

**CLEAN INVEST AFRICA PLC**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2019**

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**Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

**Company Information****DIRECTORS:**

M A K AlKhalifa  
F Fantechi  
N Lyons  
P B Ryan

**SECRETARY:**

MSP Corporate Services Limited

**REGISTERED OFFICE:**

Eastcastle House  
27-28 Eastcastle Street  
London  
W1W 8DH

**REGISTERED NUMBER:**

10967142 (England and Wales)

**INDEPENDENT AUDITORS:**

PKF Littlejohn LLP  
Statutory Auditor  
15 Westferry Circus  
Canary Wharf  
London E14 4HD

**CORPORATE ADVISOR:**

Peterhouse Capital Limited  
80 Cheapside  
London  
EC2V 6EE

## **Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

### **Strategic Report**

The Directors present their strategic report on Clean Invest Africa Plc (the "Group" or the "Company") for the period 1 January 2019 to 31 December 2019.

#### **Principal activity**

The Group's primary strategy is to identify investment opportunities and acquisitions in clean energy projects/companies or alternative technologies that are used in a socially and environmentally responsible way on a global basis, with the intention of building a diversified portfolio of assets.

The subsidiaries of the Company, CoalTech Limited ("CoalTech"), a company registered in the United Kingdom with registered number 11368750, and Coal Agglomeration South Africa (Pty) Ltd. ("CASA"), a company registered in South Africa with registered number 2015/439393/07 and CoalTech's subsidiary Coal Tech LLC, a company registered in the United States of America with registered number 5685936 (collectively referred as "CoalTech Group"), are primarily engaged in agglomerating coal fines waste (coal dust) into coal pellets through the commercialisation of the Group's proprietary binding technology.

#### **Review of business and future developments**

The Directors are pleased to report, further to the completion on 4 July 2019 of the Sale and Purchase Agreement ("SPA") originally signed on 17 December 2018 to acquire the remaining 97.5% of CoalTech and the remaining 97.5% of CASA that the Company did not already own, that trading in Clean Invest Africa plc's (AQSE: CIA) ordinary shares resumed on 4 July 2019 on the Aquis Stock Exchange Growth Market ("AQSE Growth Market")(previously NEX Exchange Growth Market) after its suspension on 11 January 2019.

On 4 July 2019, Clean Invest Africa plc ("the Legal Parent") acquired CoalTech Group. The transaction was not a business combination, and has been accounted for with reference to the guidance for reverse acquisitions in IFRS 3 Business Combinations and IFRS 2 Share-Based Payment. Although Clean Invest Africa plc was the legal acquirer of the CoalTech Group, the consolidated results presented are as if the CoalTech Group had acquired the Legal Parent. The basis and period of preparation is set out in the notes to the financial statements.

The financial results of the Group for the year ended 31 December 2019 show a loss after taxation of £9,133,485 (2018: loss of £1,100,645), principally attributable to non-cash expenditure for the grant of share options and warrants of £3,222,182 and the reverse acquisition share-based payment of £4,544,161.

Since re-admission to AQSE Growth Market and further to the SPA, the Company issued on 29 November 2019 the final tranche of the Consideration Shares in respect of CoalTech while a further 13,291,745 Ordinary Shares are ready to be issued to the remaining South African Resident Sellers once the necessary approvals for CASA from the South African Reserve Bank ("SARB") have been granted. The Company currently owns 100% of CoalTech and 75% of CASA.

As part of the integration process, and as announced on 30 September 2019, the Company has changed its financial year end date to 31 December to align the accounting year end of all companies within the Group.

On 7 January 2020, the Company appointed Shaikh Mohamed Abdulla Khalifa AlKhalifa as the Non-Executive Chairman and confirmed Filippo Fantechi's appointment as the Chief Executive Officer.

On 20 July 2020, a total of 15,000,000 Ordinary Shares with warrants ("Placing Shares") were placed with investors at 1 pence per share to raise £150,000. The funds raised being utilized to promote the continuing growth of the Company and its investments in CoalTech and CASA. On 28 October 2020, the Company issued unsecured convertible loan notes for a total of £155,000. The convertible loan notes have an annual cash coupon of 8% payable semi-annually, mature on 31 December 2022 and are convertible then at the option of the holder into 7,750,000 ordinary shares of 0.25p nominal value each in the Company at a price of 2.00 pence per share. The funds raised as a result of the issue of these notes will be used to provide additional working capital for the Company.

#### **Outlook**

The Directors are pleased with the progress made in this initial period, notwithstanding the impacts on the Group's business of the COVID-19 pandemic and look forward to continuing to update shareholders on the progress of the Group and the exciting prospects ahead, some of which are developing reasonably fast. We continue to seek new investment opportunities and will advise shareholders as they come to fruition.

## **Strategic Report (continued)**

### **Key performance indicators**

The Directors monitor the activities and performance of the Company on a regular basis. The main KPI's are listed as follows:

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Net current liabilities	(2,557,599)	(1,151,452)
Cash and cash equivalents	13,231	48,444
Net liabilities	(2,053,677)	(718,254)

During the year the Board actively focused on cash management, taking proactive steps to preserve the cash position.

### **Principal risks and uncertainties**

The Company's strategy is to follow an appropriate risk policy, which effectively manages exposures related to the achievement of business objectives. The Directors are responsible for approving the Company's strategy and determining the appropriate level of risk. The key risks which the Group faces are detailed as follows:

#### **Credit risk**

The Company's credit risk is primarily attributable to its cash balance. The credit risk on liquid funds is limited because the counterparty is a large international bank.

The Company's total credit risk amounts to the total of the sum of the receivables and cash and cash equivalent.

#### **Liquidity risk**

The Company's liquidity risk is managed by the directors through regular assessment of required cash levels. It will be necessary to raise additional funds in the future by a further issue of ordinary shares or by other means. There is therefore a risk that the Company may not be able to raise, either by debt or equity, sufficient funds to enable it to finance future acquisitions or investments.

#### **Interest rate risk**

The Company's only exposure to interest rate risk is the interest received on the cash held on deposit, which is immaterial.

Further details regarding the financial instruments can be found in note 19 to the financial statements.

### **Internal controls**

The Directors recognise the importance of both financial and non-financial controls and has reviewed the Company's control environment. Since the Company was established the Directors are satisfied that, given the current size and activities of the Company, adequate internal controls have been implemented. The Directors are aware that no system can provide absolute assurance against material misstatement or loss, however, in light of the current activity and proposed future development of the Company, continuing reviews of internal controls will be undertaken to ensure they are adequate and effective.

### **Directors' Section 172 statement**

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members and stakeholders as a whole, as required by Section 172 of the Companies Act 2006. As Directors of this Company we are required to act in ways that we consider, in good faith, would be most likely to promote the success of the Company in the long term for the benefit of its members as a whole, the community and the environment having regard to:

- Likely consequences of long-term decisions
- Interests of the employees
- Fostering business relationships with suppliers, customers and others
- Impact of operations on the community and environment

## **Clean Invest Africa Plc**

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### **Strategic Report (continued)**

#### **Directors' Section 172 statement (continued)**

- Maintaining high standards of business conduct
- Need to act fairly between stakeholders

#### **Principal decisions by the Board during the period**

We define principal decisions as both those that have long-term strategic impact and are material to the Company, but also those that are significant to our key stakeholder groups in all the Countries that we operate and wish to operate in. In making the following principal decisions, the Board considered the outcome from its stakeholder engagement, the need to maintain a reputation for high standards of business conduct and the need to act fairly between the members of the Company:

##### **a) Control of CoalTech and CASA**

During the period, the Company completed the acquisition of the 97.5% of CoalTech and CASA that it did not already own and was successfully readmitted to trading on what is now the Aquis Stock Exchange Growth Market. The Directors believe that this acquisition falls within the Company's stated investment strategy and provides shareholders with an operational business producing pellets in an environmentally compliant manner. It gives the Company greater control and optionality moving forward in the development of this advanced technology for the benefit of all stakeholders.

##### **b) Launch of the Coaltech S.à.r.l. joint venture to access the Russian and CIS markets**

In this period, the Company successfully closed its joint venture agreement with Creon Energy Fund SCA in Luxembourg to launch Coaltech S.à.r.l. to facilitate market entry of our technology solution for agglomeration into Russia and the CIS countries. The Directors are of the opinion that this joint venture lessens the financial and commercial risks of entering into a market which is a major commercial opportunity and with significant financial rewards for the Company, whilst at the same time minimising any potential downside risks to its stakeholders.

In making the above principal decisions, the Directors believe that they have considered all relevant stakeholders, potential impacts and conflicts, the Company's business model and its long-term strategic objectives, and have acted accordingly to promote the success of the Company for the benefit of its members as a whole.

### **Board of Directors**

#### **Shaikh Mohamed Abdulla Khalifa AlKhalifa, Non-Executive Chairman (appointed on 7 January 2020)**

M A K AlKhalifa is based in the Kingdom of Bahrain and is a Member of the Bahraini Royal Family.

M A K AlKhalifa is a Director and Chairman of the Board and majority owner of iCAP Middle East W.L.L., NCR (Bahrain) W.L.L. and Bahrain Energy Services W.L.L. (BES). He is also a director of CoalTech Limited and Coal Agglomeration South Africa (Pty) Ltd and the Chairman of the Board of UBM AEM (formerly Arabian Exhibition Management W.L.L.) which became part of Informa PLC, a leading B2B information services group and the largest B2B Events organiser in the world.

M A K AlKhalifa is responsible for investment opportunities and has an extensive network of contacts which support the development of the CoalTech business, including professional firms and investment bankers.

#### **Filippo Fantechi, Chief Executive Officer (appointed on 2 July 2019)**

Based in Bahrain, F Fantechi is a Director and CEO of CoalTech Limited and Coal Agglomeration South Africa (Pty) Ltd and major owner and CEO of the Contax Group of Companies.

F Fantechi has over 30 years of business development, project management, sales management, business start-up and market strategy experience in the energy and infrastructure sector. He has successfully advised leading international investors and engineering companies in developing market entry and project acquisition strategies. Held technical and management position in engineering and construction companies building projects in Europe, Middle East and Russia.

**Strategic Report (continued)**

**Board of Directors (continued)**

**Filippo Fantechi, Chief Executive Officer (appointed on 2 July 2019) (continued)**

F Fantechi has a Phd in Civil Engineering from the University of Florence, Italy and a Master in Project Management from Sinnea Business School, Bologna/Zurich. He has been appointed "Knight of the Italian Republic" by the President of the Italian Republic on 28 December 2015 - "Cavaliere dell'Ordine della Stella d'Italia".

**Noel Lyons, Non-Executive Director**

N Lyons started his career in the accounting profession and progressed from there to management and director level positions within various organisations. He has worked for such companies as Amoco/BP, Coca Cola, Kentz Corporation Plc and Oilinvest International, and has worked in diverse locations such as Africa and The Middle East.

N Lyons has been involved in several listings on AIM and the Aquis Stock Exchange Growth Market (previously the NEX Exchange Growth Market) in both a management and advisory capacity, including as co-founder and, initially, as a non-executive director of IamFire Plc (formerly Karoo Energy Plc). He has an MBA and Masters in Accounting and Finance.

**Paul Benedict Ryan, Non-Executive Director (appointed on 17 October 2018)**

P B Ryan has over 20 years of strategy, transactional, commercial and regulatory experience with international blue-chip entities, during which he has been involved in transactions with a value in excess of US\$10 billion.

From 2002 to 2013, P B Ryan held a variety of board positions with leading mobile operator Vodafone and its operating subsidiaries, including Head of Strategy, Regulatory and Political Affairs in Brussels and Director of Strategy and External Affairs for Vodafone Ireland and Vodafone Ghana. Prior to this, he worked as a management consultant in the telecoms sector, served as a strategic adviser at Ofcom, the UK's communication industry regulator, and was a solicitor at leading international city law firm Ashurst. He acts as an adviser, primarily on strategy and public policy, to a range of clients including FTSE100 and Fortune 500 companies.

P B Ryan is admitted and practising as a solicitor in England and Wales and graduated from Trinity College, Dublin, Ireland.

**Samuel Toby Preece, Executive Director (resigned on 7 January 2020)**

S T Preece has over 20 years of environmental consulting experience, having completed over 1,500 projects in Europe, Asia, Australia, Middle East, Canada, USA and South America as well as across Africa.

S T Preece has overseen the technical evaluation and permitting of alternative energy projects across the UK, Ireland, Europe and Africa. These projects include a wide range of energy technologies including on and offshore wind, solar, tidal, hydroelectric, geothermal, ground source heat pumps, pumped storage, waste to energy, anaerobic biodigestion, and gas to power, in a number of applications.

S T Preece spent five years as an in-house technical specialist at an international construction contractor, Laing O'Rourke, working on projects in the technology and energy sectors.

S T Preece was previously a director responsible for the UK and Ireland's environment business line of AECOM, a business that had revenues of approximately US\$17.4 billion in the fiscal year to 2016. In this role at AECOM, he advised national and multinational clients on the technical feasibility and licencing and permitting of their energy, technology and land asset projects. These projects include energy projects across Africa.

S T Preece has access to a network of environmental and energy technical experts located across Africa with local knowledge and technical expertise.

S T Preece currently supports investors and companies looking to grow and seek investment in business and projects in Africa. These currently include renewable energy and green technology projects in Southern and sub-Saharan Africa. He also advises on Environmental, Social and Governance risks and opportunities for investors, companies and financial institutions including in the energy sector.

## **Clean Invest Africa Plc**

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### **Corporate Governance Report**

#### **Introduction**

Clean Invest Africa Plc recognises the importance of, and is committed to, high standards of Corporate Governance.

The Company complies with the QCA Code, as published by the Quoted Companies Alliance, to the extent they consider appropriate in light of the Company's size, stage of development and resources.

The Group is currently small with a modest resource base. The Group has a clear mandate to optimise the allocation of limited resources to support its development plans. As such, the Group strives to maintain a balance between conservation of limited resources and maintaining robust corporate governance practices. As the Company evolves, the Board is committed to enhancing the Company's corporate governance policies and practices deemed appropriate for the size and maturity of the organisation.

Set out below are the Company's corporate governance practices for the year ended 31 December 2019.

#### **Leadership**

The Company is headed by an effective Board which is collectively responsible for the long-term success of the Company.

*The role of the Board* - The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company.

*Board Meetings* - The core activities of the Board are carried out in both scheduled and unscheduled meetings of the Board. These meetings are timed to link to key events in the Company's corporate calendar and regular reviews of the business are conducted. Additional meetings and conference calls are arranged to consider matters which require decisions outside the scheduled meetings.

Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep themselves fully briefed on the Company's operations.

*Matters reserved specifically for Board* - The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of;

- The Company's overall strategy;
- Financial Statements and dividend policy;
- Management structure including succession planning, appointments and remuneration, material acquisitions and disposal, material contracts, major capital expenditure projects and budgets;
- Capital structure, debt and equity financing and other matters;
- Risk management and internal controls;
- The Company's corporate governance and compliance arrangements; and
- Corporate policies.

*Summary of the Board's work in the year* - During the year, the Board considered all relevant matters within its remit, but focused in particular on the completion of the Sale and Purchase Agreement signed on 17 December 2018 and formation of the joint ventures with Creon Capital. Certain other matters are delegated to the Board Committees, namely the Audit and Remuneration Committees.



## **Corporate Governance Report (continued)**

### **Leadership (continued)**

All Directors attended the majority of Board meetings they were entitled to attend during the period. The Board is pleased with the high level of attendance and participation of Directors at Board and committee meetings.

The Chairman sets the Board Agenda and ensures adequate time for discussion.

**Non-executive Directors** - The non-executive Directors bring a broad range of business and commercial experience to the Company and have a particular responsibility to challenge independently and constructively the performance of the Executive management (where appointed) and to monitor the performance of the management team in the delivery of the agreed objectives and targets.

Non-executive Directors are initially appointed for a term of one year or two years which may, subject to satisfactory performance and re-election by shareholders, be extended by mutual agreement.

*Other governance matters* - All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board Committee has access to the advice of the Company Secretary.

*The Company Secretary* - The Company Secretary role was carried out by N Lyons until 1 December 2019 and now by MSP Corporate Services Limited beginning 1 December 2019.

### **Effectiveness**

Until 1 July 2019, the Board comprised of a Chief Executive Officer and two independent non-executive Directors. After the changes on 2 July 2019, the Board comprised of a Non-executive Chairman, Chief Executive Officer and two independent non-executive Directors. Biographical details of the Board members are set out on pages 4 and 5 of this report.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively.

*Independence* - The Board considers each of the non-executive Directors to be independent in character and judgement.

*Appointments* – the Board is responsible for reviewing the structure, size and composition of the Board and making recommendations to the Board with regards to any required changes.

*Commitments* – All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

*Induction* - All new Directors received an induction as soon as practical on joining the Board.

*Conflicts of interest* - A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board has satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

*Board performance and evaluation* – The company has a policy of appraising Board performance annually. Having reviewed various approaches to Board appraisal, the Company has concluded that for a Company of its current scale, an internal process of regular face to face meetings is most appropriate, in which all Board members discuss any issues as and when they arise in relation to the Board or any individual member's performance.

## **Corporate Governance Report (continued)**

### **Effectiveness (continued)**

Although the Board consists of only male Directors, the Board supports diversity in the Boardroom and the Financial Reporting Council's aims to encourage such diversity.

### **Accountability**

The Board is committed to providing shareholders with a clear assessment of the Company's position and prospects. This is achieved through this report and as required other periodic financial and trading statements.

*Going concern* - The Group's and Company's business activities, together with factors likely to affect its future operations, financial position, and liquidity position are set out in the Directors' Report and the Principal risks and Uncertainties sections of the Strategic Report. In addition, the notes to Financial Statements disclose the Group's and Company's financial risk management practices with respect to its capital structure, liquidity risk, foreign exchange risk, and other related matters.

The Directors, having made due and careful enquiry, are of the opinion that the Group and Company have adequate working capital to execute its operations and has the ability to access additional financing, if required, over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving Financial Statements, that there is a reasonable expectation that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the Annual Financial Statements.

*Internal controls* - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliances and risk management. The Company has necessary procedures in place for the year under review and up to the date of approval of the Annual Report and Financial Statements. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments.

Given the size of the Company, the Audit Committee function is performed by the Board and regularly reviews and reports to the Board on the effectiveness of the system of internal control. Further to the size of the Company and the relative simplicity of the systems, the Board considers that there is no current requirement for an internal audit function. The procedures that have been established to provide internal financial control are considered appropriate for a Company of its size and include controls over expenditure, regular reconciliations and management accounts.

The Directors are responsible for taking such steps as are reasonably available to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

### **Remuneration**

Given the size of the Company, the Remuneration Committee function is performed by the Board. Remuneration paid to Directors in the period under review is disclosed in the Directors' Remuneration Report.

### **Nomination**

Currently due to the size of the Company there is no Nomination Committee.

### **Audit**

Currently due to the size of the Company there is no Audit Committee.

**Clean Invest Africa Plc**

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**Governance Report (continued)****Shareholder relations**

*Communication and dialogue* – Open and transparent communication with shareholders is given high priority and there is regular dialogue with institutional investors, as well as general presentations made at the time of the release of the annual and interim results. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly to the Aquis Stock Exchange and also publishes them on the Company's website: [www.cleaninvestafrica.com](http://www.cleaninvestafrica.com). Regular updates to record news in relation to the Company are included on the Company's website.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance. Meetings are also held with the corporate governance representatives of institutional investors when requested.

*Annual General Meeting* - At an AGM individual shareholders are normally given the opportunity to put questions to the Chairman and to other members of the Board that may be present although, due to the COVID-19 pandemic, physical attendance at the AGM is not possible in 2020. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the AQUIS Stock Exchange Growth Market and are published on the Company's website as soon as practical after the meeting.

This report was approved by the board of directors on 5 November 2020 and signed on its behalf by:



F Fantechi  
Director

## Clean Invest Africa Plc

Annual Report and Financial Statements  
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### Directors' Report

The Directors present their report and the audited financial statements for the period ended 31 December 2019. The consolidated financial statements are for the year ended 31 December 2019. The Parent Company financial statements are for the period 1 October 2018 to 31 December 2019.

A summary of key future developments for the Group and Company are included, together with the principal risks and uncertainties, in the Strategic Report.

### Incorporation

The Company was incorporated in England and Wales on 18 September 2017.

### Dividends

No dividends will be distributed for the year ended 31 December 2019 (2018: £Nil).

### Events since the end of the period

Information relating to significant events after the reporting period are contained in note 24 to the financial statements.

### Directors

The Directors, who served throughout the period to 31 December 2019 and to the date of this report, are as follows:

M A K AlKhalifa – appointed on 7 January 2020

F Fantechi – appointed on 2 July 2019

N Lyons

P B Ryan – appointed on 17 October 2018

The Directors, who served during or throughout the period to 31 December 2019, were as follows:

S T Preece – resigned on 7 January 2020

A P Matharu – resigned on 17 October 2018

All the Directors who are eligible offer themselves for election at the forthcoming Annual General Meeting.

### Directors' remuneration

#### For the period 1 October 2018 to 31 December 2019

	<b>Directors' fees</b>	<b>Commission</b>	<b>Management fees</b>	<b>Total for the period 1 October 2018 to 31 December 2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
F Fantechi	12,000	-	140,960	<b>152,960</b>
N Lyons	31,000	-	-	<b>31,000</b>
S T Preece	39,000	-	-	<b>39,000</b>
P B Ryan	35,090	-	-	<b>35,090</b>
A P Matharu	2,941	-	-	<b>2,941</b>
	<b>120,031</b>	<b>-</b>	<b>140,960</b>	<b>260,991</b>

The management fee to F Fantechi was charged to CoalTech and for the period 1 October 2018 to 31 December 2019.

Directors not listed above received £nil remuneration during the period.

**Clean Invest Africa Plc**

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**Directors' Report (continued)****Directors' Interests**

The beneficial interests of the Directors in the shares of the Company are as follows:

<b>Director</b>	<b>2019</b>	<b>2018</b>
M A K AlKhalifa	332,619,294	-
N Lyons	9,800,000	9,800,000
F Fantechi	215,944,186	-
P B Ryan	-	-

None of the Directors exercised any share options during the year.

F Fantechi's interest is held through Contax Partners Inc.

**Directors' Third-Party Indemnity Provisions**

The Company maintained during the period and to date of approval of the financial statements indemnity insurance for its Directors and Officers against liability in respect of proceedings brought by third parties, subject to the terms and conditions of the Companies Act 2006.

**Substantial shareholding**

At the date of this report, the following shareholders each had an interest in 3% or more of the issued share capital of the Company.

<b>Shareholder</b>	<b>No. of shares</b>	<b>Shareholding</b>
Shaikh Mohamed Abdulla Khalifa AlKhalifa	332,619,294	28.19%
Contax Partners Inc. (51.22% owned by F Fantechi)	219,244,186	18.58%
Leon Johan Swanepoel	140,515,740	11.91%
Wendy Ann Reithofer	87,719,094	7.43%
Jeremy William Nottingham	46,835,378	3.96%
Jan Batist De Wachter	46,835,378	3.96%
Ann Marie Carbery-Antoun	36,544,688	3.09%

**Going concern**

The Directors note the losses that the Group has incurred for the year and the net current liability position as at 31 December 2019. The operations of the Group are primarily financed from equity funds, which the Company raises from share placings for working capital and to finance the Group's activities as an investment company. Details of the Company's investments (or subsidiaries) to date are disclosed in the Strategic Report.

The Company's capital management policy is to raise sufficient funding to finance the Group's near-term objectives as an investment company.

The Directors believe that the Company will be able to raise as required sufficient cash to enable it to continue its operations as an investment company. However, there can be no guarantee that the required funds will be raised within the necessary timeframe.

**Clean Invest Africa Plc**

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**Directors' Report (continued)****Going concern (continued)**

Furthermore, the global pandemic caused by Corona Virus ("COVID-19") in early 2020 had a negative effect on all businesses worldwide due to the ensuing lockdowns, travel bans, and other emergency measures implemented by each country. South Africa, where CASA operates, being subjected to one of the strictest lockdowns in the world. In addition, the resultant uncertainty of COVID-19 as to when full operations of its subsidiaries will be allowed, particularly CASA, the Directors have responded and believe that the operations of all its subsidiaries to be in compliance as far as practicable with the requirements of the respective government agencies and have received the necessary permits which allow us to commence limited operations. The Directors have also taken into account all site-specific requirements required by law, applicable to each country, in order to protect our employees and will continue to monitor its direct impact on the business in the coming months to ensure business continuity.

The Directors have prepared cash flow forecasts up to 30 November 2021, which take account of the current cost and operational structure of the Group. The cost structure of the Group as an investment company comprises a high proportion of discretionary spend therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Company to operate within its available funding. These forecasts demonstrate that the Group has access to sufficient cash funds available to allow it to continue in operation for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

The auditors make reference to a material uncertainty relating to going concern within their audit report.

**Statement as to disclosure of information to auditors**

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

**Directors' Report (continued)****Statement of directors' responsibilities**

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the 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 Group's and Parent Company's financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the profit and loss 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 as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Auditors**

The auditors, PKF Littlejohn LLP, has been appointed at the Annual General Meeting held on 30 September 2020.

This report was approved by the Board of Directors on 5 November 2020 and signed on its behalf by:



F Fantechi  
Director

## **Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

### **Independent Auditor's Report to the Members of Clean Invest Africa Plc**

#### **Opinion**

We have audited the financial statements of Clean Invest Africa plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2019 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

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

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, 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 2 in the financial statements, which indicates that the group incurred a net loss of £9.1m during the year ended 31 December 2019 and, as of that date, the group had net current liabilities of £2.6m. The revenue forecasted for the group is not certain and therefore the group may be required to raise additional funds by way of either equity or debt. As stated in note 2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group's and company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

#### **Our application of materiality**

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the group financial statements as a whole to be £67,500, based on 5% of net assets and 1% of expenses excluding exceptional items. Materiality for the parent was set at £20,250, based on a benchmark of 2% of expenditure excluding one-off costs. The Group and Company seek to minimise costs to a minimum in order to preserve cash balances to advance in its clean energy projects. Therefore, net assets and expenses are seen to be the key driver for the current year and has been used for the benchmark when calculating materiality. Materiality for the remaining components is based on 5% of net assets. Performance materiality is the application of materiality at the individual account or balance level set to reduce the risk of material misstatement. Performance materiality for the group and all components was set at 70% of headline materiality.



## Clean Invest Africa Plc

Annual Report and Financial Statements  
for the year ended 31 December 2019

### Independent Auditor's Report to the Members of Clean Invest Africa Plc (continued)

We agreed with those charged with governance that we would report all audit differences identified during the course of our audit in excess of £3,375, as well as differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

#### An overview of the scope of our audit

In designing our audit, we determined materiality, as above, and assessed the risk of material misstatement in the financial statements. In particular, we looked at areas involving complex accounting treatment and significant accounting estimates and judgements by the Director's, such as accounting treatment for the reverse takeover, the carrying value of investments, the valuation of options and warrants and considered future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud. A full scope audit was also undertaken on the financial statements of the Parent company.

Of the 4 reporting components of the group, a full scope audit was performed on the complete financial information of 3 components, and for the other component, a limited scope review was performed as it was not material to the group. For one material component, Coal Agglomeration South Africa Proprietary Limited, the audit was undertaken by a local component auditor in South Africa. This audit was performed both for consolidation purposes as well as local statutory purposes. We obtained and reviewed remotely the key audit working papers prepared by the auditors of the South African component, which related to the work performed on the significant risks identified at group level. The component auditor also provided their findings to us which were reviewed and challenged accordingly. The remaining material components were audited by PKF Littlejohn LLP in London.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material uncertainty related to going concern section we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the scope of our audit responded to the key audit matter
<b>Reverse Acquisition (Note 22)</b>	
<p>On 4 July 2019 Clean Invest Africa Plc completed the reverse acquisition of CoalTech Limited and Coal Agglomeration South Africa (Pty) Ltd. The enlarged group was re-admitted to trading on Aquis on the same date. The reverse acquisition does not constitute a business combination and is accounted for in accordance with IFRS 2 'Share-based Payments' and associated IFRIC guidance.</p> <p>There is a risk the share-based payment has been incorrectly calculated and that the reverse acquisition has been incorrectly presented and disclosed.</p> <p>This was a significant transaction during the accounting period and was a key focus for our audit.</p>	<p>Our work in this area included the following:</p> <ul style="list-style-type: none"><li>• Reviewing the Admission Document and related documentation to ensure the terms of the reverse acquisition are accurately reflected in the accounting treatment and disclosures;</li><li>• Checking the basis for calculating the 'deemed acquisition cost', comprising the consideration shares, together with the fair value of the assets and liabilities acquired within Clean Invest Africa Plc;</li><li>• Re-performing the calculations on consolidation; and</li><li>• Checking and agreeing the presentation and disclosures relating to the reverse acquisition in the financial statements.</li></ul>

**Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

**Independent Auditor's Report to the Members of Clean Invest Africa Plc (continued)****Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**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 group and the parent company and their 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the group and parent company 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 group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

**Clean Invest Africa Plc**

Annual Report and Financial Statements  
for the year ended 31 December 2019

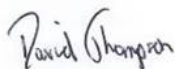
**Independent Auditor's Report to the Members of Clean Invest Africa Plc (continued)****Auditors' responsibilities for the audit of the financial statements**

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

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

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



David Thompson (Senior Statutory Auditor)  
for and on behalf of PKF Littlejohn LLP  
Statutory Auditor  
15 Westferry Circus  
Canary Wharf  
London E14 4HD  
5 November 2020

**Consolidated Statement of Comprehensive Income  
for the year ended 31 December 2019**

<b>GBP</b>	<b>Notes</b>	<b>2019</b>	<b>2018</b>
Revenue		347	-
Cost of sales		(93)	-
<b>Gross profit</b>		<b>254</b>	<b>-</b>
Other income		217	512
Operating costs		(1,382,089)	(1,024,960)
Fair value of share options and warrants	21	(3,222,182)	-
Reverse acquisition cost	22	(4,544,161)	-
Unrealised foreign exchange revaluation on amounts due to a related party		24,639	(78,193)
<b>Operating loss</b>		<b>(9,123,322)</b>	<b>(1,102,641)</b>
Finance income	4	4	1,996
Finance costs	4	(10,167)	-
<b>Loss before tax</b>	5	<b>(9,133,485)</b>	<b>(1,100,645)</b>
Taxation	6	-	-
<b>Loss after tax</b>		<b>(9,133,485)</b>	<b>(1,100,645)</b>
<b>Other comprehensive income</b>			
<b>Items that will be reclassified to profit or loss</b>			
Currency translation differences		49,779	(11,563)
<b>Total comprehensive loss for the year</b>		<b>(9,083,706)</b>	<b>(1,112,208)</b>
<b>Earnings per share expressed in pence per share:</b>			
<b>Basic and diluted</b>	7	<b>(0.99)</b>	<b>(0.80)</b>

**Consolidated Statement of Financial Position  
as at 31 December 2019**

GBP	Notes	31 Dec 2019	31 Dec 2018
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	494,758	433,198
Right-of-use assets	18	30,506	-
Investments	9	5,247	-
<b>Total non-current assets</b>		<b>530,511</b>	<b>433,198</b>
<b>Current assets</b>			
Inventory	10	8,766	25,067
Trade and other receivables	11	112,904	27,633
Amounts due from related parties	12	3,431,989	3,619,661
Cash and cash equivalents	13	13,231	48,444
<b>Total current assets</b>		<b>3,566,890</b>	<b>3,720,805</b>
<b>Total assets</b>		<b>4,097,401</b>	<b>4,154,003</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	14	2,844,413	19,841
Share premium reserve		24,623,938	383,689
Shares to be issued	20	332,294	-
Convertible loans	17	134,388	-
Share-based payment reserve	21	3,222,182	-
Currency translation reserve		83,041	(11,906)
Reverse takeover reserve		(23,050,570)	-
Accumulated losses		(10,243,363)	(1,109,878)
<b>Total equity</b>		<b>(2,053,677)</b>	<b>(718,254)</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	16	1,142,194	350,745
Lease liabilities	18	6,731	-
Amounts due to related parties	15	4,975,564	4,521,512
<b>Total current liabilities</b>		<b>6,124,489</b>	<b>4,872,257</b>
<b>Non-current liabilities</b>			
Lease liabilities	18	26,589	-
<b>Total non-current liabilities</b>		<b>26,589</b>	<b>-</b>
<b>Total liabilities</b>		<b>6,151,078</b>	<b>4,872,257</b>
<b>Total equity and liabilities</b>		<b>4,097,401</b>	<b>4,154,003</b>

  
F Fantechi  
Director

**Company Registration Number: 10967142**

The accompanying accounting policies and notes are an integral part of these financial statements.

**Company Statement of Financial Position  
as at 31 December 2019**

<b>GBP</b>	<b>Notes</b>	<b>31 Dec 2019</b>	<b>30 Sep 2018</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Investment	9	4,744,225	358,362
<b>Total non-current assets</b>		<b>4,744,225</b>	<b>358,362</b>
<b>Current assets</b>			
Trade and other receivables	11	73,579	5,080
Cash and cash equivalents	13	6,004	68,602
<b>Total current assets</b>		<b>79,583</b>	<b>73,682</b>
<b>Total assets</b>		<b>4,823,808</b>	<b>432,044</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	14	2,844,413	402,750
Share premium		24,623,938	210,750
Shares to be issued	20	332,294	-
Convertible loans	17	134,388	-
Share-based payment reserve	21	3,222,182	-
Accumulated losses		(26,613,901)	(204,078)
<b>Total equity</b>		<b>4,543,314</b>	<b>409,422</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	16	280,494	22,622
<b>Total liabilities</b>		<b>280,494</b>	<b>22,622</b>
<b>Total equity and liabilities</b>		<b>4,823,808</b>	<b>432,044</b>

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Parent Company Statement of Comprehensive Income.

The loss for the Parent Company for the year was £26,409,823 (2018: Loss of £204,078).

Approved by the Board and signed on its behalf by:



F Fantechi  
Director

**Company Registration Number: 10967142**

The accompanying accounting policies and notes are an integral part of these financial statements.

**Clean Invest Africa Plc**  
Annual Report and Financial Statements  
**Group Statement of Changes in Equity**  
for the year ended 31 December 2019

<b>GBP</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Shares to be issued</b>	<b>Convertible loans</b>	<b>Share-based payment reserve</b>	<b>Reverse takeover reserve</b>	<b>Currency translation reserve</b>	<b>Accumulated losses</b>	<b>Total equity</b>
<b>1 January 2019</b>	<b>19,841</b>	<b>383,689</b>	-	-	-	-	<b>(11,906)</b>	<b>(1,109,878)</b>	<b>(718,254)</b>
Loss for the year	-	-	-	-	-	-	-	(9,133,485)	(9,133,485)
Other comprehensive income:									
Currency translation differences	-	-	-	-	-	-	49,779	-	49,779
<b>Total comprehensive income</b>	-	-	-	-	-	-	49,779	(9,133,485)	(9,083,706)
CoalTech Group share capital transfer to reverse takeover	(19,841)	(383,689)	-	-	-	310,212	45,168	-	(48,150)
Recognition of the Company share capital at reverse acquisition	402,750	210,750	-	-	-	3,772,363	-	-	4,385,863
Issue of shares for acquisition of CoalTech Group	2,436,441	24,364,410	332,294	-	-	(27,133,145)	-	-	-
Shares issued by the Company since acquisition	5,222	48,778	-	-	-	-	-	-	54,000
Convertible loans issued	-	-	-	134,388	-	-	-	-	134,388
Share-based payment	-	-	-	-	3,222,182	-	-	-	3,222,182
<b>Total transactions with owners recognised in equity</b>	<b>2,824,572</b>	<b>24,240,249</b>	<b>332,294</b>	<b>134,388</b>	<b>3,222,182</b>	<b>(23,050,570)</b>	<b>45,168</b>	<b>-</b>	<b>7,748,283</b>
<b>31 December 2019</b>	<b>2,844,413</b>	<b>24,623,938</b>	<b>332,294</b>	<b>134,388</b>	<b>3,222,182</b>	<b>(23,050,570)</b>	<b>83,041</b>	<b>(10,243,363)</b>	<b>(2,053,677)</b>

The accompanying accounting policies and notes are an integral part of these financial statements.

**Group Statement of Changes in Equity  
for the year ended 31 December 2019 (continued)**

<b>GBP</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Shares to be issued</b>	<b>Share-based payment reserve</b>	<b>Reverse takeover reserve</b>	<b>Currency translation reserve</b>	<b>Accumulated losses</b>	<b>Total equity</b>
<b>1 January 2018</b>	<b>59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(343)</b>	<b>(9,233)</b>	<b>(9,517)</b>
Loss for the year	-	-	-	-	-	-	(1,100,645)	(1,100,645)
Other comprehensive income								
Currency translation differences	-	-	-	-	-	(11,563)	-	(11,563)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,563)</b>	<b>(1,100,645)</b>	<b>(1,112,208)</b>
Issue of shares	19,782	383,689	-	-	-	-	-	403,471
<b>Total transactions with owners recognised in equity</b>	<b>19,782</b>	<b>383,689</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>403,471</b>
<b>31 December 2018</b>	<b>19,841</b>	<b>383,689</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,906)</b>	<b>(1,109,878)</b>	<b>(718,254)</b>

The accompanying accounting policies and notes are an integral part of these financial statements.



**Company Statement of Changes in Equity  
for the year ended 31 December 2019**

<b>GBP</b>	<b>Share capital</b>	<b>Share premium</b>	<b>Shares to be issued</b>	<b>Convertible loans</b>	<b>Share-based payment</b>	<b>Accumulated losses</b>	<b>Total equity</b>
<b>1 October 2018</b>	<b>402,750</b>	<b>210,750</b>	-	-	-	<b>(204,078)</b>	<b>409,422</b>
Loss for the period	-	-	-	-	-	(26,409,823)	(26,409,823)
Other comprehensive income	-	-	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	-	-	<b>(26,409,823)</b>	<b>(26,409,823)</b>
Issue of shares	2,441,663	24,413,188	332,294	-	-	-	27,187,145
Share-based payment	-	-	-	-	3,222,182	-	3,222,182
Convertible loans issued	-	-	-	134,388	-	-	134,388
<b>Total transactions with owners recognised in equity</b>	<b>2,441,663</b>	<b>24,413,188</b>	<b>332,294</b>	<b>134,388</b>	<b>3,222,182</b>	-	<b>30,543,715</b>
<b>31 December 2019</b>	<b>2,844,413</b>	<b>24,623,938</b>	<b>332,294</b>	<b>134,388</b>	<b>3,222,182</b>	<b>(26,613,901)</b>	<b>4,543,314</b>
Loss for the period	-	-	-	-	-	(204,078)	(204,078)
Other comprehensive income	-	-	-	-	-	-	-
<b>Total comprehensive income</b>	-	-	-	-	-	(204,078)	(204,078)
Issue of shares	402,750	236,250	-	-	-	-	639,000
Cost of shares issued	-	(25,500)	-	-	-	-	(25,500)
<b>Total transactions with owners recognised in equity</b>	<b>402,750</b>	<b>210,750</b>	-	-	-	-	<b>613,500</b>
<b>30 September 2018</b>	<b>402,750</b>	<b>210,750</b>	-	-	-	<b>(204,078)</b>	<b>409,422</b>

The accompanying accounting policies and notes are an integral part of these financial statements.

**Group Statement of Cash Flows  
for the year ended 31 December 2019**

<b>GBP</b>	<b>Notes</b>	<b>2019</b>	<b>2018</b>
<b>Cash flows from operating activities</b>			
Cash utilised in operations	A	(724,496)	(807,311)
Finance income		4	1,996
Finance costs	4	(5,779)	(584)
Exchange gain/(loss)		<u>25,081</u>	<u>(11,601)</u>
<b>Net cash from operating activities</b>		<b><u>(705,190)</u></b>	<b><u>(817,500)</u></b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	8	(75,280)	(433,198)
Purchase of investments	9	(5,247)	-
Cash acquired on acquisition of Clean Invest Africa plc	22	9,104	-
Cash acquired on the addition of the subsidiary		<u>4,709</u>	<u>-</u>
<b>Net cash from investing activities</b>		<b><u>(66,714)</u></b>	<b><u>(433,198)</u></b>
<b>Cash flows from financing activities</b>			
Funding received from related parties		635,192	4,521,512
Payment of related party borrowings		(7,995)	(3,620,733)
Proceeds from issue of shares		54,000	390,057
Proceeds from convertible loan notes		61,000	-
Principal paid on lease liabilities		<u>(5,506)</u>	<u>-</u>
<b>Net cash from financing activities</b>		<b><u>736,691</u></b>	<b><u>1,290,836</u></b>
<b>(Decrease) / increase in cash and cash equivalents</b>		<b><u>(35,213)</u></b>	<b><u>40,138</u></b>
Cash and cash equivalents at beginning of year		<u>48,444</u>	<u>8,306</u>
<b>Cash and cash equivalents at end of year</b>		<b><u>13,231</u></b>	<b><u>48,444</u></b>

The notes form part of these financial statements

**Group Statement of Cash Flow**  
**for the year ended 31 December 2019 (continued)**

**A. RECONCILIATION OF LOSS BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Loss before income tax</b>	<b>(9,133,485)</b>	<b>(1,100,645)</b>
Amortisation charges	8,320	-
Fair value of warrants issued	3,222,182	-
Share-based payment recognised on reverse acquisition	4,544,161	-
Loss on disposal of property, plant and equipment	174	-
Provision for obsolete inventories	2,149	-
Finance income	(4)	(1,996)
Finance costs	10,167	584
	<hr/>	<hr/>
	<b>(1,346,336)</b>	<b>(1,102,057)</b>
<b>Changes in operating assets and liabilities:</b>		
Decrease / (increase) in inventory	14,152	(25,067)
Increase in trade and other receivables	(8,143)	(27,633)
Increase in trade and other payables	615,831	347,446
	<hr/>	<hr/>
<b>Cash utilised in operations</b>	<b><u>(724,496)</u></b>	<b><u>(807,311)</u></b>

**Company Statement of Cash Flow  
for the year ended 31 December 2019**

<b>GBP</b>	<b>2019</b>	<b>2018</b>
<b>Cash flows from operating activities</b>		
Loss before income tax	(26,409,823)	(204,078)
Impairment	22,747,282	-
Share based payment expense	3,222,182	-
Increase in trade and other receivables	(68,499)	(5,080)
Increase in trade and other payables	<u>392,260</u>	<u>22,622</u>
<b>Net cash from operating activities</b>	<b><u>(116,598)</u></b>	<b><u>(186,536)</u></b>
<b>Cash flows from investing activities</b>		
Purchase of investments	-	(358,362)
<b>Net cash from investing activities</b>	<b><u>-</u></b>	<b><u>(358,362)</u></b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	54,000	639,000
Issue costs	<u>-</u>	<u>(25,500)</u>
<b>Net cash from financing activities</b>	<b><u>54,000</u></b>	<b><u>613,500</u></b>
<b>(Decrease) / increase in cash and cash equivalents</b>	<b><u>(62,598)</u></b>	<b><u>68,602</u></b>
Cash and cash equivalents at beginning of year	68,602	-
<b>Cash and cash equivalents at end of year</b>	<b><u>6,004</u></b>	<b><u>68,602</u></b>

**Notes to the Financial Statements  
for the year ended 31 December 2019**

**1. Statutory information**

Clean Invest Africa Plc is a public limited company which is listed on the Aquis Stock Exchange Growth Market (previously NEX Exchange Growth Market) and is incorporated and domiciled in the UK. The Company's registered number and registered office address can be found on the Company Information page.

The principal activities of the Group and Company are stated in the Strategic Report on page 2.

The functional and presentation currency of the Company is Pound Sterling (£). The presentation currency of the Group is Pound Sterling (£).

**2. Accounting policies**

The accounting policies, which have been applied consistently throughout the period, unless otherwise stated, are set out below:

**Basis of preparation**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations (IFRS IC) as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at fair value through profit or loss at the end of the reporting period and the recognition of net assets acquired under the reverse acquisition at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's and Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant in the financial statements, are disclosed under the 'Critical accounting judgements and key sources of estimation uncertainty' policy on page 35.

**Period of preparation**

Under reverse acquisition interpretations, the consolidated financial statements have been prepared based on the period of CoalTech Group for the period 1 January 2019 to 31 December 2019, with the comparative period being 1 January 2018 to 31 December 2018. CoalTech Group, along with its subsidiaries, are deemed to be the ongoing business.

With the transaction occurring on 4 July 2019, Clean Invest Africa Plc results have been consolidated into the group for the period 1 July 2019 to 31 December 2019.

For the legal parent company, Clean Invest Africa Plc, the financial results are presented within these financial statements for the period 1 October 2018 to 31 December 2019 in line with their long accounting period in order to become coterminous with the Group, with comparatives being from the date of incorporation on 18 September 2017 to 30 September 2018.

**Notes to the Financial Statements  
for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Going concern**

The financial statements have been prepared on a going concern basis. In assessing whether the going concern assumption is appropriate, the Directors have taken into account all relevant available information about the current and future position of the Group and Company. As part of their assessment, the Directors have taken into account the ability to raise additional funding whilst maintaining sufficient cash resources to meet all commitments. The Group incurred a loss for the year ended of £9,133,485 and, as at 31 December 2019, had cash and cash equivalents of £13,231 and net current liabilities of £2,557,599.

The Directors have prepared and reviewed projections and cash flow forecasts for a period of at least 12 months from the date of approval of the financial statements. These projections consider different scenarios including future developments based on various discussions with investors, partners, or customers. The Group has no revenues and to date has relied upon equity funding and Directors' loans to finance its activities whilst it identifies and completes suitable transaction opportunities.

The majority Shareholders have agreed to provide additional support to the Company's operating subsidiaries, CASA and CoalTech. Additional funds will however be needed to meet the Group's contracted and committed working capital requirements over the next twelve months and to advance its clean energy projects. The Directors are confident that the Group will be able to raise additional funds through new equity or other funding facilities in order to meet any shortfall. The Group has raised additional funds of £305k subsequent to the period end.

In making their assessment of going concern, the Directors acknowledge that the Group has a small contracted and committed cost base and, in their opinion, consider sufficient additional funds will be available to ensure the Group continues to meet its obligations as they fall due for a period of at least 12 months from the date of approval of these financial statements. Accordingly, the Board believes it is appropriate to adopt the going concern basis in the preparation of the financial statements. The financial statements do not include the adjustments that would be required should the going concern basis of preparation no longer be appropriate.

The auditors have made reference to going concern by way of a material uncertainty in their audit report.

**New standards, amendments and interpretations**

The Group and Company have adopted all of the new and amended standards and interpretations issued that are relevant to its operations and effective for accounting periods commencing on or after 1 January 2019.

IFRS 16 "Leases" became applicable to the current reporting period, replacing IAS 17 "Leases". The key change under IFRS 16 is that most leases designated as 'operating leases' under IAS 17 now qualify for balance sheet recognition, subject to certain exceptions.

No other standards or interpretations that came into effect for the first time have had an impact on the Group or Company.

**International Financial Reporting Standards in issue but not yet effective**

At the date of authorisation of these financial statements, the IASB and IFRS Interpretations Committee have issued standards, interpretations and amendments which have not been applied in these financial statements, are in issue but not yet effective.

Whilst these standards and interpretations are not effective for, and have not been applied in the preparation of, these financial statements, the following may have an impact going forward:

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

<b>New/Revised International Financial Reporting Standards</b>		<b>Effective Date/Annual periods beginning on or after:</b>	<b>EU adopted</b>
Annual improvements	Amendments to References to the Conceptual Framework in IFRS Standards	1 January 2020	Yes
IFRS 3	Definition of a Business	1 January 2020	No
IAS 1 / IAS 8	Definition of Material	1 January 2020	Yes
IAS 1	Classification of Liabilities as Current or Non-Current	1 January 2022	No

The Group and Company intend to adopt these standards when they become effective. The impact of the above amendments is not expected to have any material future impact.

**Basis of consolidation**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its investment with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Refer to note 22 for information on the consolidation of Clean Invest Africa plc and the application of the reverse acquisition accounting principles.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Inter-company transactions, balances and unrealised gains/(losses) on transactions between group companies are eliminated.

**Financial instruments**

IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

a) Classification

The Group classifies its financial assets in the following measurement categories:

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

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

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Financial instruments (continued)**

The Group classifies financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payment of principal and interest.

b) Recognition

Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Group 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 Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group 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.

Amortised cost: assets 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. The Group assesses, on a forward looking basis the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**Offsetting financial instruments**

Financial assets and liabilities are offset, and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

**Cash and cash equivalents**

Cash and cash equivalents include cash in hand and deposits held at call with banks.

**Financial liabilities**

The Group's financial liabilities comprise trade, other payables, convertible loan notes and other borrowings.

Trade payables and borrowings are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

**Property, plant and equipment**

The cost of an item of property, plant and equipment is recognised as an asset when:

- it is probable that future economic benefits associated with the item will flow to the Group; and
- the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.



**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Property, plant and equipment (continued)**

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses, except for land which is carried at cost less impairment.

All property, plant and equipment are depreciated on the straight-line basis over their expected useful lives to their estimated residual value.

The useful lives of items of property, plant and equipment have been assessed as follows:

Office equipment	3 to 5 years
Plant and machinery	10 to 20 years
Work in progress	Aligned to life of mine

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset.

The gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

**Inventories**

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. When inventories are sold, the carrying amount of those inventories are recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, are recognised as a reduction in the amounts of inventories recognised as an expense in the period in which the reversal occurs.

**Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions. The chief operating decision-maker has concluded there is only one operating segment.

**Taxation**

Tax represents the sum of current and deferred tax.

**Current taxation**

Current tax is based on taxable loss for the period. Taxable loss differs from net loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

**Deferred taxation**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

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.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the statement of profit and loss, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**Foreign currencies**

(i) Functional and presentation currency

Items included in the individual financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in £ Sterling, which is the Company's presentation and functional currency. The individual financial statements of each of the Company's subsidiaries are prepared in the currency of the primary economic environment in which it operates (its functional currency). IAS 21 The Effects of Changes in Foreign Exchange Rates requires that assets and liabilities be translated using the exchange rate at period end, and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (i.e. the average rate for the period).

(ii) Transactions and balances

Transactions denominated in a foreign currency are translated into the functional currency at the exchange rate at the date of the transaction. Assets and liabilities in foreign currencies are translated to the functional currency at rates of exchange ruling at the balance sheet date. Gains or losses arising from settlement of transactions and from translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement for the period.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Foreign currencies (continued)**

(iii) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of the balance sheet;
- income and expenses for each income statement are translated at the average exchange rate; and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

**Leases**

The Group, as lessee, classified all leases as operating leases where a significant portion of the risks and rewards of ownership are retained by the lessor prior to the adoption of "IFRS 16 - Leases" effective January 2019. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease. Any contingent rents are expenses in the period they are incurred.

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The Group obtains substantially all the economic benefits from use of the asset; and
- (c) The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise use of the asset, not those incidentals to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Leases (continued)**

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the group if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is re-measured using the discount rate applicable on the modification date, with the right-of use asset being adjusted by the same amount; and
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**2. Accounting policies (continued)**

**Leases (continued)**

Based on the exemptions available in IFRS 16, low value and short-term leases are not capitalised in the statement of financial position. All payments made towards such leases are charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

**Borrowings and borrowing costs**

Borrowings are recognised initially at fair value, net of transaction costs. Borrowings are subsequently carried at amortised cost and classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Finance costs are recognised in the income statement on an accruals basis.

**Equity**

Equity comprises the following:

Share capital:	represents amounts subscribed for shares at nominal value.
Share premium:	represents amounts subscribed for share capital, net of issue costs, in excess of nominal value.
Shares to be issued:	represents amounts of shares to be issued to South African Resident Sellers as described in the SPA
Share-based payments:	represents amounts of warrants and options issued
Reverse takeover reserve:	represents the adjustment needed to reflect the reverse takeover of CoalTech Group which was completed on 4 July 2019
Retained earnings:	represents the profits and losses attributable to equity shareholders.

**Share-based payments**

The Company has applied the requirements of IFRS 2 Share-based payments.

The Company operates an equity-settled share-based payment schedule under which share options and warrants are issued to certain directors, employees and creditors. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non-markets-based vesting conditions.

Fair value is measure by use of the Black Scholes model. The expected life used in the model is based on the exercise period as per the agreement.

**Critical accounting judgements and key sources of estimation uncertainty**

The preparation of financial statements in conformity with International Financial Reporting Standards as adopted by the EU requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period.

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

Significant items subject to such estimates and assumptions include, but are not limited to:

- Fair value measurement

**Clean Invest Africa Plc**

Annual Report and Financial Statements

**Notes to the Financial Statements (continued)  
for the year ended 31 December 2019****2. Accounting policies (continued)****Critical accounting judgements and key sources of estimation uncertainty  
(continued)**

On acquisition, investments are valued at cost as this is deemed to be the fair value. Subsequent to this date, management uses valuation techniques and other relevant information to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument.

Management bases its assumptions on observable data as far as possible, but this is not always available. In that case, management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

- Valuation of warrants

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they were granted. The fair value is determined using the Black-Scholes model, which involves judgement over the key assumptions applied, in particular volatility.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**3. Employees and directors**

**Group**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Fees and commission	108,126	10,427
<hr/>		
	<b>No.</b>	<b>No.</b>
The average number of employees during the period was as follows:	10	8
<hr/>		

**Company**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Fees and commission	120,031	80,700
<hr/>		
	<b>No.</b>	<b>No.</b>
The average number of employees during the period was as follows:	4	3
<hr/>		
Directors' remuneration (see page 10)	260,991	80,700
<hr/>		

**4. Finance cost and income**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Finance income</b>		
Deposit account interest	<b>4</b>	<b>1,996</b>
<hr/>		
<b>Finance cost</b>		
Leases interest	5,779	-
Convertible loan note interest	4,388	-
	<b>10,167</b>	<b>-</b>
<hr/>		

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**5. Loss before income tax**

**Company**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Auditors Remuneration</b>		
Fees payable to the Company's auditor for the audit of the parent company and consolidated financial statements	24,000	10,000
Corporate finance fees	35,000	-
	<b>59,000</b>	<b>10,000</b>

**6. Income tax**

**Group**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Current tax	-	-
Deferred tax	-	-
Tax charge/ (credit)	-	-
Reconciliation of tax:	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>

Loss on ordinary activities before taxation	<b>(9,133,485)</b>	<b>(1,100,645)</b>
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Current tax at applicable weighted average rate of 19.34% (2018: 22.51%)	<b>(1,766,416)</b>	<b>(247,755)</b>
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Costs disallowed for tax purposes	<b>1,502,011</b>	-
Tax losses for which no deferred income tax asset recognised	<b>264,405</b>	<b>247,755</b>
Tax charge/ (credit)	-	-

The tax rate used for 2019 was the weighted average of 19%, the standard rate of corporation tax in the UK, 29.7%, the sum of 21% standard rate of federal corporation tax and 8.7% standard rate of state corporation tax in the United States of America, and 28%, the standard rate of corporation tax in South Africa, to give an applicable weighted average corporation tax rate of 19.34%.

The tax rate used for 2018 was the weighted average of 19%, the standard rate of corporation tax in the UK, and 28%, the standard rate of corporation tax in South Africa, to give an applicable weighted average corporation tax rate of 22.51%.

No deferred tax assets in respect of tax losses have been recognised as there is currently insufficient evidence of the timing of suitable future taxable profits against which they can be recovered.



**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**7. Earnings per share**

**Basic and diluted**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Total loss from continuing operations attributable to equity holders of the Group	<b>(9,133,485)</b>	<b>(1,100,645)</b>
Weighted average number of ordinary shares in issue	<b>924,501,840</b>	<b>138,290,476</b>
Basic earnings per share from continuing operations	<b>(0.99)</b>	<b>(0.80)</b>

There is no difference between the diluted loss per share and the basic loss per share presented. Share options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the year presented.

**8. Property, plant and equipment**

<b>Group</b>	<b>Office equipment £</b>	<b>Plant and machinery £</b>	<b>Work in progress £</b>	<b>Total £</b>
<b>Cost</b>				
At 1 January 2018	-	-	-	-
Additions	180	-	-	180
Transfer	-	362,903	70,115	433,018
At 1 January 2019	180	362,903	70,115	433,198
Additions	-	75,280	-	75,280
Disposals	(174)	-	-	(174)
Foreign exchange translation	(6)	(10,731)	(2,809)	(13,546)
<b>At 31 December 2019</b>	<b>-</b>	<b>427,452</b>	<b>67,306</b>	<b>494,758</b>
<b>Depreciation</b>				
At 1 January 2018	-	-	-	-
Depreciation charge	-	-	-	-
At 1 January 2019	-	-	-	-
Depreciation charge	-	-	-	-
<b>At 31 December 2019</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Book Value</b>				
<b>At 31 December 2019</b>	<b>-</b>	<b>427,452</b>	<b>67,306</b>	<b>494,758</b>
<b>At 31 December 2018</b>	<b>180</b>	<b>362,903</b>	<b>70,115</b>	<b>433,198</b>

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**9. Investments**

<b>Group</b>	<b>Unlisted Investments (Level 3) £</b>
At 1 January 2019	-
Additions	5,247
At 31 December 2019	<b>5,247</b>

On 16 July 2019, CoalTech signed a joint venture agreement with Luxembourg based fund management company Creon Capital, which invests in joint projects with its clean-tech Creon Energy Fund (Sicav-SIF) to jointly develop opportunities in Russia and CIS which account for roughly two thirds of the coal production in Eurasia, excluding China. The joint venture company, Coaltech S.à.r.l., was established in Luxembourg on 31 October 2019. CoalTech has a 50% interest in Coaltech S.à.r.l.

On 14 May 2019, Coal Tech LLC transferred to CoalTech its 25% interest in CoalTech Poland Sp. Z.o.o., a company registered in the Republic of Poland with registered number KRS: 0000719690.

<b>Company</b>	<b>Investments in subsidiaries £</b>
At 1 January 2019	358,362
Additions (note 22)	27,133,145
Impairment	(22,747,282)
At 31 December 2019	<b>4,744,225</b>

As at 31 December 2019 the Group owned interests in the following subsidiary undertakings which are included in the consolidated financial statements:

<b>Subsidiary name</b>	<b>Ownership</b>	<b>Registered address</b>
CoalTech Limited	100%	Eastcastle House, 27-28 Eastcastle Street, London, United Kingdom, W1W 8DH
Coal Agglomeration South Africa (Pty) Ltd	75%	Statucor Pty Ltd, Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, 2196, South Africa
Coal Tech LLC	100%	251 Little Falls Drive, Wilmington, Delaware 19808, United States of America

The ownership of Coal Tech LLC is through CoalTech Limited.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**10. Inventory**

<b>Group</b>	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>
	<b>£</b>	<b>£</b>
At 1 January	25,067	-
Purchases	2,269	25,067
Obsolete inventories	(2,149)	-
Transfer to production costs	(15,680)	-
Foreign exchange translation	(741)	-
At 31 December	<b>8,766</b>	<b>25,067</b>

**11. Trade and other receivables**

	<b>Group</b>		<b>Company</b>	
	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>	<b>31 Dec 2019</b>	<b>30 Sep 2018</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Advance to supplier	24,732	12,608	-	-
Prepayments	5,201	1,925	4,425	5,080
Deposits	3,773	2,844	-	-
VAT refund	3,011	10,256	-	-
Other receivables	435	-	-	-
Amounts due from related parties	75,752	-	69,154	-
<b>Total</b>	<b>112,904</b>	<b>27,633</b>	<b>73,579</b>	<b>5,080</b>

**12. Amounts due from related parties**

<b>Related party</b>	<b>Relationships</b>	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>
		<b>£</b>	<b>£</b>
Bahrain Energy Services W.L.L. (South Africa Branch)	Common shareholder	3,431,989	3,566,889
Coal Tech LLC	Subsidiary	-	52,772
		<b>3,431,989</b>	<b>3,619,661</b>

Amounts due from related parties are interest free and repayable on demand.

**13. Cash and cash equivalents**

	<b>Group</b>		<b>Company</b>	
	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>	<b>31 Dec 2019</b>	<b>30 Sep 2018</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Cash in hand	226	-	-	-
Cash in bank	13,005	48,444	6,004	68,602
<b>Total</b>	<b>13,231</b>	<b>48,444</b>	<b>6,004</b>	<b>68,602</b>

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**14. Called up share capital**

<b>Allotted, issued and fully paid:</b>		<b>Nominal</b>	<b>£</b>
<b>Number:</b>	<b>Class:</b>	<b>value:</b>	
At 31 December 2019			
1,137,765,301	Ordinary	0.0025	<u><b>2,844,413</b></u>
At 31 December 2018			
<b>CoalTech</b>			
10,256	Ordinary	0.0001	1
<b>CASA</b>			
10,256	Ordinary	No Par Value	<u>19,840</u>
			<u><b>19,841</b></u>

<b>Company</b>	<b>Number of shares</b>	<b>£</b>
As at 30 September 2018	161,100,000	402,750
4 July 2019: Consideration shares issued for reverse acquisition	731,022,842	1,827,557
29 November 2019: Additional consideration shares issued for reverse acquisition	243,553,571	608,884
26 July 2019: Shares issued to creditors to settle outstanding liabilities	1,200,000	3,000
1 August 2019: Shares issued to creditors to settle outstanding liabilities	888,888	2,222
<b>As at 31 December 2019</b>	<b><u>1,137,765,301</u></b>	<b><u>2,844,413</u></b>

**15. Amounts due to related parties**

<b>Related party</b>	<b>Relationships</b>	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>
		<b>£</b>	<b>£</b>
Shaikh Mohamed Abdulla Khalifa AlKhalifa	Shareholder and directors	2,276,330	1,894,464
Contax Partners Inc	Shareholder	2,699,234	2,627,048
		<b><u>4,975,564</u></b>	<b><u>4,521,512</u></b>

On 31 December 2018, CoalTech entered into a loan facility agreement with Shaikh Mohamed Abdulla Khalifa AlKhalifa and Contax Partners Inc (together the "lenders") for \$5,758,598 (£4,521,512). No interest is payable on the loan. The loan has no repayment date and is repayable out of distributable profits as defined within the agreement. The facility agreement was amended on 25 March 2020 to increase the loan available to \$6,601,340 (£4,975,564).

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**16. Trade and other payables:**

	<b>Group</b>		<b>Company</b>	
	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>	<b>31 Dec 2019</b>	<b>30 Sep 2018</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Trade payables	1,003,055	316,024	169,242	10,622
Accruals	134,370	34,189	108,760	12,000
Other payables	4,512	532	-	-
Amounts due to related parties	257	-	2,492	-
<b>Total</b>	<b>1,142,194</b>	<b>350,745</b>	<b>280,494</b>	<b>22,622</b>

**17. Convertible loans**

	<b>Group</b>		<b>Company</b>	
	<b>31 Dec 2019</b>	<b>31 Dec 2018</b>	<b>31 Dec 2019</b>	<b>30 Sep 2018</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Current:				
Other loans	134,388	-	134,388	-
<b>Total</b>	<b>134,388</b>	<b>-</b>	<b>134,388</b>	<b>-</b>

Terms and debt repayment schedule

	<b>Company</b>
	<b>1 year or less</b>
	<b>£</b>
Other loans	<u>(134,388)</u>
<b>Breakdown of the other loans</b>	
	<b>£</b>
Principal	130,000
Interest at 8% per annum	4,388
<b>Total</b>	<b><u>134,388</u></b>

On 25 July 2019, the Company issued £1 unsecured convertible loan notes totalling £130,000 (the "CLNs") to Directors N Lyons and P B Ryan. The CLNs have an annual coupon of 8%, expiring on 24 July 2020 and are convertible into 4,727,272 ordinary shares of 0.25 pence each in the Company at a price of 2.75 pence per share, being the listing price of the Company on re-admission.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**18. Leases**

CASA, a subsidiary of the Company, leased a portion of farmland with effect from 1 August 2018 for a period of five years with an option on the part of the CASA to renew for a period of another five years. The monthly lease payments will escalate at 10% to be applied upon the anniversary of the effective date.

The lease liability was measured at the present value of the remaining lease payments as at 1 January 2019, discounted at an incremental borrowing rate of 10%. On 1 January 2019, the Group accounted for a right-of-use asset equal to the lease liability of £38,826.

The Group had the following lease assets and liabilities:

	<b>2019</b>
	<b>£</b>
<b>Right-of-use assets</b>	
Opening balance under IFRS 16 on date of initial application	38,826
Depreciation charged during the year	(8,320)
	<hr/>
<b>Balance at 31 December 2019</b>	<b>30,506</b>
	<hr/> <hr/>
	<b>2019</b>
	<b>£</b>
<b>Lease liabilities</b>	
Opening balance under IFRS 16 on date of initial application	38,826
Interest expense on lease liability during the year	3,386
Lease payments during the year	(8,812)
Foreign exchange translation	(80)
	<hr/>
<b>Balance at 31 December 2019</b>	<b>33,320</b>
	<hr/> <hr/>
Current portion of lease liabilities	6,731
Non-current portion of lease liabilities	26,589

**Clean Invest Africa Plc**

Annual Report and Financial Statements

**Notes to the Financial Statements (continued)  
for the year ended 31 December 2019****19. Financial instruments**

The Group's financial instruments comprise an investment, bank balances, other receivables, trade payable and other payables all arising in the normal course of business. The purpose of these financial instruments is to finance the Group's operations.

The Group manages liquidity risk and cash flow risk by monitoring its cash balances and ensuring that funds are available to meet liabilities as they fall due. The Group's core funding to date comes from the proceeds of share issues.

The Group's exposure to change in interest rates relates primarily to cash at bank. Cash is held on either current or on short term deposits at floating rates of interest determined by the relevant bank's prevailing base rate.

The carrying values of the Group's financial assets and liabilities are summarised by category below:

<b>Group</b>	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Financial assets</b>		
Investments (fair value)	5,247	-
Trade and other receivables (amortised cost)	104,692	15,452
Amounts due from related parties (amortised cost)	3,431,989	3,619,661
Cash and cash equivalents (amortised cost)	13,231	48,444
	<b>3,555,159</b>	<b>3,683,557</b>
<b>Financial liabilities (amortised cost)</b>		
Trade and other payables	1,142,194	350,745
Amounts due to related parties	4,975,564	4,521,512
	<b>6,117,758</b>	<b>4,872,257</b>

The fair value of the Group's recorded financial assets and liabilities does not materially differ from their book values.

<b>Company</b>	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Financial assets (amortised cost)</b>		
Trade and other receivables	69,154	-
Cash and cash equivalents	6,004	68,602
	<b>75,158</b>	<b>68,602</b>
<b>Financial liabilities (amortised cost)</b>		
Trade and other payables	280,494	22,622
	<b>280,494</b>	<b>22,622</b>

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**20. Shares to be issued**

	<b>2019</b>
Total number of shares to be issued to South African Resident sellers	13,291,745
Fair value of the Company's shares	£0.0250
	<b>£332,294</b>

The 13,291,745 Ordinary shares are ready to be issued to the remaining South African Resident sellers once the necessary approvals for CASA from the South African Reserve Bank ("SARB") have been granted.

**21. Share-based payments**

The Company operates an equity-settled share-based payment schedule under which share options are issued to certain directors, employees and creditors. Details of these schemes are set out below:

**Management Options**

<b>Name of holder</b>	<b>Number of shares</b>	<b>Date granted</b>	<b>Exercise price</b>	<b>Option life</b>
Shaikh Mohamed Abdulla Khalifa AlKhalifa	71,810,510	4 July 2019	2.5p	5 years
Contax Partners Inc.	71,810,510	4 July 2019	2.5p	5 years
Noel Lyons	71,810,510	4 July 2019	2.5p	5 years
Paul Benedict Ryan	71,810,510	4 July 2019	2.5p	5 years

The Company used the Black Scholes option pricing model to calculate the fair value of the options based on an expected volatility rate of 51.26% and risk-free rate of 0.8304%.

**Warrants**

**a. Warrants**

<b>Number of shares</b>	<b>Date granted</b>	<b>Exercise price</b>	<b>Option life</b>
3,122,000	26 October 2017	0.4p	5.0521 years

The Company used the Black Scholes option pricing model to calculate the fair value of the warrants based on expected volatility rate of 51.26% and risk-free rate of 1.3816%.



**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**21. Share-based payments (continued)**

**Warrants (continued)**

**b. Warrants**

<b>Number of shares</b>	<b>Date granted</b>	<b>Exercise price</b>	<b>Option life</b>
150,000	2 July 2019	2p	5.0055 years

The Company used the Black Scholes option pricing model to calculate the fair value of the warrants based on expected volatility rate of 51.26% and risk-free rate of 0.8304%.

	<b>Number of shares</b>	<b>Fair value</b>	<b>31 December 2019 £</b>
Shaikh Mohamed Abdulla Khalifa AlKhalifa	71,810,510	0.0111303	799,272
Contax Partners Inc.	71,810,510	0.0111303	799,272
Noel Lyons	71,810,510	0.0111303	799,272
Paul Benedict Ryan	71,810,510	0.0111303	799,272
Warrants	3,122,000	0.0074266	23,187
Warrants	150,000	0.0127136	1,907
<b>Total</b>			<b><u>3,222,182</u></b>

During the year ended 31 December 2019, no options or warrants have been exercised.

The weighted average exercise price of the management options and warrants is £0.0248.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**22. Reverse Acquisition**

On 4 July 2019, the Company completed the acquisition of the remaining 97.5% of the issued share capital of CoalTech and 97.5% of the issued share capital of CASA, that the Company did not already own, and 974,576,413 fully paid ordinary shares in the Company were allotted to the sellers of CoalTech and CASA at an issue price of 2.75p per share while a further 13,291,745 Ordinary Shares are due to be issued to the remaining South African Resident Sellers once the necessary approvals for CASA from the South African Reserve Bank ("SARB") have been granted.

Although the transaction resulted in CoalTech and CASA becoming subsidiaries of the Company, the transaction constitutes a reverse acquisition as the previous shareholders of CoalTech and CASA own a substantial majority of the share of the Company and the management of CoalTech and CASA became the executive management of Clean Invest Africa plc.

Accordingly, this reverse acquisition does not constitute a business combination and was accounted for in accordance with IFRS 2: 'Share Based Payments' and associated IFRIC guidance. Rather than recognising Goodwill, the difference between the equity value given up by the CoalTech and CASA shareholders and the share of the fair value of net assets gained is charged to the income statement as a share based payment on reverse acquisition, and represents in substance the cost of acquiring the Aquis listing.

In preparing the consolidated financial statements of the Group for the year ended 31 December 2019, CoalTech Group has been treated as the "Accounting Parent" or "Accounting Acquirer" and therefore the consolidated financial information is presented as a continuation of the consolidated financial statements of the CoalTech Group and that of the Company for the period from 1 July 2019 to 31 December 2019.

The fair value of the assets and liabilities of Clean Invest Africa Plc at acquisition was as follows:

	<b>£</b>
<b>Assets</b>	
Cash and cash equivalents	9,104
Trade and other receivables	7,853
<b>Liabilities</b>	
Trade and other payables	(175,256)
<b>Net liabilities</b>	<b>(158,299)</b>
Deemed fair value of consideration shares	
161,100,000 shares at 2.5p per share	4,027,500
Add: Initial 2.5% interest held by the Company in CoalTech Group	358,362
<b>Total deemed fair value</b>	<b>4,385,862</b>
<b>Reverse acquisition cost</b>	<b>4,544,161</b>

The net liabilities of Clean Invest Africa Plc of £158,299 as at 30 June 2019 does not include the initial 2.5% investment of £358,362 in CoalTech Group.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**23. Related party disclosures**

During the period ended 31 December 2019, £12,000 was payable to F Fantechi for his services as a director of the Company, £113,058 was payable to Contax Partners 1 SPC for F Fantechi's management fees to CoalTech, £25,000 was paid and £6,000 was payable to N Lyons for his services as a director of Clean Invest Africa Plc, £35,090 was payable to P B Ryan for his services as a director of Clean Invest Africa Plc, £9,000 was paid and £30,000 was payable to Arkosund Consulting Group Limited in relation to S T Preece's services as a director of Clean Invest Africa Plc and £2,941 was paid to Firmitas Energy Advisers Limited in relation to A P Matharu's services as a director of the Company. F Fantechi is a controlling shareholder of Contax Partners Inc.

On 25 July 2019, N Lyons and P B Ryan have subscribed to the unsecured CLNs issued by the Company for £65,000 each with 8 percent interest per annum. Further to the CLNs, as at 31 December 2019, the Company is yet to receive a total of £69,000 from N Lyons and P B Ryan (£54,000 and £15,000 respectively).

During the year ended 31 December 2019, Shaikh Mohamed Abdulla Khalifa AlKhalifa and Contax Partners Inc, shareholders of the Company, have provided total additional funding of £635,192 (£457,762 and £177,430 respectively) to cover the working capital requirements of CoalTech Group operations. The Facility Agreement with them dated 31 December 2018 has been updated to reflect this amount. The total amounts due to Shaikh Mohamed Abdulla Khalifa AlKhalifa and Contax Partners Inc is £4,975,564 (£2,276,330 and £2,699,234 respectively).

As at 31 December 2019, the Group has total receivables from Bahrain Energy Services W.L.L. (South Africa Branch) of £3,431,989. Shaikh Mohamed Abdulla Khalifa AlKhalifa and Contax partners Inc are owners and controllers of Bahrain Energy Services W.L.L.

As at 31 December 2019, the Group has outstanding payables to IAMFIRE Plc (previously Karoo Energy Plc) of £3,360.

**24. Events after the reporting period**

There were no significant events subsequent to 31 December 2019 and occurring before the date of signing of the annual financial statements that would have a significant impact on these annual financial statements.

The following events occurred between 31 December 2019 and the date of this report which are material to the understanding of the annual financial statements:

The outbreak of the New Corona Virus or "COVID-19" in early 2020 had a negative effect on all businesses worldwide due to the ensuing lockdowns, travel bans and other emergency measures implemented by each country. The Company's South African subsidiary, CASA, was subjected to a six-week total lockdown (Level 5) which was implemented on 27 March 2020. Since then, CASA has been able to gradually resume its operations as the lockdown restrictions were slowly eased. On 20 September 2020, South Africa is at Level 1 of lockdown, where almost all of CASA's business activities are permitted.

**Notes to the Financial Statements (continued)**  
**for the year ended 31 December 2019**

**24. Events after the reporting period (continued)**

On 16 July 2020, a total of 15,000,000 ordinary shares of 0.25 pence nominal value each ("Placing Shares") have been placed with investors at 1 pence per share, a premium of approximately 33% to the closing mid-market price. Each Placing Share will be issued with two warrants per share exercisable at 2.75 pence and 5 pence per share respectively valid for a period of five (5) years from the date of admission of the Placing Shares to the AQSE Growth Market. Further, should the places validly exercise the 2.75 pence warrant in full, these will be replaced by a further 5 pence warrant, on a one warrant per one Placing Share basis, valid for three years from its grant. The shares were issued on 22 July 2020.

On 20 July 2020, F Fantechi, N Lyons and P B Ryan each a Director of the Company, agreed to convert the outstanding directors fees as at 31 July 2020 amounting to £114,500, into a total of 11,450,000 Ordinary Shares of 0.25 pence each by the issuance of equity on terms that are the same as the Placing. F Fantechi has converted £33,000 of fees into 3,300,000 Ordinary Shares, N Lyons has converted £21,000 of fees into 2,100,000 Ordinary Shares and P B Ryan has converted £60,500 of fees into 6,050,000 Ordinary Shares. The shares were issued on 22 July 2020.

On 20 July 2020, the convertible loan notes issued on 25 July 2019 by the Company to N Lyons and P B Ryan have also been settled. The balance amounted to £130,000 plus £10,400 accrued interest and these notes have been redeemed by the issuance of Ordinary Shares on the same terms as the Placing being issued with 7,020,000 Ordinary shares and warrants, each. The shares were issued on 22 July 2020.

On 28 July 2020, the Company's subsidiary, CASA, has signed a Service and Supply Agreement to produce 10,000 tonnes of ilmenite pellets from ilmenite tailings sludge for a strategic and world-renowned client based in South Africa. These ilmenite pellets will be used to supplement the client's current commercial ilmenite production stream.

On 28 October 2020, the Company issued unsecured convertible loan notes for a total of £155,000. The convertible loan notes have an annual cash coupon of 8% payable semi-annually, mature on 31 December 2022 and are convertible then at the option of the holder into 7,750,000 ordinary shares of 0.25p nominal value each in the Company at a price of 2.00 pence per share. The funds raised as a result of the issue of these notes will be used to provide additional working capital for the Company.