Chairman

Mr West is a founder of Zeta Petroleum plc and a Fellow Chartered Accountant with over 27 years of financial and corporate experience ranging from public practice, investment banking, oil & gas and mining. Previous appointments include senior positions at Duesburys Chartered Accountants, PriceWaterhouseCoopers, and Barclays Capital. Mr West is currently CFO of AIM listed Advance Energy plc and Non-Executive Chairman of AIM listed TomCo Energy plc. He is the former CFO of Oslo Axess listed PetroNor Limited and a former non-executive director of ASX listed Apollo Consolidated Limited.

Mr West was a non-executive director of the Company for 17 years and the Chairman of the Board of directors of the Company for 7 years. Mr West retired from the board on 29 June 2022.

Timothy Osborne
Non-Executive Director

Mr Osborne is a solicitor and has been Senior Partner of Wiggin Osborne Fullerlove since 2003. Mr Osborne is the Chief Executive Officer of GML Limited, a diversified financial holding company which, at one time, owned strategic stakes in a number of Russian companies, including a majority shareholding in Yukos Oil Company (previously Russia's largest oil company).

Mr Osborne has been a non-executive director of the Company for 16 years. He is a member of the Company's Audit committee. Mr Osborne retired from the board on 30 June 2022.

STRATEGIC REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their strategic report on the Company for the year ended 31 December 2021.

OBJECTIVES

The Company's objective is to create shareholder value by seeking new transactions for the Company.

CORPORATE AFFAIRS

As at 31 October 2022 the Company maintained a cash position of A$926 (£527), with debt funding available of A$378,918 (£212,232).

During the year the Company secured investments in two companies:

- Zeta currently has a 13.95% interest in EnergyPathways Ltd, a company which has a 100% interest in Block 110/4a in the East Irish Sea, which encapsulates the Marram Gas Field. EnergyPathways is undertaking a capital raising process

- Zeta has acquired 500,000 shares in EnergyC QLD Limited ("EnergyC") a newly incorporated Australian public company.

The Company's most significant shareholder, Tribis Pty Ltd, has provided a loan to the Company, to enable the Company to meet its financial obligations. Disclosure on the value and terms of the facility and funds drawn down during and subsequent to the end of the year are provided at note 8(C) and note 15 respectively.

The Company's financial position, reliance on funding from a related party, and the absence of a project has led to there being material uncertainty as to the Company's ability to continue as a Going Concern; further disclosure is provided in the Directors' report and at note 1.2 of the financial report.

Principal Risks and Uncertainties

As an exploration, development and production company in the oil and gas industry the Company operates in a sector with inherent risk.

All projects that the Company considers will be subject to sufficient feasibility analysis to ensure an adequate level of confidence.

STRATEGIC REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

Specific risks that that the Company faces are:

Investment Risk:	Whilst the Company has secured investments in EnergyPathways Ltd and EnergyC QLD Limited there remains a risk that the Company may not complete a transaction involving the latter and so it may not be able to generate shareholder value from this investment. In the absence of this, or another transaction completing there is a risk that the Company is not able to identify and acquire investment opportunities that will generate shareholder value. The Company has an experienced Board with extensive experience in asset identification and acquisition to mitigate this risk. Further disclosure on these investments is provided in the Company's Annual Report from page 30 below.
Funding Risk:	The risk that the Company may not be able to secure adequate funding to execute identified business opportunities. A loan provided by the Company's most significant shareholder, Tribis Pty Ltd, is the Company's sole source of funding. The terms of this loan are set out in note 8(c) to Company's Audited Financial Statements, there can be no guarantee that Tribis will provide further funding beyond the terms of the current loan. The Company continues to tightly manage its cash flows to maximise the funds available to it at any time.

Key Performance Indicators

Key Performance indicators identified by the directors are:

- Demonstrated progess is made towards the generation of value from the Company's investments.
- The Company continues to exercise stringent control over its assets to ensure that the company can pursue its objectives.

STRATEGIC REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

SECTION 172 STATEMENT

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision making. The Directors continue to have regard to the interests of the Company's stakeholders, the impact of its activities on the community, the environment and the Company's reputation for good business conduct, when making decisions. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term. We explain how the Board engages with stakeholders.

- Relations with key stakeholders such as employees, shareholders and suppliers are considered.
- As a company with no employees and a small number of suppliers, all actions taken by the Board are taken with the company's shareholders as the primary stakeholder.
- The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006
- The Board regularly reviews the Company's principal stakeholders and how it engages with them. This is achieved through information provided by management and also by direct engagement with stakeholders themselves.
- We aim to work responsibly with our stakeholders, including suppliers and financiers.
- The key Board decisions made and actions taken in the year are set out below:

Significant events/decisions	Key s172 matter(s) affected	Actions and impact
Review of investment opportunities	Likely consequences of any decision in the long term	Given the status of the Company's operations, when considering opportunities available for the business the Board takes a long term view of company success, thus maximising the likelihood of generating sustained return for the Company.
Interaction with suppliers and financiers	The need to foster the Company's business relationships with suppliers, customers and others	The Company engages with its suppliers to ensure its debts are paid. The Company is financed by a related party, Tribis Pty Ltd. Finance terms are agreed by those members of the Board who do not have an interest in the matter, the Board endevours to balance the needs of the Company and its shareholders (maintaining solvency) with the needs of the financier (paying sufficient fees for the amount of risk taken on)

STRATEGIC REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

By order of the Board

S Trevisan
Non-Executive Director
31 October 2022

C/- Prism Cosec
Highdown House
Yeoman Way
Worthing
West Sussex, BN99 3HH
United Kingdom

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report together with the audited financial statements for the year ended 31 December 2021.

RESULTS AND DIVIDENDS

The Statement of Profit and Loss and Other Comprehensive Income is set out on page 18 and shows a profit for the year amounting to £61,451 (2020 – loss of £153,641). The Directors do not recommend the payment of a dividend.

SHARE CAPITAL

Details of the Company's issued share capital as at 31 December 2021 are set out in Note 9 to the financial statements.

GOING CONCERN

The Directors are satisfied that the going concern assumption has been appropriately applied in preparing the financial statements and the historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the continued support of its most significant shareholder, Tribis Pty Ltd.

As at 31 December 2021 the Company had available funds totaling £1,291 (31 December 2020: £1,541) and a net current liability position of £478,208 (31 December 2020: net current liability position of £137,487).

For the year ended 31 December 2021 the Company made a profit of £61,451 and had cash outflows from operating activities of £6,748 (31 December 2020: A loss of £153,641 and cash outflows from operating activities of £86,169).

This indicates a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Tribis Pty Ltd has provided a loan facility to the Company with a limit of £840,150 (A$1,500,000) which as at 31 October 2022, is drawn to £627,918 (A$1,121,082), including interest and fees accrued in favour of Tribis of £271,726 (A$485,138), and fees accured under the Administrative Services Agreement of £113,102 (A$201,933), and accordingly the funds available under this facility as at that date is £212,232 (A$378,918).

The Loan will expire on 31 May 2023 or a later date agreed by Tribis Pty Ltd in its absolute discretion. The Loan is repayable on the earlier of expiry of the Loan or the occurrence of a Repayment Event.

Repayment Events – as setout in the loan agreement – are disclosed in the table below:

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

Zeta or any subsidiary or EnergyCapture Pty Ltd suffering an insolvency event.
Failure to remedy one or more of the below Default Events within 7 days of receiving notice from Tribis requiring Zeta to do so; • The Administration Services Agreement with Tribis is terminated for any reason; • A nominee of Tribis ceases to be a Zeta board member for any reason (including voluntary resignation); • Zeta fails to complete acquisition of EnergyCapture Pty Ltd and capital raising by 31 October 2022 or a later date agreed by Tribis.
Completion of an event at which Tribis elects to take repayment in whole or part of the loan, whereby events include: • Completion of a capital raising. • Zeta obtaining an equity interest in a new project

Tribis has provided a letter of support to the Company advising that unless sufficient funds are available to do so in the next 12 months from the date of this annual report, Tribis will not call on Zeta to settle the loan in the form of cash. Within this 12-month period, Tribis reserves the right to call on Zeta to settle the loan in the form of equity in a capital rasing event of the type referred to in the loan agreement with Zeta.

The Company has implemented measures to minimise its cash outflows, including that its directors do not receive a fee for their service, and Tribis Pty Ltd, with whom the Company has an administrative services agreement, continues to accrue its fees.

The Directors believe that the Company will continue as a Going Concern due to:

- the existence of the loan facility extended to it by Tribis Pty Ltd,
- the measures it has taken to reduce its cash requirements, and
- the receipt of a letter of support from Tribis which advises that Tribis will not call on Zeta to settle the loan in the form of cash, unless there are sufficient funds available to do so in the next 12 months.

As a result the financial information has been prepared on a Going Concern basis.

Should the Company be unable to further extend the maturity date of the loan facility beyond 31 May 2023 and/or the facility limit beyond A$1,500,000, in the absence of an EnergyC QLD Limited transaction, or another new project completing, the Company may not be able to continue as a Going Concern.

Should the Company be unable to continue as a Going Concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a Going Concern.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

FINANCIAL INSTRUMENTS

The Company's financial instruments comprise cash and cash equivalents, trade and other payables, a loan provided to a related party, investments in equity securities and borrowings.

DIRECTORS AND DIRECTORS' INTERESTS

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

	Date appointed	Date retired
S P West	12 Sep 2005	29 June 2022
T W Osborne	31 Mar 2006	30 June 2022
S Trevisan	28 Jul 2016	-
G G Hancock	24 Apr 2015	-

The directors who held office at 31 December 2021 had the following interests in the ordinary shares of the Company according to the register of directors' interests:

	Class of Share	Interest at start of year	Other	Settlement of Accrued fees	Interest at end of year
S P West[1]	Ordinary	721,684	(721,684)	1,000,000	1,000,000
T W Osborne	N/A	-	-	-	-
S Trevisan[2]	Ordinary	8,400,000	361,684	-	8,761,684
G G Hancock	Ordinary	352,827	360,000	950,000	1,662,827

[1] S P West's shares are held by Cresthaven Investments Pty Ltd, ('Cresthaven') a company in which S P West has an indirect beneficial interest.

[2] S Trevisan's shares are held by Tribis Pty Ltd in which S Trevisan has a relevant interest by virtue of being a director, joint controller and substantial shareholder in Tribis Pty Ltd ('Tribis').

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

POLITICAL CONTRIBUTIONS

The Company made no political contributions during the year.

ENERGY CONSUMPTION

The Group's annual energy consumption in UK is less than 40,000 kWh and it is therefore exempt from the requirement to include greenhouse gas emissions, energy consumption and energy efficiency disclosures in the Director's Report.

FUTURE DEVELOPMENTS

An indication of likely future developments in the business of the Company is contained in the Strategic Report.

Management is taking the necessary measures to mitigate potential impact of COVID-19 on its business operations in accordance with government guidelines. The Company and its subsidiaries have measures in place within the work area to prevent the risk associated with the virus and this policy are well communicated and strictly enforced. Management believes that COVID-19 has a minimal impact on the company since there are no active projects.

Management continues to pursue suitable investment opportunities for the Company, the securement of a suitable project(s) would involve a capital raising for the company, and accordingly, the value, and percentage of shareholders investments in the Company may be diluted.

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REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2021

Events after the reporting period.

Tribis loan

Subsequent to the end of the reporting period, the Company:

- Entered into an amended loan agreement with Tribis Pty Ltd, which included increasing the facility limit from A$750,000 to A$1,500,000. Further disclosure on these terms is provided at note 8(c).

- Drew down a further A$86,010 (£48,468), on the Loan facility extended to it by Tribis Pty Ltd.

  As at the date of approval of the financial report, the total amount of the loan payable to Tribis Pty Ltd, including fees and interest, and fees accrued under the Administration Services Agreement is A$1,121,082 (£627,918).

There have been no other events since 31 December 2021 that have significantly affected the Company's operations, results or state of affairs.

DISCLOSURE OF INFORMATION TO AUDITORS

Refer to page 13.

By order of the Board

S Trevisan
Non-Executive Director
31 October 2022

C/- Prism Cosec
Highdown House
Yeoman Way
Worthing
West Sussex, BN99 3HH
United Kingdom

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual report and the Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Company financial statements in accordance with UK adopted international accounting standards (IFRSs). 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 Company and of the profit of the Company 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 IFRSs, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business;
- prepare a directors' report and a strategic report which comply with the requirements of the Companies Act 2006.

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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made inquiries of fellow directors and Company's auditors, each of these directors confirm that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information.

DIRECTORS' RESPONSIBILITIES

The directors confirm to the best of their knowledge:

- The Company financial statements have been prepared in accordance with UK adopted international accounting standards (IFRSs) and Article 4 of the IAS Regulation and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company.
- The annual report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that they face.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

By order of the Board

S Trevisan
Non-Executive Director
31 October 2022

C/- Prism Cosec
Highdown House
Yeoman Way
Worthing
West Sussex, BN99 3HH
United Kingdom

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZETA PETROLEUM PLC

Opinion

We have audited the financial statements of Zeta Petroleum Plc (the 'Company') for the year ended 31 December 2021, which comprise the Statement of Profit or Loss and other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flow, and the related notes, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is is applicable law and UK adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of the loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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 related to going concern

We draw attention to Note 1.2 to the financial statements concerning the company's ability to continue as a going concern. The matters explained in Note 1.2, relating to the uncertainty of additional future funding being made available to the company, should they need it, indicate the existence of a material uncertainty which may cast significant doubt over the company's ability to continue as a going concern. These financial statements do not include the adjustments that would result if the company were unable to continue as a going concern. Our opinion is not modified in respect of this matter.

As at 31 December 2021 the company had cash reserves of £1k and net operating cash outflows for the year of £6k and the ability of the company to continue as a going concern is dependent on securing additional funding through securing additional funds from shareholders.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZETA PETROLEUM PLC

We have nothing to report in this regard.

Opinion 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 the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
• the Strategic Report and the 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' 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 Company, or returns adequate for our audit have not been received from branches not visited by us; or
• the financial statements are not in agreement with the accounting records and returns; or
• 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 Directors' Responsibilities Statement set out on page 13, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 Auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquires of management, including obtaining and reviewing supporting documentation, concerning the company's policies and procedures relating to:
    - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;

    - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
    - the internal controls established to mitigate risks related to fraud or non-compliance of laws and regulations; and
- Discussions among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and International Financial Reporting Standards.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included Money Laundering Regulations, health and safety regulations and employment law.

As a result of these procedures, we considered the particular areas that were susceptible to misstatement due to fraud were in respect of revenue recognition and management override.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the rationale of any significant transactions that are unusual or outside the normal course of the company's operations;

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Sam Snelson

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Sam Snelson (Senior Statutory Auditor)
for and on behalf of Lubbock Fine LLP
Chartered Accountants and Statutory Auditor
Paternoster House
65 St Paul's Churchyard
London
EC4M 8AB
Date: 31 October 2022

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	31 Dec 2021 £'000	31 Dec 2020 £'000
Administrative and other expenses	5	(61)	(100)
Doubtful Debt Expense	8(d)	(70)	-
Loss on settlement of liability	6	(11)	-
Operating (loss)		**(142)**	**(100)**
Finance expenses	5	(97)	(53)
Gain on financial assets (fair value through profit and loss)	8(a)	300	-
Profit/(Loss) before income tax		**61**	**(153)**
Income tax	7	–	–
Profit/(Loss) from continuing operations		**61**	**(153)**
Profit/(Loss) for the period		**61**	**(153)**
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation		16	(14)
Total comprehensive profit / (loss) for the period		**77**	**(167)**

The notes on pages 23 to 49 form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £'000	2020 £'000
ASSETS			
Current assets			
Cash and cash equivalents		1	1
Loan to related party	8(d)	-	-
Other Assets		7	-
		8	**1**
Non-Current assets			
Financial Assets at Fair Value Through Profit or Loss	8(a)	300	-
		300	**1**
TOTAL ASSETS		**308**	**1**
EQUITY AND LIABILITIES			
Equity attributable to equity holders			
Issued capital	9	1,354	1,288
Share premium	10	9,363	9,363
Capital Contribution Reserve		60	60
Foreign currency translation reserve		(133)	(149)
Accumulated losses	11	(10,823)	(10,884)
TOTAL EQUITY		**(179)**	**(322)**
Current liabilities			
Trade payables and accruals	8(b)	139	139
Borrowings	8(c)	348	-
		487	**139**
Non-Current liabilities			
Borrowings	8(c)	-	184
		-	**184**
TOTAL LIABILITIES		**487**	**323**
TOTAL EQUITY AND LIABILITIES		**308**	**1**

The Financial Statements were approved by the Board of Directors and authorised for issue on 31 October 2022 and were signed on its behalf by:

Simon Trevisan, Director

The notes on pages 23 to 49 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Issued Capital £'000	Share Premium £'000	Capital Contribution Reserve £'000	Foreign Currency Translation Reserve £'000	Accumulated Losses £'000	Total £'000
As at 1 January 2021	**1,288**	**9,363**	**60**	**(149)**	**(10,884)**	**(322)**
Profit for the year	-	-	-	-	61	**61**
Other comprehensive income	-	-	-	16	-	**16**
Total comprehensive income	**-**	**-**	**-**	**16**	**61**	**77**
Transactions with owners in their capacity as owners						
Issue of Shares	66	-	-	-	-	**66**
As at 31 December 2021	**1,354**	**9,363**	**60**	**(133)**	**(10,823)**	**(179)**

The notes on pages 23 to 49 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Issued Capital £'000	Share Premium £'000	Capital Contribution Reserve £'000	Foreign Currency Translation Reserve £'000	Accumulated Losses £'000	Total £'000
As at 1 January 2020	**1,288**	**9,363**	**60**	**(135)**	**(10,731)**	**(155)**
Loss for the year	-	-	-	-	(153)	**(153)**
Other comprehensive income	-	-	-	(14)	-	**(14)**
Total comprehensive loss	**-**	**-**	**-**	**(14)**	**(153)**	**(167)**
As at 31 December 2020	**1,288**	**9,363**	**60**	**(149)**	**(10,884)**	**(322)**

The notes on pages 23 to 49 form an integral part of these financial statements.

ZETAPETROLEUMPLC

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £'000	2020 £'000
OPERATING ACTIVITIES			
Profit/(Loss) after tax from continuing operations		**61**	**(153)**
Adjustment to reconcile loss to net cash outflow from operating activities			
Borrowing expenses	5	97	53
Impairment of loan from related party	8(d)	70	-
Loss on investments accounted for under equity method	3	-	-
Fair value (gain) - financial assets at fair value through profit or loss	8(a)	(300)	-
Loss on settlement of liability	8(b)	11	-
Debts settled via issue of shares	8(b)	55	-
Working capital adjustments:			
Decrease/(increase) in prepayments and other receivables		(7)	11
Increase/(decrease) in trade payables and accruals		-	8
Effect of foreign exchange rates		7	(5)
Net cash (outflow) from operating activities		**(6)**	**(86)**
INVESTING ACTIVITIES			
Acqusition of interest in Associate	3	-	-
Loan to related party	8(d)	(70)	-
Net cash (outflow) from investing activities		**(70)**	**-**
FINANCING ACTIVITIES			
Proceeds from borrowings	8(c)	1,206	83
Repayment of borrowings	8(c)	(1,130)	-
Net cash inflow from financing activities		**76**	**83**
Net decrease in cash and cash equivalents		0	(3)
Cash and cash equivalents at the beginning of the year		1	4
Cash and cash equivalents at the end of the year		**1**	**1**
Non-cash financing and investing activities	8(b)	**-**	**-**

The notes on pages 23 to 49 form an integral part of these financial statements.

1. ACCOUNTING POLICIES

The registered office is C/- Prism Cosec, Highdown House, Yeoman Way, Worthing, West Sussex BN99 3HH. Its principal place of business is Level 14, 225 St Georges Terrace, Perth WA 6000, Australia.

The Company's financial statements for the year ended 31 December 2021 were authorised for issue by the board of directors on 31 October 2022 and were signed on the Board's behalf by S Trevisan.

The principal accounting policies adopted by the Company set out below are consistently applied to all the periods presented.

1.1 Basis of preparation

For the 2021 year, the financial statements comprise the separate financial statements of Zeta Petroleum plc. During the 2021 year, the Company acquired two subsidiaries being EnergyPathways Ltd and EnergyPathways Irish Sea Limited. EnergyPathways and EnergyPathways Irish Sea were incorporated on 16 July 2021 and 11 August 2021 respectively. EnergyPathways Irish Sea Limited is a 100% owned subsidiary of EnergyPathways Ltd, both of these companies were incorporated in England.

On 20th October 2021 EnergyPathways Ltd ceased being a controlled entity of Zeta, and accordingly from that date, Zeta no longer consolidates EnergyPathways Ltd or EnergyPathways Irish Sea Limited. Since the Company did not constitute a parent of a group at 31 December 2021, it has not prepared consolidated financial statements in line with IFRS 10, and these financial statements represent the separate financial statements of the Company, consistent with IAS 27.

Accordingly, the Company presented a Statement of Profit and Loss and Other Comprehensive Income, notwithstanding that the Company has no subisidaries at 31 December 2021 (31 December 2020: No subsidiaries).

Throughout these notes to the financial statements reference may be made to Zeta, or the Company.

Compliance with IFRS
Company information is being presented in accordance with UK adopted international accounting standards (IFRSs). Zeta is a public company incorporated in England.

Historical cost convention
The financial statements of Zeta have been prepared on a historical cost basis. The financial statements are presented in British pounds and all values are rounded to the nearest thousand (£000) except when otherwise indicated.

1.2 Going concern

The Directors are satisfied that the going concern assumption has been appropriately applied in preparing the financial statements and the historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the continued support of its most significant shareholder, Tribis Pty Ltd.

As at 31 December 2021 the Company had available funds totaling £1,291 (31 December 2020: £1,541) and a net current liability position of £478,208 (31 December 2020: net current liability position of £137,487).

For the year ended 31 December 2021 the Company made a profit of £61,451 and had cash outflows from operating activities of £6,748 (31 December 2020: A loss of £153,641 and cash outflows from operating activities of £86,169).

This indicates a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Tribis Pty Ltd has provided a loan facility to the Company with a limit of £840,150 (A$1,500,000) which as at 31 October 2022, is drawn to £627,918 (A$1,121,082), including interest and fees accrued in favour of Tribis of £271,726 (A$485,138), and fees accured under the Administrative Services Agreement of £113,102 (A$201,933), and accordingly the funds available under this facility as at that date is £212,232 (A$378,918).

The Loan will expire on 31 May 2023 or a later date agreed by Tribis Pty Ltd in its absolute discretion. The Loan is repayable on the earlier of expiry of the Loan or the occurrence of a Repayment Event.

Repayment Events – as setout in the loan agreement – are disclosed in the table below:

Zeta or any subsidiary or EnergyCapture Pty Ltd suffering an insolvency event.
Failure to remedy one or more of the below Default Events within 7 days of receiving notice from Tribis requiring Zeta to do so; • The Administration Services Agreement with Tribis is terminated for any reason; • A nominee of Tribis ceases to be a Zeta board member for any reason (including voluntary resignation); • Zeta fails to complete acquisition of EnergyCapture Pty Ltd and capital raising by 31 October 2022 or a later date agreed by Tribis.
Completion of an event at which Tribis elects to take repayment in whole or part of the loan, whereby events include: • Completion of a capital raising. • Zeta obtaining an equity interest in a new project

Tribis has provided a letter of support to the Company advising that unless sufficient funds are available to do so in the next 12 months from the date of this annual report, Tribis will not call on Zeta to settle the loan in the form of cash. Within this 12-month period, Tribis reserves the right ot call on Zeta to settle the loan in the form of equity in a capital rasing event of the type referred to in the loan agreement with Zeta.

The Company has implemented measures to minimise its cash outflows, including that its directors do not receive a fee for their service, and Tribis Pty Ltd, with whom the Company has an administrative services agreement, continues to accrue its fees.

The Directors believe that the Company will continue as a Going Concern due to:

- the existence of the loan facility extended to it by Tribis Pty Ltd;
- the measures it has taken to reduce its cash requirements; and

- the receipt of a letter of support from Tribis which advises that Tribis will not call on Zeta to settle the loan in the form of cash, unless there are sufficient funds available to do so in the next 12 months.

As a result the financial information has been prepared on a Going Concern basis.

Should the Company be unable to further extend the maturity date of the loan facility beyond 31 May 2023 and/or the facility limit beyond A$1,500,000, in the absence of an EnergyC QLD Limited transaction, or another new project completing, the Company may not be able to continue as a Going Concern.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a Going Concern.

1.3 Significant accounting judgements, estimates and assumptions

The preparation of the Company financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the reporting period.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates if different assumptions were used and different conditions existed.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements.

Areas involving significant estimates or judgements are:

- Estimated fair value of certain financial assets (note 8(a)).
- Control assessment and classification of investments (note 3 and note 4).

1.4 Changes to Accounting Standards and Interpretations that affect the the Financial Statements

The adoption of the new or amended standards and interpretations did not result in any significant changes to the Company's accounting policies.

New and amended standards adopted by the Company

The Company has applied the following amendments for the first time for their annual reporting period commencing 1 January 2021:

- Covid-19-Related Rent Concessions – amendments to IFRS 16, and
- Interest Rate Benchmark Reform – Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The Company also elected to adopt the following amendments early:

- Annual Improvements to IFRS Standards 2018–2020, and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – amendments to IAS 12. 7

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards and interpretations not yet adopted
Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Company. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

1.5 Foreign currencies

The Company financial statements are presented in British pounds. The functional currency of the Company is Australian dollars. Per IAS 21, once the functional currency of an entity is determined, it should be used consistently, unless significant changes in economic facts, events and conditions indicate that the functional currency has changed. The Company has chosen to present in British pounds as it is a company incorporated and domiciled in the United Kingdom and has adopted the Australian dollar as the functional currency as significant funds raised have been denominated in Australian dollar.

The results and financial position of the entity are translated from the functional currency to the presentation currency by applying the following procedures:

- assets and liabilities on the statement of financial position are translated at the closing rate at the date of the relevant reporting period
- income and expenses on the statement of profit or loss and other comprehensive income are translated at the average exchange rate (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

Transactions in currencies other than the functional currency of the appropriate company are translated at the average exchange rate for the relevant reporting period. At the end of each reporting period, monetary assets and liabilities on the Company's statement of financial position denominated in foreign currencies are translated to the functional currency at the current spot rate. The net gain or losses arising on translation is included in the profit or loss for the year.

1.6 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to known amounts of cash. Cash equivalents are short-term with an original maturity of less than 3 months, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.7 Investments and Other Financial Assets

Classification
The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI.

For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

Recognition and derecognition
Regular way purchases and sales of financial assets are recognised on trade date, being the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

The Company measures all of its debt instruments at amortised cost. Assets within this measurement category are those that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the Statement of Profit and Loss and Other Comprehensive Income.

Equity instruments
The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the Statement of Profit and Loss and Other Comprehensive Income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

1.8 Other Current Assets

The Company's 'other receivables' relate to VAT (Value Added Tax) and GST (Goods and Services Tax) and as such as are statutory receivables, Statutory receivables are not financial assets.

1.9 Trade payables and acruals

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

If the Company agrees to issue equity instruments to settle a financial liability and the settlement of the liability in this manner is not in accordance with the original established terms then the settlement of the debt is accounted for as follows:

The issue of an entity's equity instruments to a creditor to extinguish all or part of a financial liability is consideration paid.

When equity instruments issued to a creditor to extinguish all or part of a financial liability are recognised initially, an entity shall measure them at the fair value of the equity instruments issued, unless that fair value cannot be reliably measured.

If the fair value of the equity instruments issued cannot be reliably measured then the equity instruments shall be measured to reflect the fair value of the financial liability extinguished.

The difference between the carrying amount of the financial liability (or part of a financial liability) extinguished, and the consideration paid, is recognised in profit or loss. The equity instruments issued are recognised initially and measured at the date the financial liability is extinguished.

1.10 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Staetment of Financial Position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

1.11 Share issue expenses and share premium account

Costs of share issues are written off against the reserves arising on the issue of share capital.

1.12 Taxation

Income tax expense represents the sum of the current tax payable and deferred tax.

The current tax payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on tax rates and laws substantively enacted by the reporting date.

Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited outside profit or loss, in which case the deferred tax is also dealt with outside profit and loss.

Deferred tax assets and liabilities are offset when there exists a legal and enforceable right to offset and they relate to income taxes levied by the same taxation authority and Zeta intends to settle its current tax assets and liabilities on a net basis.

1.13 Investments in subsidiaries and asssociates

Subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. In the separate financial statements of the Company, investments in subsidiaries are held at cost less impairment.

Associates

Associates are all entities over which the Company has significant influence but not control or joint control. This is generally the case where the Company holds between 20% and 50% of the voting rights. Investments in associates are accounted for at cost.

Changes in ownership interests

When the Company ceases to hold an investment in a subsidiary or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2. SEGMENT INFORMATION

The Company identifies no reportable segments for the year to 31 December 2021, this is consistent with the comparative, 2020, year.

3. INTEREST IN AN ASSOCIATE – ENERGYC QLD LIMITED

EnergyC QLD Limited
Zeta is the holder of 500,000 EnergyC QLD Limited Ordinary Shares ('EnergyC'). EnergyC QLD Limited was incorporated under the Corporations Act 2001 as a public company on 10 August 2021 (Australian Company Number: 652 699 226).

Zeta acquired the 500,000 shares in EnergyC for consideration of £27, being A$50. The remaining EnergyC Ordinary Shares are held by Tribis Pty Ltd and Hancock Corporate Investments Pty Ltd.

The registered office of EnergyC QLD Limited is Level 14, 225 St Georges Terrace, Perth, WA, Australia.

At 31 December 2021, EnergyC's share capital consisted solely of Ordinary Shares. There is 1,500,000 Ordinary Shares on issue.

At 31 December 2021 EnergyC's share capital was £85, being A$150 (31 Decmeber 2020: N/A). The company had no reserves at this date.

For the period from incorporation of the Company until 31 December 2021, the Company incurred a loss of £37,600 (A$70,025).

Significant judgement: determination that Zeta Petroleum does not control EnergyC QLD Limited.

Notwitstanding that three officers (including two directors) of Zeta (Mr Simon Trevisan, Mr Greg Hancock and Mr Sean Meakin) are the three directors of EnergyC QLD Limited, and that entities controlled by Mr Trevisan and Mr Hancock hold the remaining 66.67% ownership interest, the Company has determined that Zeta does not control EnergyC QLD Limited.

The Company has formed this opinion on the basis that:

- Tribis Pty Ltd, a company of which Simon Trevisan is the Managing Director and controlling shareholder has a 60% ownership interest in EnergyC QLD Limited and therefore can direct the activities of EnergyC through determining the operating and financing policies of EnergyC.
- Tribis Pty Ltd holds a 27.53% ownership interest in Zeta, and therefore a further indirect interest in EnergyC of 9.18%.

- As at the reporting date, the ability of Zeta and EnergyC to continue as going concerns is fully dependent on the provision of financial support from Tribis, in the form of a material loan facility ('Loan').
- As at 31 December 2021 Zeta was indebted to Tribis for A$799,763 (£429,953), which includes the Loan and fees payable under the ASA[1]. Without Tribis supporting EnergyC, through its loan agreement with Zeta EnergyC would not have received financial support received to date and would not have been incorporated.

[1] Refer to note 13.

4. INVESTMENT IN ENERGYPATHWAYS LIMITED

Zeta is the holder of 20,000,000 EnergyPathways Ltd shares ('EnergyPathways'). EnergyPathways Ltd was incorporated under the Companies Act 2006 as a private company on 16 July 2021 (Company Number: 13514607) when Zeta was issued 10,000 Ordinary Shares as the sole shareholder of EnergyPathways (including effect of share subdivision which occurred on 21 September 2021).

Subsequently, on 11 August 2021, EnergyPathways Irish Sea Limited was incorporated as a wholly owned subsidiary of EnergyPathways Ltd. EnergyPathways holds a 100% interest in Block 110/4a in the East Irish Sea, which encapsulates the Marram Gas Field.

Loss of control

On 20th October 2021, EnergyPathways issued:

- 50,000,000 Ordinary shares at 0.01p per share as consideration for introduction of the Marram project to EnergyPathways.
- 73,333,324 Ordinary shares at 1.5p per share to raise £1,100,000 seed capital.
- 19,990,000 Ordinary shares to Zeta Petroleum Plc for costs incurred in connection with the establishment of EnergyPathways and arranging financing for the company.

Accordingly, on 20th October 2021, Zeta Petroleum lost control of EnergyPathways Ltd. The gain recognised by Zeta Petroleum upon the loss of control (and the reclassification of the investment to an investment in fair value through profit and loss) is calculated as per the table below. For the purpose of the table below, 'EnergyPathways' comprises EnergyPathways Ltd and EnergyPathways Irish Sea Limited.

	Number of Ordinary shares	%	Fair value on date of reclassification £
Total Shares on issue	**158,433,324**	**100%**	**1,266,372**
Shares held by Third Parties	138,433,324	87.38%	1,106,510
Shares held by Zeta	20,000,000	12.62%	159,862

	Note	2021 £	2020 £
Fair value of shares at date of reclassification		159,862	-
Value of shares held by Zeta at 20th October 2021 at cost		-	-
Gain recognised by Zeta Petroleum Plc upon loss of control	8(a)	**159,862**	**-**

Significant judgement: determination that Zeta Petroleum does not control, nor have significant influence over EnergyPathways

From 20th October 2021 it was adjudged by management of Zeta Petroleum that the Company no longer had control over EnergyPathways.

On this date, 123,333,324 Ordinary Shares were issued by EnergyPathways (excluding 15,100,000 Performance Shares issued on this date). With the exception of 2,666,666 shares issued to an entity controlled by then Zeta director Stephen West, all shares were issued to parties unrelated to Zeta Petroleum. 19,990,000 shares were also issued to Zeta Petroleum on this date, and accordingly, Zeta's interest was 20,000,000 Ordinary Shares, being 13.95% of the total Ordinary Shares on issue (143,333,324).

At 31 December 2021, and for the entire period since 20 October 2021, three of the four directors of Zeta Petroleum have been directors of EnergyPathways Ltd, notwithstanding, the directors have concluded that Zeta does not control, nor have significant influence over EnergyPathways, in reaching this conclusion, the following factors were considered:

- Zeta holds 13.95% of the voting rights of EnergyPathways Ltd.
- Zeta does not provide management personnel services to EnergyPathways. Zeta is a shell company. EnergyPathways employs five individuals who are unconnected to Zeta in all respects.
- Zeta does not have the means, resources or ability to provide essential technical information to EnergyPathways.

5. INCOME STATEMENT

ADMINISTRATIVE AND OTHER EXPENSES

	2021 £'000	2020 £'000
Director Fees	7	18
Professional fees	11	2
Administration Services (Tribis Pty Ltd, refer to note 13)	33	32
ASX listing fees	-	7
Auditor remuneration	13	15
Share registry fees	6	6
Other	(9)	20
Total administrative and other expenses	**61**	**100**

FINANCE EXPENSES

	2021 £'000	2020 £'000
Variation Fee	11	-
Line fee	61	41
Interest Expense	25	12
Total finance expenses	**97**	**53**

The above fees are calculated in accordance with the Company's loan facility with Tribis Pty Ltd, full disclosure is provided at note 8(c) below.

6. REMUNERATION OF DIRECTORS (KEY MANAGEMENT PERSONNEL)

	2021 Basic salary and fees £'000	2021 Total £'000	2020 Basic salary and fees £'000	2020 Total £'000
T. Osborne[1]	-	-	-	-
S. Trevisan[2]	-	-	-	-
S. West	4	4	9	9
G. Hancock	3	3	9	9
Total	**7**	**7**	**18**	**18**

[1] T Osborne is not paid a fee by the Company.

[2] S Trevisan is not paid a fee by the Company.

Mr Stephen West and Mr Greg Hancock were the only directors remunerated for their services during the year to 31 December 2021.

In May 2019, the directors agreed to accrue their fees, which at the time, was A$3,000 per month for each director. On 21 April 2021 the Company was indebted to Mr West and Mr Hancock for A$72,000 (£39,898) and A$69,000 (£38,235) respectively, being director fees accrued to 31 March 2021.

On this date Mr West and Mr Hancock agreed to:

- settle their fees accrued to 31 March 2021 for A$50,000 (£27,707) and A$47,500 (£26,322) respectively payable in shares in Zeta Petroleum, only in the event that Zeta became a listed company.
- No longer accrue directors fees.

By December 2021 the Company had made progress towards the intended completion of an acquisition of EnergyCapture Pty Ltd and from that point in time, it was no longer the Company's intention to re-list on a stock exchange.

Accordingly, it was necessary for the Company to re-agree with Mr West and Mr Hancock the proposed method of settling their fees owing.

- On 3 December 2021, the Company agreed with Mr West to settle the outstanding fees accrued to 31 March 2021 (A$72,000) for 1,000,000 Zeta Petroleum shares, at an issue price of A$0.06 per share, being A$60,000. The shares were subsequently issued on 10 December 2021.
- On 3 December 2021, the Company agreed with Mr Hancock to settle the outstanding fees accrued to 31 March 2021 (A$69,000) for 950,000 Zeta Petroleum shares, at an issue price of A$0.06 per share, being A$57,000. The shares were subsequently issued on 10 December 2021.

As the Company has settled these debts to the directors via the issue of equity instruments, which is not in accordance with the original established terms, the Company accounts for the settlement of these debts in the manner consistent with the accounting policy disclosed above at note 1.9. A reconciliation of the amounts recognised in Director fees and Loss on settlement of liability is set out in the table below:

	S. West £	G. Hancock £	Total £
Director Fees	3,438[1]	3,267[1]	6,705
Fair Value Loss recognised	5,404	5,133	10,537
Total	**8,842**	**8,400**	**17,242**

(1) Director fees accrued to 31 December 2020, and recognised as an expense in prior reporting periods amounted to: Stephen West (£24,244, A$43,750) and Greg Hancock (£22,888, A$41,304).

There were no post-employment benefits or other long term benefits paid to directors or employees.

7. INCOME TAX

	2021 £'000	2020 £'000
Total income tax:		
Total income tax charge	**-**	-

A reconciliation of the income tax expense applicable to the accounting profit/(loss) before tax at the statutory income tax rate to the income tax expense at the Company's effective income tax rate is as follows:

	2021 £'000	2020 £'000
Accounting profit (loss) before tax	**61**	**(153)**
Expected tax credit at standard UK effective corporation tax of 19% (2020 – 19%)	12	(29)
Disallowed expenses	(1)	1
Non-Assessable income	(57)	-
Tax losses not recognised	46	28
Tax charge for the year	**-**	**-**
Total income tax:		
Total income tax charge	**-**	-

This disallowed expense above represents expenditure of £11,077 (pre-tax), this amount is substantially the 'loss on settlement of liability" disclosed at note 8(B).

The Company has tax losses arising in the UK of £10,910,564 (2020: £10,668,230) and a deferred tax asset not recognised in the accounts of £2,073,007 (2020: £2,026,964) that are available indefinitely for offset against future taxable profits of the companies in which these losses arose. The Directors do not consider it appropriate to provide for any deferred tax asset on the basis that there are insufficient profits arising in the foreseeable future against which to offset the losses.

At year end the Company had unrecognised deferred tax assets comprising £3,488 (2020: £3,488) arising from deferred capital allowances, and unrecognised deferred tax asset of £46 (2020: £46) arising from share based payments. The Directors do not consider it appropriate to provide for any deferred tax asset on the basis that there are insufficient profits arising in the foreseeable future against which to offset the losses.

8. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

This note provides information about the Company's financial instruments, including:
• an overview of all financial instruments held by the Company;
• specific information about each type of financial instrument;
• accounting policies, and
• information about determining the fair value of the instruments, including judgements and estimation uncertainty involved.

Financial Assets	**Note**	**2021 £'000**	**2020 £'000**
Financial Assets at amortised cost			
Cash and cash equivalents		1	1
Financial assets at fair value through profit or loss (FVPL)			
Investments in Unlisted equity securities	8(a)	300	-
Loan to related party	8(d)	-	-
		301	**1**

Financial Liabilities		**2021 £'000**	**2020 £'000**
Liabilities at amortised cost			
Trade and other payables	8(b)	139	139
Borrowing	8(c)	348	184
		487	**323**

The Company's exposure to various risks associated with the financial instruments is discussed in note 12. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

8 (A). FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Company classifies the following financial assets at fair value through profit or loss (FVPL):

• debt investments that do not qualify for measurement at either amortised cost or FVOCI and

• equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

	2021 £'000	**2020 £'000**
Financial assets at fair value through profit or loss (FVPL)		
Unlisted Securitites		
EnergyPathways Ltd	300	-
	300	**-**

EnergyPathways Ltd
Zeta is the holder of 20,000,000 EnergyPathways Ltd shares ('EnergyPathways'). These shares were allotted to Zeta for costs incurred in connection with the establishment, and arrangement of financing for EnergyPathways Ltd.

Upon loss of control of the subsidiary on 20th October 2021 the Company's investment was revalued to £159,862, in accordance with the Company's accounting policy, refer to note 4.

At 31 December 2021 the fair value of an Ordinary share in EnergyPathways Ltd is assessed at 1.5p, and accordingly, a gain is recognised in the Statement of Profit and Loss and Comprehensive Income.

	Note	2021 £'000	2020 £'000
Value of Investment at date of loss of control	4	160(1)	-
Gain recognised		140	-
Value of investment at 31 December 2021		300*	-
Gain on financial assets (fair value through profit and loss)		**300**	

(1) £159,862
*being 20,000,000 ordinary shares at 1.5p per share.

This investment has been classified on the Statement of Financial Position as a Non-currrent asset because the Company is not holding these shares for the purpose converting them into cash in the period which is 12 months from the reporting date, being 31 December 2021.

Fair value and risk exposure
Information about the method used in determining fair value is provided in 8(e).

The asset is equity instruments of a company whose shares are denominated in British Pounds, which is not the functional currency of Zeta. The material asset of EnergyPathways Ltd predominantly pertains to Natural Gas. Disclosure on risks pertaining to this investment is provided at note 12.

Significant estimate
The shares which represent this investment are not traded in an active market, and accordingly judgement is used in determing the fair value.

Disclosure pertaining to the valuation of this investment is provided note 8(e).

8(B). TRADE PAYABLES AND ACCRUALS

	2021 £'000	2020 £'000
Trade payables	43	23
Accruals	96	116
As at end of year	**139**	**139**

The Company's trade payables and accruals includes:

- Director fees, and fees payable to Tribis Pty Ltd pursuant to an administrative services agreement with the Company.
- Fees payable to professional service providers
- Fees payable for services provided in relation to the securing of an investment for the Company.

- Fees payable for the Company's external audit for the annual reporting period.

Accruals at 31 December 2020 included £47,132 director fees owing to the two Zeta directors who are remunerated for their services. On 10 December 2021, the Company settled these accrued fees, and fees accured to 31 March 2021 (when the directors agreed to no longer accrue fees) via the issue of ordinary shares. Refer to note 6 for further disclosure on this settlement.

The Company issued shares amounting to £66,463 on 10 December 2021, the issue of these shares was for settlement of debts accrued at 31 December 2020 and for additional director fees, and fees payable to Alcester Projects Limited accrued to 31 March 2021.

A reconciliation is as below

	2021 £
Settlement of debts accrued to 31 March 2021	55,386
Loss on settlement of liability	11,077
	66,463

8(C). BORROWINGS

	2021 £'000	2020 £'000
Related party debt (Tribis Pty Ltd)	348	184
As at end of year	**348**	**184**

SUMMARY

Loan from Tribis Pty Ltd

During the year, the Company continued to receive financial support from its largest shareholder Tribis Pty Ltd, a related party of the Company. The terms of the loan facility as at 31 December 2021 are disclosed below.

Loan from EnergyPathways Ltd

As described at note 4 above, on 16 July 2021 the Company incorporated a subsidiary company EnergyPathways Ltd.

EnergyPathways completed a capital raising during the reporting period to 31 December 2021 however it did not have a bank account until 30 November 2021. Zeta allowed EnergyPathways to receive funds from investors on its behalf, which where then transferred to EnergyPathways before the end of the year.

No fees or charges were charged to EnergyPathways for the use of Zeta's bank account.

Reconciliation to disclosures on the Statement of Cash Flows.

	2021 £'000	2020 £'000
Proceeds from borrowings		
EnergyPathways Ltd	1,130	-
Tribis Pty Ltd	76	83
Total Proceeeds from borrowings	**1,206**	**83**
Repayment of borrowings		
EnergyPathways Ltd	(1,130)	-
Total Repayment of borrowings	**(1,130)**	**-**

Further disclosure pertaining to loan from Tribis Pty Ltd

The borrowings repayable to Tribis at 31 December 2021 includes principal of £187,085 (A$348,000) (31 December 2020: £116,128 (A$205,282)) and charges including, establishment fee, variation fee, interest and line fee totalling £160,668 (A$298,863)(31 December 2020: £68,349(A$120,822)).

Loans reconciliation

	£	A$
Balance at 1 January 2020	**£39,454**	**$74,189**
Loan received	£83,421	$155,282
Borrowing expenses		
Interest payable	£11,719	$21,366
Line Fee	£40,998	$75,267
Effect of exchange differences	£8,885	-
Balance at 31 December 2020	**£184,477**	**$326,104**
Balance at 1 January 2021	**£184,477**	**$326,104**
Loan received	£76,410	$142,719
Borrowing expenses		
Interest payable	£25,035	$46,040
Variation Fee	£10,949	$20,000
Line Fee	£60,992	$112,000
Effect of exchange differences	(£10,110)	-
Balance at 31 December 2021	**£347,753**	**$646,863**

The terms of the loan, which were applicable at 31 December 2021 are as below.

Term	Detail
Facility Limit	A$750,000
Variation Fee	A$20,000
Line Fee	Ten thousand dollars (A$10,000) per month payable monthly in advance. This fee was payable with effect from 19 May 2021. Prior this date, the fee was eight thousand dollars (A$8,000) per month on the A$400,000 facility in place at 31 December 2020.
Interest	10% p.a. accruing daily on the outstanding balance of the loan and capitalised fees.
Default Events	Each of the following is a "Default Event": a) The ASA is terminated for any reason; b) A nominee of Tribis ceases to be a Zeta board member for any reason (including voluntary resignation); c) Zeta fails to complete acquisition of EnergyCapture Pty Limited and capital raising by 31 October 2021 or a later date agreed by Tribis; and d) If Zeta or any subsidiary or EnergyCapture Pty Limited has an insolvency event.
Term of loan	The Loan will expire on 31 May 2022 or a later date agreed by Tribis Pty Ltd in its absolute discretion. The Loan is repayable on the earlier of expiry of the Loan or a Repayment Event. The Repayment Events are: o immediately upon a Default Event (above) d); o failure to remedy a Default Event (above) a), b) or c) within 7 days of receiving notice from Tribis requiring Zeta to do so; o completion of a settlement event at which Tribis elects to take repayment in whole or part of the Loan.
Manner of Loan Repayment / Settlement	The Loan including all capitalised amounts, and administration services fees accrued, will be settled at Tribis' election from: o cash from a capital raising; o equity in any new project acquired by Zeta at the acquisition value; o shares in Zeta at the lowest capital raising price for a capital raising undertaken by Zeta undertaken between the date of this variation and the date of repayment; or o any combination at Tribis' nomination of these alternatives.

Subsequent to the end of the reporting period, with effect from 3 June 2022, Tribis agreed with the Company to amend and replace the terms of the loan and extend its term. The revised terms are set out below.

Term	**Detail**
Facility Limit	One million five hundred thousand dollars (A$1,500,000) less: o any repayment of the Loan (A$750,000); and o the amount owing to Tribis pursuant to the Administrative Services Agreement, or such greater amount agreed by Tribis. The Facility Limit will be permanently reduced by any and all Loan repayments.
Variaton Fee	A$20,000
Line Fee	Ten thousand dollars (A$10,000) per month payable monthly in advance.
Interest	10% p.a. accruing daily on the outstanding balance of the loan and capitalised fees.
Default Events	Each of the following is a "Default Event": a) The ASA is terminated for any reason; b) A nominee of Tribis ceases to be a Zeta board member for any reason (including voluntary resignation); c) Zeta fails to complete acquisition of EnergyCapture Pty Limited and capital raising by 31 October 2022 or a later date agreed by Tribis; and d) If Zeta or any subsidiary or EnergyCapture Pty Limited has an insolvency event.
Term of loan	The Loan will expire on 31 May 2023 or a later date agreed by Tribis Pty Ltd in its absolute discretion. The Loan is repayable on the earlier of expiry of the Loan or a Repayment Event. The Repayment Events are: o immediately upon a Default Event (above) d); o failure to remedy a Default Event (above) a), b) or c) within 7 days of receiving notice from Tribis requiring Zeta to do so; o completion of an event pursuant to clause 10* at which Tribis elects to take repayment in whole or part of the Loan.
Manner of Loan Repayment / Settlement *(clause 10 of the Company's agreement with Tribis)	The Loan including all capitalised amounts, and administration services fees accrued, will be settled at Tribis' election from: o cash from a capital raising; o equity in any new project acquired by Zeta at the acquisition value; o shares in Zeta at the lowest capital raising price for a capital raising undertaken by Zeta undertaken between the date of this variation and the date of repayment; or o any combination at Tribis' nomination of these alternatives.

8(D). LOAN TO RELATED PARTY

EnergyC QLD Limited

The Company provided funds to EnergyC QLD Limited (note 3) during the reporting period for the amount of £69,892 (A$130,008). This amount represents cash loaned to the company and invoices settled by Zeta on behalf of EnergyC.

	2021	2020
	£'000	£'000
Receivable from related party	70	-
Provision for doubtful debt recognised	(70)	-
As at end of year	**-**	**-**

8(E). RECOGNISED FAIR VALUE MEASUREMENTS

Fair value hierarchy
This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements.

Financial assets are classified into three hierachy levels prescribed under the accounting standards which are described below. The Company's financial assets at Fair Value Through Profit or Loss are classified as level three, as the assets are Ordinary Shares in an unlisted company.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (e.g. over-thecounter derivatives) is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Valuation inputs used to determine fair values:

EnergyPathways:
In 20 October 2021 EnergyPathways raised £1,100,000 through an issue of Ordinary Shares. The price at which the Company raised capital is the value used to measure Zeta's holding of EnergyPathways shares. To 31 December 2021 no events or transactions occurred which would reasonably change the value of an Ordinary share of EnergyPathways.

	Note	**EnergyPathways Ltd**	**Total**
		£'000	**£'000**
Opening Balance 1 January 2021			
Gain recognised in the Statement of Profit and Loss and Other Comprehensive Income	8(a)	300	300
As at 31 December 2021		**300**	**300**

9. SHARE CAPITAL

Allotted, issued and fully paid:	Number of ordinary shares	£'000
As at 1 January 2020	**29,778,097**	**1,288**
As at 31 December 2020	**29,778,097**	**1,288**
As at 1 January 2021	**29,778,097**	**1,288**
Share Issue, December 2021[1, 2, 3]	2,050,000	66
As at 31 December 2021	**31,828,097**	**1,354**

(1) On 10 December 2021 the Company issued 1,000,000 shares to Non-Executive Chairman Mr Stephen West (retired 29 June 2022), the shares were issued to settle director fees accrued in favour of Mr West over the period 1 Apri1 2019 to 31 March 2021, when he was not otherwise remunerated by the Company. The shares were issued at a value of A$0.06 per share, being a total of A$60,000.

(2) On 10 December 2021 the Company issued 950,000 shares to Non-Executive Director Mr Greg Hancock, the shares were issued to settle director fees accrued in favour of Mr Hancock over the period 1 May 2019 to 31 March 2021, when he was not otherwise remunerated by the Company. The shares were issued at a value of A$0.06 per share, being a total of A$57,000.

(3) On 10 December 2021 the Company issued 100,000 shares to Company Secretary Mr Ben Hodges, the shares were issued to settle fees accrued in favour of Mr Hodges as at 31 March 2021 of £4,078. The shares were issued at a value of A$0.06 per share, being a total of A$6,000.

Ordinary Shares

All shares are held in A$ at a nominal rate of 0.06. The holder of Ordinary Shares is entitled to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. Ordinary Shares have no par value and the Company does not have a limited amount of authorised capital.

10. RESERVES

SHARE PREMIUM RESERVE

Issued capital relates to the nominal value of the shares issued. Share premium reserve relates to the excess of consideration paid over the nominal value of the shares after deducting related expenses.

	2021 £'000	2020 £'000
As at start of year	**9,363**	9,363
As at end of year	**9,363**	9,363

SHARE BASED PAYMENT RESERVE

Share based payments reserve relates to the equity element of share option transactions with employees and brokers adjusted for transfer on exercise, cancellation or expiry of options.

At 31 December 2021 there were no Options remaining on issue. At 31 December 2020, the value in the reserve is £186 (A$350), being the value historically credited to the reserve for the 136,250 Options remaining on issue at 31 December 2020.

	2021 Number	**2021 WAEP £**	2020 Number	2020 WAEP £
Outstanding at the beginning of the year	136,250	0.85	261,250	0.95
Lapsed during the year	(136,250)	0.85	(125,000)	1.06
Outstanding at end of year	**-**	**-**	**136,250**	**0.85**
Exercisable at end of year	**-**	**-**	**136,250**	**0.85**

In relation to the comparative year

- The weighted average remaining contractual life for the share options outstanding as at 31 December 2020 was 0.28 years.
- The exercise price of the Options outstanding at the end of year was £0.85 ($1.60).
- The expiry dates of the Options outstanding at 31 December 2020 ranged from 6 February 2021 to 4 July 2021.

No options were issued during the current year or the comparative year.

11. ACCUMULATED LOSSES

	2021 £'000	2020 £'000
Accumulated Losses at beginning of year	10,884	10,731
(Profit)/Loss for year	(61)	153
Accumulated Losses at end of year	**10,823**	**10,884**

Accumulated losses is the cumulative net losses recognised in the Statement of Profit or Loss and Other Comprehensive Income adjusted for transfers on exercise, cancellation or expiry of options from the share-based payments reserve.

12. FINANCIAL RISK MANAGEMENT

This note explains the Company's exposure to financial risks and how these risks could affect the Company's future financial performance.

Risk	**Exposure arising from**
Market Risk – Foreign exchange rate risk	Trade and other payables
Market Risk – Commodity Price Risk	Investments in equity securities
Market Risk – Equity Price Risk	Investments in equity securities
Liquidity Risk	Borrowings

The Company's financial instruments comprise Cash and Cash equivalents, Trade and Other Payables, a loan provided to a related party, Investments in equity securities and Borrowings.

The Company does not have a material amount of Cash and Cash equivalents and therefore does not consider credit risk to be a substantial risk.

Foreign currency risk
The Company operates internationally and has monetary assets and liabilities in currencies other than the functional currency of the Company.

Foreign currency risk arises due to assets and liabilities denominated in non-Australian dollar ('AUD') currencies changing in real AUD terms due to movement in foreign exchange rates against the Australian dollar.

The Company does not use foreign exchange contracts to hedge its foreign currency risk.

The Company's financial assets and liabilities are denominated in the different currencies as set out below.

Financial instruments denominated in British pounds (GBP)

	Value in British Pounds '000	**Value in Australian dollar '000**
Current Assets – 2021		
Cash and cash equivalents	**1**	**2**
Liabilities – 2021		
Trade payables and accruals	**11**	**21**
Current Assets – 2020		
Cash and cash equivalents	**1**	**1**
Liabilities – 2020		
Trade payables and accruals	**6**	**11**

Sensitivity
For the Company's Cash and Cash equivalents and Trade and Other payables and accruals an increase or decrease in the AUD/GBP exchange rate would not result in a material adjustment in to the reported loss for the year ended 31 December 2021.

Commodity Price risk

EnergyPathways' single material asset is Block 110/4a, a sub area of the United Kingdom Seaward Production License P2490 over what is known as the Marram Gas Field in the East Irish Sea. Accordingly, the price of its shares are materially related to the price of Natural Gas. As a consequence the value of Zeta's investment in EnergyPathways is subject to changes in the price of Natural Gas.

Equity Price risk

The Company's exposure to equity price risk arises from its holding of shares in EnergyPathways Ltd. The Company does not take steps to manage this risk.

Liquidity Risk
The Company monitors liquidity risk on a monthly basis by maintaining cashflow summaries and forecasts extending out for a twelve month period. The Company is supported by its major shareholder Tribis Pty Ltd to meet both overhead and operational cashflow obligations. The Company has no long term cash investments at reporting date.

The table below summarises the maturity profile of the Company's financial liabilities 31 December 2021 and 2020 based on contractual undiscounted payments:

	On Demand £'000	Less than 3 months £'000	Greater than 3 months, less than 1 year £'000	Greater than 1 year, less than 5 year £'000	Other £'000	Total £'000
Year ended 31 December 2021						
Trade payables and accruals	25	114	-	-	-	139
Borrowings	-	-	348	-	-	348
As at 31 December 2021	**25**	**114**	**348**	**-**	**-**	**487**
Year ended 31 December 2020						
Trade payables and accruals	17	20	-	-	102	139
Borrowings	-	-	-	184	-	184
As at 31 December 2020	**17**	**20**	**-**	**184**	**102**	**323**

Borrowings (Loan agreement with Tribis Pty Ltd)
At 31 December 2021, the Company had a loan facility with Tribis Pty Ltd, a reconciliation of this facility is disclosed below.

	2021		**2020**	
	Value in British Pounds £	**Value in Australian dollars $**	**Value in British Pounds £**	**Value in Australian dollars $**
Loan balance	347,753	646,863	184,477	326,104
Facility	403,200	750,000	226,280	400,000
Facility available	**55,447**	**103,137**	**41,803**	**73,896**

Susbequent to the end of the year, Tribis agreed with the Company to increase the facility limit to A$1,500,000, taking into account cash outflows and fees incurred under loan in the period to 31 October 2022, the remaining available facility at that date is £212,232 (A$378,918).

Full detail on the loan agreement with Tribis including a reconciliation of the loan balance is provided above at note 8(c) above.

13. RELATED PARTY TRANSACTIONS

There were no related party transactions during the year other than remuneration to Directors as disclosed in note 6 and those listed below:

Administration Services Agreement with Tribis Pty Ltd
On 26 July 2016 the Company entered into an Administrative Services Agreement ('ASA') with Tribis Pty Ltd ("Tribis") for the provision of Australian head office location, company secretarial, administrative support and corporate management services and facilities.

For the reporting periods ended 31 December 2021 and 31 December 2020 the amount payable in exchange for provision of these services was A$5,000 per month.

With effect from 1 May 2019 Tribis agreed with the Company to accrue the fee's payable under the terms of the administration services agreement. The fees payable to Tribis as at 31 December 2021 is A$152,901 excluding GST (£82,199) (31 December 2020: A$92,766 excluding GST (£52,478)).

For the year to 31 December 2021, a total of A$60,000 (£32,766) has been included in the Statement of Profit and Loss and Other Comprehensive Income (31 December 2020: A$60,000 (£32,124)).

Pursuant a loan agreement entered into with the Company on 19 May 2021, it was agreed with Tribis that the monthly fee would increase to $10,000 upon Zeta relisting on a stock exchange or completing capital raisings for in excess of A$2 million in aggregate in a 4 month period.

Reconciliation of total fees paid or payable to Tribis Pty Ltd.

	Value in Australian dollars	**Value in British Pounds**
Pursuant to administration services agreement	A$60,000	£32,766
	A$60,000	**£32,766**

Accrual of fees payable to Non-Executive Directors Mr Stephen West and Mr Greg Hancock, subsequent settlement via the issue of shares.

With effect from 1 May 2019 Non-Executive Directors Mr Stephen West and Mr Greg Hancock agreed to accrue their director fees payable by the Company, until subsequently agreed otherwise with the Company.

Disclosure pertaining to settlement of fees accrued by Mr West and Mr Hancock is provided at note 6 above.

Loan from Tribis Pty Ltd

During the 2021 year, Zeta was supported by Tribis Pty Ltd, the Company's largest shareholder, of which Mr Simon Trevisan (non-executive director) is the Managing Director.

At the commencement of the year the loan had a facility limit of of A$400,000, this facility was amended and replaced on 19 May 2021, when Tribis agreed with the Company to increase the limit to A$750,000 with a time extension to 31 May 2022.

Subsequent to the end of the reporting period the terms of this loan facility were amended.

Further detail on this facility is provided at note 8(c) above.

Transactions relating to the 2020 year (comparative period)
During the 2020 year, the related party transactions were the accrual of fees under the ASA and drawdowns and fees are charges pertaining ot the loan facility with Tribis.

The loan facility had a A$250,000 limit at the start of that year, which then increased to a A$400,000 limit on 21 September 2020.

14. COMMITMENTS

Administration Services Fees
Refer to note 13 for disclosure on the Company's Administration Services Agreement ('ASA') with Tribis Pty Ltd. The agreement has no specified end date, and could be cancelled by either party after the provision of 6 months' notice, at A$5,000 per month, as a result, the commitment at any one time is A$30,000 plus GST (31 December 2020: A$30,000).

Share Registry Services
The Company engages Computershare to provide share registry services. The minimum fee for this service is £4,000 per annum, and in the notice period for termination of the services is 6 months, at 31 December 2021 the Company therefore had a commitment of £2,000 (31 December 2020: £2,000).

15. EVENTS AFTER THE REPORTING PERIOD

Tribis loan

Subsequent to the end of the reporting period, the Company entered into an amended loan agreement with Tribis Pty Ltd, which included increasing the facility limit from A$750,000 to A$1,500,000. Further disclosure on these terms is provided at note 8(c) above.

The loan amendment includes incorporating fees payable under the ASA into the loan, as at 31 December 2021 fees accrued were not part of the loan facility.

A reconciliation of movement in the loan facility is provided below:

	Loan Facility	**Total Owing**	
		Value in Australian dollars	**Value in British Pounds**
As at 31 December 2021	A$750,000	$646,863	£347,753
As at 1 January 2022	**A$750,000**	**$646,863**	**£347,753**
Increase loan facility	A$750,000	N/A	N/A
New Facility Amount	**A$1,500,000**	N/A	N/A
Increase to loan subsequent to 31 December 2021			
Administration Services Fees owing			
as at 31 December 2021		A$152,901	£82,200
1 January 2022 to 31 October 2022		A$49,032	£27,631
Loan draw downs		A$86,010	£48,468
Loan fees and charges		A$186,276	£104,970
Total Increase		**A$474,219**	**£263,269**
Effect of exchange differences		-	£16,896
Total Debt to Tribis at 31 October 2022		**A$1,121,082**	**£627,918**

Reconciliation of Debt

	Value in Australian dollars	**Value in British Pounds**
Principal	A$434,010	£243,089
Loan fees and charges	A$485,139	£271,726
Administration Services Fees	A$201,933	£113,103
Total Debt	**A$1,121,082**	**£627,918**

As at the date of approval of the financial report, the loan facility has a limit of A$1,500,000 (£840,150), total debt owing under the facility is A$1,121,082 (£627,918), and accordingly funds available to Zeta is A$378,918 (£212,232).

Share Registry

On 4 May 2022 the Company provided 6 months' notice to its share registry service provider, Computershare Investor Services PLC advising that the Company will be maintaining its share registry 'in-house' from its Registered Office in Perth, Western Australia.

Accordingly, from 3 November 2022 the Company will no longer engage Computershare to provide a share registry service.