

ANNUAL REPORT 2020



GREEN MINERALS
Enabling the green shift

Contents

Letter from the Chairman	2
Profit and loss statement	4
Balance Sheet	5
Notes to the financial statement	6
Note 1: General information	6
Note 2: Salary costs and benefits, remuneration to the chief executive, board and auditor.....	7
Note 3: Shareholders	7
Note 4: Equity capital	9
Note 5: Tax	9
Auditors report.....	10

Letter from the Chairman

Being an otherwise horrible year, 2020 in hindsight proved to offer many opportunities. We are pleased to have seized one of these in taking a pioneering position in the marine minerals business by starting up Green Minerals.

Starting up in the middle of the pandemic has proved trying at times, but we are truly excited about the response we have received from the market, not least from potential clients who are growing increasingly concerned about their ability to source the minerals needed for the green shift. Minerals such as copper, cobalt and lithium are central to renewable technologies such as batteries, wind turbines and solar panels, but also the electric infrastructures for power distribution. Some of these metals are a source of concern due to uncertain future supply either due to inadequacy between future demand/supply projections or because of their current supply being limited to few countries. Take e.g. copper – the key enabler of electrical energy – where global demand is forecast to reach the same amount over the next 25 years as has been produced in the last 500 years. The second quarter of 2021 looks set to be the first quarter of inventory draw in the supercycle we may be in, with an increasing supply gap at least until 2028. The gap is projected to be approx. 8MT wide by then, about twice the levels seen at previous market peaks. Investment decisions in new capacity need to be taken very soon, or the green energy transition will be delayed.

Production at onshore mines is also challenged by controversial working conditions and puts severe stress on resources and the environment. Marine minerals can boost the supply of these resources and open up new opportunities for environmental impact reduction.

Our first year was characterized by researching the marine minerals value chain and obtaining funding for the Company. We were pleased to announce the completion of a NOK 32M capital raise on 27 November at the top of the indicated price range.

Since then and up to the time of writing, the Company has executed well on plan, including:

- Onboarding key personnel such as Chief Geoscientist & Head of Exploration and Chief Engineer
- Signing a Letter of Intent with a consortium led by Oil States Industries(UK) Ltd for a FEED study on a turnkey HEDSMS for a long term contract against exclusive use in Norwegian waters
- Entering into an agreement with National Oceanography Centre and University of Southampton involving the Project ULTRA with prof Bram Murton as the lead scientist. The project will form an important input into the Company's exploration strategy and subsequent production activities, and involves sponsoring and co-supervising 2 PhD programs as part of the project.
- Receiving it's first Government grant through Forskningsrådet's Skattefunn for further development of the Company's proprietary DeepMineX© software.

As these projects move forward the Company may apply for further grants from key institutions in Norway as well as the EU. Further, the Company may enter into collaboration agreements with partners in both mining and exploration in the future.

With copper prices moving up significantly over the past few months, the Company has updated it's annual revenue projections for one full scale production system to more than USD

550M for copper only, up from USD 400M previously. Cobalt, nickel, REE and other minerals that form a part of these resources are not included in these numbers.

We are truly excited about the journey we have set out on. Inviting more investors in and capitalizing the Company early has proven to be the right strategy for the Company as it provides us with the resources necessary to hire the best talent in the industry, partner up with our preferred players at an early stage and work with academia to enhance our knowledge and innovate on the technologies already available.

Green Minerals AS is in a good position to capitalize on the strong market developments for key battery metals as the green energy transition gathers pace. The Company has chosen the Norwegian Continental Shelf as the most attractive area to kickstart marine minerals exploration and production in. Norwegian authorities multi-decade history of successful management of natural resources offshore Norway is one of the main reasons for that, in combination with the large estimated resource potential. The Company expects the environmental standards for activity in the area to be among the very highest in the world, which is something we support and strive for in all our work during the opening process.

I'd like to thank all stakeholders for your support so far. It is of great significance for our industry that companies, industry groups, investors, authorities and academia form partnerships and work together in the best way possible to provide for a responsible and successful opening for exploration and production of marine minerals in Norway.

Ståle Rodahl

Executive Chairman

Green Minerals AS

Profit and loss statement

All figures in NOK	Note	2020
Operating income and operating expenses		
Personnel expenses	2	114 099
Other operating expenses	2	486 739
Total operating expenses		600 837
Operating profit		-600 837
Financial income and expenses		
Operating result before tax		-600 837
Annual net profit	4	-600 837
Brought forward		
Loss brought forward		600 838
Net brought forward		-600 838

Balance Sheet

All figures in NOK	Note	2020
ASSETS		
Current assets		
Debtors		
Bank deposits	6	29 068 450
Total current assets		29 068 450
Total assets		29 068 450
EQUITY AND LIABILITIES		
Paid-up equity		
Share capital	3	30 000
Other paid-up equity	3	29 570 877
Total paid-up equity		29 600 877
Retained earnings		
Other equity		-600 838
Total retained earnings		-600 837
Total equity	4	29 000 040
LIABILITIES		
Current debt		
Trade creditors		17 313
Public duties payable		51 098
Total current debt		68 410
Total liabilities		68 410
Total equity and liabilities		29 068 450

Bergen, 21.04.2021
The board of Green Minerals AS

Gunnar Christian Jansen
member of the board

Ståle Roar Rodahl
Chairman of the board

Øivind Andreas Dahl-Stamnes
member of the board

Hans Christian Anderson
member of the board

Notes to the financial statement

Note 1: General information

Accounting principles

The annual accounts have been prepared in conformity with the Accounting Act and NRS 8 - Good accounting practice for small companies.

Operating revenues and expenses

Income from the sale of goods is recognised on the date of delivery. Services are posted to income as they are delivered. Expenses is recognised in the same period as the related income.

Classification of current and non-current balance sheet items

Current assets and short term liabilities consist of receivables and payables due within one year, and items related to the inventory cycle. Other balance sheet items are classified as non-current assets and non-current liabilities.

Current assets are valued at the lower of cost and fair value. Current liabilities are recognized at nominal value.

Non-current assets are valued at cost, less depreciation and impairment losses. Non-current liabilities are recognized at nominal value.

Receivables

Accounts receivable and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful accounts. Provisions for doubtful accounts are based on an individual assessments of the different receivables.

Currency

Monetary foreign currency items are valued at the exchange rate on the balance sheet date. Exchange gains and losses relating to sales and purchases in foreign currencies are recognised as financial gain or losses.

Tax

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22% /23% on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net.

Note 2: Salary costs and benefits, remuneration to the chief executive, board and auditor and related parties

There are no employees in the company and there has not been any remuneration to the General Managers.

The company have no restricted cash and compulsory pension scheme is not relevant.

The company is administered by the parent company. Remuneration of NOK 100 000 has been granted to the board in 2020.

The company has entered into a consultancy agreement with Storfjell AS and Dorris AS for various consultancy services. Storfjell AS is controlled by Mr Ståle Rodahl (Chairman of the Board), and Dorris AS is controlled by Mr. Øivind Dahl-Stamnes (member of the board). Cost incurred in 2020 amounts to approximately NOK 387,750 for Dorris AS and NOK 429,668 for Storfjell AS.

Auditor

Audit fees expensed for 2020 amount to 0.

In addition, there is a fee for other services of NOK 0.

Note 3: Shareholders

The share capital in Green Minerals AS as of 31.12 consists of:

	Total	Face value	Entered
Ordinary shares	12 886 400	0	38 659
Total		12 886 400	38 659

Ownership structure

Shareholders in % at year end:

	Ordinary	Owner interest	Share of votes
Seabird Exploration Plc	10 000 000	77,60	77,60
Artel AS	454 500	3,53	3,53
Møsbu AS	454 500	3,53	3,53
IKM Gruppen AS	272 700	2,12	2,12
Altitude Capital AS	181 800	1,41	1,41
Anderson Invest AS	181 800	1,41	1,41
Ifg Holding AS	181 800	1,41	1,41
Silvercoin Industries AS	181 800	1,41	1,41
Jarle Norman Hansen	136 300	1,06	1,06
Jarle Nordhaug	109 000	0,85	0,85
Gtba Forvaltning AS	90 900	0,71	0,71
Hansen Eiendom Og Konsult AS	90 900	0,71	0,71
Husvik Holding AS	90 900	0,71	0,71
Jensen Holding AS	90 900	0,71	0,71
Storfjell AS	90 900	0,71	0,71
Svein Tore Moe	90 900	0,71	0,71
Alicerce Forvaltning AS	54 500	0,42	0,42
Sander Invest AS	45 400	0,35	0,35
Skeie Alpha Invest AS	27 200	0,21	0,21
Dorris AS	18 100	0,14	0,14
Per Arne Helland	18 100	0,14	0,14
Dag Henning Larsen	10 000	0,08	0,08
Stig Myrseth	9 000	0,07	0,07
M.karlsen Holding AS	4 500	0,03	0,03
Total number of shares	12 886 400	100,00	100,00

The parent company Seabird Exploration Plc has its registered offices in World Trade Center-Ariane House- 333 28th October street-3106 Limassol-Cyprus, where the consolidated accounts which include the company can be obtained. See also www.sbexp.com for this information.

Note 4: Equity capital

	Share capital	Share premium	Other equity capital	Total equity capital
Equity capital as at 01.01.2020	0	0	0	0
As at 31.12.2020	0	0	-600 837	-600 837

Note 5: Tax

This year's tax expense	2020	2019
Entered tax on ordinary profit/loss:		
Payable tax	0	0
Changes in deferred tax assets	0	0
Tax expense on ordinary profit/loss	0	0
Taxable income:		
Ordinary result before tax	-600 837	0
Permanent differences	-2 169 523	0
Taxable income	-2 770 360	0
Payable tax in the balance:		
Payable tax on this year's result		0
Total payable tax in the balance		0

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences.

	2020	2019	Difference
Accumulated loss to be brought forward	-2 770 360	0	-2 770 360
Not included in the deferred tax calculation	2 770 360	0	2 770 360
Deferred tax assets (22 %)	0	0	0

Deferred tax not included in the balance sheet

Auditors report

UAVHENGIG REVISORS BERETNING FOR 2020

Til Generalforsamlingen i Green Minerals AS

Uttalelse om revisjonen av årsregnskapet

Konklusjon

Vi har revidert Green Minerals AS' årsregnskap som viser et underskudd på kr 600 838. Årsregnskapet består av balanse per 31. desember 2020 og resultatregnskap for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening er det medfølgende årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2020, og av dets resultater for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i «Revisors oppgaver og plikter ved revisjon av årsregnskapet». Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Styrets ansvar for årsregnskapet

Styret (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgjøre en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

For videre beskrivelse av revisors oppgaver og plikter vises det til <https://www.revisorforeningen.no/revisjonsberetninger>.



Revisorgruppen

Revisorgruppen Oslo AS
Oscars gate 30
Postboks 7154 Majorstuen
N-0307 Oslo

TF.: +47 23 20 49 00

E-post: oslo@rg.no

Foretaksregisteret
NO 917 275 254 MVA

www.rg.no

UAVHENGIG REVISORS BERETNING FOR 2020
Green Minerals AS

Side 2

Uttalelse om øvrige lovmessige krav

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringskikk i Norge.

Oslo, 22. februar 2021
Revisorgruppen Oslo AS

Marit Vigrestad
statsautorisert revisor

Green Minerals AS - org.no. 925 852 481

Hagaløkkveien 26, 1383 Asker

www.greenminerals.no