Company registration number: 05966431

Caspian Sunrise PLC

Annual Report and Financial statements
for the year ended 31 December 2025

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HIGHLIGHTS

2025 Financial highlights

- Total revenues $12.9 million (2024: $31.5 million)
- Oil sales revenues $nil (2024: $nil)
- Oil trading revenues $7.2 million (2024: $15.9 million)
- Oil drilling services revenues $6.0 million (2024: $15.6 million)
- (Loss) / profit before tax from continuing operations $(11.9) million (2024: profit $5.3 million)
- Profit from discontinued operations $23.9 million (2024: profit of $9.4 million)
- Gain on disposal of the MJF and South Yelemes structures $19.4 million (2024: $nil)
- Profit after tax $13.2 million (2024: $16.8 million)
- Total assets $115.6 million (2024: $135.2 million)
- Assessment of going concern set out in Note 1.1 to the financial statements

2025 Operational highlights

- Production volumes 229,007 barrels (bbls) (2024: 623,312 bbls)
- Renewal of the Airshagyl and Yelemes Deep licences on the BNG Contract Area
- Renewal of the Sholkara licence on the Block 8 Contract Area
- Block 8 Contract Area test production measured at the rate of 270 barrels of oil per day (bopd) from Deep Well P1 & 846 bopd from Deep Well P2 on the Sholkara structure
- Acceptance by the Kazakh authorities of an initial 26 mmbls C1 reserves on the BNG Airshagyl structure, with the scope to increase reserves in the next three years

2025 Corporate highlights

- April: Completion of the acquisition of the West Shalva Contract Area
- July: Completion of the $88.8 million disposal of the BNG's shallow MJF and South Yelemes structures
- December: Conditional acquisition of Tau-Cen
- December: BNG Deep structure licence awards and tax concessions

2026 Operational highlights to date

- BNG's Deep Well 803 deepened to 4,030 meters
- Deep Wells 707, 703 & 701 spudded on the Yelemes Deep structure
- Oil production from Block 8 and West Shalva
- Oil trading resumes

2026 Corporate highlights to date

- January: Completion of the Block 8 Contract Area acquisition
- May: Conditional acquisition of Kazikhan Limited with manganese & gold assets
- October: Completion of the Tau-Cen acquisition principally titanium

STRATEGIC REPORT

Objectives

The Group's objective is to create sustainable shareholder value from the development of principally oil & gas and mineral projects and associated activities in Kazakhstan, where the board believes they would add shareholder value. The Group has several secondary objectives, including promoting the highest level of health and safety standards, developing our staff to their highest potential and being a good corporate citizen in our chosen countries of operations.

Kazakhstan, which is the focus of the Group's activities and where all but a handful of staff are based, has extensive, oil & gas and mineral opportunities, which the board believes the Group is well placed to exploit.

The Group has interests in oil exploration & production assets, oil trading; onshore & offshore oilfield services and has announced the acquisition of mineral assets focused on developing principally manganese, gold and titanium projects but also copper, silver and molybdenum.

Business model

The business model is straightforward: to take assets at any stage of the development cycle and to improve them to the point they contribute to the Group's profitability or that they may be sold on at a profit to provide funding for additional development.

The Group's flagship assets are the BNG deep structures, the Block 8 Contract Area, the Caspian Explorer drilling vessel, the Tau-Cen titanium project and upon completion, the manganese and gold reserves held via Kazikhan.

Based on management's interpretation of the available geological information we believe the geological characteristics present at the nearby world class Kashagan and Tengiz oilfields may also be present at BNG and Block 8 and we continue to work to demonstrate that is the case. Although certain geological characteristics may be similar to those observed in nearby fields, no inference should be drawn as to the existence, scale or commercial recoverability of reserves at BNG or Block 8 until independently certified. West Shalva adds a third oil & gas asset, but without the high temperature and high pressures present at BNG and Block 8.

From a standing start at the BNG shallow structures we produced more than 4.5 million barrels of oil and have detected oil in significant quantities at the BNG deep structures, Block 8 and West Shalva.

Our onshore oilfield services division CTS provides a low cost and flexible drilling option at our oilfields. The Caspian Explorer, an offshore drilling vessel provides one of the few cost effective ways to explore the shallow parts of the Caspian Sea.

Mineral and other acquisitions are expected to further diversify risk and generate revenues at a faster pace than early stage oil & gas projects.

As important as operational success is judging when to buy and sell. In 2015 we sold the Group's second oil & gas oilfield asset, Galaz, for $100 million and in 2020 we acquired the Caspian Explorer on completion for $3.2 million. In 2025 we sold two ageing BNG shallow structures for a headline cash consideration of $88.8 million. (See Note 10).

We believe the recently completed acquisitions of Block 8 and Tau-Cen and the conditional acquisition of Kazikhan, once completed, will also add significantly to shareholder value.

Future developments

The Directors also believe the Group is exceptionally well placed through its strong local Kazakh presence to identify and buy further undervalued oil & gas assets and mineral and other assets on an opportunistic basis. It is the Group's policy to seek to fund growth at the asset level and through asset sales rather than through the equity market.

The strategic report includes the information set out throughout this Annual Report.

CHAIRMAN'S STATEMENT

Introduction

We are pleased to present the financial statements for the year ended 31 December 2025.

The Group's principal focus is

- oil exploration and production
- oil trading
- onshore and offshore oilfield services
- mineral exploration and production
- other commercial projects

All projects to date are in Kazakhstan.

Overview

The prize with our oil & gas assets remains demonstrating that either or both the BNG and Block 8 Contract Areas have production capabilities similar to the nearby world class Tengiz and Kashagan assets.

Success with the conditional mineral acquisitions announced to date would be the production of significant quantities of titanium, manganese and gold.

Progress

There were several significant milestones during the year under review and subsequently, which are expected to be important to the Group's future development:

- The licences for the deep structures at the BNG Contract Area were renewed with significant tax concessions.
- The Sholkara structure licence at the Block 8 Contract Area was renewed paving the way to the completion of the acquisition of the Block 8 Contract Area in Q1 2026.
- The acquisition of the West Shalva Contract Area completed in Q2 2025 with first oil announced in Q1 2026
- The MJF and South Yelemes structures at the BNG Contract Area were sold for a headline cash consideration of $88.8 million, which allowed the repayment of significant debt and creditors incurred to fund the required work programme at the BNG deep structures
- $23.3 million cash at the year end to fund ongoing development of existing and new assets
- The conditional agreement to acquire Kazikhan with its existing manganese and gold reserves and manganese production and the completed acquisition of Tau-Cen with its titanium potential provide further potentially transformational opportunities.

Financial results

There was little development work at the BNG, Block 8 or West Shalva Contract Areas in the first half of the year under review, principally for reasons of ongoing licence renewals and / or a lack of funding. Following the receipt of the bulk of the MJF and South Yelemes structures sale proceeds, development work resumed in the second half of the financial year but without income from any of the oilfields under development or from oil trading or the chartering of the Caspian Explorer.

Nevertheless, taking into account the $19.4 million gain on the disposal of the MJF and South Yelemes structure, the Group reported profit after tax of $13.2 million.

Oil exploration and production

BNG Contract Area

Shallow structures

Between 1 January 2025 and their sale on 7 July 2025, the shallow structures at the BNG Contract Area produced 229,007 bbls. (2024 full year 623,312 bbls).

Deep structures

More than $100 million was spent on the Airshagyl and Yelemes Deep structures to satisfy work programme commitments leading to the planned upgrade to full production licences for each structure towards the end of 2024.

In May 2025 the licence for the Airshagyl structure was upgraded to a full 25-year production licence, with an initial three-year period.

In December 2025 we announced that as a consequence of receiving significant tax concessions the licences for the Airshagyl and Yelemes Deep structures had been reissued on an appraisal basis, which allows the results of development work in the following three years at the Airshagyl structure and the following two years at the Yelemes Deep structure to be included in the reserves to be confirmed by the Kazakh state on the expected issue of 25 year full production licences for each structure.

A key focus at the BNG Contract Area is to complete the three new deep wells required on the Yelemes Deep structure to be able to apply for a full 25-year production licence for that structure. At Deep Well 803 the well was deepened to a depth of 4,030 meters before testing. The results were encouraging with an oil bearing interval of 50 meters detected. However, a re-cementing job is required to deal with water flowing into the well before further testing can be completed.

Deep Well 707, which has a planned Total Depth of 3,500 meters, was spudded in July 2026 and has reached its Total Depth without incident. Deep Well 703, which was also spudded in Q3 2026 with a planned Total Depth of 4,750 meters is currently at a depth of 1,300 meters. Deep Well 701 was spudded in October 2026 with a planned total depth of 5,000 meters and has reached a depth of 700 meters.

The rig used at Deep Well 707 will now be used to further test Deep Well 803. Drilling at Deep Well 701 has paused to allow the G50 rig to be used to seek to bring Deep Well A7 on the Airshagyl structure into commercial production, following which the rig will resume work at Deep Well 701.

All work at these wells is expected to be completed in Q2 2026, when the full Yelemes Deep work programme obligations are expected to be met in full following which work on the application to move to a full 25 year production licence can begin.

At Deep Well A6 on the Airshagyl structure, which was drilled to a depth of 4,528 meters, the plan is in Q2 2027 to drill a 600-meter side track from a depth of 3,800 meters targeting Permian fractured dolomite and anhydrite. Additionally, but subject to funding and rig availability, two new deep wells are planned for 2027.

Block 8 Contract Area

The arrangements put in place in 2023, when we exercised the option to acquire the Block 8 Contract Area, allowed development work there to proceed during part of the extended period between the exercise of the option and the completion of the Block 8 acquisition in January 2026.

At Well P1 on the Sholkara structure oil has flowed on a test basis at rates up to 270 bopd but is not currently producing. At Well P2, which has flowed at rates on a test basis of up to 846 bopd, the well is currently producing at the rate of approximately 90 bopd. Further work is planned at both wells subject to rig availability with the intention of achieving commercial flow rates. A third deep well, Well P3, is planned for 2027 subject to funding and rig availability.

We continue to work with the Kazakh authorities on the renewal of the licence for the Akkaduk structure on which a well drilled to a depth of 3,922 meters awaits testing.

West Shalva Contract Area

West Shalva was expected to be a far easier oilfield from which to produce oil than either BNG or Block 8. It does not have the salt layer present at BNG and Block 8, beneath which the exceptional temperatures and pressures have made drilling difficult. Conversely, it does not have the same potential to become a world class asset.

A well with an initial planned total depth of 3,000 meters was spudded in October 2025. A 5 meter interval at a depth of approximately 2,250 meters has been flow tested and produced oil briefly at rates of up to 300 bopd. The oil from the well has a higher than expected paraffin content restricting its natural flow. The well is currently shut in and not producing, pending further work. Prior to shut-in, the well was producing approximately 38 bopd per day

The planned second well at West Shalva is on hold pending the outcome of the work to improve flow rates at the first well.

Oil trading

Only oil sold to the domestic market rather than to the domestic mini refinery or international markets is eligible to be traded. With oil production declining in the first half of the financial year and then ceasing in early July 2025 our oil trading activities in the period under review were much reduced.

The limited production from Block 8 and West Shalva since the period end has allowed a resumption of oil trading activities. As oil production increases from the Group's three fields under development revenue and profit from oil trading is expected, over time, to return to previous levels.

Oilfield services

Onshore

With development work on hold for much of the period under review there was limited operational activity at CTS.

The costs of work undertaken by CTS at Block 8 during the second half of the year were recognised as income because the Group had not yet completed the acquisition. Following completion, relevant costs will be borne by the Group.

Accordingly, following its acquisition in Q1 2026, all amounts due to CTS in respect of work at Block 8 are no longer external obligations. The costs of drilling work going forward at Block 8 will no longer result in income and costs of sales but rather will enhance the Group's oil and gas assets.

CTS is now active at the BNG, Block 8 and West Shalva Contract Areas with all four rigs in use.

Offshore

The Caspian Explorer was not chartered in 2025 and not to date in 2026. While there has been interest for 2027 and beyond no agreements have been signed.

Corporate Transactions

Acquisition of West Shalva

In April 2025 CS Energy LLP, the corporate entity holding the licence for the West Shalva Contract Area, was acquired for an initial consideration of $5 million, satisfied by the issue of 99,206,349 shares issued at 4p per share.

On first oil an additional $5 million became payable, which is to be satisfied by the issue of a further 99,206,349 shares, again to be issued at 4p per share. Additionally, the first $5 million of revenue derived from the sale of oil from West Shalva is payable in cash to the vendor, taking the maximum consideration to $15 million. However, payment of these amounts is on hold pending the outcome of work to increase flow rates at West Shalva to commercial levels. See note 12 for further details.

Disposal of the MJF & South Yelemes structures on the BNG Contract Area

In July 2025 the ageing MJF and South Yelemes structures on the BNG Contract Area were sold for a headline cash consideration of $88.8 million.

To date approximately $70 million has been received. A further $5 million is due to be paid in equal monthly instalments over a 12-month period now expected to commence in Q1 2027. Additionally, a further approximately $13 million of the headline consideration is payable by the purchaser to the Kazakh authorities at the rate of approximately $800,000 per quarter to fund the outstanding MJF structure's Historic Cost liability.

The gain on disposal was $19.4 million. See note 10 for further details.

Acquisition of the Block 8 Contract Area

In January 2026 the Group completed the acquisition of Procyon Capital, the Kazakh entity which owns EPC Munai LLP, a further Kazakh entity which holds the licences at the Block 8 Contract Area for an initial consideration of $100 plus deferred consideration of up to $60 million payable in cash by way of royalties on future oil from the Block 8 Contract Area at the rate of $5 per barrel. See note 30 for further details.

Minerals

In comparison to oil & gas projects the mineral projects we are interested in typically have:

- Lower entry costs and investment needs
- Quicker payback

- A smoother regulatory environment
- Sales at international, rather than domestic prices and often to Chinese buyers
- Are unaffected by Russian sanctions

Acquisition of Tau-Cen

In December 2025 we announced the conditional acquisition of Tau-Cen LLP, where the principal minerals of interest are titanium, zirconium and gold. Additionally, rare earth elements are bound within the zirconium concentrate in associated monazite and xenotime. The acquisition completed in October 2026.

The purchase consideration was $0.7 million comprising, $0.35 million paid in cash and $0.35 million satisfied by the issue of 5,223,881 Caspian Sunrise shares to be issued at 5p per share.

Conditional acquisition of Kazikhan Limited

In March 2026 we announced the conditional acquisition of Kazikhan Limited for an initial consideration of $25 million to be satisfied by the issue of 373,134,328 shares to be issued at 5p per share and potential additional consideration of up to a further $20 million to be satisfied by the issue of up to 298,507,463 shares also to be issued at 5p per share.

Kazikhan and its subsidiaries hold licences to explore for principally manganese and gold, but also silver, copper and molybdenum. Completion of the Tau-Cen and Kazikhan acquisitions are subject to customary Kazakh regulatory approvals. We await the receipt of the required regulatory consents before we can complete the acquisition.

We are at an advanced stage of discussions regarding further mineral acquisitions, which if they progress are not intended to dilute existing shareholders.

Other projects

The Group's prime competitive advantages are its knowledge of Kazakhstan and its access to international funding. Accordingly, on an opportunistic basis, we will look at projects in Kazakhstan including outside our core natural resource sectors, where the board believes the Group's involvement would add significant shareholder value. However, it is not expected that the scale of such projects would exceed the Group's natural resources activities.

Outlook

The disposal of the MJF and South Yelemes structures has provided funding to allow the Group to resume development work across all three of its oil fields and, at the completed and conditional mineral acquisitions announced.

The prize with our oilfields remains demonstrating that the geology at the world class Tengiz and Kashagan oilfields extend to BNG and Block 8. At our mineral assets, once acquired, the objective will be to increase the existing manganese and gold reserves and to produce both in volume.

It will take time for the income from these assets to build up to the levels previously reported when we owned the producing BNG shallow structures, but the Group now has a broader base of projects and is no longer reliant on oil sales from a single oilfield.

With, in particular, BNG, Block 8, the Caspian Explorer, Tau-Cen and, once acquired, Kazikhan's manganese and gold reserves, the Group will have a portfolio of potentially extremely valuable assets and the intention to develop them to their fullest potential.

Clive Carver
Chairman
11 November 2026

OUR ASSETS

OIL & GAS ASSETS

BNG Contract Area

The Group holds a 99% interest in the BNG Contract Area, where since 2008 more than $120 million has been spent. The BNG Contract Area is in the west of Kazakhstan 40 km southeast of Tengiz on the edge of the Mangistau Oblast.

Shallow structures

The MJF & South Yelemes shallow structures produced more than 4.5 million barrels between 2019 and their sale in July 2025. The BNG Contract Area also includes additional potential shallow structures.

Deep structures

We have identified two deep structures at the BNG Contract Area. The first is the Airshagyl structure, which extends to 58 km2. The second is the Yelemes Deep structure, which extends over an area of 36 km2.

Airshagyl structure

Four deep wells have been drilled on the Airshagyl structure where we are seeking to bring Deep Wells A5, A6 and A7 into commercial production. Additionally, a new shallow well E-Mz-55 is planned in the central part of the Airshagyl structure. Timing is dependent on rig availability and funding and other than at Deep Wells A6 and A7 no time has been yet set for the work to take place.

Yelemes Deep structure

Three deep wells have been drilled on the Yelemes Deep structure including Deep Well 803. Three further new deep wells have been spudded to satisfy the revised work programme obligations with new Deep Well 707 spudded in July 2026, with new Deep Well 703 spudded in Q3 2026 and new Deep Well 701 spudded in October 2026. All wells are expected to be completed by Q2 2027.

Tax concessions

In December 2025 the Kazakh Ministry of Energy confirmed significant tax concessions, to assist in the development of the BNG Contract Area's deep structures. Specifically, the Ministry of Energy has confirmed that Alternative Subsoil Use Tax will apply to production from the BNG Contract Area in lieu of Historic Cost, mineral extraction tax and excess profits tax. Furthermore, a temporary exemption from export customs duties on crude oil has been granted.

Re-issue of BNG Contract Area licences

The tax concessions noted above required new licences to be issued. Accordingly, the Ministry for Energy has issued new licences for both the Airshagyl and Yelemes Deep structures on the following bases.

Airshagyl Licence

A three-year appraisal licence was issued in December 2025 (which replaced the 25-year production licence issued in May 2025) during which the Group must submit credible plans to develop the Airshagyl structure and during which additions to State-confirmed reserves based on additional drilling is permitted.

Yelemes Deep licence

A two-year appraisal licence has been issued during which additions to reserves based on further drilling is permitted. A requirement during the initial two-year period to be eligible for the award of a full 25-year production licence is that three further deep wells each with an expected depth of up to 5,000 meters are drilled. Deep Well 707 was spudded in July 2026 and Deep Wells 701 and 703 were spudded in Q3 and Q4 2026 respectively. Should the Group not complete the required three deep wells by the end of 2027 it would not be possible to apply for a 25-year production licence for the Yelemes Deep structure.

Oil sales before the full production licences are issued

During the initial periods of the new Airshagyl and Yelemes Deep licences all production is to be sold on the domestic market and at domestic prices.

BNG Deep structures reserves

In awarding the licence for the Airshagyl structure, the Kazakh Committee on Reserves certified C1 reserves of 26 mmbls with the opportunity over the next three years for increases dependent on further drilling.

Yelemes Field — Kazakhstan C1/C2 Oil Estimate

No reserves have yet been certified by the Kazakh Committee on Reserves for the Yelemes Deep structure. However, the Company has received a resource calculation report for the Yelemes area, together with an exploration drilling program for deep wells planned for 2026. The report and the associated drilling program were prepared by an independent Kazakh project institute "SciRes" with recognised expertise in preparing resource calculations and technical documentation under the methodology of the State Commission on Mineral Reserves of the Republic of Kazakhstan ("GKZ"). The calculation was prepared under the Kazakhstan statutory resource classification system.

The estimate was calculated using the volumetric method based on mapped oil-bearing area, weighted average effective oil-saturated thickness, effective rock volume, porosity, oil saturation, recalculation coefficient, oil density and oil recovery factor.

The calculation indicates the following gross oil volumes within the Contract Area:

	C1 MMbbl	C2 MMbbl	Best Estimate (C1+C2) MMbbl	C1 '000 tonnes	C2 '000 tonnes	Best Estimate (C1+C2) '000 tonnes	Operator
Note	(1)	(1)	(1)				
T1 (Lower Triassic)	17.0	0.0	17.0	2,313.3	0.0	2,313.3	Caspian Sunrise
P1 (Lower Permian)	10.4	0.6	11.0	1,425.3	87.5	1,512.8	Caspian Sunrise
C2m (Middle Carboniferous Moscovian)	0.9	4.3	5.2	122.2	588.1	710.3	Caspian Sunrise
Total	**28.3**	**4.9**	**33.3**	**3,860.8**	**675.6**	**4,536.4**	

Notes: (1) For conversion purposes, an indicative factor of 7.33 barrels per tonne has been applied to convert tonnes to barrels.

Under the Kazakhstan classification system, C1 represents the higher-confidence portion of the technical estimate, while C2 represents an additional, less- well appraised statutory category.

These categories are not directly equivalent to SPE-PRMS 1P, 2P or 3P reserves, nor to SPE-PRMS Low, Best or High estimates.

It should be noted that these estimates require further work before they can be classified as resources under a recognised standard such as SPE-PRMS. Once that work has been completed, the actual resources in place may vary from these estimates.

Block 8

Background

In January 2026 the Group completed the acquisition of Procyon Capital, the Kazakh entity which owns EPC Munai LLP, a further Kazakh entity which holds the licences at the Block 8 Contract Area.

The Block 8 Contract Area extends over 2,823 sq. km with three identified structures and is approximately 160 km from the BNG Contract Area.

Development activity

In 2023, in anticipation of the completion of the Block 8 acquisition and to avoid delays in developing the asset while the ownership was changing, the Group advanced $3.5 million by way of a secured loan to the vendors so they could satisfy the then outstanding work programme commitments and develop the oilfield for the ultimate benefit of the Group. This allowed two deep wells to be drilled to depths of 4,203 meters (P1) and 3,449 meters (P2) respectively on the Sholkara structure.

Following the renewal of the Sholkara structure licence in Q4 2024 development and testing work resumed on that structure which, following the acquisition completing in Q1 2026, will be funded by the Group.

At Well P1 on the Sholkara structure, oil has flowed on a test basis at rates of up to 270 bopd but is not currently producing. At Well P2 on the Sholkara structure oil has flowed on a test basis at the rate of 846 bopd and is currently flowing at the rate of approximately 90 bopd.

Two other wells were drilled in 2022 and 2023 to depths of 3,922 and 3,408 meters respectively on the Akkaduk and Toresay structures. As previously announced, we are no longer interested in the Toresay structure and testing at the Akkaduk structure is not permitted until the licence there has been renewed.

Sholkara licence
The Block 8 licence at the Sholkara structure was renewed for a three-year period in Q4 2024.

Akkaduk licence
We continue to work with the Kazakh authorities on the renewal of the licence for the Akkaduk structure.

Block 8 reserves
An estimate of the reserves at Block 8 is planned following a prolonged period of commercial production.

West Shalva

Background
The West Shalva Contract Area is rectangular in shape and extends over approximately 25 km². It is in the oil producing Zhetybay Steppe Area in the Mangyshlak region of Western Kazakhstan approximately 90 km east of Aktau and approximately 20 km north from the Zhetybay field, where an oil processing plant is located and oil enters the Aktau / Atyrau main pipeline.

West Shalva is an early stage oilfield but with strong indicators from both the adjacent Shalva field and from the available seismic information that it is likely to produce oil in decent quantities. Additionally, it is expected to be easier to drill than either BNG or Block 8 as the high pressure and high temperature encountered in those fields are not present at West Shalva. There is also no salt layer to penetrate, and the field is closer to local refineries with a history of higher prices than the refineries nearer BNG and Block 8.

A well with an initial planned Total Depth of 3,000 meters was spudded in October 2025. A 5 meter interval at a depth of approximately 2,250 meters has been flow tested and produced oil briefly at rates of up to 300 bopd. The oil from the well has a higher than expected paraffin content restricting its natural flow. The well is currently shut in and not producing, pending further work. Prior to shut-in, the well was producing approximately 38 bopd per day

The planned second well at West Shalva is on hold pending the outcome of the work to improve flow rates at the first well.

West Shalva licence
The licence at the West Shalva Contract Area is a six-year appraisal licence running until 2028.

West Shalva reserves
To date there are no certified reserves in respect of the West Shalva Contract Area. We intend to commission an independent assessment of the West Shalva reserves in due course.

See note 12 for further information.

OILFIELD SERVICES ASSETS

CTS
The Group, through its wholly owned subsidiary CTS, owns four drilling rigs. The largest rig is a G50 (capable of supporting a drill string of 50 tonnes). There are two G40 rigs and a G20 rig.

Caspian Explorer

Background
The Caspian Explorer is a drilling vessel designed specifically for use in the shallow northern Caspian Sea where traditional deep water rigs cannot be used.

The Caspian Explorer was conceived of by a consortium of leading Korean companies including KNOC, Samsung and Daewoo Shipbuilding. The vessel was assembled in the Ersay shipyard in Kazakhstan between 2010 and 2011 for a construction cost believed to be approximately $170 million. The Caspian Explorer became operational in 2012 at a time of relatively low oil prices and reduced exploration activity in the northern Caspian Sea.

The total costs after fit-out are believed to have been approximately $200 million. We believe a replacement would today cost in the region of $300 million and take several years from a decision to commission it for such a new vessel to become operational.

Operational characteristics

The Caspian Explorer:

- operates principally between May and November in the Northern Caspian Sea, which is subject to winter ice, and all year round elsewhere
- operates in seas with depths between 2.5 meters and 7.5 meters
- can drill to depths of 6,000 meters
- typically has a crew to operate the drilling vessel of 20
- has accommodation for approximately 100

Mooring

The Caspian Explorer has recently moved to the port of Ersay when not on charter resulting in significant cost savings.

Potential

The Caspian Explorer has the capacity to generate significant revenue and profit, as demonstrated by the charter for a consortium led by Italy's ENI in 2024 for which the Group in 2023 and 2024 received $14.9 million. By its nature, contributions from the Caspian Explorer are likely to be significant in size but intermittent in timing. No charters were undertaken in 2025 and none to date in 2026. While there is interest for 2027 and beyond no charter contracts have been signed.

MINERAL ASSETS & CONDITIONAL MINERAL ASSETS

Tau-Cen

Background

The Tau-Cen asset is in the Pavlodar region approximately 110 km from the city of Ekibastuz, in northeast Kazakhstan, an industrially developed area with established mining, metallurgical, and chemical industries.

The principal minerals of interest at Tau-Cen are titanium, zirconium and gold. Additionally, rare earth elements are bound within the zirconium concentrate in associated monazite and xenotime.

The Tau-Cen asset was first explored during the Soviet era when more than 180 drill holes were drilled with an average depth of 7 meters and a maximum depth of 20 meters where an average thickness of 2.6 meters of mineral enrichment was found. At that time beryllium and the rare earth metals scandium were also detected.

Licence and current work programme

The Tau-Cen licences extend over an area of 235.8 sq. km covered by two separate six year exploration licences running until 2031.

An exploration work plan has been approved with the Kazakh authorities with topographic surveys and magnetic exploration underway.

Kazikhan

Borly

Kazikhan's subsidiary Borly is located approximately 200 km from Astana and has a licence to explore for and produce manganese.

Mining at Borly is open pit with the manganese source rock typically found at depths between 5 and 120 meters. Once excavated the raw earth is crushed and then cleaned with water and mechanical agitation to remove clays. This cleaned material is further processed by gravitational separation into a concentrated form. The resulting ore concentrate is then sold to traders or directly to end users.

To avoid delays while the regulatory consents are obtained the Group has, via a $1 million loan secured on the Borly asset, funded an increase in the production capacity at Borly, which is now approximately 8,000 tonnes per month. New washing and crushing lines are being installed and the general infrastructure upgraded, following which production volumes are expected to increase to up to 20,000 tonnes per month and beyond with the grades increasing to approximately 36%. These actions are expected to require a $4.5 million investment and are expected to take 18 months to complete with part of the funding coming from advances from Tier One manganese end users.

Borly licence

The Borly licence is a 10-year production licence to 2035 for the exploration and production of manganese, which may be extended by a further 15 years to 2050, with the licensed area extending over 6.89 sq. km

Borly reserves

The reserves at Borly taken from the Kazakh state balances as calculated under the new Kazakh Resource Code (KAZRC), a CRIRSCO-style code, are assessed to have probable mineral reserves of 8.143 million tonnes with a further indicated resource of 6 million tonnes.

Further manganese potential

Kazikhan also holds the rights to potential manganese assets in Surchiny and Kyzlyadr. Additional manganese found here would be able to be processed by the same technology as at Borly, with the decision where to process them to be made based on the transport economics between the sites.

Zhambas

Kazikhan's subsidiary Zhambas is in the Karaganda region of central Kazakhstan and extends over 79 sq. km. and has exploration licences to explore principally for gold and copper but also silver and molybdenum. Zhambas has existing State confirmed C2 gold reserves of 700 kg under the former Soviet classification system and where Caspian Sunrise's management believe there is potential for a significant increase in the size of these reserves.

9,000 linear meters of drilling has been completed with approximately 9,500 core samples taken, of which approximately 60% have already been processed.

Zhambas licence

The renewal of the Zhambas exploration licence to explore for gold and copper but also silver and molybdenum is a condition of the acquisition.

Zhambas reserves

There are existing state confirmed C2 gold reserves of 700 kg under the former Soviet classification system. The Directors believe there is also the potential for up to 350,000 tonnes of copper, 250 tonnes of silver and 38,000 tonnes of molybdenum.

FINANCIAL REVIEW

Recent financial strategy

With the potential huge upside of the BNG deep structures our focus in recent years was to ensure we completed the onerous BNG deep structures work programmes to qualify to extend the BNG deep structure licences.

For the past 6 years we have funded the ongoing payment of $32 million historic costs at the BNG Contract Area at the annual rate of $3.2 million. We also had to deal with the impact of Covid during which the price for our oil fell to $6 per barrel. More recently we have been faced with the impact of Russian sanctions, which has resulted in oil sales since Q2 2022 being to the domestic market at prices closer to $30 per barrel rather than more than double that for international sales. We also had to source and pre-fund the acquisition of drilling consumables from countries other than Russia.

Nevertheless, we were able to fulfil the BNG deep structure work programme obligations without significant shareholder dilution. We did this by working the BNG shallow structures hard and by incurring additional debt, principally in the form of trade and other payables, which limited our ability to develop our other existing assets and to take advantage of opportunities with new assets.

In this light the Board considered that a cash offer of $88 million for the BNG Contract Area's shallow structures, on which the older wells were showing signs of deterioration, was both attractive on a standalone basis and would significantly improve the Group's stretched financial position.

The sale proceeds for the BNG shallow structures have for the first time in many years allowed the Group to be properly funded, part of which is expected to be used for new projects including mineral acquisitions, which typically have shorter payback periods than for early stage oil & gas exploration and where we would have a number of routes to market which would not be affected by the impact of Russian sanctions.

The Group now owns three oilfields, has an established oil trading operation, owns four working onshore rigs together with the offshore Caspian Explorer, already owns Tau-Cen and on completion of the Kazikhan acquisition, will have an attractive portfolio of mineral assets.

Basis of inclusion

Under IFRS 5, for financial years ended 31 December 2025 and 31 December 2024, revenues and costs from oil produced from the MJF and South Yelemes structures at the BNG Contract Area are recognised as discontinued operations.

To allow a meaningful analysis of trading through the year the following segmental and other financial information set out below has been extracted from the underlying financial records and reconciled to the financial information set out in the consolidated profit or loss account, statement of financial position and cashflows.

Overview

Years ended 31 December	2025	2024
	$'million	$'million
Revenue		
Oil production	nil	nil
Oil trading	7.2	15.9
Onshore oilfield services	6.0	1.3
Offshore oilfield services	nil	14.3
Corporate allocation	**(0.3)**	**nil**
Total	**12.9**	**31.5**
Gross profit		
Oil production	nil	nil
Oil trading	0.9	6.2
Onshore oilfield services	1.2	(0.8)
Offshore oilfield services	(0.1)	3.8
Corporate allocation	**(1.1)**	**nil**
Total	**0.9**	**9.2**

For further details see note 3.

Comparing 2025 and 2024

The trading results for 2025 reflect the sale of the MJF and South Yelemes structures at the BNG Contract Area in early July 2025, after which there were no oil sales or oil trading revenue. The gain on the disposal of the MJF and South Yelemes structures was $19.4 million.

Revenue

Total revenue from continuing operations in 2025 fell by approximately 59% to $12.9 million (2024: $31.5 million).

Excluding corporate allocations, the % of total revenues from oil sales was nil (2024: nil%); 54.5% was from oil trading (2024: 50.5%), 45.5% was from onshore oil services (2024: 4.1%) and nil% was from offshore oil services (2024: 45.4%).

Gross profit

Gross profit from continuing operations fell by approximately 90.2% to approximately $0.9 million (2024: Profit of $9.2 million).

Oil production

Oil production revenue

Oil sold in 2024 and 2025 was treated as a discontinued operation, the breakdown of which can be seen in Note 10.

Production volumes

Notwithstanding the accounting treatment production in 2025 at 229,007 barrels was approximately 63.3% lower than in 2024 (623,312 barrels), as a result of the completion of the disposal of MJF and South Yelemes structures in July 2025 (see Note 10).

Oil trading

Oil trading is presented in these financial statements as a continuing activity.

It was the Group's decision not to trade third party oil during the period when no oil was being produced as trading third party oil is a higher risk operation. Now with production from Block 8 our oil trading operations have resumed. Oil trading remains an important component of the Group's business model.

Under this heading we purchase crude oil and fund its refining, selling the resultant oil products to third parties. To date we adopted a relatively low risk approach to oil trading having initially formed a 70:30 partnership with an established trader with ourselves being the larger party and with our 30% partner providing the required funding. Future oil trading will be on a 100% owned basis.

Revenue from oil trading in 2025 was $7.2 million (2024: $15.9 million) with a gross profit of $0.9 million (2024: gross profit $6.2 million). The decline in the performance is directly linked to the fall in production stemming from the sale of the MJF and South Yelemes structures.

Gross profit was harder hit as with the impending sale due to complete several months before it did the ability to forward sell was severely limited. As production volumes increase initially from the Block 8 and West Shalva Contract Areas but also, in time, expected from the BNG Contract Area, we expect oil trading margins to return to previous levels.

Onshore oilfield services

Onshore oilfield services is presented in these financial statements as a continuing activity.

Onshore oilfield services are conducted through our wholly owned CTS LLP subsidiary (CTS), which owns and operates four drilling rigs. Onshore oilfield services revenue in 2025 was $6.0 million (2024: $1.3 million) reflecting the additional work at the Block 8 Contract Area. Onshore oilfield services gross profit in 2025 was $1.1 million (2024: a gross loss of $0.8 million).

CTS performed work at the Block 8 Contract Area following the renewal of the Sholkara structure's licence in Q4 2024, which accounts for 100% of the CTS income for the year.

The Block 8 acquisition completed in January 2026. Work done by CTS at Block 8 before the completion of the Block 8 acquisition has been recognised as third party revenue. However, from the date of completion of the Block 8 acquisition, further onshore drilling work performed by CTS at Block 8 will no longer result in third party revenue as all costs and revenues will sit within the Group. The drilling-related costs will be capitalised against the respective asset.

Offshore oilfield services

Offshore oilfield services are presented in these financial statements as a continuing activity.

Offshore oilfield oil services are conducted through the Caspian Explorer, a drilling platform specifically designed to explore the shallow northern Caspian Sea.

The Caspian Explorer was not chartered in 2025 and accordingly generated no revenue compared to revenue of $14.3 million in 2024. Gross profit in 2025 was $nil (2024: Gross profit $3.8 million).

Administrative and other operating costs

Ongoing administrative and other operating costs increased by $6.5 million to $10.5 million (2024: $4.0 million). The main contributory factors were the legal and other professional costs associated with the sale of the MJF and South Yelemes structures and to a lesser extent with the mineral acquisitions; the costs associated with the re-issue of the Airshagyl and Yelemes Deep licences at the BNG Contract Area; the depreciation charge for our plant and machinery; and the Group audit costs.

Operating (loss) / profit

Principally as the result of the sale of the producing MJF and South Yelemes structures during the year the operating loss from continuing operations was $(9.7) million (2024: profit $5.1 million). The profit from discontinued operations, which included the $19.4 million gain on disposal, was $23.9 million (2024: profit $9.4 million).

Finance costs

Finance costs were $3.0 million (2024: $0.4 million) and reflected the higher levels of borrowing in the run up to the sale of the MJF and South Yelemes structures.

Tax

The tax credit on continuing operations was $1.1 million (2024: credit $2.1 million).

Profit for the year after tax

Profit after tax was $13.2 million (2024: $16.8 million).

Oil and gas assets

Unproven oil & gas assets
The carrying value of unproven oil and gas assets increased by approximately $9.9 million to approximately $59.0 million (2024: $49.1 million) principally as the result of additional work at the BNG deep structures and the acquisition of the West Shalva Contract Area.

Plant, property and equipment
These are the Caspian Explorer, the drilling rigs owned by the Group and other equipment and motor vehicles and decreased in value from $4.5 million in 2024 to $2.0 million in 2025 principally as the result of depreciation and a write down in the carrying value of the Caspian Explorer.

Inventories
Inventories at the year-end increased by $2.6 million to $5.8 million (2024: $3.2 million) principally as the result of the acquisition of casing in advance of the planned 2026 drilling programme.

Trade and other receivables
Trade and other receivables due within 12 months increased to approximately $19.5 million (2024: $8.2 million). Of this amount trade receivables were $9.0 million (2024: $3.8 million); prepayments were $1.6 million (2024: $2.2 million); recoverable VAT decreased by $0.2 million to $0.7 million (2024: $0.9 million); loans to related parties repayable within 12 months were $8.1 million (2024: $ nil). See note 16 for further details.

Cash position
At the year-end we had approximately $23.3 million cash (2024: $2.6 million). At the date of these financial statements the Group held approximately $1.1 million in cash.

Current liabilities
Trade and other payables under 12 months (excluding historic costs and provisions)
Trade and other payables fell by $18.6 million to $2.2 million (2024: $20.8 million) as cash received from the sale of the MJF and South Yelemes structures was used to pay creditors.

Borrowings
Borrowings at 31 December 2025 were $5.5 million (2024: $5.5 million) and comprised $4.9 million from related parties (2024: $2.3 million) and $0.6 million bank debt (2024: $3.2 million).

Provisions
The provisions for payments due in less than 12 months were approximately $4.0 million (2024: $3.7 million), which are mainly social obligations. Provision for payments due in more than 12 months was $0.6 million (2024: $0.7 million).

Liabilities due after 12 months
These fell by $1.8 million to $19.4 million at 31 December 2025 (2024: $21.2 million) with most of the decrease being the repayment of debt.

Additionally, within the overall $19.4 million due, deferred tax liabilities fell to $6.1 million (2024: $6.4 million) and other long-term payables, which are mostly related to withholding taxes due on cross border intercompany debt, increased from $12.3 million to $12.7 million.

Cashflows
During the period under review approximately $23.0 million was received from customers and approximately $52.2 million was received from the sale of the MJF and South Yelemes structures.

Approximately $29.2 million was paid to suppliers and employees; approximately $9.0 million paid in tax; $8.1 million third party borrowing was repaid; and $1.7 million was spent on additions to unproven oil and gas assets. A net $4.7 million was spent on related party loans and a further $1.2 million was paid to related parties for dividends declared in previous years and paid out then to all but the related parties concerned. With a further $0.7 million paid under other headings.

This resulted in cash balances at the year-end increasing from $2.6 million to $23.3 million.

Going Concern

In July 2025 we completed the sale of the MJF and South Yelemes shallow structures at the BNG Contract Area for a headline consideration of approximately $88 million, of which to date approximately $70 million in cash has been received with approximately $13 million of the headline consideration now being payable directly by the purchasers in settlement of the remaining historic cost obligations at the MJF structure. The remaining approximately $5 million is due to be received in cash over a 12-month period now expected to commence in Q1 2027.

This allowed the Group to pay down the high levels of external debt and trade creditors which had built up as the work at the BNG deep structures progressed and is now funding the accelerated development of a number of assets across the Group.

As set out more fully below and in note 1, the Board believes the current cash balances, the amount still to be received for the sale of the MJF and South Yelemes structures, and expected income from future production of both oil and minerals will cover the Group's accelerated longer term investment plans. However, at current income levels this is not the case, which indicates the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern and it therefore may be unable to realise its assets and discharge its liabilities in the normal course of business. The financial statements do not include the adjustments that would result if the Group and the Company was unable to continue as a going concern.

The Group's future cash flows are dependent on a number of key factors including:

- The receipt of the remaining approximately $5 million balance due from the sale of the MJF and South Yelemes structures expected to commence in Q1 2027
- operational success, measured by the production of oil at the BNG Contract Areas deep structures and to a lesser degree at the Block 8 and West Shalva Contract Areas, together with the associated oil trading income
- income from the sale of manganese at Borly, one of the subsidiaries of Kazikhan Limited, once owned by the Group, expected to be in early 2027
- future charters of the Caspian Explorer

Should it be necessary, the Board has the following actions to mitigate any short-term funding issues:

- To reduce operational expenditure by moving forward at a slower pace
- To seek additional funding from advance oil and mineral sales
- To sell all or part of one or more of the Group's assets
- To seek additional short term funding from the Group's largest shareholder group
- To seek additional equity capital

Notwithstanding the material uncertainty described above, the Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the period to 31 December 2027 being at least 12 months from approval of the financial statements. Accordingly, they continue to adopt the going concern basis.

Clive Carver
Chairman
11 November 2026

QUALIFIED PERSON & GLOSSARY

Qualified Person

Ms Danara Junussova, a member of the Society of Petroleum Engineers, has reviewed and approved the technical disclosures in these financial statements.

Glossary

SPE – the Society of Petroleum Engineers
Bbl – barrels of oil
Bopd – barrels of oil per day
mmbls – million barrels

Proven reserves

Proven reserves (P1) are those quantities of petroleum which, by analysis of geosciences and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations. If deterministic methods are used, the term reasonable certainty is intended to express a high degree of confidence that the quantities will be recovered. If probabilistic methods are used, there should be at least a 90% probability that the quantities recovered will equal or exceed the estimate.

Probable reserves

Probable reserves are those additional reserves which analysis of geosciences and engineering data indicate are less likely to be recovered than proved reserves but more certain to be recovered than possible reserves. It is equally likely that actual remaining quantities recovered will be greater than or less than the sum of the estimated proved plus probable reserves (2P). In this context, when probabilistic methods are used, there should be at least a 50% probability that the actual quantities recovered will equal or exceed the 2P estimate.

Possible reserves

Possible reserves are those additional reserves which analysis of geosciences and engineering data indicate are less likely to be recovered than probable reserves. The total quantities ultimately recovered from the project have a low probability to exceed the sum of proved plus probable plus possible (3P), which is equivalent to the high estimate scenario. In this context, when probabilistic methods are used, there should be at least a 10% probability that the actual quantities recovered will equal or exceed the 3P estimate.

Contingent resources

Contingent resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations, but the applied project(s) are not yet considered mature enough for commercial development due to one or more contingencies. Contingent resources may include, for example, projects for which there are currently no viable markets, or where commercial recovery is dependent on technology under development, or where evaluation of the accumulation is insufficient to clearly assess commerciality. Contingent resources are further categorised in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterised by their economic status.

Prospective resources

Prospective resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations. Potential accumulations are evaluated according to their chance of discovery and, assuming a discovery, the estimated quantities that would be recoverable under defined development projects.

Kazakh classifications

Under the Kazakhstan classification, C1 represents the higher-confidence portion of the technical estimate of reserves, while C2 represents an additional, less well appraised statutory category of reserves. These categories are not directly equivalent to SPE-PRMS 1P, 2P or 3P reserves, nor to SPE-PRMS Low, Best or High estimates.

It should be noted that these estimates require further work to be reported under a recognised standard, such as SPE-PRMS, before they can be classified as reserves under that framework. Once that work has been completed, the actual reserves in place may vary from these estimates.

KEY PERFORMANCE INDICATORS

The Non-Financial Key Performance Indicators (based on continuing and discontinued activities) were:

- Aggregate production for 2025: 229,007 bbls (2024: 623,312 barrels), a fall of 63%
- Airshagyl deep structure reserves at 31 December 2025 initially confirmed by the Kazakh State Geology Committee as C1 reserves of 26 mmbls with scope to increase the certified amount over the next three years

The Financial Key Performance Indicators (based on continuing and discontinued operations) were:

- Revenue: down 59% at $12.9 million (2024: $31.5 million)
- Loss before tax ($11.9) million from continuing operations (2024: Profit $5.3 million)
- Profit after tax from discontinued operations $23.9 million (2024: $9.4 million)
- Profit after tax for the year $13.2 million (2024: $16.8 million)
- Cash: $23.3 million (2024: $2.6 million)
- Total assets: $115.6 million (2024: $135.2 million)
- Unproven oil & gas assets $59.0 million (2024: $49.1 million)

PRINCIPAL AND OTHER RISKS AND UNCERTAINTIES FACING THE BUSINESS

Risk assessment and evaluation is an essential part of the Group's planning and an important aspect of the Group's internal control systems.

Oil & gas and mineral exploration and production can be dangerous activities and as such are necessarily subject to an extremely rigorous health and safety regime. The Board aims to identify and evaluate the risks the Group faces or is likely to face in future both from its immediate activities and from the wider environment. This helps to inform and shape the Group's strategy and to quantify its tolerance to risk.

Operational success generally helps to mitigate financial risks. Increases in production as new wells or mines come on stream generates cash and improves the Group's financial position, which can then lead to further operational success.

As the Group develops, its approach to risk management and mitigation will be refined. In due course we plan to include a formal risk register including all the principal operational and non-operational risks to the business. Such a risk register would be reviewed and assessed at least once a year.

The Group is subject to various risks relating to political, economic, legal, social, industry, business and financial conditions. The following risk factors, which are not exhaustive, are particularly relevant to the Group's business activities including the newer minerals activities and are listed in the Board's assessment in the order of greatest potential impact.

Risk	Description	Mitigation
Financial risk	Oil & gas and mineral exploration and production typically requires a large upfront investment with no guarantee of success. As such the Group is exposed to the risk that it may be unable to fund its obligations under various work programme commitments and to pay creditors.	The receipt in cash of $70 million to date of the $88 million sale of the MJF and South Yelemes structures has significantly strengthened the Group's financial position.
Operating risk	Oil & gas and mineral exploration and production are dangerous activities. The Group is exposed to risks such as well blowouts, fire, pollution, bad weather and equipment failure.	The Group seeks to adopt best in class industry operating standards and complies with rigorous health & safety regulations. The Group also seeks to work with contractors who can demonstrate similar high standards of safety.
Exploration risk	Despite the success of the BNG shallow structures, there can be no assurance the Group's exploration activities in the BNG deep structures or anywhere else will be successful.	The Group seeks to reduce this risk by acquiring and evaluating 3D seismic information before committing to drill exploration and appraisal wells. The Group also seeks to engage suitably skilled personnel either as employees or contractors to undertake detailed assessments of the areas under exploration.
Political risk	Political division which leads to civil disorder is likely to have an adverse impact on the Group's operations.	Widespread disorder in Kazakhstan had been absent since the Group's formation until the beginning of 2022, when the Group together with other operators was forced briefly to suspend operations due to civil unrest. The importance of the oil & gas and mineral industries to the Kazakh economy makes a prolonged suspension of operations unlikely, as was the case in 2022.
Russian sanctions	Russian sanctions affect both the use of export markets and the sourcing of oilfield equipment and drilling consumables.	While there are no sanctions on oil produced in Kazakhstan and transported through the Russian pipeline system, in practice and for the volumes we have produced to date, the financial and operating issues involved with using the Russian pipeline system render it uneconomic. We therefore currently sell all our oil either on the traditional domestic market or to domestic mini refineries at domestic prices.

		Equipment and consumables previously sourced from Russia are now found elsewhere, typically China, adding time and expenses.
Permitting risks	For all acquisitions and disposals and at every stage of the Group's operations the approval of the industry regulators is typically required. While the Group enjoys good working relationships with the Kazakh regulatory authorities there can be no assurances that the laws and regulations and their reinterpretation will not change in future periods and that, as a result, the Group's activities would be affected.	Regulatory delays are inevitable and common place. Our experienced Kazakh workforce has both a thorough knowledge of the complex rules and a detailed practical understanding of the workings of each of the regulatory bodies with whom we need to deal. Accordingly, we believe we are as well placed as possible to minimise the financial impact of regulatory delays.
Pricing risk	We operate in an industry where the international price is set by world markets and the domestic price is set by the Kazakh regulatory authorities.	We have little or no influence on the price at which we can sell our oil or any minerals produced. Greater storage and/or financial hedging would provide some protection against adverse oil price movements but would be expensive and short lived.
Environmental risk	There would be serious consequences should there be a polluting event.	The Group seeks to maintain compliance with all applicable regulatory standards and practices. Further information is set out in the Environmental, Social and Governance Report.
Climate change	That climate change might impact the prospects for the Group.	The board does not believe in the short to medium term that climate change will have a material impact on the Group's revenues or operations. The board believes the demand for oil will continue for at least the next decade and that climate change is unlikely to materially impact the Group's ability to produce that oil.
Exchange rate risk	Movements in exchange rates may result in actual losses or in the results reported in the Group financial statements.	The Group's income is denominated in US$ and Kazakh Tenge depending on the revenue stream concerned. Its expenditure is denominated principally in US$, Kazakh Tenge and UK £. In the year under review the Kazakh Tenge strengthened by approximately 3.5% against the US$. Any decline in the Kazakh Tenge against the US$ affects the US$ reported income for domestic sales which are transacted in Tenge. However, in such circumstances the Group generally benefits as international income is unaffected but approximately 50% of the Group's costs are incurred in Tenge reducing the US$ reported operating costs. Given the relative strengths of the US$ and the Kazakh Tenge, the Group has decided not to seek to hedge this foreign currency exposure.
Loss of major shareholder support	In previous periods the Group has relied on the financial support of the Oraziman family, which currently holds 50.5% of the Company's shares.	The Group now has significant cash balances from the sale of the MJF and South Yelemes structures. However, in the event further support was required it would clearly be in the interests of the Oraziman family as the major shareholding group to provide it.
Supplier risk	Continued operations depend on regular deliveries to site of consumables, such as water, food, heating oil and replacement parts for our drilling equipment. Delays in such deliveries to site could impact production volumes. The war in Ukraine has resulted in supplies no longer being sourced from Russia. Replacement supplies from China take much longer to arrive.	We have been operating the BNG Contract Area for more than a decade during which we have encountered numerous supply issues, all of which have been overcome. Managing supplies has become one of the most important aspects of the business. With a large proportion of supplies now coming from China, whose border is approximately 3,000 kilometers from the BNG Contract Area, lead times are now much greater. In addition, the working capital investment is also much greater as suppliers need to be paid much earlier than before.

SECTION 172 STATEMENT

The Board is mindful of the duties of directors under S.172 of the Companies Act 2006.

Directors act in a way they consider, in good faith, to be most likely to promote the success of the Company for the benefit of its members. In doing so, they each have regard to a range of matters when making decisions for the long term success of the Company.

Our culture is that of treating everyone fairly and with respect and this extends to all our principal stakeholders. Through engaging formally and informally with our key stakeholders, we have been able to develop an understanding of their needs, assess their perspectives and monitor their impact on our strategic ambition.

As part of the Board's decision-making process, the Board and its committees consider the potential impact of decisions on relevant stakeholders whilst also having regard to several broader factors, including the impact of the Company's operations on the community and environment, responsible business practices and the likely consequences of decisions in the long term.

Our objective is to act in a way that meets the long term needs of all our main stakeholder groups. However, in so doing we pay regard to the longer term needs of shareholders. We engage with investors on our financial performance, strategy and business model. Our Annual General Meeting provides an opportunity for investors to meet and engage with members of the Board. The Board also continues to encourage senior management to engage with staff, suppliers, customers and the community to assist the Board in discharging its obligations.

Further details of how the Directors have had regard to the issues, factors and stakeholders considered relevant in complying with S 172 (1) (a)-(f), the methods used to engage with stakeholders and the effect on the Group's decisions during the year can be found throughout this report and in particular at page 7 (where the decision to sell the MJF and South Yelemes structures are discussed); at page 8 (where the decision to acquire Tau-Cen and Kazikhan are discussed); at page 7 (where the completion of the Block 8 acquisition is discussed); and at page 4 (where the Group's strategy, objectives and business model are addressed); page 27 QCA code principle 4 (in relation to employees); the ESG report on page 25 (in relation to social and environmental matters).

We seek to attract and retain staff by acting as a responsible employer. The health and safety of our employees is important to the Group and an area we have to regularly report on to the Kazakh regulatory authorities.

We continue to provide support to communities and governments through the provision of employment, the payment of taxes and supporting social and economic development in the surrounding areas, both through social investment and local procurement. We have contributed to a range of social programmes for well over a decade.

We have established long-term partnerships that complement our in-house expertise and have built a network of specialised partners within the industry and beyond.

Clive Carver
Chairman
11 November 2026

GOVERNANCE

BOARD OF DIRECTORS

Clive Carver, Chairman

Clive is a Fellow of the Institute of Chartered Accountants in England and Wales (FCA) and for 30 years was a Fellow of the Association of Corporate Treasurers. He is an experienced public company director having in recent years been chairman of a number of companies listed on the London Stock Exchange.

He was appointed non-executive chairman in 2006 in the run up to the Group's IPO in 2007 and in 2012 became Executive Chairman.

He spent 25 years working in the London capital markets where he was successively head of corporate finance at Seymour Pierce, Williams de Broe and finnCap, where he was also one of the founders.

Kuat Oraziman, Chief Executive Officer

Kuat Oraziman runs the Company's operations in Kazakhstan. Kuat Oraziman is a trained geologist and member of the Academy of Sciences and holds a doctorate in science. He has over 30 years oil and gas and general commercial experience in Kazakhstan.

His experience has included managing import and export businesses, the establishment and operation of an international brewery in Kazakhstan and acting as the Kazakhstan representative of Phillips and Stork.

Aibek Oraziman, Chief Operating Officer

Aibek Oraziman was educated in Kazakhstan and in the United Kingdom. He has more than 15 years oil and gas experience in Kazakhstan, including three years in the field at Aktobe working for a local oil company.

He was appointed to the Caspian Sunrise board as a non-executive director in 2020 and was appointed Chief Operating Officer effective from 1 January 2026.

Seokwoo Shin, Non-executive director

Seokwoo Shin was educated at Sungkyunkwan University in Korea. He worked for the Korean National Oil Corporation from 1987 until 2019 with spells in Korea, the United Kingdom, Russia and most recently Kazakhstan, where he was responsible for KNOC's Kazakh oil fields.

He joined Caspian Sunrise in 2018 and in 2021 was appointed to the board as Chief Operating Officer. Effective from 1 January 2026 he became a non-executive director.

In July 2026, it was announced that Clive Carver and Seokwoo Shin would be leaving the Company on 31 December 2026 as part of a planned succession programme.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) REPORT

This report covers our ESG approach and performance for the year ended 31 December 2025.

ENVIRONMENTAL

Introduction

Oil and gas exploration and production is a long-term activity requiring effective environmental stewardship. We have operated in Kazakhstan now for more than 19 years and have only been able to do so by complying with applicable environmental standards.

We recognise that society is transitioning towards a low-carbon future, and we support this goal. However, we believe that oil will continue to play an important role in the global economy for many decades to come, and new sources of oil supply will be required for a sustainable energy transition.

Climate Change

As principally a natural resources exploration and production company, we recognise our environmental responsibilities to all our stakeholders and to the local communities in which we operate.

The Board has considered climate related risks and currently believes these are not expected to have a material impact on the Group's short to medium term viability, although regulatory and market developments could affect the Group over the longer term. We believe the current need for oil will continue for many decades to come.

Assessing the risks

We look to the Kazakh regulatory authorities to set the standards to which we work.

Compliance with the standards

We seek to comply with all relevant Kazakh environmental requirements, including environmental laws & regulations and industry guidelines.

Specific initiatives

- We seek to recycle gas produced as a by-product at the Group's Contract Areas to power the Contract Area's day-to-day operations.
- We seek wherever possible to avoid flaring, which in any event is a regulated activity.
- Our workers at the Group's Contract Areas are drawn from the local communities, lessening the transportation carbon footprint.
- Where practical we make use of existing oil pipelines to move our oil.

Health and safety

Our daily operations prioritise health and safety and we seek to comply with all applicable health and safety related regulations.

SOCIAL

Since the Group's formation in 2006, the social obligations payments made principally to the authorities in the regions in which the Group operates have funded a range of projects for the benefit of the local communities concerned.

GOVERNANCE

Introduction

Overall responsibility over the Group's corporate governance, risk management, market disclosure and related obligations rests with the Board.

Recently, as noted elsewhere in these financial statements, the Group has struggled to operate the board committee system set out below because of the small size of the board. Accordingly, in recent times the board has considered many of the issues typically previously dealt with by board committees.

None of the board members are considered to be independent under the QCA guidelines. Clive Carver and Seokwoo Shin are considered to be independent of the Oraziman family, which controls more than 50% of the Company's shares.

As previously announced, Clive Carver and Seokwoo Shin are set to leave the board on 31 December 2026. The, ability of the Company to continue to satisfy the governance requirements under the QCA code rests in identifying suitable replacement directors. Whilst the board has commenced a process to identify such candidates there is no assurance they will be in place by 31 December 2026.

Committee composition

The Governance & Risk Committee now comprises Clive Carver and Seokwoo Shin with Clive Carver acting as chairman. The committee typically meets at least once a year to review the Group's governance procedures compared to accepted industry best practice.

At the appropriate time the Board plans to include a formal risk register including all the principal operational and non-operational risks to the business to be considered by the Governance & Risk Committee.

Share dealing policy

The Group has adopted and operates a share dealing code for Directors and employees in accordance with the AIM Rules.

Internal controls

The Board acknowledges responsibility for maintaining appropriate internal control systems and procedures to safeguard the shareholders' investments and assets, employees and the business of the Group. The Board also intends to periodically review the Group's financial controls and operating procedures.

Internal audit

The Board does not consider it appropriate for the current size of the Group to establish an internal audit function. However, this will be kept under review.

Bribery and corruption

The UK Bribery Act 2010 came into force on 1 July 2011.

The Company is committed to acting ethically, fairly and with integrity in all its endeavours and compliance with legislation is monitored. The principal terms of the UK Bribery Act have been translated into Russian and circulated to our Kazakh based staff. Consideration of the UK Bribery Act is a standing item at board meetings.

The Company's culture

Our culture might best be described as one where we strive for commercial success while treating others fairly and with respect. The Board firmly believes that sustained success will best be achieved by following this simple philosophy. Accordingly, in dealing with each of the Group's principal stakeholders, we encourage our staff to operate in an honest and respectful manner. We also believe in getting proper value for money spent and believe this goes hand in hand with being a low-cost operator.

Kazakhstan plays an important part in the Group's culture. It is where we operate; where almost all staff are based; it is the nationality of most staff and of shareholders.

The Group is committed to promoting a culture based on ethical values and behaviours across the business. Policies are in place covering key matters such as equality, protection of sensitive information, conflicts of interest, whistleblowing and health and safety as well as environmental concerns.

Attendance at board and Committee Meetings

Director	Board meetings	Audit Committee	Remuneration Committee	Governance Committee
Clive Carver	7/7	2/2	1/1	1/1
Kuat Oraziman	7/7	N/A	N/A	N/A
Aibek Oraziman	7/7	2/2	1/1	1/1
Seokwoo Shin	7/7	N/A	N/A	N/A

QCA Code

Caspian Sunrise, in line with most AIM companies, elected to apply the rules of the Quoted Companies Alliance (QCA) Corporate Governance Code ("QCA Code"), which is based around 10 broad principles.

The QCA has introduced an updated code which for Caspian Sunrise takes effect in these financial statements. The Board recognise that the Company does not fully comply with the Code, most notably with respect to board

composition, where none of the directors is deemed independent under QCA guidance. In due course and in conjunction with planned board and management succession the Company intends to move to a more compliant position.

Principle 1 Establish a purpose, strategy and business model which promote long-term value for shareholders	Objective Caspian Sunrise's objective is to create shareholder value from the development of oil & gas and mineral projects and associated activities. The Group has several secondary objectives, including promoting the highest level of health and safety standards, developing our staff to their highest potential and being a good corporate citizen in our chosen countries of operations. Strategy The Group's long-term strategy is to build shareholder value by assembling an attractive portfolio of oil & gas and mineral exploration and production assets in Central Asia, and more particularly in Kazakhstan where the board has the greatest experience. The Group is also exploiting associated opportunities, such as oilfield services and commodity trading, and mineral exploration and production where the board believes it can add significant value and contribute towards the success of the Group as a whole. Our business model Our business model is to invest in and develop promising oil & gas, mineral and other projects. Success in the long term will be measured by a sustainable appreciation in the Group's profitability and in well-functioning stock markets the Company's share price.
Principle 2 Promote a corporate culture that is based on ethical values and behaviours	Culture Our culture can best be described as one where we strive for commercial success while treating others fairly and with respect. The board firmly believes that sustained success will best be achieved by following this simple philosophy. Accordingly, in dealing with each of the Company's principal stakeholders, we encourage our staff to operate in an honest and respectful manner.
Principle 3 Seek to understand and meet shareholder needs and expectations	Shareholder needs The Company communicates with its shareholders via RNS announcements, its website, formal company meetings and periodic investor presentations. Shareholder expectations The Company is clear that the objective of the shareholder group is for the Company to successfully develop its assets, which should result in a sustainable increase in the Company's valuation.
Principle 4 Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success	Stakeholders In addition to our shareholders the Company regards its employees and their families, local and national government, suppliers and customers to form the core of the wider stakeholder group. Employees Almost all staff employed by the Group are based in Kazakhstan. The Group draws most of the workers at its oilfields from the Mangistau region where alternative employment opportunities are limited. The Group enjoys good relations with its employees as evidence by numerous long-standing employee relationships.
Principle 5 Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation	Risk assessment Oil & gas and mineral exploration and production are dangerous activities and as such are necessarily subject to an extreme health and safety regime. Risk assessment and evaluation is an essential part of the Company's planning and an important aspect of the Company's internal control system. It is planned to introduce a formal risk register, including all the principal operational and non-operational risks to the business. Such a risk register would be reviewed and assessed at least once a year by the Audit Committee. A summary of the principal risks facing the Group are set out in the Principal Risks section on page 21 of these Financial Statements.
Principle 6 Establish and maintain the board as a well-functioning,	Board composition The board currently comprises two executive directors and two non-executive directors. All are male with two Kazakh nationals, one South Korean and one from the United Kingdom.

balanced team led by the chair	Ages range from 40 to 67. The board contains deep commercial, operational, technical, financial, regulatory and legal expertise. On related party transactions connected to the Oraziman family it is only Clive Carver and Seokwoo Shin, who are both independent of the Oraziman family, who vote on behalf of the Company.
Principle 7 Maintain appropriate governance structures and ensure that, individually and collectively, the directors have the necessary up-to-date experience, skills and capabilities	Governance The Board acknowledges that no current director is considered independent under the QCA Corporate Governance Code. The Board recognises the importance of independent challenge and intends to strengthen the Board's independence as part of the planned succession programme announced in July 2026. Until then, key decisions are reviewed with the Company's nominated adviser and external professional advisers where appropriate. Board meetings The number of board meetings attended each year by the directors is set out in the Directors' report which forms part of the Annual Report and Financial Statements. The board also has a list of standing items, including compliance with the UK Bribery Act, litigation, and existence of open and closed periods for director dealings, which are considered at each meeting. Board committees Details of the various committees of the board are set out on pages 26, 30 and 31. The Audit Committee typically meets before each set of results (interim and final) are published and the Remuneration Committee typically meets at least once a year, when the Financial Statements for the full year results are approved. All Committee members attend these meetings. Our Report and Accounts contain reports from the Chairman of the Remuneration and the Audit Committees. The appropriateness of the Company's governance structures will be reviewed annually considering further developments of accepted best practice and the development of the Company. Skills Operational skills are maintained and developed through active day to day interactions with leading international consultancies and contractors. Non-operational skills are maintained and developed principally through board members, interactions with professional advisers plus the experience of sitting on other boards.
Principle 8 Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	Performance The Company currently does not evaluate board performance on a formal basis. However, it will in due course seek to formalise the assessment of both executive and non-executive board members.
Principle 9 Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture	Remuneration structure Directors receive a base salary and have the opportunity for annual bonuses. Additionally, on a case-by-case basis Directors may be awarded share options and membership of long-term incentive plans where any rewards are aligned to the returns to shareholders generally. No annual bonuses have been paid to Directors since the Group's formation in 2006. From 2020 the executive directors have accepted significant pay reductions to assist the Group while short of development funding.
Principle 10 Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders	Communications The Company reports formally to its shareholders and the market twice each year with the release of its interim and full year results. The Annual Report and Financial Statements set out how the corporate governance of the Company has been applied in the period under review including the work undertaken by the Audit Committee and the Remuneration Committee.

	The Annual Report and Financial Statements contain full details of the principal events of the relevant period together with an assessment of current trading and prospects. They are sent to shareholders and made available on the Company's website to anyone who wishes to review them. The Board discloses the result of general meetings by way of RNS announcements, disclosing the voting numbers. The Company's website also contains all the information prescribed under the AIM Rules. The Company does not typically engage in selective conversations with shareholders to avoid the risk of disclosing information on a selective basis, which is against the rules. Employee stakeholders are regularly updated with the development of the Company and its performance. We are in almost constant communication with our Governmental and regulatory stakeholders via their involvement in our day-to-day operational activities.

AUDIT COMMITTEE REPORT

The Audit Committee

The Audit Committee, which between 1 January and 31 December 2025 comprised Clive Carver and Aibek Oraziman, with Clive Carver as the acting Chairman, determines and examines any matters relating to the financial affairs of the Group including the terms of engagement of the Group's auditors and, in consultation with the auditor, the scope of the audit.

On 1 January 2026 Seokwoo Shin replaced Aibek Oraziman on the Audit Committee in accordance with best corporate governance practice following Aibek Oraziman's appointment as Chief Operating Officer.

Role and responsibilities

The Audit Committee is responsible for monitoring the integrity of the Company's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Group's internal control and risk management systems.

In addition, it considers the financial performance, position and prospects of the Group and the Company and ensures they are properly monitored and reported on. It oversees the relationship with the Auditor (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings).

Meetings

The committee met on two occasions during the year under review.

Internal audit

The Board and the Audit Committee do not consider it appropriate for the current size of the Group to establish an internal audit function. However, this will be kept under review.

Attendance at Audit Committee meetings

Please see the table in the preceding Corporate Governance Report for attendance by the members of the Audit Committee.

Group auditors

In October 2023 PKF Littlejohn LLP were appointed Group auditors and were reappointed at the Annual General Meetings in June 2024 and June 2025.

On behalf of the Directors of Caspian Sunrise plc

Clive Carver
Acting Chairman of Audit Committee
11 November 2026

REMUNERATION COMMITTEE REPORT

Remuneration Committee

Between 1 January 2024 and 31 December 2025, the Remuneration Committee comprised Aibek Oraziman and Clive Carver and was chaired by Aibek Oraziman. With effect from 1 January 2026 Seokwoo Shin replaced Aibek Oraziman in accordance with best corporate governance practice following the appointment of Aibek Oraziman as Chief Operating Officer.

Remuneration policy

The Remuneration Committee determines the contract term, basic salary, and other remuneration for the members of the Board and the senior management team.

The Group's and the Company's policy is to provide remuneration packages that will attract, retain and motivate its executive Directors and senior management. This consists of a basic salary, ancillary benefits and other performance-related remuneration appropriate to their individual responsibilities and having regard to the remuneration levels of comparable posts. However, starting in 2020 the Covid-19 impact on the Group's finances required the Directors to accept reductions of up to 75% of contracted salary.

Service contracts

Details of the current Directors' service contracts are as follows:

Executive	Date of service agreement / appointment letter	Date of last renewal of appointment
Clive Carver	28 November 2025	27 June 2024
Kuat Oraziman	28 November 2025	25 June 2025
Aibek Oraziman	28 November 2025	25 June 2025
Seokwoo Shin	28 November 2025	30 June 2023

Basic salary and benefits

The basic salaries of the Directors who served during the financial year are established by reference to their responsibilities and individual performance.

Directors	Role	2025 Salary / fees US$	2025 Benefits US$	2025 Total US$	2024 Total US$
Clive Carver	Chairman	167,698	nil	167,698	152,698
Kuat Oraziman	CEO	114,946	nil	114,946	99,930
Seokwoo Shin	COO	75,000	nil	75,000	60,000
Aibek Oraziman	Non-executive	90,000	nil	90,000	60,000
Total		447,644	nil	447,644	372,628

Effective from 1 January 2026 Aibek Oraziman was appointed Chief Operating Officer and Seokwoo Shin became a non-executive director.

Effective from 1 October 2025, a portion of the up to 75% restrictions on board pay first introduced in 2020 were relaxed but remains restricted by more than 50% of the 2020 levels where appropriate.

There were no company pension contributions in respect of any director.

Bonus schemes

All Executive Directors are eligible for consideration of participation in the Company bonus scheme. However, as in previous years no bonuses are payable in respect of the year ended 31 December 2025 (2024: $ nil).

Long term incentives

Share options

The interests as at the date of the approval of these financial statements of the current Directors in share options agreements are as follows:

Directors	Granted	Exercise price (p)	Expiry Date
Seokwoo Shin	2,500,000	4	24 April 2034

On 24 April 2024 the Company awarded 2,500,000 new 4p fully vested options to Seokwoo Shin, a director of the Company. 2,500,000 5.5p options previously awarded to Seokwoo Shin were cancelled on 24 April 2024.

The position as set out in the 2024 financial statements was as follows:

Directors	Granted	Exercise price (p)	Grant Date	Expiry date
Clive Carver	2,400,000	4	14 August 2014	30 April 2025
Seokwoo Shin	2,500,000	4	10 January 2022	24 April 2034

There were no options exercised or granted in 2025. The total number of options outstanding at the date of this report is 6,500,000 representing approximately 0.27% of the total number of issued shares.

Cash based incentives

In May 2019, we introduced cash based long term incentive arrangements for the senior management team since 2012, Kuat Oraziman and Clive Carver. Under these arrangements, provided the share price growth exceeds pre-set targets starting at 17.23p, then for every $500 million increase in the Group's market capitalisation above $300 million, as adjusted to take account of dividends paid, both Kuat Oraziman and Clive Carver, would receive payments of $3 million each.

The principal hurdles under these arrangements are set out in the table below.

Market cap threshold $' billion	Share price target Pence per share	Pay-out rate (each) %	Pay-out amount (each) $' million
0.8	17.23	0.6	3.0
1.3	20.67	0.6	3.0
1.8	24.81	0.6	3.0
2.3	29.77	0.6	3.0
2.8	35.72	0.6	3.0

The scheme continues beyond the numbers in the table such that with the threshold for market capitalisation increasing at the rate of $0.5 billion and the corresponding share price threshold increasing from the earlier threshold by a constant factor of 1.2.

Each threshold must be sustained for at least 30 consecutive days for the awards to be triggered. There may be only one pay-out for each market capitalisation threshold crossed no matter how many times it is crossed.

See note 26 for further details.

On behalf of the Directors of Caspian Sunrise plc

Seokwoo Shin
Chairman of Remuneration Committee
11 November 2026

DIRECTORS' REPORT

The Directors present their annual report on the operations of the Company and the Group, together with the audited financial statements for the year ended 31 December 2025.

The Strategic Report forms part of the business review for this year.

Principal activities

The principal focus of the Group is on

- oil exploration and production
- oil trading
- onshore and offshore oilfield services
- mineral exploration and production

All the Group's operational activities are in Kazakhstan.

Results and dividends

The consolidated statement of comprehensive income is set out on page 43 and shows a $13.2 million profit for the year after tax (2024: US$16.8 million).

The Board has decided not to resume regular dividend payments but rather to look to periodically declare special dividends and / or share buy backs.

Review of the year

The review of the year and the Directors' strategy are set out in the Chairman's Statement, the Strategic Report and throughout these financial statements.

Events after the reporting period

Other than the operational and financial matters set out in these financial statements there have been no material events between 31 December 2025, and the date of this report, which are required to be brought to the attention of shareholders. Please refer to note 30 of these financial statements for further details.

Future developments

The Board intends to continue to develop the Group's existing assets, assets in the process of acquisition and to seek additional assets to develop where it believes such activity will lead to a growth in longer term shareholder value.

Board changes

Effective from 1 January 2026, Aibek Oraziman, the Group's largest shareholder who joined the board as a non-executive director in 2020, became Chief Operating Officer. At the same time Seokwoo Shin, who joined the company in 2018 and the board as Chief Operating Officer in 2021, became a non-executive director.

On 8 July 2026, it was announced that Clive Carver and Seokwoo Shin would leave the board at the end of 2026.

Other than as noted above, there were no board changes during the year under review and the directors who acted during the year are listed on page 33.

Directors' operational skills are maintained and developed through active day to day interactions with leading international consultancies and contractors. Directors' non-operational skills are maintained and developed principally through board members' interactions with professional advisers plus the experience of sitting on other boards.

Employees

Staff employed by the Group are based primarily in Kazakhstan.

The recruitment and retention of staff, especially at management level, is increasingly important as the Group continues to build its portfolio of oil & gas and mineral assets. As well as providing employees with appropriate remuneration and other benefits together with a safe and enjoyable working environment, the Board recognises the importance of communicating with employees to motivate them and involve them fully in the business.

For the most part, this communication takes place at a local level and staff are kept informed of major developments through email updates. They also have access to the Group's website.

The Group has taken out full indemnity insurance on behalf of the Directors and its officers.

Health, safety and environment

It is the Group's policy and practice to comply with health, safety and environmental regulations and the requirements of the countries in which it operates, to protect its employees, assets and the environment.

Environmental reporting

The Group has no staff or premises in the UK and is therefore exempt from the Streamlined Energy and Carbon Reporting (SECR) requirements since its energy consumption is less than 40,000 kWh per annum in the UK.

Charitable and Political donations

During the year the Group made no charitable or political donations.

Directors and Directors' interests

The Directors of the Group and the Company who held office during the period under review and up to the date of these financial statements are as follows:

Directors' interests

Director	Number of Ordinary Shares	
	As at 31 December 2025	As at 31 December 2024
Clive Carver	2,245,000	2,245,000
Kuat Oraziman*	nil	nil
Aibek Oraziman*	1,046,909,031	1,046,909,031
Seokwoo Shin	nil	nil

* Taken together the Oraziman Family, comprising Kuat Oraziman, Aibek Oraziman, Altynbek Bolatzhan and Bolatzhan Kerimbayev held on 31 December 2025, 1,190,395,878 shares representing 50.52% of the issued share capital and on 31 December 2024, 1,089,544,791 shares representing approximately 48.32% of the issued share capital.

Biographical details of the Directors are set out on the Company's website www.caspiansunrise.com.

Details of the Directors' individual remuneration, service contracts and interests in share options are shown in the Remuneration Committee Report.

Other shareholders over 3% at the date of this report

Shareholder	Shares held	%
Dae Han New Pharm Co Limited	224,830,964	9.55
Midiel Engineering AG	110,812,501	4.71
Ahmed Al Marri	110,812,500	4.71
Abai Kalmyrzayev	79,058,642	3.36

Financial instruments

Details of the use of financial instruments by the Group and its subsidiary undertakings are contained in note 27 of these financial statements.

Statement of disclosure of information to auditor

The Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Group's auditor for the purposes of their audit and to establish that the auditors are aware of that information.

The Directors are not aware of any relevant audit information of which the auditor is unaware.

Auditors PKF Littlejohn LLP, who were first appointed in 2023 and reappointed in 2024 and 2025, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting expected now to be before the end of 2026.

Directors' responsibilities statement

The Directors are responsible for preparing the annual 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 and Company financial statements in accordance with UK adopted international accounting standards.

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period.

The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the London Stock Exchange AIM Market.

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 UK adopted international accounting standards subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006.

They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The maintenance and integrity of the Group's website is the responsibility of the Directors. The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. www.caspiansunrise.com/investors/reports

Financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Responsibility statement

The Directors confirm that to the best of their knowledge

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties
- the Annual Report and the financial statements taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Clive Carver
Chairman
11 November 2026

CORPORATE INFORMATION

DIRECTORS

Mr C Carver	Chairman
Mr K Oraziman	Chief Executive Officer
Mr A Oraziman	Chief Operating Officer
Mr S Shin	Non-Executive Director
Company Secretary	Mr D Blik

REGISTERED OFFICE

Registered Office and Business address	5 New Street Square, London EC4A 3TW
Company Number	05966431

ADVISERS

Nominated Adviser and Broker	Zeus Capital Ltd, 125 Old Broad Street, London, EC2N 1AR
Solicitors	Winston Taylor UK LLP, 5 New Street Square, London EC4A 3TW
Auditors	PKF Littlejohn LLP, 30 Churchill Place London E14 5RE
Share Registrar	MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL
Principal Banker	Barclays Bank, 1 Churchill Place, London, E14 5HP

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CASPIAN SUNRISE PLC

Opinion

We have audited the financial statements of Caspian Sunrise Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 which comprise the Consolidated Statement of Profit or Loss, the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards 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 of the parent company's affairs as at 31 December 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards 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 1.1 to the financial statements, which describes matters relating to the Group's and the Parent Company's ability to continue as a going concern. Management's forecast future cash flows are dependent on a number of key factors, which are at present uncertain, including the receipt of remaining consideration from the sale of the MJF and South Yelemes structures, successful production of oil and associated oil trading incomes at the remaining BNG, Block 8 and West Shalva contract areas, and income from the sale of manganese once the group's acquisition of Kazikhan Limited has completed. As these assumptions involve uncertainties relating to future events and conditions, the timing and quantum of the associated cash flows remain uncertain. As stated in note 1.1, these events or conditions, along with the other matters as set forth in note 1.1, indicate that a material uncertainty exists that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining the directors' going concern assessment and evaluating the appropriateness of this assessment;
- Obtaining cashflow forecasts for the period to 31 December 2027 used to support this assessment, ascertaining the key assumptions and inputs used in the preparation of the forecasts, and assessing the reasonableness of such assumptions and inputs. This included, where possible, agreeing the inputs to underlying supporting documentation, and sensitising key assumptions;
- Agreeing forecast cash balance to bank statements at the beginning of November 2026;

- Testing the mathematical accuracy of the forecasts;
- Obtaining management's downside scenarios, which reflect management's assessment of uncertainty and the mitigating actions in place, and evaluating the assumptions made under these scenarios;
- Considering post-year end events and their impact on the group's financial position; and
- Assessing the appropriateness and completeness of disclosures in respect of going concern made in the financial statements.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

Materiality

	Group financial statements	Parent Company financial statements
Materiality	USD 1,850,000 (2024: USD 2,010,000)	USD 1,500,000 (2024: USD 1,450,000)
Basis for determining materiality	1.5% of gross assets (2024: 1.5% of gross assets)	1.5% of net assets (2024: 1.5% of net assets)
Rationale for the benchmark applied	We have determined an asset-based measure is appropriate as the Group continues to focus on the development of its key oil and gas exploration and production activities, which require significant capital expenditure.	The Parent Company is a holding company; therefore, materiality was set using a net asset basis.

Performance Materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent Company financial statements
Performance materiality	USD 1,110,000 (2024: USD 1,206,000)	USD 900,000 (2024: USD 870,000)
Basis for determining materiality	60% of materiality (2024: 60% of materiality)	60% of materiality (2024: 60% of materiality)
Rationale for the benchmark applied	Performance materiality for the current year was set based on our assessment of the control environment including identified control deficiencies.	

Our audit procedures on material components were undertaken using performance materiality levels applicable to each component, which ranged from USD 500,000 to USD 900,000 (2024: USD 630,000 to USD 1,000,000) depending on that component's asset contribution.

We agreed with those charged with governance that we would report to them all audit differences identified during the course of our audit in excess of USD 90,000 (2024: USD 100,500) for the Group and USD 70,000 (2024: USD 87,000) for the Parent Company. We also agreed to report any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Our approach to the audit

Our audit approach was developed by obtaining an understanding of the Group's and Parent Company's activities, the key subjective judgments made by the directors, for example in respect of the significant accounting estimates regarding the valuation of unproven oil and gas assets, as well as considering future events that are inherently uncertain, and the overall control environment. Based on this understanding we assessed those aspects of the Group's and Parent Company's transactions and balances which were most likely to give rise to a material misstatement and were most susceptible to irregularities including fraud or error. Specifically, we identified what we considered to be the key audit matter and planned our audit approach accordingly.

The Group's operations principally comprise oil and gas exploration and production in Kazakhstan. We assessed there to be ten (2024: five) material components, in addition to the Parent Company. Four of these components were subject to full scope audit (2024: three), and six (2024: two) components were subject to audit procedures on specific account balances, disclosures, or classes of transaction.

A component auditor performed the audit work on nine of these components, under our direction and supervision as Group auditors. The audit of the Parent Company, one of the Group's components incorporated in the UAE, and the Group consolidation were performed in the United Kingdom by PKF Littlejohn as group auditor. The Group audit team performed additional procedures in respect of certain significant risk areas including the key audit matter.

Our involvement with component auditors included the following:

- Detailed Group reporting instructions were sent to the component auditor, which included the significant areas to be covered by the audit.
- We reviewed the component auditor's working papers remotely from the UK. In addition, we reviewed the Group reporting submissions received from the component audit teams and held regular calls with the component audit teams during the planning, fieldwork and completion phases of their audit to discuss significant findings from their audit.
- We performed additional top-up procedures in respect of the significant risk areas where deemed necessary.

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 our scope addressed this matter
Carrying value of unproven oil and gas assets (Note 12)	
As at 31 December 2025, the carrying value of the Group's unproven oil and gas assets were $58.960m (31 December 2024: $49.148m). **In accordance with IFRS 6, exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that their carrying amount may exceed recoverable amount.** **Given the level of management judgement and estimation required in determining the recoverability of these assets, there is a risk that management may not adequately identify all impairment indicators as outlined in IFRS 6. As such, there is a risk that the carrying value of these assets is impaired.**	Our work in this area included the following: • Reviewing the work of the component auditor's testing of additions in the year, as well as obtaining the applicable exploration licences to ensure that these are valid and that relevant terms have been complied with; • Obtaining confirmation that the Group has good title to the applicable licences (including new licences obtained during the year); • Reviewing the terms of active licences and obtaining evidence that the underlying terms and conditions to the licences enclosed have been adequately met or are expected to be met over the licence period;

As a result of the significant judgement and estimation required to be exercised by management, we consider this to be a Key Audit Matter.

- Obtaining management's review of indicators of impairment, reviewing and challenging management's assessment and independently considering whether any of the impairment indicators in IFRS 6 had been identified;
- Where indicators were identified, obtaining management's assessment of recoverable amount, challenging key assumptions and performing sensitivity analysis under a range of scenarios;
- Evaluating available technical reports to determine whether the inputs and judgments applied in management's impairment review adequately support the carrying value of unproven oil and gas assets as of 31 December 2025;
- Inspecting cash flow forecasts to confirm that further drilling and exploration is planned for the licenced areas, as well as reviewing internal and external information available during the year and post-year end such as Board minutes and Regulatory News Service announcements for evidence of potential impairment;
- Discussing with management their plans regarding future exploration on the licence areas; and
- Assessing the appropriateness of the accounting policies and disclosures included in the financial statements in accordance with IFRS 6.

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 contained within the annual report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and 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 Directors' responsibilities statement, 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 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.

Auditor's responsibilities for the audit of the financial statements

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

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

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through:
    - discussing with management, those charged with governance and those responsible for legal and compliance procedures, to understand how the Group is complying with those legal and regulatory frameworks; and
    - conducting and applying industry research and application of cumulative audit knowledge.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from:
    - Companies Act 2006;
    - Relevant industry laws and regulations in Kazakhstan, including relevant environmental regulations associated with oil and gas exploration and production activities; and
    - UK and Kazakh taxation and employment laws.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to:
    - Reviewing minutes of meetings of those charged with governance for indications of non-compliance with laws and regulations;

- Review of Regulatory News Service announcements;
- Directing the auditors of the significant components to ensure an assessment was performed on the extent of the components' compliance with the relevant local and regulatory environment and a review of correspondence with regulatory and tax authorities was performed for any instances of non-compliance with laws and regulations;
- Reviewing the terms of the relevant licences pertaining to unproven oil and gas assets to assess the extent to which the Group was in compliance with the conditions of the licences and considering management's assessment of the impact of instances of non-compliance where applicable; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the area most susceptible to fraud was the valuation of unproven oil and gas assets, on the basis that there is potential for management bias as a result of judgement being exercised, and we addressed this by challenging the assumptions and judgements made by management when auditing these areas. See Key Audit Matter section above.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Imogen Massey (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

30 Churchill Place
London
E14 5RE

11 November 2026

Consolidated Statement of Comprehensive Income

	Notes	Year ended 31 December 2025 US$'000	Year ended 31 December 2024 US$'000
Continuing Operations:			
Revenue	3	12,859	31,470
Cost of sales		(11,973)	(22,221)
Gross profit		**886**	**9,249**
Selling expenses		(12)	(167)
Administrative and other operating costs		(10,544)	(3,967)
Operating (loss) / profit	4	**(9,670)**	**5,115**
Finance costs	7	(3,000)	(365)
Finance income	8	820	501
(Loss) / profit before taxation		**(11,850)**	**5,251**
Tax credit	9	1,076	2,109
(Loss) / profit after taxation from continuing operations		**(10,774)**	**7,360**
Discontinued operations			
Profit for the year from discontinued operations	10	23,948	9,431
Profit for the year		**13,174**	**16,791**
Profit for the year attributable to owners of the parent		12,368	16,614
Profit for the year attributable to non-controlling interest		806	177
		13,174	16,791
Profit attributable to owners of the parent arises from:			
Continuing operations		(11,340)	7,278
Discontinued operations		23,708	9,336
		12,368	16,614
Earnings per ordinary share attributable to owners of the parent			
From continuing operations:			
Basic and diluted (US cents)	11	(0.49)	0.32
From discontinued operations:			
Basic and diluted (US cents)	11	1.02	0.41

The notes on pages 50 to 85 are an essential part of these financial statements

Consolidated Statement of Comprehensive Income

	Year ended 31 December 2025 US$'000	Year ended 31 December 2024 US$'000
Profit after taxation	13,174	16,791
Other comprehensive income, net of tax:		
Items that may be subsequently reclassified to profit or loss:		
Exchange differences on translating foreign operations	(1,634)	(11,295)
Total comprehensive income for the year	**11,540**	**5,496**
Total comprehensive income attributable to:		
Owners of parent	10,734	5,319
Non-controlling interest	806	177
Total comprehensive income for the year	**11,540**	**5,496**

The notes on pages 50 to 85 are an essential part of these financial statements

Consolidated Statement of Changes in Equity

	Share capital US$'000	Share premium US$'000	Cumulative translation reserve US$'000	Other reserves US$'000	Merger reserve US$'000	Retained profit US$'000	Total attributable to the owner of the Parent US$'000	Non-controlling interests US$'000	Total equity US$'000
Total equity as at 1 January 2025	**33,116**	**126**	**(77,133)**	**2,102**	**11,511**	**107,240**	**76,962**	**(6,471)**	**70,491**
Profit for the year	-	-	-	-	-	12,368	12,368	806	13,174
Other comprehensive income for the year:									
Exchange differences on translating foreign operations	-	-	(1,634)	-	-	-	(1,634)	-	(1,634)
Total comprehensive income/(loss) for the year	**-**	**-**	**(1,634)**	**-**	**-**	**12,368**	**10,734**	**806**	**11,540**
Transactions with owners in their capacity as owners:									
Distribution to non-controlling interests	-	-	-	-	-	-	-	(1,308)	**(1,308)**
Shares issued (Note 19)	1,340	2,474	-	-	-	-	3,814	-	**3,814**
Total transactions with owners	**1,340**	**2,474**	**-**	**-**	**-**	**-**	**3,814**	**(1,308)**	**2,506**
Total equity as at 31 December 2025	**34,456**	**2,600**	**(78,767)**	**2,102**	**11,511**	**119,608**	**91,510**	**(6,973)**	**84,537**

	Share capital US$'000	Share premium US$'000	Cumulative translation reserve US$'000	Other reserves US$'000	Merger reserve US$'000	Retained profit US$'000	Total attributable to the owner of the Parent US$'000	Non-controlling interests US$'000	Total equity US$'000
Total equity as at 1 January 2024	**33,060**	**-**	**(65,838)**	**2,102**	**11,511**	**90,626**	**71,461**	**(5,152)**	**66,309**
Profit for the year	-	-	-	-	-	16,614	16,614	177	16,791
Other comprehensive income for the year:									
Exchange differences on translating foreign operations	-	-	(11,295)	-	-	-	(11,295)	-	(11,295)
Total comprehensive income for the year	**-**	**-**	**(11,295)**	**-**	**-**	**16,614**	**5,319**	**177**	**5,496**
Transactions with owners in their capacity as owners:									
Dividends declared to non-controlling interests	-	-	-	-	-	-	-	(1,496)	**(1,496)**
Shares issued	**56**	**126**	**-**	**-**	**-**	**-**	**182**	-	182
Total transactions with owners	**56**	**126**	**-**	**-**	**-**	**-**	**182**	**(1,496)**	**(1,314)**
Total equity as at 31 December 2024	**33,116**	**126**	**(77,133)**	**2,102**	**11,511**	**107,240**	**76,962**	**(6,471)**	**70,491**

Equity	**Description and purpose**
Share capital	The nominal value of shares issued
Share premium	Amount subscribed for share capital in excess of the nominal value
Deferred shares	The nominal value of the deferred shares issued
Cumulative translation reserve	Gains/losses arising on retranslating the net assets of overseas operations into US Dollars, less amounts recycled on disposal of subsidiaries and joint ventures
Other reserves	Capital contribution arising on discounted loans
Merger reserves	The excess of the fair value of the issues share capital over the nominal value of these shares issued for acquisition of at least 90 percent equity holding in subsidiaries
Retained profit/(deficit)	Cumulative losses recognised in the consolidated statement of profit or loss
Non-controlling interest	The interest of non-controlling parties in the net assets of the subsidiaries

The notes on pages 50 to 85 are an essential part of these financial statements

Parent Company Statement of Changes in Equity

	Share capital US$'000	Share premium US$'000	Merger reserve US$'000	Retained profit US$'000	Totals US$'000
Total equity as at 1 January 2025	**33,116**	**126**	**11,511**	**53,677**	**98,430**
Total comprehensive loss for the year	-	-	-	(9,081)	(9,081)
Shares issued (Note 20)	1,340	2,474	-	-	3,814
Total equity as at 31 December 2025	**34,456**	**2,600**	**11,511**	**44,596**	**93,163**

	Share capital US$'000	Share premium US$'000	Merger reserve US$'000	Retained profit US$'000	Totals US$'000
Total equity as at 1 January 2024	**33,060**	**-**	**11,511**	**55,299**	**99,870**
Total comprehensive loss for the year	-	-	-	(1,622)	(1,622)
Shares issued	56	126	-	-	182
Total equity as at 31 December 2024	**33,116**	**126**	**11,511**	**53,677**	**98,430**

Equity	**Description and purpose**
Share capital	The nominal value of shares issued
Share premium	Amount subscribed for share capital in excess of nominal value
Deferred shares	The nominal value of deferred shares issued
Merger reserves	The excess of the fair value of the issues share capital over the nominal value of these shares issued for acquisition of at least 90 percent equity holding in subsidiaries
Retained profit/(deficit)	Cumulative losses recognised in profit or loss

The notes on pages 50 to 85 are an essential part of these financial statements

Consolidated Statement of Financial Position

Company number 05966431	Notes	Group 2025 US$'000	Group 2024 US$'000
Assets			
Non-current assets			
Unproven oil and gas assets	12	58,960	49,148
Property, plant and equipment	13	2,028	4,507
Trade and other receivables	16	3,430	3,513
Restricted use asset	18	215	1
Total non-current assets		**64,633**	**57,169**
Current assets			
Inventories	15	5,776	3,245
Trade and other receivables	16	19,521	8,210
Current tax receivable	17	2,352	1,796
Cash and cash equivalents	18	23,284	2,644
		50,933	15,895
Assets held for sale	31	-	62,099
Total current assets		**50,933**	**77,994**
Total assets		**115,566**	**135,163**
Equity and liabilities			
Capital and reserves attributable to equity holders of the parent			
Share capital	19	34,456	33,116
Share premium	19	2,600	126
Other reserves		2,102	2,102
Merger reserve		11,511	11,511
Retained profit		119,608	107,240
Cumulative translation reserve		(78,767)	(77,133)
Equity attributable to the owners of the Parent		**91,510**	**76,962**
Non-controlling interests	29	(6,973)	(6,471)
Total equity		**84,537**	**70,491**
Current liabilities			
Trade and other payables	21	2,152	20,820
Borrowings	23	5,515	3,678
Current provisions	24	3,961	3,749
		11,628	28,247
Liabilities related to assets held for sale		-	15,181
Total current liabilities		**11,628**	**43,428**
Non-current liabilities			
Borrowings	23	19	1,830
Deferred tax liabilities	25	6,058	6,406
Non-current provisions	24	602	705
Withholding tax payable	22	12,722	12,303
Total non-current liabilities		**19,401**	**21,244**
Total liabilities		**31,029**	**64,672**
Total equity and liabilities		**115,566**	**135,163**

Approved by the Board and authorised for issue:

Clive Nathan Carver,
Chairman,
11 November 2026

Company number: 05966431

The notes on pages 50 to 85 are an essential part of these financial statements

Parent Company Statement of Financial Position

Company number 05966431	Notes	Company 2025 US$'000	Company 2024 US$'000
Assets			
Non-current assets			
Investments in subsidiaries	14	15,966	15,487
Trade and other receivables	16	88,056	88,490
Total non-current assets		**104,022**	**103,977**
Current assets			
Trade and other receivables	16,17	3,565	85
Cash and cash equivalents	18	4,703	28
Total current assets		**8,268**	**113**
Total assets		**112,290**	**104,090**
Equity and liabilities			
Share capital	19	34,456	33,116
Share premium	19	2,600	126
Merger reserve		11,511	11,511
Retained profit		44,596	53,677
Total equity		**93,163**	**98,430**
Current liabilities			
Borrowings	23	4,814	168
Trade and other payables	21	14,313	5,492
Total current liabilities		**19,127**	**5,660**
Non-current liabilities			
Borrowings	23	-	**-**
Total liabilities		**19,127**	**5,660**
Total equity and liabilities		**112,290**	**104,090**

Under s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own statement of comprehensive income. The Company incurred a loss after tax for the year ended 31 December 2025 in the amount of US$9,081,000 (2024: loss of US$ 1,622,000).

Approved by the Board and authorised for issue:

Clive Nathan Carver,
Chairman,
11 November 2026

Company number: 05966431

Consolidated and Parent Company Statements of Cash Flows

	Notes	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Cash flows from operating activities					
Cash received from customers		23,049	54,760	-	-
Net (payment) / receipt of taxes		(8,967)	-	155	-
Payments made to suppliers for goods and services		(25,986)	(34,414)	(1,561)	(857)
Payments made to employees		(3,187)	(2,476)	(490)	(361)
Cash used as collateral for asset retirement obligations	18	(215)	-	-	-
Other		(439)	-	(8)	-
Net cash flow (used in) / generated from operating activities		(15,746)	17,870	(1,904)	(1,218)
Cash flows from investing activities					
Purchase of property, plant and equipment	13	(140)	(9,445)	-	-
Additions to unproven oil and gas assets	12	(1,696)	(6,441)	-	-
Loans provided to related parties	16	(6,508)	-	-	-
Drawdowns on loans from related parties	16	93	-	5,296	-
Paid dividends from prior years		(1,268)			
Proceeds from disposal of discontinued operations	10	52,179	-	-	-
Net inflows from subsidiary loans		-	-	3,390	1,143
Net cash flow generated from / (used in) investing activities		42,660	(15,886)	8,686	1,143
Cash flows from financing activities					
Net movement in revolving bank credit facility	23	(2,960)	505	-	-
Net repayment of third party borrowings		(5,139)	-	-	
Loans received from related parties	23	7,194	55	-	55
Repayment of loans to related parties	23	(5,382)	(696)	(2,107)	-
Bank interest received / (paid)		12	(356)	-	-
Net cash flow (used in) / generated from financing activities		(6,275)	(492)	(2,107)	55
Net increase/ (decrease) in cash and cash equivalents		20,640	1,491	4,675	(20)
Cash and cash equivalents at the beginning of the year		2,644	1,153	28	48
Cash and cash equivalents at the end of the year	18	**23,284**	**2,644**	**4,703**	**28**

Changes in liabilities arising from financing activities are disclosed in Note 23 and non-cash additions to unproven oil and gas assets and property, plant, and equipment are included in Notes 12 and 13 respectively. Cash flows from discontinued operations are shown in Note 10.

The notes on pages 50 to 85 form part of these financial statements

Notes to the Financial Statements

General information

Caspian Sunrise plc ("the Company") is a public limited company incorporated and domiciled in England and Wales. The address of its registered office is 5 New Street Square, London, EC4A 3TW.

The principal activities of the Company and its subsidiaries (the "Group") are the exploration for and the production of oil & gas and minerals.

1 Principal accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements ("Group financial statements") and the Company's standalone financial statements ("Company financial statements") are set out below.

1.1 Basis of preparation

The Group and Company financial statements have been prepared in accordance with UK-adopted international accounting standards ("UK IFRS") in conformity with the requirements of the Companies Act 2006.

The Group and Company financial statements are presented in US dollars ("US$"), which is the Group's and Company's presentational currency, rounded to the nearest thousand unless otherwise stated. The subsidiaries' functional currency is Kazakhstan Tenge and are translated to USD since this is the Group's functional currency.

The preparation of financial statements in conformity with UK IFRS requires Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts in the financial statements. The areas involving a higher degree of judgement or complexity, or areas where assumptions or estimates are significant to the financial statements are disclosed in note 2.

Going concern

In July 2025 we completed the sale of the MJF and South Yelemes shallow structures at the BNG Contract Area for a headline consideration of approximately $88 million, of which to date approximately $70 million in cash has been received with approximately $13 million of the headline consideration now being payable directly by the purchasers in settlement of the remaining historic cost obligations at the MJF structure. The remaining approximately $5 million is due to be received in cash over a 12-month period expected to commence in Q1 2027.

This allowed the Group to pay down the high levels of external debt and trade creditors, which had built up as the work at the BNG deep structures progressed and is now funding the accelerated development of a number of assets across the Group.

As set out in the Financial Review and this note, the Board believes the current cash balances, the amount still to be received for the sale of the MJF and South Yelemes structures, and income from future production of both oil and minerals will cover the Group's accelerated longer term investment plans. However, at current income levels this is not the case, which indicates the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern and it therefore may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial statements do not include the adjustments that would result if the Group and the Company were unable to continue as a going concern.

The Group's future cash flows are dependent on a number of key factors, which are at present uncertain, including:

- The receipt of the remaining approximately $5 million balance due from the sale of the MJF and South Yelemes structures expected to commence in Q1 2027
- operational success, measured by the production of oil at the BNG Contract Areas deep structures and to a lesser degree at the Block 8 and West Shalva Contract Areas together with the associated oil trading income
- income from the sale of manganese at Borly, one of the subsidiaries of Kazikhan Limited, once owned by the Group, expected to be in early Q1 2027
- future charters of the Caspian Explorer

Should it be necessary, the Board has the following actions to mitigate any short-term funding issues:

- To reduce operational expenditure by moving forward at a slower pace
- To seek additional funding from advance oil and mineral sales
- To sell all or part of one or more of the Group's assets
- To seek additional short-term funding from the Group's largest shareholder group
- To seek additional equity capital

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Notwithstanding the material uncertainty described above, after making enquiries and assessing the progress against the forecast, projections and the status of the mitigating actions referred to above, the Directors have a reasonable expectation that the Group and the Company will continue in operation and meet their commitments as they fall due over the going concern period. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

1.2 New and amended standards and interpretations

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rate Lack of Exchangeability was effective from 1 January 2025. This new amendment did not have a material effect on the Group and Company financial statements.

At the date of authorisation of these consolidated financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB or IFRIC. None of these Standards or amendments to existing Standards have been adopted early by the Group and no Interpretations have been issued that are applicable and need to be taken into consideration by the Group at either reporting date.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 ‘Presentation of Financial Statements’. Although IFRS 18 includes many of the requirements of IAS 1, it introduces new requirements to better structure financial statements and to provide more detailed and useful information to investors, including the following:

- the introduction of defined categories within the statement of profit or loss, together with specified subtotals, including operating profit;
- new disclosure requirements for management-defined performance measures used in public communications; and
- enhanced principles for the aggregation and disaggregation of information and guidance on whether information should be presented in the primary financial statements or disclosed in the notes. IFRS 18 also introduces additional disclosure requirements relating to operating expenses.

IFRS 18 is required to be applied retrospectively, subject to specific transitional provisions.

The Group is currently assessing the impact that IFRS 18 may have on the presentation and disclosure of its financial statements. At the date of approval of these financial statements, the Group has not yet completed its assessment of the full impact of adopting IFRS 18.

The Directors have considered other standards, amendments and interpretations issued but not yet effective and do not expect them to have a material impact on the Group's consolidated financial statements.”

Some of the disclosure requirements previously contained in IAS 1 have been transferred to IAS 8 without any material changes. This applies in particular to disclosures on accounting policies and sources of estimation uncertainty. As a result of these changes, IAS 8 will be renamed ‘Basis of Preparation of Financial Statements’.

The publication of IFRS 18 also results in consequential amendments to other IFRS Accounting Standards, including IAS 7. IFRS 18 is effective for annual periods beginning on or after 1 January 2027, with earlier application permitted.

IFRS 18 is required to be applied retrospectively, subject to specific transitional provisions.

The Group is currently assessing the impact that IFRS 18 may have on the presentation and disclosure of its financial statements. At the date of approval of these financial statements, the Group has not yet completed its assessment of the full impact of adopting IFRS 18.

The Directors have considered other standards, amendments and interpretations issued but not yet effective and do not expect them to have a material impact on the Group's consolidated financial statements.

Notes to the Financial Statements (continued)

2 Principal accounting policies (continued)

1.3 Basis of consolidation

Subsidiary undertakings are entities that are directly or indirectly controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Directors consider all relevant facts and circumstances in assessing whether the Group has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Directors reassess whether or not the Group controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by other members of the Group.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from equity attributable to the owner of the Company. On acquisition of subsidiaries, non-controlling interests are measured at their proportionate share of the fair value of the acquiree's identifiable net assets. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests.

1.4 Foreign currency translation

Functional and presentational currencies

The functional currency for each entity in the Group is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the US Dollar. Other entities in the Group have the US Dollar or Kazakh Tenge ("KZT") as their functional currencies.

The Group and Company financial statements are presented in US Dollars, which is the Group's and Company's presentational currency.

Transactions and balances in foreign currencies

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency ("foreign currencies") are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items, including the parent's share capital, that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

Consolidation

For the purpose of consolidation all assets and liabilities of Group entities with a functional currency that is not US Dollars are translated at the rate prevailing at the reporting date. The profit or loss is translated at the exchange rate approximating to those ruling when the transaction took place. Exchange difference arising on retranslating the opening net assets from the opening rate and results of operations from the average rate are recognised directly in other comprehensive income (the "cumulative translation reserve"). On disposal of a foreign operation, related cumulative foreign exchange gains and losses are reclassified to profit and loss and are recognised as part of the gain or loss on disposal.

Exchange rates

For reference, the year-end exchange rate from sterling to US$ was 1.35 (2024: 1.24) and the average rate during the year was 1.32 (1.30). The year-end exchange rate from KZT to US$ was 502.57 (2024: 523.54) and the average rate during the year was 521.37 (2024: 469.44).

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

1.5 Revenue

Revenue from contracts with customers is recognised when or as the Group satisfies a performance obligation by transferring a promised good or service to a customer. A good or service is transferred when the customer obtains control of that good or service.

Revenue is measured at the fair value of the consideration received, excluding value added tax ("VAT") and other sales taxes or duty.

Sale of crude oil

The transfer of control of oil and oil products sold by the Group usually coincides with title passing to the customer. The Group satisfies its performance obligations at a point in time.

Under the terms of domestic oil sales arrangements, the performance obligation is satisfied when the local refinery provides the seller and the customer with the act of acceptance of crude oil or oil products of the quantity and quality according to the agreement between the parties.

Under the terms of export sales arrangements, the performance obligation is satisfied when the Ocean Bill of Lading is issued by the transport company following loading of the crude oil of specified quantity and quality on the tanker.

Payments in advance by oil traders are recorded initially as deferred revenue, reflecting the nature of the transaction. Subsequently, the deferred revenue is reduced and revenue is recorded, as sales are made under the Group's revenue recognition policy with the performance obligation satisfied.

Oil trading

The Group refines some of the crude oil it produces, via third-party refineries, and sells the resulting oil products on the domestic market. Revenue for the sale of oil products is recognised at a point in time when the ownership passes to the customer.

Onshore and offshore drilling services

The Group has applied the input method of revenue recognition in accounting for revenue on unit rate/lump sum contracts, under which revenue is recognised over time according to the stage of completion reached in the contract by measuring the proportion of costs incurred for work performed relative to the total estimated costs. For contracts that are at an early stage of the drilling process, total costs to complete may not be estimated reliably, in which case the cost recovery method is used whereby revenue is only recognised for the costs that are recoverable.

Drilling services contain distinct goods and services, but these are not considered distinct in the context of the contract and are therefore combined into a single performance obligation. At contract inception management consider all applicable factors to determine whether the contract contains a single performance obligation or multiple performance obligations.

A change to an existing contract for a project of the Group is a modification, which could change the scope of the contract, the price of the contract, or both. The Group uses two methods to account for a contract modification: (1) as a separate contract when the modification promises distinct goods or services and the price reflects the stand-alone selling price; or (2) as a cumulative catch-up adjustment when the modification does not add distinct goods or services and is part of the same performance obligation.

1.6 Cost of sales

For structures or contract areas with full production licences oil sales are recognised as revenue and the associated costs as costs of sales. For sale of oil products, cost of sales includes the cost of refining crude oil.

Direct costs to fulfil drilling contracts, including employee costs of field staff, are recognised in cost of sales as incurred. When it is probable that the total contract costs will exceed total contract revenue, the contract becomes onerous, and an onerous contract provision is created in accordance with the Group's accounting policy note 1.19. Changes in the onerous contract provision are recognised within other operating costs.

1.7 Current tax

Current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit or loss 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. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Where there is uncertainty over an income tax treatment, the Group assesses whether it is probable that the relevant taxation authority will accept that treatment. If acceptance is not probable, the Group reflects the effect of the uncertainty using either the most likely amount or the expected value, whichever better predicts the resolution of the uncertainty.

Withholding tax payable in Kazakhstan

According to requirements of the Tax Code of Kazakhstan, withholding taxes payable for non-residents should be withheld from the total amount of interest income of non-residents and paid to the government when interest is paid (in cash) to non-residents. The companies should pay taxes from non-residents' interest income derived from sources in the Republic of Kazakhstan on behalf of these non-residents.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

1.8 Deferred tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax liabilities are generally recognised for all taxable temporary differences. A deferred tax asset is recorded only to the extent that it is probable that taxable profit will be available, against which the deductible temporary differences can be utilised.

1.9 Unproven oil and gas assets

The Group applies the full cost method of accounting for exploration and unproven oil and gas asset costs, having regard to the requirements of IFRS 6 'Exploration for and Evaluation of Mineral Resources' ("IFRS 6"). Under the full cost method of accounting, costs of exploring for and evaluating oil and gas properties are accumulated and capitalised by reference to appropriate cost pools. Such cost pools are based on license areas. The Group currently has two cost pools: the deep structures in Yelemes and Airshagyl and the West Shalva licence areas (2024: the shallow structures in BNG and 3A Best licence areas).

Exploration and evaluation costs include costs of license acquisition, technical services and studies, seismic acquisition, exploration drilling and testing, but do not include costs incurred prior to having obtained the legal rights to explore an area, which are recognised directly in profit or loss as they are incurred. The amounts included within unproven oil and gas assets include the fair value that was paid for the acquisition of partnership holding subsoil use in Kazakhstan. These licences have been capitalised to the Group's full cost pool on respect of each licence area.

Plant and equipment assets acquired for use in exploration and evaluation activities are classified as property, plant and equipment. However, to the extent that such asset is consumed in developing an unproven oil and gas asset, the amount reflecting that consumption is recorded as part of the cost of the unproven oil and gas asset. The amounts included within unproven oil and gas assets include the fair value that was paid for the acquisition of partnership holding subsoil use in Kazakhstan. These licences have been capitalised to the Group's full cost pool on respect of each licence area.

Exploration and unproven oil and gas assets related to each exploration license or prospect are not amortised but are carried forward until the technical feasibility and commercial feasibility of extracting a mineral resource are demonstrated, at which point an impairment review is carried out and assets are transferred to proven oil and gas properties.

Exploration and unproven oil and gas assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable as at the reporting date. In accordance with IFRS 6, the Directors firstly consider the following facts and circumstances in their assessment of whether the Group's exploration and evaluation assets may be impaired, whether:

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

If any such facts or circumstances are noted, the Directors perform an impairment test in accordance with the provisions of IAS 36 'Impairment of assets'. The aggregate carrying value is compared against the expected recoverable amount of the cash generating unit, being the relevant cost pool. The recoverable amount is the higher of value in use and the fair value less costs to sell.

1.10 Proven oil and gas assets

Proven oil and gas assets represent development and production assets for fields where commercial reserves have been established and production has commenced. These assets are included within property, plant and equipment and are accounted for in accordance with IAS 16 Property, Plant and Equipment.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

1.11 Property, plant and equipment

Property, plant and equipment ("PPE") consists of proven oil and gas properties and other assets.

Proven oil and gas assets

Once an exploration project reaches the stage of commercial production and production permits are received, the carrying values of the relevant exploration and evaluation asset are assessed for impairment and transferred to proven oil and gas properties and included within property plant and equipment. The costs transferred comprise direct costs associated with the relevant wells and infrastructure.

Proven oil and gas properties are subsequently accounted for in accordance with provisions of the cost model and are depleted on a unit of production basis based on commercial reserves of the pool to which they relate.

As part of the Kazakh licencing regime, upon award of a production contract in respect of the BNG licence area, an obligation to make a payment to the licencing authority may be triggered, which is settled over a 10-year period in equal quarterly instalments. Such payments are considered to form a cost of the licence and are capitalised to proven oil and gas assets and subsequently depreciated on a unit of production basis in accordance with the Group's depreciation policy. In circumstances where the amount assessed by the authorities is contested, the Group records a provision discounted using a Kazakh government bond yield with a term approximating to the payment profile and the discount is unwound over the payment term and charged to finance costs. Payments made are charged against the provision.

Other PPE assets

All other PPE assets, including the Caspian Explorer, are stated at cost less accumulated depreciation and impairment. The assets are depreciated on a straight-line basis, at rates calculated to write off the cost less the estimated residual value of each asset over its expected useful economic life. The residual value is the estimated amount that would currently be obtained from disposal of the asset if the asset were already of the age and in the condition expected at the end of its useful life. Expected useful economic life and residual values are reviewed annually. The annual rates of depreciation are as follows:

- motor vehicles 4-5 years
- other over 2-4 years

Impairment of PPE

At each reporting date, the Directors review the carrying values of the Group's PPE to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Directors estimate the recoverable amount of the smallest cash-generating unit ("CGU") to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use.

Fair value less costs to sell is determined by discounting the post-tax cash flows expected to be generated by the CGU, net of associated selling costs, and takes into account assumptions market participants would use in estimating fair value including future capital expenditure and development cost for extraction of the field reserves.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

Workovers/Overhauls and maintenance

From time to time a workover or overhaul or maintenance of existing proven oil and gas properties is required, which normally falls into one of two distinct categories. The type of workover dictates the accounting policy and recognition of the related costs:

Capitalisable costs – cost will be capitalised where the performance of an asset is improved, where an asset being overhauled is being changed from its initial use, the assets' useful life is being extended, or the asset is being modified to assist the production of new reserves.

Non-capitalisable costs – expense type workover costs are costs incurred as maintenance type expenditure, which would be considered day-to-day servicing of the asset. These types of expenditures are recognised within cost of sales in the statement of comprehensive income as incurred. Expense workovers generally include work that is maintenance in nature and generally will not increase production capability through accessing new reserves, production from a new zone or significantly extend the life or change the nature of the well from its original production profile.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

1.12 Abandonment provision

Provision is made for the present value of the future cost of the decommissioning of oil wells and related facilities. This provision is recognised when the asset is installed. The estimated costs, based on engineering cost levels prevailing at the reporting date, are computed on the basis of the latest assumptions as to the scope and method of decommissioning. The corresponding amount is capitalised as a part of the oil and gas asset and, when in production is amortised on a unit-of-production basis as part of the depreciation, depletion and amortisation charge. Any adjustment arising from the reassessment of estimated cost of decommissioning is capitalised, while the charge arising from the unwinding of the discount applied to the decommissioning provision is treated as a component of the interest charge.

1.13 Investment in subsidiaries

In Company financial statements, investments in subsidiary undertakings are shown at cost less allowance for impairment. Investments in subsidiaries are reviewed annually for impairment indicators and, if required, are subject to impairment reviews as detailed in note 1.9.

1.14 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

1.15 Deferred and accrued revenue

Deferred revenue is a liability that arises when a customer pays consideration before the respective goods (crude oil or oil products) or services (drilling) are transferred to the customer.

Accrued revenue is an asset that arises when the Group performs its contract obligations by transferring goods or services to a customer before the consideration is paid or before payment is due. A right to payment that is unconditional is a financial asset and is recognised as a trade receivable. Accrued revenue is assessed annually for impairment and recognised based on the simplified approach within IFRS 9 'Financial Instruments' ("IFRS 9") using the lifetime expected credit losses ("ECL") method.

1.16 Financial instruments

Financial instruments, or their component parts, are classified on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual agreement.

Financial assets and financial liabilities are recognised when the Company or Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. Financial liabilities are derecognised when the Group's obligations are discharged, cancelled or have expired.

Financial assets

Financial assets are classified at initial recognition into one of the categories listed below, depending upon the business model for managing the financial assets and the nature of the contractual cash flow characteristics of the financial asset.

Amortised cost

Financial assets held at amortised cost comprise cash and cash equivalents, trade and other receivables and amounts advanced to subsidiaries and loans to related parties.

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

Impairment provisions for trade and other receivables are recognised based on the simplified approach within IFRS 9 'Financial Instruments' ("IFRS 9") using the lifetime expected credit losses ("ECL") method. During this process the probability of the non-payment of the receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime ECL for the receivables. For trade and other receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administrative expenses in the statement of comprehensive income. On confirmation that the trade or other receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

Financial liabilities include trade and other payables, borrowings and other payables. All financial liabilities are recognised initially at fair value, net of transaction costs incurred, and are subsequently stated at amortised cost, using the effective interest method.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

1.16 Financial instruments (continued)

Financial liabilities (continued)

If a loan is renegotiated on substantially different terms, this is treated as an extinguishment of the original financial liability and the recognition of a new financial liability with a gain or loss recognised in profit or loss. When the Company extinguishes a financial liability in return for equity, the shares issued are recognised at their fair value with any difference to the carrying value of the financial liability recognised in profit or loss.

Share capital

Ordinary and deferred shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

1.17 Cash and cash equivalents

Cash and cash equivalents are defined as cash on hand and demand deposits with maturity of 3 months or less. Restricted use cash is presented separately.

1.18 Restricted cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise cash and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Amounts that are legally or contractually restricted and are not available for general use by the Group are not included within cash and cash equivalents in the statement of cash flows where the restrictions prevent their use for general operating, investing or financing purposes. Such amounts are presented separately in the statement of financial position as restricted cash or other financial assets, as appropriate.

Where restricted cash is included within cash and cash equivalents for the purposes of the statement of cash flows, the Group provides the disclosures required by IAS 7 regarding the relationship between the amounts presented in the statement of cash flows and the corresponding items reported in the statement of financial position.

1.19 Other provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The amount recognised will be the best estimate of the expenditure required to settle the present obligation at the reporting date.

1.20 Share-based payments

The Group has used shares and share options as consideration for services received from employees.

Equity-settled share-based payments to employees and others providing similar services are measured at fair value at the date of grant. The fair value determined at the grant date of such an equity-settled share-based instrument is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair value determined at the grant date of such an equity-settled share-based instrument is expensed since the shares vest immediately. Where the services are related to the issue of shares, the fair values of these services are offset against share premium where permitted.

Fair value is measured using the Black-Scholes model. The expected life used in the model has been adjusted based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

1.21 Warrants

Warrants are separated from the host contract as their risks and characteristics are not closely related to those of the host contracts. Where the exercise price of the warrants is in a different currency to the functional currency of the Company, at each reporting date the warrants are valued at fair value with changes in fair values recognised through profit or loss as they arise.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

The fair values of the warrants are calculated using the Black-Scholes model. Where the warrant exercise price is in the same currency as the functional currency of the issuer and involve the issuance of a fixed number of shares the warrants are recorded in equity.

1.22 Merger reserve

The merger reserve represents the excess of the fair value of the issued share capital over the nominal value of these shares issued for acquisition of investments in subsidiaries where the Company has secured at least 90% equity holding in accordance with section 612 of the Companies Act 2006. The Company allocates merger reserve to the retained earnings/deficit account on disposal of the investment the reserve relates to or if this investment is written down for impairment.

1.23 Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments and making strategic decisions, has been identified as the Board of Directors. The Group has four operating segments being oil exploration and production; onshore drilling services in Kazakhstan provided by CTS LLP; offshore drilling services provided using the Caspian Explorer; and oil trading. Following the expected acquisitions in the minerals sector there is expected to be an additional fifth segment of minerals exploration and development.

1.24 Assets held for sale and disposal groups

Assets and disposal groups classified as held for sale are measured at the lower of their carrying amount at the date of classification and fair value less costs to sell. The depreciation of such assets is discontinued upon their classification as held for sale.

Assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. The Directors must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

1.25 Discontinued operations

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of comprehensive income.

2 Critical accounting estimates and judgements

In the process of applying the Group's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. The estimates and associated assumptions are based on historical experience, expectations of future events and other factors that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the revision is made.

2.1 Key sources of estimation uncertainty

2.1.2 Revenue recognition for onshore drilling contracts with third parties

The determination of anticipated costs for completing a drilling contract is based on estimates that can be affected by a variety of factors such as potential variances in scheduling and cost of materials along with the availability and cost of qualified labour and subcontractors, productivity, and possible claims from subcontractors.

The determination of anticipated revenues includes the contractually agreed revenue and may also involve estimates of future revenues from claims and unapproved variations, if such additional revenues can be reliably estimated and it is considered probable that they will be recovered.

A variation results from a change to the scope of the work to be performed compared to the original contract signed. An example of such contract variation could be a change in the specifications or design of the project, whereby costs related to such variation might be incurred prior to the client's formal contract amendment signature. A claim represents an amount expected to be collected from the client or a third party as reimbursement for costs incurred that are not part of the original contract.

As risks and uncertainties are different for each project, the sources of variations between anticipated costs and actual costs incurred will also vary for each project. The determination of estimates is based on internal policies as well as historical experience.

For the year ended 31 December 2025, the Group recognised revenue of US$ 6.0 million (2024: US$1.3 million) relating to onshore drilling contracts provided to EPC Munai.

2 Critical accounting estimates and judgements (continued)

2.1.3 Decommissioning obligation

Provision has been made in the accounts for future decommissioning costs to plug and abandon wells as set out in note 25. The costs of provisions have been added to the cost of the oil and gas asset or the exploration asset depending on the well's stage of development.

The decommissioning liability is stated in the accounts at discounted present value and accreted up to the final expected liability by way of an annual finance charge. The Group has potential decommissioning obligations in respect of its interests in Kazakhstan.

The extent to which a provision is required in respect of these potential obligations depends, inter alia, on the legal requirements at the time of decommissioning, the cost and timing of any necessary future decommissioning works, the discount rate to be applied to such costs which was 9.3% (2024: 8.35%) and the expected inflation rate in Kazakhstan of 9.3% (2024: 8.6%). The deep structure licences are based on the successful drilling of three new wells for Yelemes Deep, which if unsuccessful, will be returned to the Kazakh authorities. Airshagyl, on the other hand, has to drill further two new wells for the licence to be upgraded to production licence. Actual costs incurred in future periods may substantially differ from the amounts of provisions. In addition, future changes in environmental laws and regulations, estimates of deposit useful lives and discount rates may affect the carrying value of this provision.

2.1.4 Estimation of credit losses of receivables from subsidiaries

The Directors have used judgement to determine to the expected credit loss provision against amounts due from subsidiaries in the Company financial statements, which involves estimates of the ability of the subsidiaries to repay these loans, which itself is based on the estimates of the minimum realisable value of the Group's assets, which are primarily the exploration assets and the Caspian Explorer. The Directors have estimated an expected credit loss provision of US$20.7m is required as at the year-end (2024: US$20.7m). The estimate of the recoverable amounts of receivables due from subsidiaries is primarily linked to the Group's exploration and assets having net realisable values of at least their carrying values. Section 2.2.1 below details the significant judgements with respect to impairment indicators of these assets.

2.1.5 Indemnity receivables in relation to the 3A Best acquisition

Under the terms of the Sale and Purchase Agreement ("SPA") for 3A Best, the three vendors provided indemnities that obligations related to the period prior to acquisition would be reimbursed. Judgement has been applied in assessing the recoverability of the indemnity receivables, which included assessment of the terms of the SPA, confirmations received from the vendors and assessments of the ability to meet such payments. In 2024, the Directors decided not to seek the renewal of the 3A Best licence and to write-off the previously provided for balance of US$ 2,551,000. The directors announced in December 2025 that they do not propose to move forward with 3A Best given the Group's other opportunities.

2.1.6 Uncertain tax position

The Directors are required to exercise judgment in interpreting continually-changing regulations with regards to the Group's tax position and the extent to which tax treatments historically adopted by the Group will be accepted or rejected by the relevant tax authority. The Directors believe that adequate provisions have been made for all income tax obligations in the current year.

2.1.7 Recoverability of VAT (note 16)

The Group holds VAT receivables of $0.7 million (2024: $1.9 million) as detailed in note 17 which are anticipated to be primarily recovered through offset of future VAT payable in accordance with Kazakh legislation. Management have assessed the recoverability of the asset based on forecast levels of VAT payables which demonstrate that the balance will be recovered within one year (2024: one year). This required estimates regarding future production, oil prices and expenditure.

2.1.8 Hydrocarbon reserve and resource estimate

The Group estimates and reports hydrocarbon reserves in line with the principles contained in the SPE Petroleum Resources Management Reporting System (PRMS) framework. As the economic assumptions used may change and as additional geological information is obtained during the operation of a field, estimates of recoverable reserves may change. The volume of proved and probable oil reserves is an estimate that affects the unit of production depreciation of producing oil and gas property, and a downward revision of the estimate is an impairment indicator. Proved and probable reserves and contingent resources are estimated using standard recognised evaluation techniques.

2.1.9 Carrying value of unproven oil and gas assets

Under the full cost method of accounting for unproven oil and gas assets, such costs are capitalised as intangible assets by reference to appropriate cost pools, and are assessed for impairment on a concession basis based on the impairment indicators detailed in accounting policy note 1.9.

The Group's unproven oil and gas assets are subject to significant estimation uncertainty, principally in relation to the quantity of hydrocarbons ultimately recoverable, the geological and reservoir characteristics of the relevant licence areas, future production profiles, future oil prices, development and operating costs and the timing of future development. These assumptions are subject to change as further exploration, drilling and testing is undertaken and as additional geological and production information becomes available.

2 Critical accounting estimates and judgements (continued)

2.1.9 Carrying value of unproven oil and gas assets (continued)

In determining whether the carrying amounts of exploration and evaluation assets remain recoverable, management also considers the Group's rights to explore and develop the relevant licence areas, its plans and ability to undertake further exploration and appraisal activity, the technical feasibility and commercial viability of extraction and the expected future economic benefits from successful development or disposal of the relevant assets.

The Group's assessment is particularly sensitive to assumptions regarding the recoverable resources and commercial viability of the BNG licence and West Shalva Contract Areas, where further exploration, appraisal and testing are required to establish the extent of commercially recoverable hydrocarbons. Changes in these assumptions, including changes in oil prices, estimated recoverable volumes, development costs or the expected timing of production, could result in a material change in the carrying value of the Group's unproven oil and gas assets.

At 31 December 2025 the Group's unproven oil and gas assets consisted primarily of two deep structures in the BNG licence area: Airshagyl and Yelemes Deep, together with the West Shalva Contract Area acquired in April 2025. The acquisition of the Block 8 Contract area was subsequently completed in January 2026 and therefore is not included in these financial statements.

The Directors announced in December 2025 that they do not propose to move forward with 3A Best given the Group's other opportunities. The carrying value of the associated exploration asset was impaired to $nil in the year ended 31 December 2021.

The two BNG deep structures are close to each other geographically and geologically, and it is the Company's policy to group the two structures into a single exploration asset for the purposes of consideration of impairment.

West Shalva

At West Shalva there is a single appraisal licence running to 2029. Details of the acquisition are set out in Note 12.

BNG Deep Structures - licences

Following the expiry of the previous appraisal licences in 2024 the Group worked to secure 25-year full production licences for the Airshagyl and Yelemes Deep structures. At the Airshagyl structure in May 2025 a 25-year production licence was issued for an initial three-year period. The application for the Yelemes Deep 25-year production licence stalled in the relevant Kazakh State technical committee.

On 30 December 2025 the Board announced that the licences for the Airshagyl and Yelemes Deep structures had been reissued as appraisal licences in order to benefit from significant tax concessions.

Airshagyl and Yelemes Deep licences

The licence for the Airshagyl structure was reissued in December 2025 as a three-year appraisal licence during which a credible development plan for the Airshagyl structure needs to be agreed with the Kazakh regulatory authorities for a 25-year production licence to be issued. The drilling of 2 new wells are requirements of the current appraisal licence.

The licence for the Yelemes Deep structure was reissued in December 2025 as a two-year appraisal licence during which three new deep wells need to be drilled to be eligible to apply for a 25-year production licence.

In the event that the requirements for the issue of the 25-year production licences at Airshagyl and / or Yelemes Deep structures are not satisfied within the set timelines the licences may be lost which is likely to result in a significant impairment to the carrying value of the Group's unproven oil and gas assets. Management do not believe this outcome is likely and have therefore concluded no impairment is necessary.

Tax concessions

The Kazakh Ministry of Energy has confirmed significant tax concessions, to assist in the development of the BNG Contract Area's deep structures. Specifically, the Ministry of Energy has confirmed that Alternative Subsoil Use Tax will apply to production from the BNG Contract Area in lieu of Historic Cost, mineral extraction tax and excess profits tax. Furthermore, a temporary exemption from export customs duties on crude oil has been granted.

Oil sales before the full production licences are issued

Under the appraisal licences issued on 30 December 2025 any oil produced from the Airshagyl and Yelemes Deep structures cannot be sold on the international market. The appraisal licences are expected to be upgraded to full production licences at the end of 2027 on satisfaction of the work programme obligations. After this the majority of oil produced could be sold by reference to international prices.

SciRes report

The SciRes report commissioned to support the licence upgrade applications in Q3 2024 was not accepted in full by the Kazakh State technical committee. The Directors have carefully considered the impairment indicators and concluded that the downgrading of the SciRes reserve estimates for the Airshagyl structure by the Kazakh authorities and the limited amount of work undertaken on the assets in 2025 constitute impairment indicators and thus an impairment review has been carried out with no impairment made.

2 Critical accounting estimates and judgements (continued)

In particular, with regard to the BNG Deep Structures, the Company has received an approach from a third party for a 50% interest in the BNG deep exploration assets for $72.5m, which was announced to the market in 2024 and a non-binding heads of terms was signed. The approach was from a Middle East based fund which has indicated it wishes to assess the outcome of the war in the Middle East before proceeding further.

Reserves

No further reserve estimates were made in 2025 at either the Airshagyl or Yelemes Deep structures.

The reserve assessment at the larger Yelemes Deep structure required completion of testing at Deep Well 803 and had not been concluded by 31 December 2025.

The Directors note that receiving a commercial production licence would not as a result of the tax concessions noted above, trigger a historic cost liability.

The formal decision to proceed with the production licence applications will be taken after further drilling at Airshagyl and the new work programme commitments at Yelemes Deep are completed. Management expect to proceed and have therefore concluded no impairment is necessary.

In May 2026, the Kazakh authorities granted permission for four new wells on the BNG Contract Area in addition to the wells already drilled or started. These are two new deep wells at the Yelemes Deep structure targeting Permian limestone, a new shallower well at the Yelemes Deep structure targeting Triassic sandstone and a new shallow well on a potential new shallow structure LK6 targeting Cretaceous Point Bar Sandstone.

As noted above, there are two impairment indicators, namely the downgrading of the SciRes reserve estimates for the Airshagyl structure by the Kazakh authorities and the limited amount of work undertaken on the assets in 2025. As a result, a full impairment review has been carried out. The Group's assessment is particularly sensitive to assumptions regarding the recoverable resources and commercial viability of the BNG licence and West Shalva Contract Areas, where further exploration, appraisal and testing are required to establish the extent of commercially recoverable hydrocarbons.

A discounted cash flow ("DCF") has been prepared from the prospective of an independent market participant, based on the inputs and costs that the market would expect.

Following the impairment review, the recoverable amount of the exploration assets exceeds its carrying amount and thus no impairment has been made. The carrying value of the exploration assets on the Group's balance sheet is $59.0 million (2024: $49.1 million). Should the relevant production licences not be granted in due course and as expected, this may result in impairment to the related unproven oil and gas assets.

2.2 Judgements

The following are the critical judgements, apart from those involving estimations (which are disclosed in 2.1 above), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

2.2.1 Recoverability of investments in subsidiaries

The recoverability of investments in subsidiaries is driven primarily by the same judgements and uncertainties as the recoverability of the carrying value of the unproven oil and gas assets which are discussed above. The Directors have concluded that an additional impairment provision of $3,196,000 is required in the current financial year (2024: US$ nil).

2.2.2 Classification of disposal group as assets held for sale and discontinued operation

During the year ended 31 December 2024, the Group signed a heads of terms of agreement ("HoT") and then executed a sale and purchase agreement ("SPA") to sell its production assets in MJF and South Yelemes, and the associated historical cost liabilities and asset retirement obligations (together the "BNG Disposal Group") to Absolute Resources LLP ("Absolute"), an unconnected third party. The disposal group then subsequently included the Absolute Oil and Absolute Trading (together "Absolute entities'') The transfer of ownership of the MJF and South Yelemes structures completed on 7 July 2025. In preparing these consolidated financial statements, the Directors made the following judgments:

- The Directors concluded that the BNG Disposal Group met the definition of a disposal group held for sale at the date of signing of the HoT, 2 September 2024, as the conditions precedent to complete the transaction, including, inter alia, regulatory and shareholder approvals and Absolute's confirmation of financing, were highly probable to be met;
- The BNG Disposal Group accounts for all of the Group's crude oil production and is a separate CGU and therefore meets the definition of a discontinued operation. The Group's oil trading business has to date only purchased crude oil from the BNG Disposal Group, however it is not part of the discontinued operation. The Directors judged that the elimination of intercompany sale and purchases between the BNG Disposal Group and the oil trading business should be included as part of the continuing operations, as this would result in the continuing operations showing the incremental revenue and profit contributed by trading business to the Group, which is more representative of the Group going forward.

Notes to the Financial Statements (continued)

3 Segment reporting and revenue analysis

Operating segments

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 the performance of the operating segments and making strategic decisions, has been identified as the Board of Directors.

The Group operated in four (2024: four) operating segments during 2025 and 2024: Exploration for and production of crude oil; onshore drilling services (CTS LLP); offshore drilling services (Caspian Explorer); and oil trading. All four segments operate and generate revenues in Kazakhstan. Following the expected acquisitions in the minerals sector there is expected to be an additional fifth segment of minerals exploration and development.

While under IFRS reporting requirements the consolidated profit and loss statement shows the results of the BNG MJF and South Yelemes shallow structures as a discontinued operation, there is a breakdown of those structures' revenue, operating profit and profit before tax shown within Note 10.

In 2025 BNG Ltd. LLP (BNG) and Absolute Oil (Absolute Oil), subsidiaries of the parent, generated total revenue in 2025 US$10,163,000 (2024: US$ 20,795,000). The main reason for the decrease was due to the disposal of the MJF and South Yelemes assets (see note 10), completed in July 2025. The Exploration for and production of crude oil segment assets have increased to US$ 78,843,000 during 2025 (2024: $53,007,000 on a like for like basis) largely as a result of the acquisition of West Shalva and further additions to exploration and evaluation assets made during the year, as well as the receivables remaining in respect of the disposal of the shallow structures. This is further detailed in the Financial Review and other areas of these financial statements.

KC Caspian Explorer LLP (KCCE) provides the offshore drilling services operating segment, historically providing drilling and related services in the shallow northern Caspian Sea. In 2025, KCCE earned no revenue. In 2024 KCCE made a US$14,300,000 revenue as a result of the drilling services provided for a consortium led by Italy's ENI.

In 2025 Caspian Technical Services LLP (CTS LLP) continued to provide onshore drilling and repair services primarily to BNG. Revenue for onshore drilling and repair services provided to EPC Munai LLP ("Block 8"), a related party, during 2025 was US$ 5,961,000 (2024: US$ 1,300,000) (see note 28).

Revenue

The Group's revenues are principally derived from the sale of oil in Kazakhstan. In September 2019 following the award of a full production licence, a proportion of oil produced from the MJF structure at BNG became eligible to be sold on the export market.

Under the terms of sales on the local market, the performance obligation is the supply of oil and the performance obligation is satisfied at a point in time, being the delivery of oil to the refinery. Control passes to the customer at this point with title and risk transferred.

Under the terms of sales on the local market, to local mini refineries the performance obligation is the supply of oil and the performance obligation is satisfied at a point in time, being the collection of oil at the wellhead. Control passes to the customer at this point with title and risk transferred.

In 2025 CTS LLP continued to provide onshore drilling and repair services for the Group and for EPC Munai LLP, a related party.

Oil trading consists of purchasing crude oil, funding its refining and selling the resultant oil products produced to third parties. Below is the summary of the results of the segments during 2025 and 2024:

3 Segment reporting and revenue analysis (continued)

2025	Exploration for and production of crude oil $000	Onshore Drilling services (CTS) $000	Offshore Drilling services (Caspian Explorer) $000	Oil Trading $000	Corporate allocation $000	Total $000
External revenues	-	5,961	–	7,238	(340)	12,859
Cost of sales	-	(4,795)	(104)	(6,320)	(754)	(11,973)
Gross profit/(loss)	-	1,166	(104)	918	(1,094)	886
Administrative costs	-	(453)	(2,980)	(1,260)	(5,159)	(9,852)
Selling expense	-	–	–	(18)	6	(12)
Other gain / (losses)	-	4	(31)	(3)	(662)	(692)
Segment operating profit/(loss)	-	717	(3,115)	(363)	(6,909)	(9,670)
Finance income	-	–	160	35	625	820
Finance costs	-	(3)	–	–	(2,997)	(3,000)
Profit/(loss) before income tax	-	714	(2,955)	(328)	(9,281)	(11,850)
Total assets	78,843	7,445	3,740	646	24,891	115,566
Total liabilities	23,535	982	-	602	5,911	31,029

2024	Exploration for and production of crude oil	Onshore Drilling services (CTS) $000	Offshore Drilling services (Caspian Explorer) $000	Oil Trading $000	Corporate allocation $000	Total $000
External revenues		1,311	14,300	15,858	–	31,469
Cost of sales	-	(2,112)	(10,480)	(9,629)	–	(22,221)
Gross profit/(loss)	-	(801)	3,820	6,229	–	9,248
Administrative costs	(1,478)	382	272	(1,090)	(2,053)	(3,967)
Selling expense	-	–	–	(167)	–	(167)
Segment operating profit/(loss)	(1,478)	(419)	4,092	4,973	(2,053)	5,114
Finance income	–	–	–	295	206	501
Finance costs	(356)	–	–	–	(9)	(365)
Profit/(loss) before income tax	(1,834)	(419)	4,092	5,268	(1,856)	5,249
Assets held for sale (Note 31)	62,099	-	-	-	-	62,099
Other assets	53,007	9,035	6,679	4,196	147	73,064
Total assets	115,106	9,035	6,679	4,196	147	135,163
Total liabilities	39,678	13,656	462	9,836	1,040	64,672

The exploration and production of crude oil segment excludes the results of discontinued operations, BNG Disposal Group, which are further detailed in note 10.

For the years ended 31 December 2025 and 2024, no external customer accounted for more than 10% of the revenue arising from the sale of crude oil in BNG (included within discontinued operations).

4 Operating (loss) / profit

Group operating (loss) / profit from continuing operations for the year has been arrived after charging / (crediting):

	Group 2025 US$'000	Group 2024 US$'000
Staff costs (note 6)	2,338	2,711
Depreciation of property, plant and equipment (note 13)	2,711	2,424
Cost of inventories recognised within cost of sales	7,708	11,640
Auditor remuneration (note 5)	681	496
Net foreign exchange losses / (gains)	2,037	(287)

5 Group Auditor's remuneration

Fees payable by the Group to the Company's auditors:

	Group 2025 US$'000	Group 2024 US$'000
Fees payable to the Company's auditor and its associates for the audit of the Company and Group financial statements:	462	486
Other services – tax compliance services	219	11
	681	**496**

6 Staff costs

Staff costs during the year	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Wages and salaries	2,192	2,476	311	255
Social security costs	110	192	-	-
Pension costs	36	43	-	-
	2,338	**2,711**	**311**	**255**

In addition, payroll expenses of US$ nil were capitalised into unproven oil and gas assets in 2025 (2024: US$2,084,000) and the amounts included within cost of sales were US$ 106,000 (2024: US$ $3,109,000).

Average monthly number of employees (including executive Directors)	Group 2025	Group 2024	Company 2025	Company 2024
Technical	22	18	-	-
Field operations	137	214	-	-
Finance	14	14	1	1
Administrative and support	38	37	3	3
	211	**283**	**4**	**4**

Note: The reduction in field operations staff reflect the MJF disposal during the year.

7 Finance costs

	Group 2025 US$'000	Group 2024 US$'000
Interest on borrowings (note 23)	170	365
Unwinding of discount on BNG licence payment payable	207	396
Fair value adjustment on initial recognition of loans	2,418	-
Penalty charges on late loan repayments	197	-
Other	8	-
Unwinding of discount on provisions (note 24)	-	119
	3,000	**880**

8 Finance income

	Group 2025 US$'000	Group 2024 US$'000
Interest on loans to related parties	406	206
Bank interest	164	295
Other – unwinding of discount on borrowings	250	-
	820	**501**

9 Taxation

Analysis of charge for the year	Group 2025 US$'000	Group 2024 US$'000
Amounts relating to profit before tax:		
Current tax charge	(71)	(249)
Deferred tax charge	-	-
	(71)	**(249)**
Taxation attributable to:		
Loss from continuing operations	**1,076**	2,109
Profit from discontinued operations	**(1,147)**	(2,358)
	(71)	**(249)**

The amount of income tax relating to other comprehensive income in the year ended 31 December 2025 was nil (2024: nil). The net profit for the gain on disposal is not taxable for the Group due to exemptions available in the Astana International Financial Centre ("AIFC").

	Group 2025 US$'000	Group 2024 US$'000 (restated)
(Loss) / profit before tax from continuing operations	(11,850)	5,251
Profit before tax from discontinued operations (Note 10)	25,094	11,788
Profit before tax	13,244	17,039
Tax on the above at the standard rate of corporate income tax in the UK 25% (2024: 25%)	3,311	4,260
Effects of:		
Differences in tax rates	(4,205)	(1,642)
Non-taxable income	(756)	(542)
Non-deductible expenses	1,721	42
Withholding tax on interest expense	-	(699)
Unrecognised tax losses / other adjustments	-	(1,170)
Total tax charge	**71**	**249**

Notes to the Financial Statements (continued)

10 Discontinued operations and net assets held for sale

On 7 July 2025, the Group completed the sale of BNG Disposal Group. As detailed in note 2.2.2, the BNG Disposal Group is classified as a discontinued operation and as at 31 December 2024 its net assets were presented as held for sale. The details of the net assets disposed, the consideration received, and the results of the BNG Disposal Group are detailed below.

To affect the sale, the Group transferred the licences and associated operating business for MJF and South Yelemes structures on the BNG Contract Area into special purpose vehicles ("SPVs") registered in the Astana International Financial Centre ("AIFC").

Net assets disposed

The net assets disposed consist of MJF and South Yelemes structures on the BNG Contract Area, together with the associated Historical Cost Liability, asset retirement obligations and the associated working capital held in the SPVs.

Group	As at 7 July 2025 US$'000	As at 31 Dec 2024 US$'000
Assets		
Proven oil and gas assets	61,737	62,099
Inventories	1,926	-
Trade and other receivables	4,725	-
Cash	4,789	-
Total assets disposed (2024: classified as held for sale)	**73,177**	**62,099**
Liabilities		
Historical costs	(12,422)	(13,837)
Asset retirement obligation	(1,344)	(1,344)
Trade and other payables	(8,495)	-
Total liabilities disposed (2024: directly associated with assets classified as held for sale)	**(22,261)**	**(15,181)**
Net assets disposed (2024: held for sale)	**50,916**	**46,918**

Gain of disposal

The gain on disposal of BNG Disposal Group is calculated below:

Gain on disposal	Group 2025 US$'000
Disposal proceeds (Note 31)	74,100
Net assets sold	(50,916)
Costs to sell	(3,919)
Foreign exchange gain	96
Net profit from discontinued operations	**19,361**

The net profit for the gain on disposal is not taxable for the Group due to exemptions available in AIFC. The costs to sell include write-off of non-recoverable VAT of $3.9 million.

The BNG Disposal Group was sold for an all-cash consideration of $74.1 million as detailed below:

a) The Group received stage payments totalling $14.0 million during the year ended 31 December 2024, of which $12.8 million were subject to completion and therefore were included within trade and other creditors (note 21);

b) During the year ended 31 December 2025, the Group received cash payments totalling $52.0 million;

c) The remaining cash consideration of $5.1 million is included within trade and other receivables (Note 16) and is due to be received in equal monthly instalments over a 12-month period commencing 6 months after formal completion.

Notes to the Financial Statements (continued)

10 Discontinued operations and net assets held for sale (continued)

Results of the discontinued operation

	Group 2025 US$'000	Group 2024 US$'000
Revenue	**10,163**	**20,795**
Cost of sales	(2,143)	(6,436)
Gross profit	**8,020**	**14,359**
Selling expense	(1,186)	(2,055)
Administrative costs	(894)	-
Operating profit	**5,940**	**12,304**
Finance cost	(207)	(515)
Profit before taxation	**5,733**	**11,789**
Tax charge	**(1,147)**	(2,358)
Profit after taxation from discontinued operations	**4,587**	**9,431**
Gain on disposal	**19,361**	**-**
Net profit attributable to discontinued operations	**23,948**	**9,431**
Cash flows:		
Net cash inflow from operating activities	**1,863**	9,489
Net cash inflow from financing activities	**-**	-
Net cash outflow from investing activities	**-**	(10,691)
Net cash (decrease)/increase in cash generated by the discontinued operations	**1,863**	**(1,202)**

11 Earnings per share

Earnings per share ("EPS") is calculated by dividing the profit attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year including shares to be issued.

	Group 2025 US$'000	Group 2024 US$'000
(Loss) / profit for the year from continuing operations, attributable to parent	(11,340)	7,278
Profit for the year from discontinued operations, attributable to parent	23,708	9,336
	12,368	16,614

EPS - Basic	Group 2025	Group 2024
Weighted average no of shares	2,325,814,552	2,253,580,210
Basic Earnings per share from continuing operations (US cents)	(0.49)	0.32
Basic Earnings per share from discontinued operations (US cents)	1.02	0.41
Total Basic Earnings per share (US cents)	**0.53**	**0.73**

EPS - Diluted	Group 2025	Group 2024
Weighted average no of shares	2,325,814,552	2,253,580,210
Dilutive effect of potentially dilutive ordinary shares due to share options (note 27)	-	-
Weighted average no of shares for the purpose of Diluted EPS	2,325,814,552	2,253,580,210
Diluted Earnings per share from continuing operations (US cents)	(0.49)	0.27
Diluted Earnings per share from discontinued operations (US cents)	1.02	0.41
Total Diluted Earnings per share (US cents)	**0.53**	**0.68**

Other than share options there are no instruments that are potentially dilutive.

As more fully described in Note 30 'Events after the reporting period', no new ordinary shares and share options (i.e. potential ordinary shares) were issued after the balance sheet date which would have changed significantly the number of ordinary shares or potential ordinary shares outstanding at the end of the period if those transactions had occurred before the end of the reporting period. There are however potential shares to be issued in relation to contingent consideration in relation to West Shalva (Note 13), Block 8 and Tau Cen (Note 30).

Notes to the Financial Statements (continued)

12 Unproven oil and gas assets

COST	Group US$'000
Cost at 1 January 2024	72,723
Additions	6,441
Foreign exchange difference	(11,990)
Cost at 31 December 2024	**67,174**
Acquisition of West Shalva (see below)	3,675
Other additions	4,160
Foreign exchange difference	2,729
Cost at 31 December 2025	**77,738**

ACCUMULATED IMPAIRMENT	Group US$'000
Accumulated impairment at 1 January 2024	20,760
Foreign exchange difference	(2,734)
Accumulated impairment at 31 December 2024	**18,026**
Foreign exchange difference	752
Accumulated impairment at 31 December 2025	**18,778**

NET BOOK VALUE	
Net book value at 1 January 2024	51,963
Net book value at 31 December 2024	49,148
Net book value at 31 December 2025	**58,960**

Unproven oil and gas assets represent licence acquisition costs and subsequent exploration expenditure in respect of the licenses held by Kazakh group entities. The carrying values of those assets at 31 December 2025 were 100% represented by BNG Ltd LLP and CS Energy LLP (2024: 100% by BNG Ltd LLP). The 2025 additions of $4,160k includes non-cash additions resulting from drilling works accepted in 2025 for which the related cash outflow was in a previous period.

The Directors have carried out an impairment review of the assets on a cost pool level as detailed in note 1.9. As at 31 December 2025, the balance of accumulated impairment was US$18,778,000 (2024: US$ 18,026,000) and no additional impairment is required.

Acquisition of West Shalva assets

On 14 April 2025 the Company completed the acquisition of 100% of the shares of CS Energy LLP, the Kazakh entity which holds the licence for the West Shalva Contract Area. The Directors concluded that the acquisition did not meet the definition of a business under IFRS 3 as substantially all of the fair value acquired was concentrated in a single exploration licence and no substantive processes, workforce or operating systems were acquired. Accordingly, the transaction has been accounted for as an asset acquisition. In particular, the Company considered that there was no evidence of:

- a workforce
- operational processes; or
- production systems

The exploration asset and activities are limited to exploration and appraisal and the purchase price has been wholly allocated to the unproven oil and gas asset .

The acquisition terms, which were approved by independent shareholders at a General Meeting on 25 April 2024, comprised the issue to Altynbek Bolatzhan, the vendor of CS Energy LLP, of up to 198,412,698 shares and a potential additional cash sum of up to $5 million, partially dependent on the success of drilling at the West Shalva Contract Area, as follows:

On completion 99,206,349 new ordinary shares were issued at an agreed price of 4p per share (the "Initial Consideration Shares").

On first oil from the West Shalva asset, a further 99,206,349 new ordinary shares will be issued at 4p per share (the "Additional Consideration Shares"). Additionally, the first $5 million revenue from oil sales from the West Shalva Contract Area under the Group's ownership is required to be paid to the vendor of CS Energy LLP.

The acquisition has been treated as an asset acquisition under the cost accumulation model and an unproven oil and gas asset of US$3.67m has been recognised in respect of the Initial Consideration Shares. The shares were contractually agreed to be issued 4p per share; however for accounting purposes the fair value of equity issued was determined using the quoted market price of 2.8p per share at the acquisition date.

Under IFRS 6, the acquired licence and directly attributable costs are capitalised as unproven oil and gas assets. This is the accounting treatment adopted by the Company. The initial cost is comprised of the fair value of shares issued at the acquisition date (being 2.8p per share).

12 Unproven oil and gas assets (continued)

The additional shares are issuable upon achieving a production milestone, being first oil. The production milestone had not been achieved at the reporting date and management could not conclude that settlement was probable. Accordingly, no liability has been recognised. Such amounts are treated as contingent commitments. Contingent consideration in an asset acquisition is generally recognised only when probable and measurable. Contingent share issuances are considered uncertain and have therefore not been recognised but disclosed as a contingent liability because the revenue related to the consideration has not been recognised.

In summary:

Acquisition of CS Energy LLC	**US$'000**
Fair value of initial share consideration	3,675
Contingent share consideration	-
Contingent cash consideration	-
Total consideration capitalised at 31 December 2025	**3,675**

The licence at the West Shalva Contract Area is a six-year appraisal licence running until September 2028.

Work continues to improve flow rates where the oil produced to date has a higher than expected paraffin content restricting its natural flow. A sucker-rod pump has been installed at surface level to stimulate increasing flow rates and currently the well is producing at the rate of 50 bopd.

The Directors assessed the indicators of impairment set out in IFRS 6 and concluded that no facts and circumstances existed which indicated that the carrying amount of the West Shalva exploration and evaluation asset may exceed its recoverable amount.

Due to the lower reserve estimate accepted by the Kazakh authorities for Airshagyl than the Directors expected, the Directors determined that impairment indicators existed as at 31 December 2025 and thus an impairment review has been carried out. Details of the impairment calculations, significant inputs and sensitivities are detailed below. No impairment charge has been recognised (2024: $ nil).

The licence for the Airshagyl structure was reissued in December 2025 as a three-year appraisal licence during which a credible development plan for the Airshagyl structure needs to be agreed with the Kazakh regulatory authorities for a 25-year production licence to be issued. The drilling of 2 new wells are requirements of the current appraisal licence.

The licence for the Yelemes Deep structure was reissued in December 2025 as a two-year appraisal licence during which three new deep wells need to be drilled to be eligible to apply for a 25-year production licence.

In the event that the requirements for the issue of the 25-year production licences at Airshagyl and / or Yelemes Deep structures are not satisfied within the set timelines the licences may be lost which is likely to result in a significant impairment to the carrying value of the Group's unproven oil and gas assets.

Airshagyl and Yelemes Deep have been treated as one CGU as the assets form part of a single planned development area and are expected to generate interdependent cash inflows through common infrastructure and development plans. In assessing whether an impairment is required, the carrying value of the CGU is compared with its recoverable amount. The recoverable amount is the higher of the CGU's fair value less costs of disposal (FVLCD) and value in use (VIU). As the CGU is an exploration asset, the FVLCD method has been used to arrive at the CGU's recoverable amount. FVLCD has been estimated using a discounted cash flow model using market-based oil price and exchange assumptions, estimated quantities of recoverable reserves, production levels, operating costs and capital requirements, including any expansion projects, and decommissioning costs. These cash flows are then discounted using a real post-tax discount rate. Therefore, the determination of FVLCD for the CGU are considered to be Level 3 fair value measurements as they are derived from valuation techniques that include inputs that are not based on observable market data.

The key assumptions used to estimate the FVLCD of the Airshagyl and Yelemes Deep CGU are as follows:

Real discount rate:	15%
Crude export price:	Brent less $5/bbl
Crude domestic price:	$30 in 2027
Export start year:	2028
Life of valuation model	10 years

The price of crude on the domestic market is regulated by the Kazakh government and the Directors have used Brent as a proxy for its future movement.

Based on the above assumptions, the FVLCD of the Airshagyl and Yelemes Deep CGU exceeds its carrying book value and no impairment charge is therefore required. The Directors consider the inputs and the valuation approach to be consistent with the approach taken by market participants.

The Directors assessed whether reasonably possible changes to the above assumptions would lead to an impairment and concluded that apart from the real discount rate and the year of commencement of export sales there are none. The real discount rate would have to increase to 35%, or the export sales would have to commence after 2034 for the FVLCD to equal its carrying amount.

Notes to the Financial Statements (continued)

13 Property, plant and equipment

Following the commencement of commercial production in July 2019 the Group reclassified part of BNG assets from unproven oil and gas assets to proven oil and gas assets.

Group	Proven oil and gas assets	Motor Vehicles	Other	Total
	US$'000	US$'000	US$'000	US$'000
Cost at 1 January 2024	67,391	2,230	8,556	78,177
Additions	8,519	-	926	9,445
Foreign exchange difference	(5,971)	(313)	(1,249)	(7,533)
Transfer to assets held for sale	(69,939)	-	-	(69,939)
Cost at 31 December 2024	**-**	**1,917**	**8,233**	**10,150**
Additions	-	1	139	140
Impairment	-	-	(1,001)	(1,001)
Foreign exchange difference	-	80	777	857
Cost at 31 December 2025	**-**	**1,998**	**8,148**	**10,146**
Depreciation at 1 January 2024	**6,831**	**1,159**	**5,258**	**13,248**
Charge for the year	2,342	8	74	2,424
Foreign exchange difference	(1,333)	(153)	(703)	(2,189)
Transfer to assets held for sale	(7,840)	-	-	(7,840)
Depreciation at 31 December 2024	**-**	**1,014**	**4,629**	**5,643**
Charge for the year	-	6	2,705	2,711
Foreign exchange difference	-	(42)	(194)	(236)
Depreciation at 31 December 2025	**-**	**978**	**7,140**	**8,118**
Net book value at:				
1 January 2024	60,560	1,071	3,299	64,930
31 December 2024	-	903	3,604	4,507
31 December 2025	**-**	**1,020**	**1,008**	**2,028**

For the year ended 31 December 2025, the additions balance included capitalisation of changes in estimate of the asset retirement obligation of US$ nil (2024: US$ 983,000) (note 25).

The Directors considered whether there are indicators that the carrying value of the Group's property, plant and equipment are impaired and concluded that there are none (note 2.2.1).

14 Investments in subsidiaries

	Company US$'000
Cost	
At 1 January 2024 and 31 December 2024	**225,441**
Additions	**3,675**
Disposals	**-**
At 31 December 2025	**229,116**
Accumulated impairment	
At 1 January 2024 and 31 December 2024	**209,954**
Impairment charge	3,196
At 31 December 2025	**213,150**
Net book value	
At 1 January 2024 and 31 December 2024	**15,487**
At 31 December 2025	**15,966**

14 Investments in subsidiaries (continued)

The Directors review the investments for the recoverability on a regular basis, together with the associated cash flows of each company, and assess their impairment. Based on this assessment if the Company considers that the carrying value of the investments may not be fully recoverable as the subsidiaries may not generate sufficient future profits and accordingly, then these amounts may be impaired. The Company recorded an impairment of $3,196,000 relating to Roxi Petroleum Kazakhstan LP for the year ended 31 December 2025 (2024: nil).

Direct investments

Name of undertaking	Country of incorporation	Effective holding of ordinary shares at 31 December 2025	Effective holding of ordinary shares at 31 December 2024	Registered address	Nature of business
Eragon Petroleum LTD	United Kingdom	100%	100%	5 New Street Square London EC4A 3TW	Holding Company
Beibars BV	Netherlands	100%	100%	Koninginneweg 31, 1217 KR Hilversum, the Netherlands	Management Company
Absolute Oil LTD*	Kazakhstan	-	100%	Kazakhstan, Astana, Mangilik El Avenue, 37, apt. 29, 010000	Oil Production Company
Eragon Petroleum FZE	Dubai	100%	100%	CN-135789, Jebel Ali, Dubai, UAE	Management Company
Prosperity Petroleum LTD	Dubai	100%	100%	CN-135789, Jebel Ali, Dubai, UAE	Management Company
Roxi Petroleum Kazakhstan LLP	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Management Company
CS Energy Ltd	AIFC, Kazakhstan	100%	-	010000, 59 Uly Dala Avenue, Astana, Kazakhstan	Management Company
Roxi Sunrise LLP	Kazakhstan	100%	-	152/1, Karasai Batyr Str., 9th Floor, Almaty, 050026, Kazakhstan	Management Company
Caspian Minerals Ltd	AIFC, Kazakhstan	100%	-	37Mangilik El Avenue, Yesil District, Astana, 010000, Kazakhstan	Management Company

***:** Part of the disposal group (see note 10).

14 Investments in subsidiaries (continued)

Indirect investments:

Name of undertaking	Country of incorporation	Effective holding of ordinary shares at 31 December 2025	Effective holding of ordinary shares at 31 December 2024	Registered address	Nature of business
BNG Energy BV	Netherlands	100%	100%	Utrechtseweg 79 1213 TM Hilversum The Netherlands	Holding Company
BNG Ltd LLP	Kazakhstan	99%	99%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Oil Production & Exploration Company
Absolute Trading LLP*	Kazakhstan	-	100%	Kazakhstan, Almaty, Miras distr. 2/22, 050043	Oil Products Selling Company
3A-Best Group JSC	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Exploration Company
CTS LLP	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Drilling & Service Company
Sur Nedr LLP	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Drilling & Service Company
SK-NS Aktau LLP	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Drilling & Service Company
KC Caspian Explorer LLP	Kazakhstan	100%	100%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Drilling Vessel owner
Roxi Trading LLP	Kazakhstan	70%	70%	38 Dostyk Ave., Medueskiy District, Almaty, 050000, Kazakhstan	Oil Products Selling Company
Domosco LLP	Kazakhstan	70%	70%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Oil Products Selling Company
Beibars Munaily LLP**	Kazakhstan	60%	60%	152/140 Karasay Batyr Str., Almaty, Kazakhstan	Exploration Company
CS Energy LLP	Kazakhstan	100%	-	38 Dostyk Avenue Almaty, 050000, Kazakhstan	Exploration Company

***:** Part of the disposal group (see note 10).

**: Beibars Munaily LLP is a subsidiary as the Group is considered to have control over the financial and operating policies of this entity. Its results have been consolidated within the Group.

15 Inventories

	Group 2025 US$'000	Group 2024 US$'000
Materials and supplies	5,776	2,170
Crude oil and oil products	-	1,075
	5,776	**3,245**

During the year, no inventories were written down or impaired (2024: US$ nil). The year-on-year increase in the materials and suppliers balance is driven by additional casing pipes in CTS LLP.

16 Trade and other receivables

	Group 2025 US$ '000	Group 2024 US$ '000	Company 2025 US$ '000	Company 2024 US$'000
Amounts falling due after one year:				
Loans to related parties	2,753	3,513	-	3,277
Other receivables	677	-	-	-
Intercompany receivables	-	-	88,056	85,213
	3,430	**3,513**	**88,056**	**88,490**
Amounts falling due within one year:				
Trade receivables	9,012	3,842	-	-
Prepayments	1,646	2,180	-	12
Loans to related parties	8,132	-	3,482	-
VAT receivable	731	912	83	73
Other receivables	-	1,275	-	-
	19,521	**8,209**	**3,565**	**85**

The VAT receivables relate to purchases made by operating companies in Kazakhstan and will be recovered through VAT payable resulting from sales to the local market.

Amounts due from related parties

The amounts due from related parties are detailed below:

Loans to related parties

Non-current loans to related parties	Group 2025 US$'000	Group 2024 US$'000
Altynbek Bolatzhan	-	3,276
EPC Munai LLP	1,649	
Zhambas PV TOO	644	-
GRK Borly LLP	410	237
Akku Investments LLP	50	-
	2,753	**3,513**

Current loans to related parties	Group 2025 US$'000	Group 2024 US$'000
Altynbek Bolatzhan	3,482	-
EPC Munai LLP	3,797	-
Kuat Oraziman	274	-
GRK Borly LLP	239	-
Aibek Oraziman	123	-
Shin Seakwoo	103	-
Kazikhan LTD	54	-
Procyon Petroleum LTD	32	-
Tau Cen LLP	28	-
	8,132	**-**

On 25 September 2022, the Independent Directors approved a 7% interest-bearing loan to a maximum value of $5 million to Altynbek Bolatzhan, a member of the Oraziman family, in connection with the related party acquisition of EPC Munai LLP ("Block 8"). At 31 December 2025, US$ 3,482,000 (2024: US$ 3,277,000) of that loan had been drawn down, including US$ 581,000 of the interest accrued to date (2024: US$ 375,000). The loan is to be settled by setting off the royalties due to Altynbek Bolatzhan from Block 8 production.

16 Trade and other receivables (continued)

Trade receivables

The trade receivables balance includes US$508,000 (2024: US$ 1,933,000) due from EPC Munai for the provision of drilling services by the Group on the Block 8 licence area (note 28). This amount has effectively been recovered on completion of the acquisition of the Block 8 Contract Area in January 2026.

Other current receivables
The other receivables balance includes US$ 1,275,000 (2024: US$ 1,275,000) which represents the amounts reimbursable by the vendors of 3A Best under the indemnities provided on acquisition of the exploration asset. During the year ended 31 December 2024, the Directors decided not to seek the renewal of the 3A Best licence and as a result the gross amount of receivables of US$ 3,826,000 was formally written off by US$2,551,000 down to US$ 1,275,000 which the Directors consider recoverable. The write-off amount of US$2,551,000 was previously part of the ECL provision and therefore there was no charge recognised in the profit or loss.

Prepayments

The balance consists primarily of advance payments made to subcontractors. During 2022 BNG Ltd. LLP impaired the advance payment made to Sinopec in 2019. Sinopec, the Chinese drilling contractor, was engaged to drill Deep Well A8. However, BNG did not accept the drilling works and did not pay any amounts beyond the prepaid amount. At the date of this report the prepayment has been fully impaired.

Intercompany loans

Intercompany receivables are interest free. An expected credit loss provision of US$ 24,262,000 (2024: US$ 20,700,000) has been recognised in respect of the amounts due from subsidiaries based on the recoverable amount calculated with reference to factors such as the status of underlying licenses, reserves, financial models and future risks and uncertainties.

Expected credit losses

Financial assets shown gross of ECL are detailed below:

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Trade receivables	9,012	4,471	-	-
Intercompany receivables	-	-	112,318	105,913
Loans to related parties	10,885	3,512	3,482	3,277
Other receivables	5,406	3,826	-	-
	25,303	**11,809**	**115,800**	**109,190**

The movements in the ECL provision are detailed below:

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
At 1 January	629	3,180	20,700	20,700
Change in estimate recognised in profit or loss	-	-	3,562	-
Utilisation of provision	-	(2,551)	-	-
As at 31 December	**629**	**629**	**24,262**	**20,700**

As at 31 December 2025, there was no ECL loss recognised in relation to trade debtors that are over a year old (2024: US$ nil ECL loss recognised). The Directors note that non-payment is rare and would typically only provide for trade debtors over a year old.

17 Current tax receivable

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Corporate Income tax	2,280	1,724	-	-
Value added tax	-	39	83	73
Other taxes	72	32	-	-
As at 31 December	**2,352**	**1,796**	**83**	**73**

18 Cash and cash equivalents

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Cash at bank and in hand	23,284	2,645	**4,703**	28
As at 31 December	**23,284**	**2,645**	**4,703**	**28**

Cash at bank and in hand are held in US Dollars, Sterling and Kazakh Tenge currency accounts to enable the Group to trade and settle its debts in the currency in which they occur and in order to mitigate the Group's exposure to short-term foreign exchange fluctuations. All unrestricted cash balances are held in floating rate accounts as collateral for a loan provided by Fortebank to Roxi Kazakhstan LLP. This loan was provided as a short term credit line to acquire diesel from the drilling operations of Caspian Sunrise. Included within cash at bank and in hand of $23.3m is $2.98m (2024: $Nil) of restricted cash held by the group's subsidiary, BNG.

Restricted use assets

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Cash held in escrow	215	1	-	-
As at 31 December	**215**	**1**	**-**	**-**

Restricted use assets represent cash set aside by the Group for the purpose of creating an abandonment fund to cover the future cost of the decommissioning of oil and gas wells and related facilities and in accordance with local legal rulings.

The cash is held in a segregated bank account and, under the Subsoil Use Contracts, the Group must place 1% of the capital expenditure incurred in the year into an escrow deposit account, unless agreed otherwise with the Ministry of Energy. At the end of the contract this cash will be used by the Group to return the field to the condition that it was in before exploration started.

19 Called up share capital

Group and Company

	Shares No	Share capital US$'000	Share premium US$'000
Balance at 31 December 2023	**2,250,501,560**	**33,060**	**-**
Issuance of share on settlement of liability	4,476,923	56	126
Balance at 31 December 2024	**2,254,978,483**	**33,116**	**126**
Issuance of shares	**101,327,559**	**1,340**	**2,474**
Balance at 31 December 2025	**2,356,306,042**	**34,456**	**2,600**

The Company has one class of ordinary shares of 1 pence each which entitle the holders to receive dividends as declared from time to time to vote at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual net assets.

There are no restrictions on the transfer of shares, and all ordinary shares are fully paid.

Notes to the Financial Statements (continued)

19 Called up share capital (continued)

The changes in share capital during the year are summarised below:

- In April 2024 independent shareholders approved the acquisition of the West Shalva Contract Area for a maximum consideration of $15 million. The initial $5 million consideration was satisfied in April 2025 by the issue of 99,206,349 shares. The fair value of the consideration received for these shares amounting to £2,777,777 (equal to approximately $3,675,000 at the prevailing market exchange rate on the date of issue) was determined by reference to the closing market price of 2.8p per share prevailing on 14 April 2025.
- In December 2025, the Company issued a total of 2,121,210 new ordinary shares credited as fully paid at 5p per share in respect of bonus payments of £106,060 to employees based on the fair market value at the time.
-

20 Dividends

Year ended 31 December 2024 and 31 December 2025

No dividend in respect of the year is proposed in 2025 (2024: nil). As at 31 December 2025, the dividends due to the Oraziman family totalling US$567,000 have been paid, as the result the related debt reduced to nil (2024: US$698,000).

21 Trade and other payables

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Prepayment received for sale of Oil and Gas production assets	-	12,827	-	-
Trade payables	128	2,261	307	289
Taxation and social security	878	1,090	20	20
Accruals	483	88	65	63
Other payables	663	1,051	3	50
Intercompany payables	-	-	13,918	4,372
Dividends payable to related parties	-	698	-	698
Deferred revenue	-	2,805	-	-
	2,152	**20,820**	**14,313**	**5,492**

The amount of advances received from oil traders with respect to oil sales as at 31 December 2025 were $ nil (2024: $1,492,000).

As at 31 December 2024, a refundable downpayment of US$ 12,827,000 was received from the buyers of the BNG Disposal Group (note 32).

22 Withholding tax payable

	Group 2025 US$'000	Group 2024 US$'000
Withholding tax payable in Kazakhstan	12,722	12,303
	12,722	**12,303**

This comprises WHT for non-residents in respect of interest on the loan from Eragon. Under legislation in the Republic of Kazakhstan, Corporate Income Tax (CIT) on non-resident income is payable after the interest income has been paid to the non-resident. Currently, only the principal amount is being paid.

23 Borrowings

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Bank credit facility	**582**	3,242	**-**	-
Loans from related parties	**4,952**	2,266	**4,814**	168
	5,534	**5,508**	**18,732**	**168**
Analysed between current and non-current:				
Current	**5,515**	3,678	**4,814**	168
Non-current	**19**	1,830	**-**	-
	5,534	**5,508**	**4,814**	**168**

Bank credit facility

In August 2023, the Group took out a dollar denominated bank credit facility, valid until August 2026, which allowed the Group to borrow at an annual interest rate of 8.3% per annum. Any amounts drawn were repayable within 6 months unless redrawn. The loan was secured against the Group's drilling equipment. During 2025 the Group repaid all amounts borrowed. As at 31 December 2024, the outstanding balance was US$3,242,000.

Loans from related parties

The Group and Company had interest-free unsecured loans with the following related parties:

	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'00
Aibek Oraziman	**4,828**	297	4,814	110
Vertom International N.V. (a company controlled by Kuat Oraziman)	**37**	164	-	58
EPC-Munai LLP	**59**	-	-	-
Akku Investments	**16**	1,805	-	-
Altynbek Bolatzhan	**12**	-	-	-
	4,952	**2,266**	**4,814**	**168**

During the year ended 31 December 2023, one of the Group's subsidiaries entered into interest-free and unsecured long-term borrowing agreements with Akku Investments LLP, a company controlled by the Oraziman family and shareholders of the Company totalling US$4,845,000. The old loans to the entity were repaid in 2025 with a balance of US$16,000 outstanding at 2025 year end (2024: US$1,805,000. The carrying value of loans payable to the related parties at 31 December 2025 is US$4,952,000 (2024: US$2,266,000). Related party loans to the Group are subject to a 2016 framework lending agreement.

Analysis of movements

The table below details changes in the Group's liabilities arising from financing activities, which consist entirely of borrowings.

		Financing cash flows		Non-cash changes			
	1 January 2025 US$'000	Drawdowns US$'000	Repayments US$'000	Interest charge US$'000	Foreign exchange US$'000	Other US$'000	31 December 2025 US$'000
Bank loan	3,242	3,822	(6,782)	164	(61)	197	582
Loans from related parties	2,266	7,194	(5,382)	6	143	725	4,952
Total for 2025	**5,508**	**11,016**	**(12,164)**	**170**	**82**	**922**	**5,534**

Other amounts comprise a late payment penalty of US$ 197,000 in 2025 (2024: the assignment of a claim between BNG/Aibek Oraziman/Mideil Co).

Notes to the Financial Statements (continued)

23 Borrowings (continued)

		Financing cash flows		Non-cash changes			
	1 January 2024 US$'000	Drawdowns US$'000	Repayments US$'000	Interest charge US$'000	Foreign exchange US$'000	Other US$'000	31 December 2024 US$'000
Bank loan	3,211	14,109	(13,959)	356	(475)	-	3,242
Loans from related parties	3,483	55	(696)	9	(318)	(267)	2,266
Total for 2024	**6,694**	**14,164**	**(14,655)**	**365**	**(793)**	**(267)**	**5,508**

The table below details changes in the Company's liabilities arising from financing activities, which consist entirely of borrowings.

		Financing cash flows		Non-cash changes		
	1 January 2025 US$'000	Drawdowns US$'000	Repayments US$'000	Interest charge US$'000	Foreign exchange US$'000	31 December 2025 US$'000
Loans from related parties	168	5,296	(1,381)	6	725	4,814
	168	**5,296**	**(1,381)**	**6**	**725**	**4,814**

		Financing cash flows		Non-cash changes		
	1 January 2024 US$'000	Drawdowns US$'000	Repayments US$'000	Interest charge US$'000	Foreign exchange US$'000	31 December 2024 US$'000
Loans from related parties	104	55	-	9	-	168
	104	**55**	**-**	**9**	**-**	**168**

24 Provisions

	Group 2025 US$'000	Group 2024 US$'000
Abandonment provision	940	831
Social development programme	3,623	3,623
	4,563	**4,454**
Analysed between current and non-current:		
Current	**3,961**	3,749
Non-current	**602**	705
	4,563	**4,454**

The movement in provisions is detailed below:

	Social development programme US$'000	Abandonment provision US$'000	Total US$'000
At 1 January 2025	3,623	831	4,454
Unwind of discount	-	109	109
At 31 December 2025	**3,623**	**940**	**4,563**
Analysed between current and non-current:			
Current	3,623	**338**	3,961
Non-current	-	**602**	602
	3,623	**940**	**4,563**

The Social development programme of US$3,623,000 includes the obligation of US$ 2,379,000 related to 3A-Best exploration contract, that is currently expired. The abandonment provision is related to the Airshagyl and Yelemes Deep licences. Abandonment provision for West Shalva is immaterial. See Note 12 for the details of licences.

25 Deferred tax

Deferred tax liabilities on continuing activities:

	Group 2025 US$'000	Group 2024 US$'000
Deferred tax on exploration and evaluation assets acquired	6,058	6,406
	6,058	**6,406**

The Group recognises deferred taxation on fair value uplifts to its oil and gas projects arising on acquisition. These liabilities reverse as the fair value uplifts are depleted or impaired. The movement on deferred tax liabilities was as follows:

	Group 2025 US$'000	Group 2024 US$'000
At beginning of the year	6,406	7,378
Foreign exchange differences for the year	(348)	(972)
	6,058	**6,406**

As at 31 December 2025 the Group has accumulated deductible tax expenditure related to BNG of approximately US$48 million (31 December 2024: US$48 million) available to carry forward and offset against future profits. This represents an unrecognised deferred tax asset of approximately US$10 million (31 December 2024: US$10 million). Given the uncertainties regarding such deductions and the developing nature of the relevant tax system no deferred tax asset is recorded.

26 Share option scheme and LTIP scheme

During the year the Company had in issue equity-settled share-based instruments issued to its Directors and certain employees. Such instruments have been valued under the Black Scholes option pricing model. No options were issued in the year ended 31 December 2025. The movements in the number of share options and their weighted average exercise price is detailed below:

	2025 Number of options	2025 Average exercise price (pence)	2024 Number of options	2024 Average exercise price (pence)
1 January	**10,000,000**	5.9	14,850,000	13.9
Granted in the year	-	-	4,500,000	4.0
Expired during the year	(3,500,000)	4.0	(9,350,000)	(20.0)
31 December	**6,500,000**	**6.7**	**10,000,000**	**5.9**
Exercisable at 31 December	6,500,000	6.7	10,000,000	5.9

The range of exercise prices of share options outstanding at 31 December 2025 and 31 December 2024 is 4p – 20p (2024: 4p – 20p). The weighted average remaining contractual life of share options outstanding at the end of 2025 is 7.2 years (2024: 5.3 years).

Long Term Incentive Plan (LTIP) scheme:

On 5 June 2019 the Company made awards under a long-term incentive plan. Clive Carver, Chairman, and Kuat Oraziman, Chief Executive Officer, are entitled to receive cash payments to be triggered by the Company's attainment of both pre-set market capitalisation and share price targets as follows:

Market cap threshold $ billion	Share price target Pence per share	Pay-out rate (each) %	Pay-out amount (each) $' million
0.8	17.23	0.6	3.0
1.3	20.67	0.6	3.0
1.8	24.81	0.6	3.0
2.3	29.77	0.6	3.0
2.8	35.72	0.6	3.0

The scheme continues beyond the numbers in the table such that with the threshold for market capitalisation increasing at the rate of $0.5 billion and the corresponding share price threshold increasing from the earlier threshold by a constant factor of 1.2. Each threshold must be sustained for at least 30 consecutive days for the awards to be triggered. Payments shall be made only when the Company has free cash either in the form of distributable reserves or as a result of a non-interest bearing subordinated shareholder loan or an equity placing at a price not below the relevant share price threshold. There may be only one pay-out for each market capitalisation threshold crossed no matter how many times it is crossed.

26 Share option scheme and LTIP scheme (continued)

The Directors have determined that at inception and as at 31 December 2024 and 2025, the fair value of the cash settled share based payment award is immaterial based on analysis of the thresholds, historical volatility rates and the applicable share price and market capitalisation in the period.

For the year ended 31 December 2025, no charge has been recognised in profit or loss in respect of the share options and LTIP (2024: US$ nil).

27 Financial instrument risk exposure and management

In common with all other businesses, the Group and Company are exposed to risks that arise from its use of financial instruments. This note describes the Group and Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The significant accounting policies regarding financial instruments are disclosed in note 1. There have been no substantive changes in the Group or Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

(a) Categories of financial instruments

The principal financial instruments used by the Group and Company, from which financial instrument risk arises, are as follows:

Financial assets	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Intercompany receivables	-	-	88,056	85,213
Loan to related parties	10,885	3,512	3,482	3,277
Trade receivables	9,012	3,842	-	-
Other receivables	5,406	1,275	-	-
Restricted use assets	215	1	-	-
Cash and cash equivalents	23,284	2,644	4,703	28
	48,802	**11,274**	**96,241**	**88,518**

Financial liabilities	Group 2025 US$'000	Group 2024 US$'000	Company 2025 US$'000	Company 2024 US$'000
Trade and other payables	128	2,260	330	289
Accruals	483	88	65	63
Intercompany payables	-	-	13,918	4,372
Borrowings	5,534	5,508	4,814	168
	6,145	**7,856**	**19,127**	**4,892**

All financial assets and liabilities of the Group and Company are carried at amortised cost.

(b) Risk management

The principal financial instruments used by the Group and Company, from which financial instrument risk arises, are as follows:

- other receivables;
- cash at bank;
- trade and other payables; and
- borrowings.

Notes to the Financial Statements (continued)

27 Financial instrument risk exposure and management (continued)

General objectives, policies and processes

The Board has overall responsibility for the determination of the Group and Company's risk management objectives and policies. Whilst retaining ultimate responsibility for these objectives and policies, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group and Company's finance function. The Board receives regular reports from the finance function through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group and Company's competitiveness and flexibility. Further details regarding these policies are set out below:

Credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet, which at the year-end amounted to US$ 46.6 million for the Group (2024: US$ 11.3 million) and US$ 99.8 million for the Company (2024: US$ 88.5 million). Credit risk with respect to Group receivables and advances is mitigated by active and continuous monitoring of the credit quality of its counterparties through internal reviews and assessment.

The Company is exposed to credit risk on its receivables from its subsidiaries. The subsidiaries are exploration and development companies with no current commercial exploitation sales and therefore, whilst the receivables are due on demand, they are not expected to be paid until there is a successful outcome on a development project resulting in commercial exploitation sales being generated by a subsidiary. In application of IFRS 9 the Company has calculated the expected credit loss from these receivables (Note 16).

The carrying amount of financial assets recorded in the Group and Company financial statements, which is net of any impairment losses, represents the Group's and Company's maximum exposure to credit risk.

Credit risk with cash and cash equivalents is reduced by placing funds with banks with high credit ratings.

Capital

The Company and Group define capital as share capital, other reserves, retained profit and borrowings. In managing its capital, the Group's primary objective is to provide a return for its equity shareholders through capital growth. The Group will seek to maintain a gearing ratio that balances risks and returns at an acceptable level and also to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, either through new share issues or the issue of debt, the Group considers not only its short-term position but also its long-term operational and strategic objectives.

The Group's gearing ratio as at 31 December 2025 was 7%, comprising borrowings of $5.5 million and equity of $80.4 million (2024: 8%).

There have been no other significant changes to the Group's Management objectives, policies and processes in the year.

Liquidity risk

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

The Group and Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to raise funding through equity finance, debt finance and farm-outs sufficient to meet the next phase of exploration and where relevant development expenditure.

The Board receives cash flow projections on a periodic basis as well as information regarding cash balances. The Board will not commit to material expenditure in respect of its ongoing exploration programmes prior to being satisfied that sufficient funding is available to the Group to finance the planned programmes.

For maturity dates of financial liabilities as at 31 December 2025 and 2024 see the table below. The amounts are contractual payments and may not tie to the carrying value:

	On Demand	Less than 3 months	3-12 months	1- 5 years	Total
Group 2025 US$'000	4,951	128	4,578	-	9,657
Group 2024 US$'000	(1,307)	3,163	5,815	19,479	27,150
Company 2025 US$'000	4,814	-	395	13,918	19,127
Company 2024 US$'000	4,372	352	-	-	4,724

27 Financial instrument risk exposure and management (continued)

Interest rate risk

The majority of the Group's borrowings are at fixed rate. As a result the Group is not exposed to significant interest rate risk.

Currency risk

Currency risk is the risk that that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk arises on financial instruments that are denominated in a different currency to the entity's functional currency in which they are measured.

The Group and Company's policy is, where possible, to allow group entities to settle liabilities denominated in their functional currency (primarily US$ and Kazakh Tenge) in that currency. Where the Group or Company entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them) cash already denominated in that currency will, where possible, be transferred from elsewhere within the Group.

The Group and Company's currency risk exposure arises primarily from the following currencies:

	Group 2025 US$'000	Company 2025 US$'000
Assets		
USD	-	-
GBP	-	-
Liabilities		
USD	582	-
GBP	372	372
	954	**372**

A 30% strengthening of USD would decrease the Group profit for the year by US$175,000 (2024: US$ 972,000). A 30% weakening of USD would have an equal but opposite effect.

The 30% sensitivity is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents Directors' assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end. The sensitivity analysis includes long term intercompany loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower where changes in the foreign exchange rate are recognised in other comprehensive income.

28 Related party transactions

The Company has no ultimate controlling party. Related party transactions are detailed below and were made on terms equivalent to those that prevail in arm's length transactions unless otherwise stated.

28.1 Key management remuneration

	Group 2025 US$'000	Group 2024 US$'000
Short-term employee benefits	448	373
Totals	**448**	**373**

The Directors are the key management personnel of the Company and the Group. Details of Directors' emoluments and interests in shares are shown in the Remuneration Committee Report. The highest paid director had emoluments totalling US$168,000 (2024: US$153,000).

Kuat Oraziman and Aibek Oraziman are directors of the Company and members of the Oraziman family, which collectively is deemed a related party to the Group. Apart from remuneration, there were no other transactions with other members of the key management personnel not separately disclosed in these financial statements.

28.2 Loan agreements and other payables and receivables

The Company and Group has amounts payable to and receivable from members of the Oraziman family and legal entities controlled by them. The details of loan and other receivables are included in note 17. Dividends due are disclosed in note 20.

During the year the Company repaid Oraziman family members the dividends payable and outstanding from 2023.

28 Related party transactions (continued)

During the year the Group and the Company also repaid Aibek Oraziman a total of US$ 839,000 in respect of existing loans along with the interest accrued to date. In November 2025 Aibek Oraziman advanced additional funds in the form of a new unsecured interest-free loan which totalled US$ 4,814,000 as at 31 December 2025. Related party loans to the Group are subject to a 2016 framework lending agreement.

28.3 Sales of services

CTS LLP (CTS), the Group's onshore drilling subsidiary, undertook repair and drilling work at Block 8 (EPC Munai LLP), which as detailed above is owned by a related party and which was acquired by the Group in January 2026. A summary of contracts are detailed below.

Well P1
During 2025 work totalling US$ 1,227,000 was undertaken and accepted in full by EPC Munai LLP. As at 31 December 2025, US$ 884,000 was outstanding by EPC MUNAI to CTS.

Well P2
CTS recognised revenue and cost of sales of US$ 1,311,000 in the year, which was paid during 2025.

Well P3
During 2025, CTS recognised revenue and cost of sales of US$3,900,000 of which US$ 3,835,000 was outstanding at 31 December 2025.

Well AKD

The drilling contract for Well AKD was entered into in 2022 with an original contract value of US$ 4.3 million. Over the contract life, CTS has billed US$ 2,648,000 against costs incurred of US $2,966,000. During 2025 EPC MUNAI repaid the outstanding amount (US$ 803,000) to CTS and completed the contract.

	Group 2025 US$'000	Group 2024 US$'000
Revenue	5,962	1,311
Cost of sales	(4,900)	(1,311)
Net result	1,062	-
Amounts due from related parties	10,885	-
Contract assets, due from related parties	-	1,311

Of the total of US$ 10,885,000 due from the related parties, US$ 5,446,000 was due from EPC Munai LLP and US$ 1,347,000 from Kazikhan Limited companies. A further US$ 3,482,000 was receivable from Altynbek Bolatzhan relating to the Block 8 acquisition.

29 Non-controlling interests

	Group 2025 US$'000	Group 2024 US$'000
Balance at the beginning of the year	(6,471)	(5,152)
Share of profit for the year	806	177
Distribution payments	(1,308)	(1,496)
	(6,973)	**(6,471)**

Non-controlling interests represent the minority share in BNG Ltd LLP, Beibars Munaily LLP, Roxi Trading LLP, and Domosco LLP. During the year ended 31 December 2025, a total of US$ 1,268,000 was paid in cash and US$ 40,000 was accrued in respect of taxation.

30 Events after the reporting period

West Shalva
In April 2025 the Company acquired CS Energy LLP, the corporate entity holding the licence for the West Shalva Contract Area, for an initial consideration of $5 million, satisfied by the issue of 99,206,349 shares issued at 4p per share.

Under the terms of the West Shalva Acquisition Agreement, on first oil, an additional $5 million became payable, to be satisfied by the issue of a further 99,206,349 shares at 4p per share. Additionally, the first $5 million of revenue derived from the sale of oil from West Shalva is payable in cash to the vendor, taking the maximum consideration to $15 million.

In March 2026, we reported oil flows in the Jurassic at an interval of 2,250 meters. Since then we have been working to maximise oil production from this interval including re-perforations, heat treatment and the installation of mechanical pumps. Accordingly, the additional consideration of $5 million referred to above became payable, although to date, the additional consideration shares have not been issued. The revenue from the first $5 million of oil produced from the West Shalva Contract Area is also now payable to the vendor.

30 Events after the reporting period (continued)

Contingent consideration – West Shalva
As described in Note 13, the first $5 million of revenue derived from the sale of West Shalva oil is payable in cash to the vendor. Additionally, the first $5 million revenue from oil sales from the West Shalva Contract Area under the Group's ownership is required to be paid to the vendor of CS Energy LLP. In March 2026 we reported oil flows in the Jurassic sandstone at an interval of 2,250 meters. Since then we have been working to maximise oil production from this interval including re-perforations, heat treatment and the installation of mechanical pumps.

Acquisition of the Block 8 Contract Area

On 20 August 2025 the Group agreed to acquire 100% of Procyon Capital Ltd. (AIFC) and a direct 1% interest in EPC Munai LLP (formerly TOO «IPC-Munai»), which together give the Group 100% of EPC Munai LLP, the holder of the subsoil use rights for the Block 8 contract area in Kazakhstan, and 70% interests in three subsidiaries. In January 2026, the Company received consent from the Kazakh Anti-Monopoly Authority for the Block 8 acquisition (the "Acquisition") and in accordance with the terms of the SPA the Acquisition completed on 29 January 2026.

Management has concluded that the transaction constitutes a business combination within the scope of IFRS 3. In particular, as the Group has acquired the benefit of long-standing development work and seismic information going back many years. In addition, given its proximity to the BNG Contract Area, and the shared use of staff and equipment, management are satisfied that notwithstanding the acquisition terms it falls to be treated as a business combination. Preliminary acquisition accounting has been undertaken based on information available at the date of authorisation of these financial statements.

The initial accounting is incomplete: the fair values of the identifiable assets acquired and liabilities assumed, and therefore any goodwill or gain on a bargain purchase, have not yet been determined. The purchase price allocation will be formally completed and relevant disclosures presented within the annual financial statements for 2026, within the measurement period (IFRS 3.45), and any adjustments will be recognised from the acquisition date (IFRS 3.49). Consideration transferred comprises £100 of fixed cash consideration and contingent consideration of US$5 per barrel of oil produced from Block 8 after completion, paid by EPC Munai LLP, up to US$60 million. A term of the acquisition agreement was that there would be no historical liabilities assumed.

Management expects consideration payments of approximately US$20 million on the basis that to date only one of the three original licences has been renewed, and the obligation is recognised at its discounted value at the completion date (discount rate 15%) of US$11,673,000. On a provisional basis the oil and gas properties are expected to be recognised at their fair value, provisionally estimated to be US$ 11,673,000. The contingent consideration will be remeasured at fair value through profit or loss (IFRS 3.58) at each reporting date. The undiscounted payments are approximately US$20 million, the discount of US$8,327,000 will be unwound over the expected payment period.

Acquisition-related costs, including legal fees, will be expensed to profit or loss in the annual financial statements for 2026 (IFRS 3.53).

The acquisition occurred after the reporting date and accordingly no amounts relating to the acquisition have been recognised in the financial statements for the year ended 31 December 2025.

Tau-Cen
In December 2025 the Company announced the conditional acquisition of Tau-Cen LLP, where the principal minerals of interest are titanium, zirconium and gold. Additionally, rare earth elements are bound within the zirconium concentrate in associated monazite and xenotime.

The purchase consideration is $0.7 million comprising $0.35 million to be paid in cash and $0.35 million to be satisfied by the issue of 5,223,881 Caspian Sunrise shares to be issued at 5p per share.

In August 2026 the Company announced that the required regulatory consents had been received. Formal completion of the acquisition of the Tau-Cen assets was achieved in October 2026.

Management has concluded that substantially all of the fair value acquired is concentrated in mineral interests and therefore the transaction is expected to constitute an asset acquisition rather than a business combination. Acquisition accounting will be undertaken in the financial year ending 31 December 2026.

The acquisition completed after the reporting date and no amounts have been recognised in the financial statements as at 31 December 2025.

The acquisitions of Tau Cen and EPC Munai were related party transactions under the AIM Rules.

Kazikhan Limited

In March 2026 the Company announced the conditional acquisition of Kazikhan Limited for an initial consideration of $25 million to be satisfied by the issue of 373,134,328 shares to be issued at 5p per share and potential additional consideration of up to a further $20 million to be satisfied by the issue of up to 298,507,463 shares also to be issued at 5p per share.

Kazikhan and its subsidiaries hold licences to explore for principally manganese and gold, but also silver, copper and molybdenum. Kazikhan's subsidiary GRK Borly LLP ("Borly") has a licence to explore for and produce manganese with state confirmed probable reserves of approximately 8 million tonnes under the new Kazakh Resource Code (KAZRC), a CRIRSCO-style code.

30 Events after the reporting period (continued)

The principal regulatory anti-monopoly consent has been confirmed. Once the other required consents are received, the Company will proceed to the formal completion of the Kazikhan acquisition.

The acquisition is to be accounted for as a business combination. In accordance with IFRS 3, the contingent consideration is to be recognised at its acquisition-date fair value. As the contingent consideration is classified as a financial liability, it is subsequently remeasured at fair value through profit or loss at each reporting date.

Domosco

In April 2026 Domosco LLP, the corporate entity through which the Group's oil trading activities were conducted on a 70:30 basis was closed to allow future oil trading activities to be conducted on a 100% basis.

31 Assets and liabilities held for sale

As detailed in note 2.2.3, during the year ended 31 December 2024, the Group has agreed to sell the BNG Disposal Group to Absolute Resources LLP. The transfer of the MJF and South Yelemes structures completed on **7** July 2025. The carrying value of the BNG Disposal Group as at 31 December 2024 was as follows:

	Group 2024 US$'000
Assets	
Proven oil and gas assets	62,099
Assets classified as held for sale	**62,099**
Liabilities	
Historical costs	(13,837)
Asset retirement obligation	(1,344)
Liabilities directly associated with assets classified as held for sale	**(15,181)**
Net assets held for sale	**46,918**

Under the terms of the SPA, the all-cash consideration is as follows:

	US$'000
Cash on or before completion	69,000
Deferred consideration	5,100
Total consideration	**74,100**

The BNG Disposal Group constitutes a discontinued operation, the results of which are disclosed in note 10.

32 Contingent liabilities

UAE Claim

One current shareholder and three former shareholders brought claims against the Company and certain of its Directors for US$25 million before the Dubai Courts, principally on the basis that as the shareholders concerned did not approve the disposal of the MJF and South Yelemes the transaction is not valid.

The claims have been rejected by the Dubai Court and a subsequent appeal against the Dubai Court decision has also been rejected.

On the basis of the Dubai Court's rulings and advice from leading commercial lawyers in the UK and Dubai and also from one of the world's leading professional services consultancies the Directors and Company believe that the risk of loss is remote. Accordingly, no provision has been made in these financial statements.