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Alkemy Capital Investments PLC
30 May 2024

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Alkemy Capital Investments Plc

Annual Report & Financial Statements

Alkemy Capital Investments plc ("**Alkemy**") (ALK:LSE) (JV2:FRA) is pleased to announce the publication of its audited Annual Report and Accounts for the year ended 31 January 2024 (the "**Annual Report**"). The Annual Report is available on the Company's website, www.alkemycapital.co.uk and is set out in full below.

Further information

For further information, please visit Alkemy's website: www.alkemycapital.co.uk or TVL's website www.teesvalleylithium.co.uk.

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Chairman's Statement

I have great pleasure in presenting our Annual Report for the year ended 31 January 2024.

Alkemy Capital Investments plc ("Alkemy") was formed to invest in the critical minerals sector. As a holding company our aim is to foster the growth and expansion of our subsidiaries, steering them towards operational excellence and sustainable practices.

Our strategy is to finance the development of the individual businesses at the asset level through project related debt, and institutional equity or strategic partnerships.

Alkemy currently has three investments, excluding the service entity ACSA, namely:

- Tees Valley Lithium Limited ("TVL") which is actively developing the UK's first Lithium Hydroxide processing facility at Wilton International in Teesside, UK;
- Tees Valley Graphite Limited ("TVG") which is seeking in partnership with Syrah Resources to develop a

commercial scale natural graphite active anode material processing facility, also at Wilton International; and

- Port Hedland Lithium Pty Ltd ("PHL") which is potentially developing a lithium sulphate refinery in Port Hedland, Western Australia.

TVL, our most advanced project, has received planning and environmental permissions for the production of up to 96,000 tonnes per annum of battery grade lithium hydroxide to supply key UK and international customers. We have entered into feedstock and offtake arrangements with major partners and established other key strategic partnerships and have worked closely with government and regulatory bodies, reflecting our commitment to becoming a leader in the low-carbon production of battery-grade lithium chemicals.

The success of these strategic initiatives and partnerships will place TVL at the forefront of Europe's lithium refining sector, and we are looking to replicate this success across other key critical battery minerals, including graphite, with a view to developing a multi-minerals strategy.

Despite recent market shifts, European demand for lithium remains on an upward trajectory. With the UK and EU's transition towards electric vehicles (EVs), there's a forecasted demand for lithium that far exceeds current supply capacity. The UK and European Commission's move to ban combustion engine cars by 2035 is a significant catalyst, signalling a shift towards a more sustainable and electric future. This policy change, along with similar initiatives worldwide, is expected to fuel a consistent and growing demand for lithium.

As Europe's car makers make the switch to EVs to meet this burgeoning demand there is over 700GW of gigafactory capacity either in construction or planned to provide the batteries for these EVs. These gigafactories will require over 650,000 tonnes of locally refined lithium per year in the form of either hydroxide or carbonate depending on the type of vehicle. Currently the UK and Europe has limited lithium refining capacity. Building a European lithium processing facility will reduce the regional dependence on China, which currently controls 90% of the world's lithium refining capacity.

Recognising the escalating demand for lithium, Alkemy has been actively developing its lithium refining portfolio through TVL and PHL. Alkemy's focus is not just on meeting the immediate market needs but on establishing a supply chain that is resilient, environmentally responsible, and capable of adapting to the rapidly evolving energy landscape.

Tees Valley Lithium

TVL is currently developing a lithium hydroxide monohydrate ("LHM") refinery at the Wilton International Chemicals Park in Teesside, UK.

Since its inception, TVL has achieved a number of key milestones and in late 2023 reached an agreement in principle with Wogen Resources Limited to supply up to 20,000 tonnes of technical grade lithium carbonate feedstock per annum for an initial period of five years. The supply will be sufficient to fill the first of the proposed four trains at Wilton producing around 24,000 tonnes of battery grade lithium hydroxide or lithium carbonate equivalent.

Wogen is a leading international trader of off-exchange specialty metals and minerals, with a long history and well-established presence in the battery metals market across Asia, the United States and Europe. Wogen has an active trading book in lithium products procuring from an array of producing countries and selling into the battery supply chain.

In late 2023 Alkemy and TVL appointed to their respective Board of Directors battery metals supply chain expert Vikki Jeckell. Vikki's appointment comes at a crucial time for Alkemy as it embarks on its ambitious growth plans in the rapidly evolving battery materials sector. Vikki brings a wealth of experience and expertise in supply chain management, particularly within the battery materials industry. Her extensive background includes five years at Johnson Matthey as Head of Supply Chain Strategy for Battery Materials.

TVL, also in late 2023, awarded preferred vendor status to industry leaders Jord Proxa and Eurodia Industrie SAS. The completion of the technology selection process and the awarding of preferred vendor status to these two industry leaders is an important step forward in the project's development.

TVL is currently in advanced discussions with a number of offtake customers, including European gigafactories and electric vehicle original equipment manufacturers (OEMs). These customers are increasingly focussed on price, transparency and low embedded carbon, when sourcing high grade lithium products.

By sourcing low carbon feedstock and powering an electrochemical refining process with offshore wind, TVL aims to supply its UK and European customers with the world's lowest-carbon lithium hydroxide.

TVL is currently in discussions with a number of leading financial institutions for the financing of its Wilton refinery. The US$300m approximate capital cost of train 1 is expected to be financed largely through green bonds (for which TVL will seek accreditation) combined with a mix of debt, strategic equity finance and grant funding, all at project level.

Having secured feedstock for its first train at Wilton, a key component for these financing discussions, TVL is in discussions with leading financial institutions and strategic partners to obtain project-level funding that will enable it to complete Front End Engineering Design (FEED) and reach a final investment decision for the bond finance. TVL continues to make steady progress in these discussions and will update the market as soon as this key piece of funding is secured.

Port Hedland Lithium

In 2022, Alkemy announced the launch of its strategy to build a lithium sulphate monohydrate ("LSM") refinery in Port Hedland, Australia, to serve as a refining hub for Australian spodumene producers. PHL has secured an allocation of land at the new Boodarie Strategic Industrial Area, alongside other global leaders in the green industrial sector, to facilitate the development of the Port Hedland LSM refinery.

In August 2023, PHL announced the completion of a Class 4 Feasibility Study for its LSM refinery, each train of which will process spodumene concentrate to produce 40,000 tonnes of lithium sulphate annually. In addition, a Flora and Fauna baseline survey was completed as part of the required environmental approvals. PHL will continue to develop its LSM refinery, either standalone or in conjunction with strategic partners, several of whom it is currently in discussions with.

Building the Port Hedland LSM refinery will provide Australian spodumene producers with a complete mid-stream lithium refining solution with direct access to the European market through TVL's LHM refinery in Teesside, UK. Importantly, the Port Hedland LSM refinery will bring major value-adding to the Pilbara region, with significant multiplier benefits for the local community and the State of Western Australia, whilst reducing the carbon footprint of the end-to-end lithium battery cell supply chain to meet new European emissions standards.

Tees Valley Graphite

In January 2024, Alkemy announced the launch of TVG and that TVG had entered into a non-binding memorandum of understanding (MOU) with Syrah Resources (SYR:ASX) ("Syrah") for the establishment of a joint venture to develop a commercial-scale natural graphite active anode material ("AAM") processing facility ("Wilton AAM facility") located at the Wilton International Chemicals Park in Teesside, UK.

Syrah and TVG are currently negotiating a binding joint venture agreement and will each initially have a 50% interest in the joint venture. The Wilton AAM facility is proposed to be supplied with natural graphite from Syrah's Balama graphite project in Mozambique, the world's largest integrated graphite operation.

The joint venture will combine Syrah's global graphite development, operations and sales expertise with Alkemy's UK development capabilities at the plug-and-play Wilton International Chemicals Park, benefitting from well-established infrastructure, essential utilities, and the Teesside Freeport.

The joint venture will target an initial production capacity of 20,000 tonnes AAM per annum for supply into cell manufacturers and OEMs located in the UK and European battery markets. The Wilton AAM facility is expected to gain access to low-carbon offshore wind power providing 100% certified green low-cost energy enabling it to produce a low carbon product.

The Wilton AAM facility will leverage the successful planning and approvals and local knowledge gained by

Alkemy portfolio company TVL and will aim to lower construction costs, project delivery timeframes and bring forward first production by replicating and upscaling the technology and design used at Syrah's Vidalia AAM facility in Louisiana, United States.

Syrah is a leading ex-China supplier of quality graphite products and has significant practical knowledge and know-how in the development of an AAM processing facility, including in feasibility, detailed design and engineering, process technologies, equipment selection and procurement, construction management and product development, product qualification and offtakes.

Syrah and TVG intend to enter into a binding joint venture agreement, which will govern feasibility and permitting workplans and schedules, budget and relevant milestones associated with the Wilton AAM Facility. Ultimately, development of the Wilton AAM facility is planned to be subject to a final investment decision being unanimously approved by Syrah and TVG following the completion of further technical studies, receipt of approvals, entry into a shareholders' agreement, incorporation of a project company, and financing and offtake commitments. Syrah and TVG will each initially have a 50% interest in the joint venture.

The Wilton AAM facility is expected to be financed at project level through green bonds (for which accreditation shall be sought), combined with a mix of debt, strategic equity finance and grant funding (via domestic and accessible international grant funding programmes).

In conclusion, I would like to take this opportunity to thank our shareholders for their continued support and look forward to reporting on our progress during the course of 2024.

Paul Atherley
Non-Executive Chairman
30 May 2024

Strategic Report

The Directors present the Strategic Report of the Group for the year ended 31 January 2024.

Review of business and future developments

The Company was incorporated and registered in England and Wales on 21 January 2021 and on 27 September 2021 was admitted to the Standard Listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange.

The Company was formed to undertake an Acquisition of a controlling interest in a company or business. Given their experience, the Board focused on the mining and technology metals sectors.

On 25 February 2022, the Group announced that it had entered into an exclusivity agreement (the "Exclusivity Agreement") with Sembcorp Utilities (UK) Limited and a heads of terms in respect of a proposed option to enter into a lease over a brownfields site (the "Site") at Wilton International (the "Agreement to Lease") and a long lease over the Site. Wilton International is a well-established chemical engineering park located in Teesside, a major Freeport in the UK. The entering into the Exclusivity Agreement and incorporation of TVL constituted an Acquisition and reverse takeover transaction under the rules of the London Stock Exchange.

On 19 December 2022 the Group announced that it had entered into the Agreement to Lease pursuant to which an agreed form lease may be entered into by TVL, a subsidiary of the Company, following the completion of certain conditions precedent under the Agreement to Lease (the "Lease"). It is intended that TVL will be the operating company that develops the Project.

If the Board determines that the opportunities presented by the development of the Site would be in the best interests of shareholders, the Group, via TVL, intends to enter into the Lease and to commence the design, finance and construct of a plant that will produce lithium hydroxide monohydrate from lithium sulphate or carbonate feedstock with a view to becoming a key supplier to the UK and European battery cell manufacturers (the "Project").

The principal activity of the Company is to act as the holding company to TVL, an operating subsidiary, which will enter into the Lease. The Company will provide a parent company guarantee to Sembcorp in order to guarantee the operating subsidiary's obligations under the Lease. The Company aims to implement an operating strategy with a view to generating value for its shareholders through the creation of a lithium hydroxide monohydrate facility.

Key developments for the Group during the course of the financial year included the following:

- In August 2023, PHL announced the completion of a Class 4 Feasibility Study for its LSM refinery, each train of which will process spodumene concentrate to produce 40,000 tonnes of lithium sulphate annually. In addition, a Flora and Fauna baseline survey was completed as part of the required environmental approvals.

- In late 2023 the Company reached an agreement in principle with leading international trader Wogen Resources Limited to supply up to 20,000 tonnes of technical grade lithium carbonate feedstock per annum for TVL's LHM refinery for an initial period of five years. The supply will be sufficient to fill the first of the proposed four trains at Wilton producing around 24,000 tonnes of battery grade lithium hydroxide or lithium carbonate equivalent.

- In late 2023 Alkemy and TVL appointed to their respective Board of Directors, battery metals supply chain expert Vikki Jeckell. Vikki's extensive background includes five years at Johnson Matthey as Head of Supply Chain Strategy for Battery Materials.

- TVL, also in late 2023, awarded preferred vendor status to industry leaders Jord Proxa and Eurodia Industrie SAS. The completion of the technology selection process and the awarding of preferred vendor status to these two industry leaders is an important step forward in the development of TVL's LHM refinery.

- In January 2024, Alkemy announced the launch of TVG and that TVG had entered into a non-binding MOU with Syrah Resources for the establishment of a joint venture to develop a commercial-scale natural graphite and active anode material (AAM) processing facility located at the Wilton International Chemicals Park in Teesside, UK.

- In February 2024 the Company announced the appointment of Zeus Capital as Financial Adviser and Corporate Broker.

Alkemy was formed to invest in the critical minerals sector. As a holding company its strategy is to foster the growth and expansion of its subsidiaries, steering them towards operational excellence and sustainable practices and to finance the development of these individual businesses at the asset level through project related debt, and institutional equity or strategic partnerships.

TVL is currently in discussions with a number of leading financial institutions for the financing of its Wilton refinery. The US$300m approximate capital cost of train 1 is expected to be financed largely through green bonds (for which TVL will seek accreditation) combined with a mix of debt, strategic equity finance and grant funding, all at project level.

Having secured feedstock for its first train at Wilton, a key component for these financing discussions, TVL's primary short term focus is to consummate discussions with leading financial institutions and strategic partners to obtain project-level funding that will enable it to complete Front End Engineering Design and reach a final investment decision for the bond finance.

Key performance indicators

When the Group enters into the Lease, financial, operational, health, safety, and environmental KPIs will become more relevant and reported upon as appropriate. As a result, the Directors are of the opinion that analysis using KPI's is not appropriate for an understanding of the business at this time.

Principal risks and uncertainties

The principal risks and uncertainties currently faced by the Group are set out further in the Risk Management Report on page 18.

Gender analysis

A split of the Directors, senior managers and employees by gender at the end of the financial year is as follows:

Male - 2 (directors)

Female - 2 (directors)

The Group recognises the need to operate a gender diverse business. The Board will also ensure any future employment takes into account the necessary diversity requirements and compliance with all employment law. The Board has experience and sufficient training and qualifications in dealing with such issues to ensure they would meet all requirements. More detail will be disclosed in the future annual reports once the Company enters into the Lease and has completed its transition to an operating company.

Corporate social responsibility

The Group aims to conduct its business with honesty, integrity and openness, respecting human rights and the interests of shareholders and employees. The Group aims to provide timely, regular and reliable information on the business to all its shareholders and conduct its operations to the highest standards.

The Group strives to create a safe and healthy working environment for the wellbeing of its staff and to create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Group.

The Group aims to establish a diverse and dynamic workforce with team players who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Group and their own potential.

Corporate environmental responsibility

This will become more relevant once the Company enters into the Lease and completes its transition to an operating company. The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environment matters.

The Group's policy is to minimize the risk of any adverse effect on the environment associated with its activities with a thoughtful consideration of key areas such as energy use, pollution, transport, renewable resources, health and wellbeing. The Group also aims to ensure that its suppliers and advisers meet with their legislative and regulatory requirements and that codes of best practice are met.

Section 172(1) Statement - Promotion of the Group for the benefit of the members as a whole

The Directors believe they have acted in the way most likely to promote the success of the Group for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

1. Consider the likely consequences of any decision in the long term,
2. Act fairly between the members of the Group,
3. Maintain a reputation for high standards of business conduct,
4. Consider the interests of the Group's employees,
5. Foster the Group's relationships with suppliers, customers and others, and
6. Consider the impact of the Group's operations on the community and the environment.

The pre-revenue nature of the business is important to the understanding of the Group by its members, employees and suppliers, and the Directors are as transparent about the cash position and funding requirements as is allowed under LSE regulations.

The application of the s172 requirements can be demonstrated in relation to the some of the key decisions made during 2023 and after the year end:

- The completion by PHL of a Class 4 Feasibility Study for its LSM refinery
- The execution of an agreement in principle with leading international trader Wogen Resources Limited to supply up to 20,000 tonnes of technical grade lithium carbonate feedstock per annum to TVL for an initial period of five years
- The appointment of battery metals supply chain expert Vikki Jeckell to the boards of Alkemy and TVL
- The awarding of preferred vendor status to industry leaders Jord Proxa and Eurodia Industrie SAS
- The launch of TVG and the signing of a non-binding MOU with industry leader Syrah Resources for the establishment of a joint venture to develop a commercial-scale natural graphite AAM processing facility
- The appointment of Zeus Capital Limited as financial adviser and broker

The Board takes seriously its corporate social responsibilities to the environment in which it works which will become more relevant once the Company enters into the Lease and completes its transition to an operating company.

Paul Atherley
Non-Executive Chairman
30 May 2024

Board of Directors

Paul Atherley - Non-Executive Chairman

Paul Atherley is a highly experienced senior resources executive with wide ranging international and capital markets experience. He graduated as mining engineer from Imperial College London and has held a number of senior executive and board positions. Paul is currently Chairman of LSE listed Pensana Plc which is establishing the world's first independent and sustainable rare earth processing facility in the UK.

Paul is based in London and has broad experience in raising debt and equity finance for resource companies. He served as Executive Director of the investment banking arm of HSBC Australia where he undertook a range of advisory roles in the resources sector. He has completed a number of acquisitions and financings of resources projects in Europe, China, Australia and Asia.

Paul is a strong supporter of Women in STEM and has established a scholarship which provides funding for young women to further their education in science and engineering.

Sam Quinn - Non-Executive Director

Sam Quinn is a corporate lawyer with over fifteen years' worth of experience in the natural resources sector, in both legal counsel and management positions. Sam is a principal of Silvertree Partners, a London-based specialist corporate services provider for the natural resources industry. In addition Sam holds various other Non-Executive Directorships and company secretarial roles for listed and unlisted natural resources companies. During time spent in these roles, Sam has gained significant experience in the administration, operation, financing and promotion of natural resource companies.

Previously, Sam worked as the Director of Corporate Finance and Legal Counsel for the Dragon Group, a London based natural resources venture capital firm and as a corporate lawyer for Jackson McDonald Barristers & Solicitors in Perth, Western Australia and for Nabarro LLP in London.

Helen Pein - Non-Executive Director

Helen Pein has over 30 years' experience in the natural resources sector and currently serves as a Director of Pan Iberia Ltd, Trident Royalties Plc and Panex Resources Pty Ltd.

Helen was formerly a Director of Pangea Exploration Pty Ltd, a company affiliated with Denham Capital where she was part of the team directly responsible for the discovery of a number of world-class gold and mineral sands deposit across Africa. Helen is a recipient of the Gencor Geology Award.

Vikki Jeckell - Non-Executive Director

Vikki Jeckell, appointed 20 November 2023, is a strategic procurement and supply chain expert with over 15 years' worth of experience in the sector and is the former the Head of Supply Chain Strategy Development & Control for Battery Materials at Johnson Matthey. In this role Vikki, led transformative initiatives, including the establishment of an industry-leading responsible sourcing program and the formation of strategic partnerships, contributing substantially to the company's global supply chain capabilities.

Vikki has also worked as Head of Supply Chain Development for hydrogen company LIFTE H2, held a senior leadership role at Women in Green Hydrogen and in 2022 she founded Supply Tactics Limited, a consultancy firm dedicated to enhancing supply chain management within the batteries and hydrogen sectors.

Vikki has provided expert testimony to House of Commons committees on several occasions, reflecting her commitment to help shaping policies within energy transition. Vikki holds an LLB and an MBA.

Directors' Report

The Directors present their annual report together with the financial statements and Auditor's Report for the year ended 31 January 2024. The following information is not presented in the Directors' report as it is presented in the Strategic Report in accordance with s414C(11); Review of business, Key Performance Indicators, Principal risks and uncertainties, Gender analysis, Corporate social responsibility, Corporate environmental responsibility, Section 172(1) statement.

Results and dividends

The results of the Group for the year ended 31 January 2024 are set out in the Statement of Comprehensive Income on page 29. The Directors do not recommend the payment of a dividend for the year.

Directors and Directors' interests

The Directors who served during the year to date are as follows:

Paul Atherley

Sam Quinn

Helen Pein

Vikki Jeckell (Appointed 20 November 2023)

The beneficial shareholdings of the Board in the Company as at 31 January 2024 were as follows:

	Number of ordinary shares	% of issued share capital	Share options
P Atherley	3,313,714	37.59%	250,000
S Quinn	446,428	5.06%	215,000
H Pein	25,000	0.28%	75,000
V Jeckell	-	-	175,000

Director incentives

Details on Directors remuneration can be found in the Directors Remuneration report on page 15.

Substantial shareholders

As at the date of this Report, the total number of issued Ordinary Shares with voting rights in the Company was 8,814,851. The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of this report.

Shareholder	Number of ordinary shares	% of issued share capital
Paul Atherley	3,313,714	37.59%
Sam Quinn	446,428	5.06%

Corporate governance

The Group has set out its full Corporate Governance Statement on page 23. The Corporate Governance Statement forms part of this Directors' report and is incorporated into it by cross reference.

Greenhouse gas disclosures

As the Group remains in the early stages of development without any current physical operations across its portfolio of projects, it is not practical to obtain and analyse emissions data for the Group operations. However, given the minor level of physical operations in the year, and the lack of any plant or office space, the carbon footprint and climate change impact of the Group's operations are considered to be negligible, and in any event below the 40 MWh threshold prescribed for detailed emissions disclosures.

As such, the Group does not consider it relevant to provide climate related disclosures under the recently enacted TCFD guidelines, nor would determination of the relevant emissions data be practical. Once the Group has commenced the construction of physical premises across any of its projects, and hence transitioned into an operating company, it will revisit its position on climate disclosures accordingly.

Supplier payment policy

The Group's current policy concerning the payment of trade creditors is to follow the CBI's Prompt Payers Code (copies are available from the CBI, Centre Point, 103 New Oxford Street, London WC1A 1DU).

The Group's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the Group's contractual and other legal obligations.

Financial instruments and risk management

The Group is exposed to a variety of financial risks and the impact on the Group's financial instruments are summarised in the Risk Management Report. Details of the Group's financial instruments are disclosed in note 17 to the financial statements.

Directors' insurance

The Group has implemented Directors and Officers Liability Indemnity Insurance.

Events after the reporting year

On 26 February 2024 the Group appointed Zeus Capital as financial advisor and broker.

Going concern

As part of their assessment of going concern, the Directors have prepared cash forecasts to determine the funding requirements of the business over the 18 months from the reporting date. Cash requirements over this period have been projected in the range of a £2m minimum (decelerated project development case) to £9m maximum (accelerated project development case) depending on the level of technical project development work being undertaken, as determined by funding availability.

As at the date of this report, the Directors are considering a variety of funding options from numerous parties to consider the option best suited to balancing the immediate cash flow needs of the business and desire to accelerate the project development timeframe against the need to avoid unnecessary dilution of the shareholders during a period of depressed equity market prices. Options ranging from:

- project level debt or strategic equity which would provide sufficient funding to accelerate the project development program over the period of consideration, including the Wilton LHM refinery train 1 FEED study alongside development of the Port Hedland LSM refinery and TVG graphite projects, as well as general working capital requirements;
- market equity placings to secure working capital funding needs whilst project development funding opportunities continue to be assessed;
- convertible lending facilities which may act as a hybrid of working capital and project development funding, allowing progression of project development at a less accelerated rate that would be the case under a more substantial project lending facility;
- any combination of the above.

The Board remains in detailed discussions on the above funding opportunities and anticipates concluding this process in the near term.

The Directors are therefore reasonably confident that the necessary funding will be secured, as and when required, by executing on one of the above options under consideration, such that the Directors have a reasonable expectation that the Group will continue in operational existence for the next 12 months. However as successful execution of one of the above fundraising options cannot be assured, a material uncertainty exists which may cast significant doubt on the ability of the company and group to continue as a going concern and realise its assets and discharge its liabilities in the normal course of business.

Accordingly, the Directors believe that as at the date of this report it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Disclosure of information to Auditor

The Directors confirm that:

- So far as each Director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- The Directors have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

A resolution proposing the re-appointment of Crowe U.K. LLP as auditor will be put to shareholders at the Annual General Meeting.

This Directors' Report has been approved by the Board and signed on its behalf by:

Paul Atherley
Non-Executive Chairman
30 May 2024

Directors' Remuneration Report

Until the Lease is entered into and the Company completes its transition to an operating company, the Company will not have a separate remuneration committee. The Board will instead periodically review the quantum of Directors' fees, taking into account the interests of shareholders and the performance of the Company and the Directors.

Directors.

The Directors who held office at 31 January 2024 are summarised as follows:

Name of Director	Position
P Atherley	Non-Executive Chairman
S Quinn	Non-Executive Director
H Pein	Non-Executive Director
V Jeckell	Non-Executive Director

Directors' Letters of appointment

Letter of Appointment - Paul Atherley

Pursuant to a letter of appointment dated 21 September 2021 between the Company and Mr Atherley, Mr Atherley is engaged as Chairman with fees of £24,000 per annum. The appointment can be terminated by either party on three months written notice.

Letter of Appointment - Sam Quinn

Pursuant to a letter of appointment dated 21 September 2021 between the Company and Sam Quinn, Mr Quinn is engaged as a Non-Executive Director with fees of £18,000 per annum. In addition Sam Quinn will be remunerated for additional work performed for the Company which is outside the scope of his service agreements, including consultancy and management services, at a rate of £1,000 per day subject to a maximum of 3 days per calendar month. The appointment can be terminated by either party on three months written notice.

Letter of Appointment - Helen Pein

Pursuant to a letter of appointment dated 21 September 2021 between the Company and Helen Pein, Helen is engaged as a Non-Executive Director with fees of £18,000 per annum. In addition Helen Pein will be remunerated for additional work performed for the Company which is outside the scope of her service agreements, including project due diligence, consultancy and management services at a rate of £1,000 per day subject to a maximum of 3 days per calendar month. The appointment can be terminated by either party on three months written notice.

Letter of Appointment - Vikki Jeckell

Pursuant to a letter of appointment dated 20 November 2023 between the Company and Vikki Jeckell, Vikki is engaged as a Non-Executive Director with fees of £18,000 per annum. The appointment can be terminated by either party on three months written notice.

Pursuant to a consultancy agreement dated 21 September 2021 between the Company and Selection Capital Investments Limited, Paul Atherley is engaged as Key Personnel (as defined under the consultancy agreement) contracted to provide services to the Company in consideration of payment of £7,000 per month.

Pursuant to a consultancy agreement dated 1 October 2021 between the Company and Lionshead Consultants Limited ("Lionshead"), a company of which Sam Quinn is a director and sole shareholder, Lionshead is contracted to provide services to the Company in consideration of payment of £5,000 per month.

Pursuant to a consultancy agreement dated 22 September 2022 between Tees Valley Lithium Limited and Supply Tactics Limited ("Supply Tactics"), a company of which Vikki Jeckell is a director and 50% shareholder, Supply Tactics is contracted to provide services to TVL in consideration of payment of £20,000 per month.

Terms of appointment

The services of the Directors are provided under the terms of letters of appointments, as follows:

Director	Year of appointment	Number of periods completed	Date of current engagement letter
P Atherley	2021	3	21 September 2021
S Quinn	2021	3	21 September 2021
H Pein	2021	3	21 September 2021
V Jeckell	2023	1	20 November 2023

Consideration of shareholder views

The Board considers shareholder feedback received. This feedback, plus any additional feedback received from time to time, is considered as part of the Group's annual policy on remuneration.

Policy for salary reviews

The Group may from time to time seek to review salary levels of Directors, taking into account performance, time spent in the role and market data for the relevant role. It is intended that there will be a salary review during the next year as the Company transitions to an operating company.

Policy for new appointments

It is not intended that there will be any new appointments to the Board in the near term. It is intended that a full review of the Board will take place on an annual basis following the Company's full transition to an operating Company following the entering into of the Lease.

Directors' emoluments and compensation (audited)

Remuneration attributed to the Directors' during the year ended 31 January 2024 was as follows (all figures are stated in GBP):

Year Ended 31 January 2024:

Director		Directors fees	Salary/Consulting fees	Total remuneration
P Atherley	31 Jan 2024	59,765	84,000	143,765
S Quinn	31 Jan 2024	44,824	60,000	104,824
H Pein	31 Jan 2024	18,000	-	18,000
V Jeckell	31 Jan 2024	6,000	40,000	46,000
Total	31 Jan 2024	128,589	184,000	312,589

Year Ended 31 January 2023:

Director		Directors fees	Salary/Consulting fees	Total remuneration
P Atherley	31 Jan 2023	24,000	69,000	93,000
S Quinn	31 Jan 2023	18,000	48,600	66,600
H Pein	31 Jan 2023	18,000	-	18,000
Total	31 Jan 2023	60,000	117,600	177,600

Director incentives

In the year ended 31 January 2024, 325,000 options were granted to Directors (2023: 390,000). As at 31 January 2024, 715,000 (2023: 390,000) options issued to Directors were outstanding.

Directors' Remuneration Policy

Pursuant to the Directors' letters of appointment, as described above, the Directors receive fees, all payable monthly in arrears. There is currently a long-term incentive plan in operation for the Directors by way of share incentive options.

Based on the foregoing, the remuneration policy of the Group can be summarised as follows:

How the element supports our strategic objectives	Operation of the element	Maximum potential payout and payment at threshold	Performance measures used, weighting and time period applicable

Base Pay			
Recognises the role and the responsibility for the delivery of strategy and results	Paid in 12 monthly instalments	Contractual sum	None
Pensions			
None	n/a	n/a	n/a
Short term incentives			
None	n/a	n/a	n/a
Long term incentives			
Aligns directors and shareholders in share price and project development	Share options issued	TBC	1/3 of the option vest immediately; 1/3 of the options vest following the completion of the fund raising to fund construction of the first 24,000 tpa capacity at TVL's Lithium Hydroxide project at Wilton International; and 1/3 of the options vest following commissioning of the first 24,000 tpa capacity at the project.

A remuneration committee is expected to be appointed once the Lease is entered into, to consider an appropriate level of Directors' remuneration.

Although there is no formal Director shareholding policy in place, the Board believe that share ownership by Directors strengthens the link between their personal interests and those of shareholders.

No views were expressed by shareholders during the year on the remuneration policy of the Group.

Other matters

The Group does not currently have any short-term incentive schemes in place for any of the Directors.

The Group does not have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

This Directors' Remuneration Report has been approved by the Board and signed on its behalf by:

Paul Atherley
Non-Executive Chairman
30 May 2024

Risk Management Report

The Group has undertaken an evaluation of the risks it is exposed to which are summarised as follows:

There is no assurance that the Group will determine that the Project is economically viable and the Lease may not be entered into

The success of the Group's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities. Whist the Group believes that the Project presents a good opportunity, it is still in the process of evaluating such opportunity. If the Group fails to complete the development of the Project or enter into the Lease it may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses. Furthermore, even if an agreement is reached relating to the Project, the Group may fail to complete the Project for reasons beyond its control. Any such event will result in a loss to the Group of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

Development and production activities are capital intensive and inherently uncertain in their outcome and the Group may not make a return on its investments, recover its costs or generate cash flows

The construction of industrial facilities are capital intensive. In addition, environmental damage could greatly increase the cost of operations, and various operating conditions may adversely and materially affect the levels of production. These conditions include delays in obtaining governmental approvals or consents, insufficient storage or transportation capacity or a change in demand for the product. While diligent supervision and effective maintenance operations can contribute to maximising production rates over time, production delays and declines from normal operations cannot be eliminated and may adversely and materially affect the revenues, cash flow, business, results of operations and financial resources and condition of the Company and its subsidiary undertakings from time to time (the "Group").

Currently the Group has insufficient capital to meet the funding requirements for the development of the Project

As the Group is still evaluating the Project, it is still considering the associated costs with the development of the Project and the amount of additional capital that may be required.

The Group will need to raise additional funding in the near term to meet its working capital requirements for the next twelve months. In addition to working capital needs, the Group is of the opinion that if it decides to proceed with the Project, the Group does not have sufficient capital in order to complete the construction of the Project and hence will be required to raise additional funds in support of project development expenditure requirements.

Based on a high-level preliminary review of expected costs the Directors anticipate that a total of approximately £250 - 300 million (excluding financing costs) of additional equity and / or debt financing will be required and subject to the outcome of the feasibility and engineering studies the Group's confirmation to proceed with the Project to fund the evaluation, development and construction of the Project. The Group intends to raise the development costs of the Project by:

(a) Debt finance - Any debt finance in respect of the Group for the purposes of developing and completing the Project, is likely to be subject to customary conditions precedent. As of the date of this document, the Group has not yet begun the formal process of seeking third party debt financing in respect of the Project, however the Group expects to carry out this process immediately following completion of the feasibility studies and the Group's confirmation to proceed with the Project.

(b) Equity finance - In relation to any equity financing, the Group expects to engage advisers to assist the Group with its equity funding requirements. The Group has not yet begun the formal process of seeking formal engagement with advisers for equity financing in respect of the Project, however the Group expects to carry out this process in due course following completion of the feasibility and engineering studies.

Based on the Group's informal discussions with potential debt and equity providers to date, the Directors are confident that within the period of twelve months following the date of this document the Group will be able to secure all the necessary finance required to develop and complete the Project.

The failure to secure additional financing or to secure such additional financing on terms acceptable to the Group could have a material adverse effect on the continued development or growth of the acquired business, prospects, and the financial condition and results and operations of the Group and could, ultimately lead to the insolvency of the Company or Group.

The price of lithium hydroxide is affected by factors beyond the Group's control

If the Group proceeds with the Project, and the market price of lithium hydroxide decreases significantly for an extended period of time, the ability for the Group to attract finance and ultimately generate profits could be adversely affected. Numerous external factors and industry factors that are beyond the control of the Group that affect the price of lithium hydroxide include:

- industrial demand;
- levels of production;
- rapid short term changes in supply and demand because of speculative or hedging activities; and
- global or regional political or economic events.

The price at which the Group can sell any lithium hydroxide it may produce in the future will therefore be relevant to the future revenues that can be generated by the Group and its ability to finance the Company going forward and any adverse effects on such price could have a material adverse effect on the Group's business, financial performance, results of operations and prospects.

The Group may be unable to hire or retain personnel required to support the Group going forward

The Group's ability to compete depends upon its ability to retain and attract highly qualified management and technical personnel. Following completion of the Project, the Group will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Group's overall business strategy. There can be no assurance that existing personnel of the acquired business will be adequate or qualified to carry out the Group's strategy, or that the Group will be able to hire or retain experienced, qualified employees to carry out the Group's strategy.

During the development of the Project, the Group may be unable to acquire or renew necessary concessions, licenses, permits and other authorisations

The Project will require certain concessions, licences, permits and other authorisations to carry out its operations. Any delay in obtaining or renewing a license, permit or other authorisation may result in a delay in investment or development of a resource and may have a materially adverse effect on the acquired business' results of operations, cash flows and financial condition. In addition, any concessions, licences, permits and other authorisations of the Project may be suspended, terminated or revoked if it fails to comply with the relevant requirements.

Failure to obtain (and shortages and disruptions in lead times to deliver) certain key inputs may adversely affect the Group's operations during the development of the Project

During the development of the Project, the Group's inability to timely acquire feedstock, strategic consumables, raw materials, and processing equipment could have an adverse impact on any results of operations and financial condition. Periods of high demand for supplies can arise when availability of supplies is limited. This can cause costs to increase above normal inflation rates. Interruption to supplies or increase in costs could adversely affect the operating results and cash flows of the Group during the development of the Project.

This Risk Management Report has been approved by the Board and signed on its behalf by:

Paul Atherley
Non-Executive Chairman
30 May 2024

Corporate Governance Statement

The Group observes the requirements of the Quoted Company Alliance corporate governance code (the "QCA Code") and is in compliance with the QCA Code, save as set out below:

1. Given the composition of the Board, certain provisions of the QCA Code are considered by the Board to be inapplicable to the Company. Specifically, the Company does not consider it necessary to have a senior independent Director and the Board will, at the outset, consist of three non-executive Directors and one non-executive chairman.

2. The QCA Code also recommends the submission of Directors for re-election at annual intervals. The Company Articles of Association require all directors to retire by rotation and seek reappointment by the shareholders at a general meeting every two years.

In the future, the Directors may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market (although there can be no guarantee that the Group will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market will be achieved). However, in addition to or in lieu of a Premium Listing, the Group may determine to seek a listing on another stock exchange. Following such a Premium Listing, the Group would comply with the continuing obligations contained within the Listing Rules and the Disclosure and Transparency Rules in the same manner as any other group with a Premium Listing.

The Group does not have nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of shareholders and the performance of the Group), take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Group's financial statements and take responsibility for any formal announcements on the Group's financial performance. Following entry into the Lease, the Board intends to put in place nomination, remuneration, audit and risk committees.

The Board has a share dealing code that complies with the requirements of the Market Abuse Regulations. All persons discharging management responsibilities (comprising only the Directors) comply with the share dealing code.

Carbon emissions

The Group currently has no trade, and two employees other than the Directors and has no office. Therefore, the Group has minimal carbon emissions and it is not practical to obtain emissions data at this stage.

Board of Directors

The Group has a Board it believes is well suited for the purposes of implementing its business strategy, combining skill sets for the assessment of investment and acquisition of royalties and streams in the mining sector.

The Directors are responsible for carrying out the Group's objectives, implementing its business strategy and conducting its overall supervision. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance values of the Group and will have overall responsibility for setting the Group's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Group.

The Board aims to hold meetings on a quarterly basis and is regularly in contact to discuss prospective acquisition opportunities.

The Articles of the Company contain express provisions relating to conflicts of interest in line with the Companies Act 2006.

Shareholder communications

The Group uses its corporate website (www.alkemycapital.co.uk) to ensure that the latest announcements, press releases and published financial information are available to all shareholders and other interested parties.

The AGM is used to communicate with both institutional shareholders and private investors and all shareholders are encouraged to participate. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the Annual Report and Accounts. Notice of the AGM is sent to shareholders at least 21 days before the meeting and the results are announced to the London Stock Exchange and are published on the Company's website.

Paul Atherley
Non-Executive Chairman
30 May 2024

Directors' Responsibility 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 financial statements in accordance with UK Adopted International Accounting Standards ("IAS"). 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 of the profit or loss for that period.

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

1. select suitable accounting policies and then apply them consistently;
2. make judgements and accounting estimates that are reasonable and prudent;
3. state whether applicable IASs as adopted by the United Kingdom have been followed, subject to any material departures disclosed and explained in the financial statements; and
4. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the Financial Statements and the Directors Remuneration Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and Group,, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

They are also responsible to make a statement that they consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced, and understandable and provides the information necessary for the shareholders to assess the Group's position and performance, business model and strategy.

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

Directors' responsibility statement pursuant to disclosure and Transparency Rule

Each of the Directors, whose names and functions are listed within the Board of Directors confirm that, to the best of their knowledge:

1. the financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the United Kingdom, give a true and fair view of the assets, liabilities, financial position and loss of the Company and Group; and

2. the Annual Report and financial statements, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company and Group, together with a description of the principal risks and uncertainties that they face.

Approved by the Board on 30 May 2024

Paul Atherley
Non-Executive Chairman

Independent auditor's report to the members of Alkemy Capital Investments Plc

Opinion

We have audited the financial statements of Alkemy Capital Investments Plc (the "company") and its subsidiaries (the 'group') for the year ended 31 January 2024 which comprise consolidated statement of comprehensive income, consolidated and company statement of financial position, consolidated and company statement of changes in equity, consolidated and company statement of cash flows, and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the company's affairs as at 31 January 2024 and of the Group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with UK-adopted international accounting standards; 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 the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest 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 the section headed Going Concern at note 2 of the financial statements, which details factors the Group has considered when assessing the going concern position. As detailed in note 2 the uncertainty surrounding the availability of funds to finance the commercial development of the group's projects indicates the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern realise its assets and discharge its liabilities in the normal course of business. 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 entity's ability to continue to adopt the going concern basis of accounting included:

- Discussions with management in relation to the future plans of the Group and Company.
- Reviewing activity after the year end to the date of signing the financial statements.
- Reviewing the directors' going concern assessment including the worst-case scenario cash flow forecast that covers at least 12 months from the date we expect to sign the audit report.
- Assessing the cash flow requirements of the Group and Company based on forecast capital and administrative expenditure for 12 months after the date of signing.
- Understanding what forecast expenditure is committed and what could be considered discretionary.
- Considering the liquidity of existing assets of the statement of financial position.
- Considering the options available to management for further fundraising, or additional sources of finance.
- Considering potential downside scenarios and the resultant impact on funding requirements and the Company and Group's ability to raise such funds.
- Considered the likelihood of receipt of fundraising.
- Evaluating the reliability of the data underpinning the forecast cash flows.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £100,000 (2023: £125,000), based on 5% of loss before taxation. Materiality for the parent company financial statements as a whole was set at £46,000 (2023: £28,000) based on approximately 5% of loss before taxation. We consider this basis of determining materiality to be appropriate for a holding entity of this nature.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. Performance materiality was set at 70% of materiality for the financial statements as a whole, which equates to £70,000 (2023: £87,500) for the group and £32,200 (2023: £35,000) for the parent.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Board to report to it all identified errors in excess of £5,000 (2023: £6,250). Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the group and its environment, including the group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

We identified two significant components, being the parent company and its principal operating subsidiary, Tees Valley Lithium Limited. The base of operations is in the United Kingdom, which is where the head office is. Our group audit strategy focused on the significant components which were subject to a full scope audit.

The group is accounted for from one central location, the United Kingdom. The audit of the group was performed by Crowe in the UK. The consolidation was also subject to a full scope audit performed by the Group audit team.

The remaining components of the group were considered non-significant. All balances material to the group were audited and the remaining balances subject to analytical procedures by the Crowe audit team.

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 the key audit matter
Capitalisation of intangible assets	
The group continues to invest in the planned construction of LHM refinery in Wilton International Chemicals Park, Teeside.	We reviewed the accounting policies adopted by management in relation to the intangible assets and whether they are consistent with IFRS and meet the criteria as set out in IAS38, para 31.
Determining whether the cost of development meets capitalisation criteria requires significant judgement based on the requirements of IAS 38 Intangible Assets.	We obtained an understanding of the design and implementation of systems and controls relevant to impairment assessments of intangibles. We tested a sample of capitalised invoices to ensure that these were capital in nature and related to the underlying asset.
We therefore consider the inappropriate capitalisation of development costs to be a key audit matter. Refer to notes 2 and 10.	Based on our work performed, we concluded that the carrying value of the intangible assets is reasonable after proposed audit adjustments.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on this matter individually and we express no such opinion.

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 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 the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion based on the work undertaken in the course of our 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 directors' report and strategic 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 group and company, or returns adequate for our audit have not been received from branches not visited by us; or
- the group and company financial statements and the part of the directors' remuneration report to be audited 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 the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 23, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 legal and regulatory frameworks that are applicable to the Group and company and the procedures in place for ensuring compliance in the jurisdiction where the Group and company operate, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and relevant taxation legislation.

We assessed the nature of the group's business, the control environment and performance to date when evaluating the incentives and opportunities to commit fraud.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management to manipulate financial reporting and misappropriate funds. Our procedures to address the risk of management override included:

- enquiries of management about their own identification and assessment of the risks of irregularities;
- review of the system for the generation, authorisation and posting of journal entries;
- obtaining supporting evidence for a risk-based sample of journals, derived using a data analytics tool;
- audit of significant transactions outside the normal course of business, or those that appear unusual;
- considering audit adjustments identified from our audit work for evidence of bias in reporting;
- considering significant estimates and judgements made by management for evidence of bias, and performing retrospective reviews where applicable;
- reviewing the other information presented in the annual report for fair representation and consistency with the audited financial statements and the information available to us as the auditors.
- Review of minutes of board and committee meetings throughout the period and enquiries of management as to their identification of any non-compliance with laws or regulations, or any or potential claims of fraud;

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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.

Other matters which we are required to address

Other matters which we are required to address

We were appointed by Board on 27 March 2022 to audit the financial statements for the period ending 31 January 2022. Our total uninterrupted period of engagement is three years, covering the periods ending 31 January 2022 to 31 January 2024.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the company and we remain independent of the group's and the company in conducting our audit.

Our audit opinion is consistent with the additional report to the Board.

Use of our report

This report is made solely to the Group's and 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 group's and 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 group and company and the group's and company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Matthew Stallabrass
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

30 May 2024

Consolidated Statement of Comprehensive Income

for the year to 31 January 2024

	Notes	Year to 31 January 2024 £	Year to 31 January 2023 £
Continuing operations			
Other income		1,247	-
Administrative expenses	4	(1,454,195)	(1,298,002)
Project Development expenses	4	(634,288)	(1,298,011)
Business Development costs		(1,852)	(12,866)
Finance costs		(1,697)	(1,536)
Foreign exchange gains (losses)		(5,215)	(34,344)
Loss before taxation		(2,096,000)	(2,644,759)
Taxation	7	325,018	-
Loss after taxation		**(1,770,982)**	**(2,644,759)**
Other Comprehensive Income			
Foreign exchange differences on translation of overseas subsidiaries		(2,306)	(2,645)
Total Comprehensive loss for the year		**(1,773,288)**	**(2,647,404)**
Earnings per share:			
Basic and diluted earnings per share (pence)	8	(23.43p)	(40.24p)

The notes on pages 38 to 55 are an integral part of these financial statements.

Consolidated Statement of Financial Position

As at 31 January 2024

	Notes	31 January 2024 £	31 January 2023 £
Non Current Assets			
Intangibles - Project development costs	10	317,089	298,813
Total Non Current Assets		**317,089**	**298,813**
Current assets			
Trade and other receivables	12	126,303	212,125
Cash and cash equivalents	13	45,458	12,356
Total Current Assets		**171,761**	**224,481**
Total Assets		**488,850**	**523,294**
Equity			
Share Capital	15	176,297	144,000
Share Premium	15	4,261,626	2,413,243
Share Based Payments	15	259,771	63,221
Foreign Exchange Reserve		(4,951)	(2,645)
Retained Earnings		(5,213,391)	(3,442,409)
Total Equity		**(520,648)**	**(824,590)**
Current Liabilities			
Trade and other payables	14	907,209	1,021,595
Short Term Borrowings	17	102,289	326,289
Current and Total Liabilities		**1,009,498**	**1,347,884**
Total Equity and Liabilities		**488,850**	**523,294**

The notes on pages 38 to 55 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board on 30 May 2024.

Paul Atherley

Director

Alkemy Capital Investments plc

Consolidated Statement of Changes in Equity

For the year ended 31 January 2024

	Share capital	Share Premium	Share Based Payments	Foreign Exchange Reserve	Retained Earnings	Total
	£	£	£	£	£	£
As at 1 February 2022	**120,000**	**1,279,094**	**-**	**-**	**(797,650)**	**601,444**
Loss for the year	-	-	-	-	(2,644,759)	(2,644,759)
Foreign exchange losses on translation of overseas subsidiaries	-	-	-	(2,645)	-	(2,645)
Total Comprehensive income	**-**	**-**	**-**	**(2,645)**	**(2,644,759)**	**(2,647,404)**

Transactions with owners:						
Issue of shares	24,000	1,134,149	-	-	-	1,158 149
Issue of options	-	-	63,221	-	-	63,221
Total transactions with owners	**24,000**	**1,134,149**	**63,221**	**-**	**-**	**1,221,370**
Balance at 31 January 2023	**144,000**	**2,413,243**	**63,221**	**(2,645)**	**(3,442,409)**	**(824,590)**

	Share capital	Share Premium	Share Based Payments	Foreign Exchange Reserve	Retained Earnings	Total
	£	£	£	£	£	£
As at 1 February 2023	**144,000**	**2,413,243**	**63,221**	**(2,645)**	**(3,442,409)**	**(824,590)**
Loss for the year	-	-	-	-	(1,770,982)	(1,770,982)
Foreign exchange losses on translation of overseas subsidiaries	-	-	-	(2,306)	-	(2,306)
Total Comprehensive income	**-**	**-**	**-**	**(2,306)**	**(1,770,982)**	**(1,773,288)**
Transactions with owners:						
Issue of shares	32,297	1,848,383	-	-	-	1,880,680
Issue of options	-	-	182,150	-	-	182,150
Issue of warrants	-	-	14,400	-	-	14,400
Total transactions with owners	**32,297**	**1,848,383**	**196,550**	**-**	**-**	**2,077,230**
Balance at 31 January 2024	**176,297**	**4,261,626**	**259,771**	**(4,951)**	**(5,213,391)**	**(520,648)**

The notes on pages 38 to 55 are an integral part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 January 2024

	Notes	Year to 31 January 2024 £	Year to 31 January 2023 £
Cash flows from Operating Activities			
Loss for the year before tax		(1,770,982)	(2,644,759)
Share based payments		196,550	63,221
Expenditure met directly by funding provider *		-	136,289
Decrease/(Increase) in receivables	12	85,822	(212,052)
(Decrease)/Increase in payables	14	(132,662)	339,705
Net cash outflow from operating activities		**(1,621,272)**	**(2,317,596)**
Cashflows from Investing Activities			
Payments for intangible assets	10	-	(51,475)
Net cash outflow from investing activities		**-**	**(51,475)**
Cash flows from financing activities			
Proceeds of borrowing		-	190,000
Repayment of borrowings		(224,000)	-
Issue of shares (net of share issue expenses)	15	1,880,680	1,080,149
Net cash inflow from financing activities		**1,656,680**	**1,270,149**
Net increase/(decrease) in cash and cash equivalents during the year		**35,408**	**(1,098,922)**
Cash at the beginning of year		12,356	1,113,923
Effect of foreign exchange on currency holdings		(2,306)	(2,645)
Cash and cash equivalents at the end of the			

year		**45,458**	**12,356**

* During the prior year, expenditure totalling £330,000 (2023: £136,289) was settled directly by Paul Atherley on behalf of the company against the loan provided by him. As such these amounts represent a material non cash transaction.

The notes on pages 38 to 55 are an integral part of these financial statements.

Company Statement of Financial Position

As at 31 January 2024

	Notes	31 January 2024 £	31 January 2023 £
Non Current Assets			
Investments in and loans to subsidiaries	11	2,943,953	1,878,904
Total Non Current Assets		**2,943,953**	**1,878,904**
Current assets			
Trade and other receivables	12	73,710	83,158
Cash and cash equivalents	13	27,961	5,356
Total Current Assets		**101,671**	**88,514**
Total Assets		**3,045,624**	**1,967,418**
Equity			
Share Capital	15	176,297	144,000
Share Premium	15	4,261,626	2,413,243
Share Based Payments	15	259,771	63,221
Retained Earnings		(2,263,777)	(1,372,013)
Total Equity		**2,433,917**	**1,248,451**
Current Liabilities			
Trade and other payables	14	509,418	392,678
Short Term Borrowings		102,289	326,289
Current and Total Liabilities		**611,707**	**718,967**
Total Equity and Liabilities		**3,045,624**	**1,967,418**

Company Statement of Comprehensive Income

As permitted by Section 408 Companies Act 2006, the Company has not presented its own Statement of Comprehensive Income. The Company's loss for the financial year was £891,764 (2023: loss of £574,363).

The notes on pages 38 to 55 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board on 30 May 2024.

Paul Atherley

Director

Alkemy Capital Investments plc

Company Statement of Changes in Equity

For the year ended 31 January 2024

	Share capital	Share Premium	Share Based Payments	Retained Earnings	Total
	£	£	£	£	£
As at 1 February 2022	**120,000**	**1,279,094**	**-**	**(797,650)**	**601,444**
Loss for the year	-	-	-	(574,363)	(574,363)
Total Comprehensive income	**-**	**-**	**-**	**(574,363)**	**(574,363)**
Transactions with owners:					
Issue of shares	24,000	1,134,149	-	-	1,158 149
Issue of options	-	-	63,221	-	63,221
Total transactions with owners	**24,000**	**1,134,149**	**63,221**	**-**	**1,221,370**
Balance at 31 January 2023	**144,000**	**2,413,243**	**63,221**	**(1,372,013)**	**1,248,451**

	Share capital	Share Premium	Share Based Payments	Retained Earnings	Total
	£	£	£	£	£
As at 1 February 2023	**144,000**	**2,413,243**	**63,221**	**(1,372,013)**	**1,248,451**
Loss for the year	-	-	-	(891,764)	(891,764)
Total Comprehensive income	**-**	**-**	**-**	**(891,764)**	**(891,764)**
Transactions with owners:					
Issue of shares	32,297	1,848,383	-	-	1,880,680
Issue of options	-	-	182,150	-	182,150
Issue of warrants	-	-	14,400	-	14,400
Total transactions with owners	**32,297**	**1,848,383**	**196,550**	**-**	**2,077,230**
Balance at 31 January 2024	**176,297**	**4,261,626**	**259,771**	**(2,263,777)**	**2,433,917**

The notes on pages 38 to 55 are an integral part of these financial statements.

Company Statement of Cash Flows

for the year ended 31 January 2024

	Notes	Year to 31 January 2024	Year to31 January 2023
		£	£
Cash flows from Operating Activities			
Loss for the year before tax		(891,764)	(574,363)
Expenditure met directly by funding provider *		-	136,289
Share based payments		196,550	63,221
Decrease/(Increase) in receivables	12	9,448	(83,085)
Increase/(Decrease) in payables	14	116,740	(41,874)
Net cash outflow from operating activities		**(569,026)**	**(499,812)**

Cashflows from Investing Activities			
Investments in subsidiaries	11	(2)	(2)
Loans provided to subsidiaries	11	(1,065,047)	(1,878,902)
Net cash outflow from investing activities		**(1,065,049)**	**(1,878,904)**
Cash flows from financing activities			
Proceeds of borrowing		-	190,000
Repayment of borrowings		(224,000)	-
Issue of shares (net of share issue expenses)	15	1,880,680	1,080,149
Net cash inflow from financing activities		**1,656,680**	**1,270,149**
Net increase/(decrease) in cash and cash equivalents during the year		**22,605**	**(1,108,567)**
Cash at the beginning of year		5,356	1,113,923
Cash and cash equivalents at the end of the year	**13**	**27,961**	**5,356**

* During the prior year, expenditure totalling £330,000 (2023: £136,289) was settled directly by Paul Atherley on behalf of the company against the loan provided by him. As such these amounts represent a material non cash transaction.

The notes on pages 38 to 55 are an integral part of these financial statements.

Notes to the Financial Statements

1. GENERAL INFORMATION

Alkemy Capital Investments Plc is a company incorporated and domiciled in the United Kingdom. The Company is a public limited company, which is listed on the London Stock Exchange. The address of the registered office is 167-169 Great Portland Street, Fifth Floor, London, England W1W 5PF.

The Company was initially formed to undertake an acquisition of a controlling interest in a company or business in the battery metals sector with the objective of operating the acquired business and implementing an operating strategy to generate value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the Acquisition.

On 25 February 2022, the Company announced that it had formed a subsidiary called Tees Valley Lithium Limited ("TVL") that would aim to develop the UK's first Lithium Hydroxide processing facility. This transaction and change of strategy constituted a reverse takeover transaction under the listing rules of the London Stock Exchange and resulted in Alkemy becoming an operating company.

On 2 May 2022 the Company formed a subsidiary in Australia called Alkemy Capital Services Pty Ltd to act as a project services company for operations in Australia.

On 22 September 2022 the Company formed a subsidiary in Australia called Port Headland Lithium Pty Ltd to act as a project holding company for spodumene enrichment operations in Australia.

Group Subsidiaries as at 31 January 2024:

Subsidiary Name	Date of Incorporation	Percentage Interest	Registered office address	Country of Incorporation
Tees Valley Lithium Ltd	25 February 2022	100%	167-169 Great Portland Street, London W1W 5PF	United Kingdom
Alkemy Capital Services Pty Ltd	4 May 2022	100%	Level 4, 46 Colin Street, West Perth WA 6005, Australia	Australia
Port Headland Lithium Pty Ltd	22 September 2022	100%	Level 4, 46 Colin Street, West Perth WA 6005, Australia	Australia
Tees Valley Graphite Limited	20 November 2023	100%	167-169 Great Portland Street, London W1W 5PF	United Kingdom

The financial statements which cover the year to 31 January 2024 are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operates. The comparative financial statements cover the year to 31 January 2023.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied throughout the year, unless otherwise stated.

Basis of preparation
The financial statements have been prepared in accordance with UK adopted International Accounting Standards ("IAS" or "IFRS"), which has been adopted by both the Company and the Group.

The financial statements are presented in pounds sterling ("£") which is also the functional currency of the Company.

Going Concern
As part of their assessment of going concern, the Directors have prepared cash forecasts to determine the funding requirements of the business over the 18 months from the reporting date. Cash requirements over this period have been projected in the range of a £2m minimum (decelerated project development case) to £9m maximum (accelerated project development case) depending on the level of technical project development work being undertaken, as determined by funding availability.

As at the date of this report, the Directors are considering a variety of funding options from numerous parties to consider the option best suited to balancing the immediate cash flow needs of the business and desire to accelerate the project development timeframe against the need to avoid unnecessary dilution of the shareholders during a period of depressed equity market prices. Options ranging from:

- project level debt or strategic equity which would provide sufficient funding to accelerate the project development program over the period of consideration, including the Wilton LHM refinery train 1 FEED study alongside development of the Port Hedland LSM refinery and TVG graphite projects, as well as general working capital requirements;
- market equity placings to secure working capital funding needs whilst project development funding opportunities continue to be assessed;
- convertible lending facilities which may act as a hybrid of working capital and project development funding, allowing progression of project development at a less accelerated rate that would be the case under a more substantial project lending facility;
- any combination of the above.

The Board remains in detailed discussions on the above funding opportunities and anticipates concluding this process in the near term.

The Directors are therefore reasonably confident that the necessary funding will be secured, as and when required, by executing on one of the above options under consideration, such that the Directors have a reasonable expectation that the Company will continue in operational existence for the next 12 months. However as successful execution of one of the above fundraising options cannot be assured, a material uncertainty exists which may cast significant doubt on the ability of the company and group to continue as a going concern and realise its assets and discharge its liabilities in the normal course of business.

Accordingly, the Directors believe that as at the date of this report it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Statement of compliance
The financial statements comply with UK adopted International Accounting Standards ("IAS").

1. The company has adopted all relevant IASs which were in effect from incorporation when preparing these financial statements.
2. Standards and Interpretations which are effective in the current year (Changes in accounting policies); None of

the standards which became effective during the year which are applicable to the Company have had a material impact.

3. Adoption of new Standards and Interpretations to standards in future years; The Directors anticipate that the adoption of new Standards and Interpretations in future years will have no material impact on the financial statements of the Company. The Company expects to adopt all relevant Standards and Interpretations as and when they become effective.

Basis of Consolidation

The consolidated Financial Statements of the Group incorporate the Financial Statements of the Company and entities controlled by the Company, its subsidiaries, made up to 31 January each year.

Subsidiaries

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies so as to obtain economic benefits from their activities. Subsidiaries are consolidated from the date on which control is obtained, the acquisition date, until the date that control ceases. They are deconsolidated from the date on which control ceases.

Intra-group transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated on consolidation, except to the extent that intra-group losses indicate an impairment.

Foreign Currencies

Both the functional and presentational currency of the Company is Sterling (£). Each Group entity determines its own functional currency and items included in the Financial Statements of each entity are measured using that functional currency.

The functional currencies of the foreign subsidiaries are the Australian Dollar ("AUD").

Transactions in currencies other than the functional currency of the relevant entity are initially recorded at the exchange rate prevailing on the dates of the transaction. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the exchange rate prevailing at the reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date, when the fair value was determined. Gains and losses arising on retranslation are included in profit or loss for the year, except for exchange differences on non-monetary assets and liabilities, which are recognised directly in other comprehensive income, when the changes in fair value are recognised directly in other comprehensive income.

On consolidation, the assets and liabilities of the Group's overseas operations are translated into the Group's presentational currency at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the year unless exchange rates have fluctuated significantly during the year, in which case, the exchange rate at the date of the transaction is used. All exchange differences arising, if any, are recognised as other comprehensive income and are transferred to the Group's foreign currency translation reserve. On disposal of any such overseas subsidiaries, cumulative foreign exchange losses or gains recognised in equity via Other Comprehensive Income become realised and are recognised through the profit and loss account on disposal.

Taxation

Current taxation is the taxation currently payable on taxable profit for the year.

Current tax is calculated at the tax rates (and laws) that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Intangible assets - project development costs

Intangible assets comprise project development costs, incurred on the Group's Wilton International Chemicals Park Lithium Hydroxide Monohydrate processing facility in Teesside, UK. These costs include the cost of obtaining planning permission for the development of the facility, design and planning costs and all technical and administrative overheads directly associated with this project. These costs are carried forward in the Statement of Financial Position as non-current intangible assets less provision for identified impairments. Costs associated with development activity will only be capitalised if they meet the criteria as set out in IAS 38.

Upon any disposal, the difference between the fair value of consideration receivable for development assets and the relevant cost within non-current assets is recognised in the Income Statement.

Financial assets

Cash and cash equivalents

Cash and cash equivalents comprise cash at hand and current and deposit balances at banks, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash within a period of 3 months at inception of the instrument/investment and which are subject to an insignificant risk of changes in value.

Financial Assets held at amortised costs

The Group classifies its financial assets as held at amortised costs, and consists of trade and other receivables and loans to subsidiaries (for Company only financial statements).

These assets comprise the types of financial assets, where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of 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 current and non-current trade receivables are recognised, based on the simplified approach within IFRS 9, using a provision matrix in the determination of the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For the receivables, which are reported net, such provisions are recorded in a separate provision account, with the loss being recognised in the consolidated statement of comprehensive income. On confirmation that the receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions, for receivables from related parties and loans to related parties, are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those, where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the Consolidated Statement of Financial Position. Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the Consolidated Statement of Financial Position.

Financial liabilities

Financial liabilities are recognised in the statement of financial position when the Group and Company becomes a party to the contractual provisions of the instrument.

The Company's financial liabilities comprise trade and other payables.

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

Ordinary shares are classified as equity.

Share capital account represents the nominal value of the shares issued.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained earnings include all current year results as disclosed in the Statement of Comprehensive Income.

Share-Based Payments

Share Options

The Group operates equity-settled share-based payment arrangements, whereby the fair value of services provided is determined indirectly by reference to the fair value of the instrument granted.

The fair value of options granted to Directors and others, in respect of services provided, is recognised as an expense in the Income Statement with a corresponding increase in equity reserves - the share-based payment reserve.

The fair value is measured at grant date and charged over the vesting period during which the option becomes unconditional.

The fair value of options is calculated using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The exercise price is fixed at the date of grant.

Non-market conditions are performance conditions that are not related to the market price of the entity's equity instruments. They are not considered, when estimating the fair value of a share-based payment. Where the vesting period is linked to a non-market performance condition, the Group recognises the goods and services it has acquired during the vesting period, based on the best available estimate of the number of equity instruments expected to vest. The estimate is reconsidered at each reporting date, based on factors such as a shortened vesting period, and the cumulative expense is "trued up" for both the change in the number expected to vest and any change in the expected vesting period.

Market conditions are performance conditions that relate to the market price of the entity's equity instruments. These conditions are included in the estimate of the fair value of a share-based payment. They are not taken into account for the purpose of estimating the number of equity instruments that will vest. Where the vesting period is linked to a market performance condition, the Group estimates the expected vesting period. If the actual vesting period is shorter than estimated, the charge is to be accelerated in the period that the entity delivers the cash or equity instruments to the counterparty. When the vesting period is longer, the expense is recognised over the originally estimated vesting period.

For other equity instruments, granted during the year (i.e. other than share options), fair value is measured on the basis of an observable market price.

Critical accounting judgments and estimations

The preparation of the financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results ultimately may differ from these estimates.

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

The Directors consider the areas of critical accounting judgements or estimations in these financial statements to be the capitalisation of development expenditure on the Wilton project, vesting periods for share options and the application of the going concern principal.

On 24 November 2022 the Company received planning permission for the construction of its planned LHM refinery in Wilton International Chemicals Park, Teeside from the Redcar & Cleveland Borough Council. The Directors have determined that this event triggers the eligibility for the capitalisation of development expenditure. Under IAS 38 as the Company now has the commercial and legal rights to construct and exploit the plant for future economic benefit and, in the judgement of the Directors, the Group retains adequate technical resources and future availability of necessary financial resources necessary to complete the development of the project. As such, the costs of obtaining planning permission and all development costs incurred post receipt of planning permission are recognised as intangible assets in these financial statements. In the event that future events give rise to circumstances in which the Group no longer holds the commercial rights to develop and explant this asset, no longer intends to develop this asset or, in the opinion of the directors, the Group is no longer considered likely to have access to the funding necessary to develop the asset in the future, a material impairment of this asset would be recognised.

During the year the Company issued a number of share options with market based vesting conditions, notably when the Company share price reaches a certain threshold. In order to determine the fair value of options as required under IFRS 2, the Directors have had to make judgements on when these vesting conditions are likely to be met and the options consequently vest and become exercisable. The judgements have been formed following analysis of previous Company share price performance to specific events.

See above for further details on the Directors' assessment that the Company is a going concern.

Impairment of Investments in and loans to Subsidiaries

The carrying amount of investments in and loans made to subsidiaries is tested for impairment annually and this process is considered to be key judgement along with determining whenever events or changes in circumstances indicate that the carrying amounts for those assets may not be recoverable. When assessing the recovery of these balances, the directors consider the likelihood that the subsidiaries will be able to settle amounts owing, either out of future cashflows or though the recovery of balances receivable or divestment of assets. Where recovery of these balances is driven by receivable balances within the subsidiary, assessment of the likelihood of recovery and present value of future cash inflows is undertaken to ensure the amounts support the subsidiary loan carrying values in full.

No impairment of inter-company loans were deemed necessary in the year.

3. BUSINESS AND GEOGRAPHICAL REPORTING

The accounting policy for identifying segments is based on internal management reporting information that is regularly reviewed by the chief operating decision maker, which is identified as the Board of Directors. The Board of Directors consider the Group to have two identifiable operating segments; (a) the construction and operation of the Wilton Park Lithium Hydroxide processing facility in Teeside, UK and (b) the construction of a Lithium ore enrichment facility in Port Headland, Australia.

Year to January 2024	UK £	Australia £	**Total £**
Other Revenue	1,247	-	**1,247**
Business development	(1,852)	-	**(1,852)**
Project Development	(349,836)	(284,452)	**(634,288)**
Administration expenses	(1,295,137)	(159,058)	**(1,454,195)**
Foreign exchange	(5,215)	-	**(5,215)**
Finance costs	(1,697)	-	**(1,697)**
Loss before tax	(1,652,490)	(443,510)	**(2,096,000)**

4. EXPENSES BY NATURE

	2024 £	**2023 £**
Employee benefit expense (note 6)	302,733	529,782
Employee benefit - share based payments	66,802	53,844
Advertising and Marketing	122,426	147,199
Regulatory compliance expense	67,481	122,324
Legal fees	-	5,584
Share based payments - advisors	115,348	9,377
Travel & accommodation	37,704	81,738
Other professional fees	696,744	267,338
Other operating expenses	44,957	80,816
Total administrative expenses	**1,454,195**	**1,298,002**

Project development costs of £634,287 (2023: £1,298,011) in the year comprise the costs incurred in progressing the Company's Project in Teesside, U.K and Port Headland, Australia, that do not meet the criteria for capitalisation into intangible assets.

5. AUDITOR REMUNERATION

During the year the Company obtained the following services from the auditor:

	2024 £	**2023 £**
Fees payable to the auditor for non-audit services	-	-
Fees payable to the auditor for the audit of the Company	47,350	35,276
Total auditor's remuneration	**47,350**	**35,276**

6. EMPLOYEE BENEFIT EXPENSE

	2024 £	**2023 £**
Directors' salaries	128,589	60,000
Share based payments	182,150	63,221
Staff salaries	145,403	272,051
Recruitment and other staff costs	920	158,451
Social security	27,821	39,280
Total employee benefit expense	**484,883**	**593,003**

There were two employees in the year other than the Directors. Further disclosures in respect of Directors' remuneration are included within the Directors' Remuneration Report.

7. INCOME TAX

7. INCOME TAX

	2024 £	2023 £
Current tax	-	-
Total	**-**	**-**

	2024 £	2023 £
Loss on ordinary activities before taxation	(2,096,000)	(2,644,759)
Tax calculated at domestic rate applicable to UK standard rate for small companies of 19%	(398,240)	(502,504)
Effects of:		
Expenses not deductible for tax purposes	35,844	12,682
Adjustments relating to tax credits	325,018	-
Tax losses carried forward on which no deferred tax asset is recognised	37,378	489,822
Income tax credit	**-**	**-**

Adjustments relating to tax credits in the year arise from research and development tax credits received from HMRC under its research and development support programme.

Tax losses totalling approximately £3,413,038 (2023: £3,375,660) have been carried forward for use against future taxable profits. No deferred tax asset has been recognised in respect of these tax losses.

8. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2024 £	2023 £
Loss from continuing operations attributable to equity holders of the company	(1,770,982)	(2,644,759)
Weighted average number of ordinary shares in issue	7,560,005	6,572,053
	Pence	**Pence**
Basic and fully diluted loss per share from continuing operations	(23.43)	(40.24)

As at 31 January 2024 and 2023 there were no potentially dilutive instruments in issue for consideration in arriving at the fully diluted loss per share as the impacts of all such instruments as at the year end are anti-dilutive.

9. DIVIDENDS

There were no dividends paid or proposed by the Company.

10. INTANGIBLE ASSETS - PROJECT DEVELOPMENT COSTS

	2024 £	2023 £
At the beginning of the year	**298,813**	**-**
Additions in the year	18,276	298,813
At the end of the year	**317,089**	**298,813**

On 24 November 2022 the Group was awarded planning permission by the Redcar & Cleveland Borough Council for the construction of its planned LHM refinery in Wilton International Chemicals Park, Teeside. In the view of the directors, this milestone event represents the point when the criteria for capitalisation of project development costs as outlined in IAS 38 has been met. As a consequence, the Group has commenced the policy of capitalising all qualifying expenditure from this date. All costs incurred in the year that are directly associated with the application for and receipt of planning approval have been capitalised, including expenditure incurred prior to receipt of planning permission.

11. INVESTMENT IN AND LOANS TO SUBSIDIARIES (COMPANY)

	2024 £	2023 £
Investment in Subsidiaries	4	2
Loans to Subsidiaries	2,943,949	1,878,902
Total	**2,943,953**	**1,878,904**

Loans to subsidiaries have been included within the investment balance due to the long term nature of these receivables. The loans are interest free and repayable on demand when the subsidiary projects have yielded economic returns sufficient to settle the value of the loans.

12. TRADE AND OTHER RECEIVABLES

Group	2024 £	2023 £
Prepayments	47,537	45,891
VAT and GST recoverable	73,660	160,165
Other receivables	5,106	6,069
Total	**126,303**	**212,125**

Company	2024 £	2023 £
Prepayments	45,490	39,293
VAT and GST recoverable	25,720	39,321
Other receivables	2,500	4,543
Total	**73,710**	**83,157**

13. CASH AND CASH EQUIVALENTS

Group	2024 £	2023 £
Cash at bank and on hand	45,458	12,356
	45,458	**12,356**

Company	2024 £	2023 £
Cash at bank and on hand	27,961	5,356
	27,961	**5,356**

All of the Group's and Company's cash and cash equivalents are held in accounts which bear interest at floating rates and the Directors consider their carrying amount approximates to their fair value. Details of the credit risk associated with cash and cash equivalents is set out in note 16.

14. TRADE AND OTHER PAYABLES

Group	2024 £	2023 £
Trade payables	673,199	552,146
Other payables	53,965	17,761
Accrued expenses	180,045	451,688
Total trade and other payables	**907,209**	**1,021,595**

Company	2024 £	2023 £
Trade payables	364,948	303,250
Other payables	7,365	6,264
Accrued expenses	137,105	83,164
Total trade and other payables	**509,418**	**392,678**

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

The Directors consider that the carrying amount of trade payables approximates to their fair value.

15. SHARE CAPITAL, SHARE PREMIUM & SHARE BASED PAYMENTS

	Number of ordinary shares of 2p	Share Capital £	Share premium £	Share based payments £
At 31 January 2022	**5,999,999**	**120,000**	**1,279,094**	**-**
Share issues	1,199,999	24,000	1,175,999	-
Share issue expenses	-	-	(41,850)	-
Issue of Options and Warrants	-	-	-	63,221
At 31 January 2023	**7,199,998**	**144,000**	**2,413,243**	**63,221**
Share issues	1,614,853	32,297	1,968,497	-
Share issue expenses	-	-	(105,714)	-
Issue of Options and Warrants	-	-	(14,400)	196,550
At 31 January 2024	**8,814,851**	**176,297**	**4,261,626**	**259,771**

Share issues in year and prior year:

On 5 October 2023 the Company issued 964,853 ordinary shares of 2p for cash at a price of £1.40 per share.

On 4 January 2024 the Company issued 650,000 ordinary shares of 2p for cash at a price of £1 per share.

On 9 August 2022 the Company issued 1,199,999 ordinary shares of 2p for cash at a price of £1 per share.

Options issued in the year and prior year:

On 4 August 2022 the Company issued 590,000 options over ordinary shares, exercisable for 5 years from grant at a strike price of £1 per share and made up of three equal tranches with vesting conditions as follows:

A) The options vest when the Company share price has exceeded £5 for a period of 10 consecutive trading days;

B) The options vest on the later of i) the share price having exceeded £5 for a period of 10 consecutive trading days and ii) completion of project financing for the construction of the Wilton Park refinery;

C) The options vest on the later of the share price having exceeded £5 for a period of 10 consecutive trading days and ii) the commissioning of train 1 of the Wilton Park refinery.

On 5 August 2022 the Company issued 100,000 options over ordinary shares, exercisable for 5 years from grant at a strike price of £1 per share and made up of three equal tranches with vesting conditions as follows:

A) The options vest when the Company share price has exceeded £5 for a period of 10 consecutive trading days;

B) The options vest on the later of i) the share price having exceeded £5 for a period of 10 consecutive trading days and ii) completion of project financing for the construction of the Wilton Park refinery;

C) The options vest on the later of the share price having exceeded £5 for a period of 10 consecutive trading days and ii) the commissioning of train 1 of the Wilton Park refinery.

On 19 September 2022 the Company issued 100,000 options over ordinary shares, exercisable for 2 years from grant at a strike price of £1.5 per share and made up of two tranches with vesting conditions as follows:

A) The options vest when the Company share price has exceeded £5 for a period of 10 consecutive trading days - 40%;

B) The options vest when the Company share price has exceeded £10 for a period of 10 consecutive trading days - 60%;

On 6 June 2023 the Company issued 430,000 options over ordinary shares, exercisable for 5 years from grant at a strike price of £1.75 per share and made up of three equal tranches with vesting conditions as follows:

A) The options vest when the Company share price has exceeded £5 for a period of 10 consecutive trading days;

B) The options vest on the later of i) the share price having exceeded £5 for a period of 10 consecutive trading days and ii) completion of project financing for the construction of the Wilton Park refinery;

C) The options vest on the later of the share price having exceeded £5 for a period of 10 consecutive trading days and ii) the commissioning of train 1 of the Wilton Park refinery.

D)

The below table provides details on the assumptions used in arriving at the calculation of Fair Value for each of the above tranches of share options issued in the year and prior year, using the Black Scholes method.

Date of grant	Tranche	Number of Options	Assumed Exercise date	Risk free rate (%)	Volatility (%)	FV
4 August 2022	A	196,668	4 August 2027	1.719	24.51	£59,500
4 August 2022	B	196,667	4 August 2027	1.719	24.51	£59,500
4 August 2022	C	196,665	4 August 2027	1.719	24.51	£59,500
5 August 2022	A	33,334	5 August 2027	1.875	24.49	£9,600
5 August 2022	B	33,333	5 August 2027	1.875	24.49	£9,600
5 August 2022	C	33,333	5 August 2027	1.875	24.49	£9,600
19 September 2022	A	40,000	19 September 2024	3.13	23.77	£2,525
19 September 2022	B	60,000	N/A - lapse prior to exercise	3.13	23.77	Nil
6 June 2023	A	143,335	6 June 2028	4.39	40.50	£95,150
6 June 2023	B	143,334	6 June 2028	4.39	40.50	£95,149
6 June 2023	C	143,331	6 June 2028	4.39	40.50	£95,147

	2024		2023	
Company and Group	**Number of options Number**	**Weighted average exercise price £**	**Number of options Number**	**Weighted average exercise price Pence**
Outstanding at the beginning of the period	790,000	106.33	-	-
Granted during the year	430,000	175	790,000	106.33
Lapsed during the period	-	-	-	-
Outstanding at the end of the period	**1,220,000**	**130.53**	**790,000**	**106.33**

Share Capital

The share capital account represents the par or nominal value received for ordinary shares issued by the Company.

Share Premium

The share premium account represents the excess of consideration received for ordinary shares issued above their nominal value net of transaction costs.

Share-Based Payment Reserve

The share-based payment reserve represents the cumulative fair value charge for options and warrants granted by the Company over ordinary shares.

Foreign Exchange Reserve

The translation reserve represents the exchange gains and losses that have arisen on the retranslation of overseas operations.

16. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Group and Company's risk management is coordinated by the Board of Directors and focused on actively securing the Group and Company's short to medium term cash flows by minimising the exposure to financial markets.

The main risk the Group and Company is exposed to through its financial instruments is credit risk.

Capital risk management

The Group and Company's objectives when managing capital are:

(a) to safeguard the Group and Company's ability to continue as a going concern, so that it continues to

(a) to safeguard the Group and Company's ability to continue as a going concern, so that it continues to provide returns and benefits for shareholders;

(b) to support the Group and Company's growth; and

(c) to provide capital for the purpose of strengthening the Group and Company's risk management capability.

The Group and Company actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration the future capital requirements of the Group and Company and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes. The Group and Company is not subject to externally imposed capital requirements.

Credit risk

The Group and Company's financial instruments that are subject to credit risk are cash and cash equivalents. The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable financial institutions.

The Group and Company defines a default by a counterparty to be an event in which a balance receivable remains unsettled after a period of 90 days from the date on which the balance was due for settlement.

The Group's maximum exposure to credit risk is £171,761 comprising £126,303 of Trade and other receivables and £45,458 in cash and cash equivalents. The Company's maximum exposure to credit risk is £3,045,620 comprising £2,943,949 of intercompany receivables, £73,710 of Trade and other receivables and £27,961 in cash and cash equivalents.

Liquidity Risk

The Group and Company monitors its rolling cashflow forecasts and liquidity requirements to ensure it has sufficient cash to meet its operational needs. As the Group and Company maintains its cash reserves in instant access current accounts liquidity risk to operations is deemed to be minimal. Short term borrowings at the year end represent a loan provided by Paul Atherley, Group CEO and Directors, which is interest free and repayable when the Group and Company has raised sufficient additional finance to effect settlement.

Interest Rate Risk

As the Group and Company has no debt, other than the non-interest bearing loan provided by Paul Atherley, and does not maintain cash reserves on long term deposit accounts liked to interest rates, interest rate risk to operations is deemed to be minimal.

Foreign Exchange Risk

The Group's transactions are carried out in a variety of currencies, including Australian Dollars, United Stated Dollars, Papua New Guinea Kina and UK Sterling. To mitigate the Group's exposure to foreign currency risk, non-Sterling cash flows are monitored. Fluctuation of +/- 10% in currencies, other than UK Sterling, would not have a significant impact on the Group's net assets or annual results.

The Group does not enter forward exchange contracts to mitigate the exposure to foreign currency risk as amounts paid and received in specific currencies are expected to largely offset one another.

These assets and liabilities are denominated in the following currencies as shown in the table below:

Group **31 January 2024**	**GBP** **£**	**AUD** **£**	**Total** **£**
Intangibles - Project development costs	317,089	-	317,089
Trade and other receivables	90,273	36,030	126,303
Cash and cash equivalents	34,389	11,071	45,460
Trade and other payables	697,889	209,320	907,209
Short-term borrowings	102,289	-	102,289

The Group did not have any material assets or liabilities in any currencies other than GBP as at 31 January 2023.

17. FINANCIAL INSTRUMENTS

Categories of financial instruments:

Group	2024 £	2023 £
FINANCIAL ASSETS AT AMORTISED COST:		
Cash and cash equivalents	45,458	12,356
Trade and other receivables	126,303	212,125
Total financial Assets at amortised cost	**171,761**	**224,481**
FINANCIAL LIABILITIES AT AMORTISED COST:		
Trade and other payables	907,209	1,021,595
Short term borrowings	102,289	326,289
Total financial liabilities at amortised cost	**1,009,498**	**1,347,884**

Company	2024 £	2023 £
FINANCIAL ASSETS AT AMORTISED COST:		
Cash and cash equivalents	27,961	5,356
Trade and other receivables	73,710	83,158
Total financial Assets at amortised cost	**101,671**	**88,514**
	2024 £	**2023 £**
FINANCIAL LIABILITIES AT AMORTISED COST:		
Trade and other payables	509,418	392,678
Short term borrowings	102,289	326,289
Total financial liabilities at amortised cost	**611,707**	**718,967**

18. RELATED PARTY TRANSACTIONS

The compensation payable to Key Management personnel comprised £312,589 (2023: £177,600) paid by the Company to the Directors in respect of services to the Company. Full details of the compensation for each Director are provided in the Directors' Remuneration Report.

Sam Quinn is a partner in Silvertree Partners LLP who received £65,192 (2023: £55,980) during the year for the provision of accounting and finance, administration, bookkeeping and secretarial services. At the year end, an amount of £31,159 (2023: £12,567) was due to Silvertree Partners LLP.

Sam Quinn is a director and shareholder of Lionshead Consultants Ltd who received £60,000 (2023: £48,600) during the year for the provision of consulting services and £2,093 in reimbursement of expenses (2023: £5,390). At the year end, an amount of £nil (2023: £13,829) was due to Lionshead Consultants Ltd.

Paul Atherley is a director and shareholder of Selection Capital Ltd who received £84,000 during the year for the provision of advisory services (2023: £69,000) and £3,172 (2023: £47,852) during the year in reimbursement of various costs met on behalf of the Company. At the year end, an amount of £108,289 (2023: £16,641) was due to Selection Capital Ltd.

During the year, Paul Atherley provided a short term working capital loan to the Company, with the balance outstanding at the reporting date being £102,289 (2023: £326,289). The loan is interest free and repayable when the Company has raised sufficient additional finance to effect settlement.

During the year, the Group incurred £11,075 (2023: £7,775) in travel related costs and charged £nil (2023: £3,500) in travel related cost recharges to Pensana plc, a company in which Paul Atherley is a director and shareholder. As at the reporting date, £18,850 remained outstanding for settlement.

Vikki Jeckel is a director and shareholder of Supply Tactics Ltd who received £40,000 during the year post appointment for the provision of advisory services (2023: £nil). At the year end, an amount of £72,000 (2023: £nil) was due to Supply Tactics Ltd.

During the year, the Company provided loans to its two subsidiaries, Tees Valley Lithium Limited ("TVL") and Alkemy Capital Services Pty Ltd ("ACSL") by way of funds provided to meet their ongoing cash needs and the recharging of expenditure met by the Company on behalf of the subsidiaries. Loans provided during the period totalled £766,866 (2023: £1,776,103) for TVL, £151,670 (2023: £nil) for PHL and £146,487 (2023: £102,801) for ACSL respectively. Balances remaining owing from subsidiaries to the Company as at 31 January 2023 were £2,542,969 (2023: £1,776,103) for TVL, £151,670 (2023: £nil) for PHL and £249,288 (2023: £102,801) for ACSL respectively.

During the year, amounts totalling £57,714 (2023: £56,900) were paid to Alex Della Bosca, daughter of Paul Atherley, for her employment by the Group.

19. POST YEAR-END EVENTS

The Company's wholly owned subsidiary Tees Valley Graphite, has entered into a non-binding memorandum of understanding with Syrah Resources Limited for the establishment of a joint venture to develop a commercial-scale natural graphite active anode material ('AAM') processing facility located within the Teesside Freeport, to supply AAM to the European market.

20. ULTIMATE CONTROLLING PARTY

The Directors consider that the Company has no ultimate controlling party, as no individual member holds more than 50% of the issued shares.

21. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent liabilities or capital commitments as at 31 January 2024 (2023: nil).

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