RNS Number : 4864M
CleanTech Lithium PLC
12 June 2025

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CleanTech Lithium PLC

("CleanTech", "CTL" or the "Company")

Final Results 2024

CleanTech Lithium PLC (AIM:CTL), an exploration and development company advancing lithium projects in Chile, is pleased to announce its audited Final Results for the twelve months to 31 December 2024.

Highlights:

Operational Key Points:

- **Health & Safety**: Zero-harm safety culture focused on continuous improvement to achieve an injury free and healthy work environment - again no LTIs, major incidents or near misses in the year.
- **Laguna Verde JORC resource update:** A total resource was declared of 1.63 million tonnes of Lithium Carbonate Equivalent (LCE), including 0.81 million tonnes in the Measured and Indicated category, based on the area in the application for a Special Operating Contract for Lithium (CEOL).
- **CEOL submission:** Post-period end, in January 2025 the Company submitted its application for a Special Lithium Operation Contract ("CEOL") for the Company's flagship asset, Laguna Verde. Towards the end of April 2025, the Chilean government announced the CEOL application for Laguna Verde had not been admitted into the streamlined process. CleanTech has formally submitted an appeal which as at the date of this announcement the Government is reviewing. In the event the appeal is not successful, CleanTech has the option to enter the public tender process, details of which will be announced soon. The Company will update the market as and when it has any further information.
- **Local communities:** CEOL application was supported by three letters of support from the local indigenous communities with which the Company has co-signed agreements to support CEOL and EIA process.
- **Ongoing drilling programme at Laguna Verde:** In 2024 two wells completed, LV7 and LV11, results of which fed into the resource update and Pre-Feasibility Study (**PFS**). Further drilling planned when further funding is secured.
- **Laguna Verde PFS:** Well-advanced and will now be finalised once CEOL process and associated resource area is determined. The PFS is led by internationally recognised engineering consultancy, Worley.
- **Exploration assets:** Retained licences at Arenas Blancas (Salar de Atacama) for potential exploration in the future at the world's largest lithium brine basin. Decided to relinquish Llamara licences following suboptimal results and to prioritise the Laguna Verde project.
- **Direct Lithium Extraction (DLE) Pilot Plant** Operated the plant after commissioning in Q1 2024, producing high purity lithium carbonate at 99.78% grade. The entire process from brine extraction to final lithium product has now been proven. Current focus on scaling production for sharing with strategic partners.
- **DLE Inauguration Event:** Held an opening event in May 2024 with local communities and government officials at the DLE Pilot Plant in Copiapó to engage, educate and establish partnerships.
- **Maintained Co-Developed Mining Model:** For lithium extraction signed with Ercilia Araya Altamirano, Ancestral Authority of the Colla Pai-Ote community, and representatives from the Río Jorquera and Pastos Grandes communities.
- **Management & Staff**: including directors, 15 fulltime employees and / or long-term contractors across the Group at the end of 2024.

Corporate Key Points:

- **Funding:** Raised the equivalent of approximately £4.6 million in the calendar year 2024 in two separate fund raises; c. £2.1 million in Loan Notes from four shareholders in late June 2024 and a £2.5 million placing in October 2024.
- **ASX Listing:** Pursuing a dual-listing to expand resource focused investor base, administrative process well-advanced. Timing will now be linked to the outcome of the CEOL application and results of PFS.
- **OTCQX Listing:** De-listed from the OTCQX at end-2024 due to low trading volumes and to minimise associated cost.
- **Sustainability Reporting:** Progressing the Company's first sustainability report, scheduled to be released in 2025. Led by the ESG committee and will outline the Company's approach to non-financial risks to ensure long-term resilience.
- **Signatory of UN Global Compact:** Continue the Company's commitment to the Ten Principles of the United Nations Global Compact on human rights, labour, environment and anti-corruption.
- **Local University partnership:** CleanTech loaned its DLE carousel and equipment to Universidad de Atacama to support students to develop technical skills and help secure a future workforce for Chile's growing lithium industry.
- **Laguna Verde Vendor Payment:** The US 1.25 million payment due in Q4 2024 was deferred by agreement with the vendors until completion of the ASX listing. If the listing is further delayed, the Company will explore alternative payment options.
- **Cash Position:** £0.13 million at year-end 2024 with Placing of £2.4 million being announced in February 2025, supported mainly by current shareholders.

Ignacio Mehech, Chief Executive Officer, CleanTech Lithium PLC, said:

"I'm very impressed by how much CleanTech has advanced the Laguna Verde project despite challenging lithium market conditions to navigate. The past 12 months has seen significant milestones being achieved including the commissioning and operation of our DLE pilot plant and the production of lithium carbonate, proving the entire process from brine to lithium product.

Our priorities remain clear; complete the PFS at Laguna Verde, scale the production of battery-grade lithium from our DLE based projects and continue to work with the Chilean Government for the granting of a CEOL before recommencing the process to dual-list on the ASX. The coming months ahead bring major value drivers and why I'm excited to keep this momentum going as I take on the responsibilities of CEO, keeping CleanTech on track to be a front runner in Chile for advancing Direct Lithium Extraction to responsibly produce lithium for the growing demand for batteries."

A full version of the audited annual report and accounts will shortly be available on the Company's website, accessible via the link and with extracts set out below: https://ctlithium.com/investors/latest-presentation-report/

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Extracts from the audited Annual Report and Accounts for the year ended 31 December 2024

Chairman's Statement

Positioning CleanTech Lithium for Long-Term Growth

I am pleased to present this annual report at a transformational time for CleanTech Lithium. Over the past year, we have achieved significant milestones at our flagship project, Laguna Verde, which reinforces our position as a key player in the future of sustainable lithium supply from Chile. Despite short-term market volatility the long-term outlook for lithium remains strong and is underpinned by the accelerating energy transition through electric vehicle (EV) demand, battery energy storage systems (BESS) for renewable energy and in use of AI and data centres. Our focus remains on advancing the Laguna Verde project, scaling battery-grade lithium carbonate, expediate regulatory approvals, and securing ASX listing to enhance our global market presence.

That we have worked this past year without experiencing a work injury and have made good advances in our sustainability management programmes are noteworthy.

Strengthening Our Resource Base: Laguna Verde Update

A major highlight over the past 12 months was the updated JORC-compliant resource estimate for Laguna Verde, reaffirming the project's significant potential. A total resource was declared of 1.63 million tonnes of LCE, including 0.81 million tonnes in the Measured and Indicated category, based on the area in the application for a CEOL. This resource update provides a robust foundation as we advance our PFS which is well-advanced and will be finalised once the CEOL application and associated resource area is determined.

In mid-January, we submitted our CEOL application for Laguna Verde, which has been declared by Government as a priority project for development, marking a critical step toward securing long-term production rights. Supporting our application are letters from the local indigenous communities with which we have co-signed agreements. Securing their support and trust in the Company is paramount to the long-term success of the projects, regional economic development and social licence to operate. Chile's evolving lithium regulatory framework presents opportunities for sustainable lithium extraction, and we are working closely with stakeholders to ensure CleanTech Lithium remains a leader in this space.

The Chilean Government acknowledged receipt of our CEOL application, a detailed submission covering technical, financial, and licensing aspects. On 22nd April 2025, we were informed that the application had not been accepted into the streamlined procedure to enter direct discussions with the Government. We formally appealed within the five-day window, as we believe we meet the criteria under the National Lithium Strategy and will update the market accordingly. If unsuccessful, we will pursue the upcoming public tender process details of which are expected to be publicised soon. Given our strong licence position at Laguna Verde, we are confident we will be preferably positioned in that process. Only one CEOL will be granted per prioritised salar, enabling commercial lithium extraction.

Exploration Upside: Viento Andino and Salar de Atacama
Our second project Francisco Basin has been renamed Viento Andino. The project is located to the south of the Nevada Tres Cruces national park which includes the Laguna del Negro Francisco. In March 2024, as part of the National Lithium Strategy, the Chilean Government further clarified that national parks would be protected from lithium development. The change in name to Viento Andino was made to remove any doubt as to which area the project covers and underlining that all previous exploration programmes and planned works are undertaken outside of the protected area and additionally applying a buffer zone.

Licences were also acquired on the periphery of the Salar de Atacama which has the highest lithium grades in the world and the world´s largest lithium brine operations. These licences are called the Arenas Blancas project and allow us to advance exploration and leverage our expertise in DLE in Chile's most prolific lithium-producing region.

Following a review of the exploration data at the Llamara project it was decided to concentrate our financial resources on the other projects and discontinue work at Llamara. The licences at Llamara are to be let go and the Company has subsequently impaired the historical costs for Llamara in our 2024 Financial Accounts, refer Note 12 to the Financial Statements.

Pursuing ASX Listing to Broaden Market Access
Expanding our access to global investors remains a core priority, and our planned dual listing on the ASX is being actively progressed. The ASX is home to a sophisticated natural resources and lithium investment market, and the Board expects that this listing will enhance liquidity, attract new institutional investors, and position CleanTech Lithium for long-term growth. The Board remains committed to ensuring a smooth and successful listing process. Timings of the planned listing is dependent on the outcome of the CEOL application and results of the PFS.

Appointment of new CEO
Although Tony Esplin was announced as CEO designate in November 2024, due to personal reasons he decided not to take up the role. His appointment was in part conditional on the Company's ASX listing, now expected once the CEOL application has progressed and results of the PFS are finalised. CleanTech secured the appointment of Ignacio Mehech as CEO and Board director on 10th April 2025. This has allowed me to step down as interim CEO and hand over to Ignacio.

I will continue to fulfil the role as Executive Chairman, with the intention to transition to Non-Executive Chairman at the appropriate time. Meanwhile, I look forward to working with Ignacio, whose extensive experience includes leadership at Albemarle, a leading battery-grade lithium producer. His background in Chile's mining sector, government relations, and community engagement will be invaluable as we advance our sustainable lithium projects.

Delivering High-Grade Lithium Carbonate at Scale
One of our key objectives is scaling the delivery of battery-grade lithium carbonate for testing and validation by strategic partners and potential off-takers. This will be a critical step in demonstrating the commercial viability of our product and securing long-term agreements with battery and automotive manufacturers. The ability to produce high-purity lithium carbonate is central to our strategy, and we are making excellent progress on this front having recently produced a first sample of 99.78% purity of lithium carbonate from our pilot plant. This is well above the Chinese battery grade standard of 99.6%. I must thank our partners Conductive Energy and Forward Water Technologies and the CleanTech Lithium team for producing these significant results. We will now look to scale up the process to deliver larger quantities of battery grade lithium carbonate for product testing by potential strategic or offtake partners in the coming months.

A Sustainable Vision for the Future
The lithium market's long-term fundamentals remain robust, driven by global electrification and decarbonisation efforts. CleanTech Lithium is at the forefront of this transformation in Chile, with a strong resource base, innovative DLE technology to be powered by renewable energy, and a commitment to responsible development.

As we move forward, our priorities remain clear:

- Advancing Laguna Verde through PFS completion into Definitive Feasibility Study
- Securing the Special Lithium Operating Contract (CEOL) from the Government
- Maintain our proactive engagement with local indigenous communities and local stakeholders
- Delivering high-grade lithium carbonate samples to potential off-takers and strategic partners
- Bringing a strategic partner into the Laguna Verde project
- Achieving our ASX dual listing to enhance shareholder value, and
- Advancing exploration at Viento Andino and Arenas Blancas.

With these foundations in place, CleanTech Lithium is well-positioned for a successful future. I would like to thank our investors, stakeholders, directors and CleanTech team for their continued support as we work toward becoming a leading low-cost, sustainable lithium producer.

Steve Kesler,

Executive Chairman

12 June 2025

Financial Review

Key Drivers for 2024

Two prioritised objectives formed the basis on which CleanTech chose to allocate its capital during 2024, namely: to maintain progress on the Group's flagship asset; and to demonstrate CleanTech's ability to produce international standard battery grade lithium from Laguna Verde brine via its pilot plant. Both objectives have been achieved.

Early on in 2024 the Board took the strategic decision to place CleanTech's other assets on a care-and-maintenance basis pending availability of sufficient capital; in so doing allocation of resource toward progressing the Laguna Verde asset as optimally as possible was prioritised.

As a part of its annual review of the portfolio, the Directors agreed to impair the Llamara asset in full; going forward, no further capital will be allocated to that project.

Without doubt, CTL continues to be the one of the most active lithium exploration and development companies in Chile with progress seen across the following programmes in 2024:

- Drilling campaigns in challenging environments resulting in combined total of 2.55 million tonnes LCE JORC Resource.
- Meaningful progress made in gathering information for key areas of the project (e.g. of source and capacity requirements for power usage, of water, of the location and critical engineering design decisions for the facilities, of the type of lithium product which can be produced, of updated JORC resource etc). We have been diligent regarding the quality of this information recognising its importance to make well-informed decisions which, in turn, will be central for the project.
- Other areas including procurement, international shipping, in-country construction and property acquisition, commissioning and operating a DLE pilot plant (with a design capacity of one tonne LCE per month) have all been areas which have moved forward.
- Finding and building mutually beneficial relationships with suppliers, such as CleanTech's downstream processing partners in the USA who were instrumental in processing Laguna Verde eluate, produced in CleanTech's DLE pilot plant to be processed into exceptionally high-grade lithium carbonate - a real success story for us to build on in 2025.
- On-going engagement with the indigenous communities whose input and support are highly valued.
- Submitting a comprehensive CEOL application for Laguna Verde which is currently under review by the Government, and
- On-going development of the management, operational and technical teams who will be crucial for the successful delivery of the project as it transitions to its next phase.

All of this comes at a cost. Since starting its operations in Chile, CTL has invested over £25 million in its Chilean activities which evidences our desire to continue to work expeditiously towards our objectives and to invest directly into our Chile projects.

Overview of 2024 expenditure
Capex: Exploration & Evaluation assets

A total cash capex of £5.5 million was incurred in 2024 (2023: £8.9 million), made up as follows:

Capital expenditure	Comment	2024 £ million	2023 £ million
Drilling, resource development	For the development of JORC compliant resource	2.32	6.19
DLE	Costs of pilot plant development and LCE production	0.79	0.57
PFS	Laguna Verde PFS	0.98	0.29
EIA, Communities, Licences and Other	Critical other capital expenditure	1.42	1.80
Cash cost		5.51	**8.85**

Income statement

Administrative costs totalled £3.7 million in 2024 (£4.2 million: 2023)

Administrative costs		2024 £ million	2023 £ million
People	Jersey, London & Chile	0.98	1.21
Listing & Compliance	AIM and corporate governance	0.45	0.34
Travel	Conferences, marketing, travel in Chile	0.21	0.88
PR/IR	Includes consulting costs & conferences	0.38	0.58
Legal, finance, tax & audit	Including accounting services	1.13	0.68
Other G&A	Other overhead costs across the group	0.54	0.51
Cash costs		**3.69**	**4.20**
Finance costs	Amortisation of deferred consideration Note 16; and commissions on Loan Notes, Note 18	1.63	-
VAT provision	Note 13	0.78	1.24
Fair-value of share options	Note 15	0.64	0.45
Asset impairment	Note 12	0.50	

Asset impairment	Note 12	0.50	-
Non-cash costs		3.55	1.69
Total		7.24	5.89

In addition, other comprehensive income includes foreign exchange charges of approximately £1.9 million, which have arisen due to translational and transactional changes in GBP relative to USD and CLP currency movements.

Statement of financial position

The Group statement of financial position at 31 December 2024 shows the Group with net assets of £14.0 million (2023: £19.8 million).

During the year, the Company secured approximately £4.6 million in gross proceeds through the issuance of loan notes (approximately £2.1 million, refer Note 18) and through the issuance of new ordinary shares (£2.5 million, refer 14)

In addition, a share consolidation was approved at a shareholders' general meeting in November 2024. The share consolidation saw the nominal price per share double (from 1p to 2p) and the number of shares in issue halve (such that there was no overall change to the value of each shareholding). The share consolidation also represented a so called 'adjustment event' for the purposes of warrants and share options in issue, wherein the number of options and warrants halved and their respective exercise price doubled so as to ensure their overall value of the subscription remains unchanged.

Tough year for lithium companies

From a global perspective 2024 was another tough year in the international lithium markets. Many lithium companies were forced to reduce exploration & development work programmes, shut-in production or cancel/defer certain projects with the availability of funding for lithium projects being seriously curtailed in the short-term. The cause being a combination of challenging macro-economic factors, although such causes are expected to be short-term in nature.

CTL was not unaffected and, with the challenges in raising capital from equity markets, sought to raise capital from other sources. Even those were not without challenge, mid-year funding suffered because one investor defaulted on a £1 million investment commitment. This was subsequently replaced through the issuance of approximately AUD 4 million (c. £2.1 million) in loan notes, with proceeds raised from existing current shareholders. An equity raise in early October 2024 generated a further £2.5 million (before expenses) with strong existing shareholder support. In February 2025, a further £2.4 million of funds through another AIM Placing and Retail Offer, has been supported by over 120 of our current shareholders. The Board is grateful for the support from shareholders in challenging market conditions and we will continue to manage those funds carefully in the months ahead and in anticipation of the long-planned ASX listing.

CleanTech has adapted to the difficult market conditions in several ways, for example: with strategic cost cutting to reduce management and staff headcount in Chile; with the termination of certain support services and PR/IR activities, mainly from early 2H 2024 onwards. The Directors have agreed to the deferral of fees paid in cash since September; it is expected that accrued remuneration in the Company will be settled in shares or nil cost options in due course.

Funding in 2025 and Strategy Beyond

The Board firmly believes in the underlying value of CTL's portfolio and considers CleanTech is trading at a significant discount to other companies in the sector, whether in terms of quality of asset or stage of development.

The structural fundamentals underpinning CTL's portfolio and progress are key factors for the Board in assessing the attractiveness and value proposition of the Company. To add briefly to some of those factors, the following are worth noting as differentiators:

- the quality of CleanTech's projects, in terms of the grade of lithium deposits and relatively low level of projected pre-production capital expenditure (noting that the release of the PFS will provide a potential platform for the Company to commence discussions with potential strategic or offtake partners and financiers);
- the Demand-Supply imbalance which will see demand structurally outweigh supply over the medium and longer term;
- the prime location of CleanTech's projects in Chile, where Chile holds the largest known reserves of lithium in the world and is a well-respected international mining jurisdiction with strong credit rating;
- the fact that several large entities have taken an active interest in CleanTech and are subject to non-disclosure agreements with access to a Company data room. These parties recognise the impending demand-supply imbalance and are keen to secure supply chain access. They are larger than CleanTech and possess the capacity to deploy substantial resources toward supporting CleanTech in developing its portfolio. Increased contact with these parties is expected in the coming months as the PFS is completed and samples of battery grade lithium, produced from CTL's DLE Pilot Plant, can be shipped for process analysis; and
- the Directors have a track record for raising funds to support development of large international projects in the energy or natural resources space and the Company is planning to engage a corporate financial adviser in Q2 2025 to adopt a proactive approach to potential strategic parties and help establish the optimum funding structure, initially for the development of Laguna Verde. Discussions continue with various potential advisers, including parties who have recently assisted in raising significant and varied funds for lithium development projects internationally.

ASX

The planned dual listing on ASX remains an important step for the Company for several reasons, and still plans to complete the listing in the coming months subject to the results of the PFS and update to CEOL application.

As a part of the listing the Company will need to undertake an equity raise in part to meet an ASX requirement for CleanTech's share register to contain a certain number of new Australian-based shareholders. The amount of any fundraising on ASX is not yet decided and will invariably be considered in the context of other funding options and market sentiment.

Other funding sources

The Board looks forward to re-engaging discussions with strategic partners and interested parties seeking offtake in the months ahead, knowing the Company will be negotiating from a position of strength at that time and with a product such parties will want to secure. Having navigated the process towards a CEOL for Laguna Verde, released the results of the PFS on Laguna Verde and be producing battery grade lithium carbonate, the Company will then proactively engage with strategic parties and looks forward to having meaningful discussions about how to drive Laguna Verde forward towards early production - with the funding of this drive becoming clearer as 2025 progresses. The CTL team look forward to moving to that stage in the near future.

Gordon Stein

Chief Financial Officer

12 June 2025

Financial Results

Consolidated Statement of Comprehensive Income

	Notes	Audited Year ended 31-Dec-2024 £	Audited Year ended 31-Dec-2023 £
Income		-	-
Administrative costs	5	(3,690,963)	(4,198,647)
Fair value movement of options and warrants	15	(638,074)	(448,155)
Provision for Chilean VAT recoverable	13	(778,340)	(1,238,798)
Impairment loss	12	(499,293)	-
Operating loss		(5,606,671)	(5,885,600)
Finance costs	6	(1,302,602)	-
Foreign exchange on financing transactions		(332,946)	-
Loss before tax		(7,242,219)	(5,885,600)
Income tax	8	-	-
Loss for the year after tax		(7,242,219)	(5,885,600)
Other comprehensive (loss) / income:			
Foreign exchange differences arising on translation of functional currencies		(1,890,213)	(1,021,070)
Total comprehensive loss for the year		(9,132,432)	(6,906,670)
Loss per share			
Basic and diluted (GBP £)	9	(0.048)	(0.054)

The accompanying notes are an integral part of these consolidated financial statements.

All amounts are derived from continuing operations

Consolidated Statement of Financial Position

	Notes	Audited as at 31-Dec-24 £	Audited as at 31-Dec-23 £
Exploration and evaluation assets	12	32,583,274	13,710,413
Non-current assets		**32,583,274**	13,710,413
Cash and cash equivalents		134,248	6,202,028
Trade and other receivables	13	161,492	610,898
Current assets		**295,740**	6,812,926
Trade and other payables	17	(471,672)	(351,637)
Provisions and accruals	17	(770,342)	(378,713)
Loan notes payable	18	(2,185,135)	-
Deferred consideration	16	(1,686,408)	-
Current liabilities		**(5,113,557)**	(730,350)
Deferred consideration	16	(13,815,221)	-
Non-current liabilities		**(13,815,221)**	-
Net assets		**13,950,236**	19,792,989
Share capital	14	28,443,989	26,310,625
Capital reserve		(77,237)	(77,237)
Share based payment reserve		6,869,574	5,713,259
Foreign exchange reserve	19	(2,595,588)	(705,375)
Accumulated losses	19	(18,690,501)	(11,448,283)
Equity and reserves		**13,950,236**	19,792,989

The accompanying notes are an integral part of these consolidated financial statements.

These financial statements were approved and authorised for issue by the Board of directors on 30 April 2025 and were signed on its behalf by:

Gordon Stein

Chief Financial Officer

12 June 2025

Consolidated Statement of Changes in Equity

	Share Capital	Capital Reserve	Share based payments reserve	Foreign exchange reserve	Accumulated losses	Total
	£	£	£	£	£	£
At 1 January 2023	21,076,155	(77,237)	1,578,340	315,695	(5,562,683)	17,330,270
Loss for the year	-	-	-	-	(5,885,600)	(5,885,600)
Other comprehensive loss	-	-	-	(1,021,070)	-	(1,021,070)
Total comprehensive loss	-	-	-	(1,021,070)	(5,885,600)	(6,906,670)
Share options and warrants	(3,074,767)	-	4,134,919	-	-	1,060,152
Shares issued	8,309,237	-	-	-	-	8,309,237
	5,234,470	-	4,134,919	-	-	9,369,389
31 December 2023	**26,310,625**	**(77,237)**	**5,713,259**	**(705,375)**	**(11,448,283)**	**19,792,989**
At 1 January 2024	26,310,625	(77,237)	5,713,259	(705,375)	(11,448,283)	19,792,989
Loss for the year	-	-	-	-	(7,242,219)	(7,242,219)
Other comprehensive loss	-	-	-	(1,890,213)	-	(1,890,213)
Total comprehensive loss	-	-	-	(1,890,213)	(7,242,219)	(9,132,431)
Share options and warrants	(169,768)	-	1,156,315	-	-	986,547
Shares issued	2,303,131	-	-	-	-	2,303,131
	2,133,363	-	1,156,315	-	-	3,289,678
31 December 2024	28,443,989	(77,237)	6,869,574	(2,595,588)	(18,690,501)	13,950,236

The accompanying notes are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

		Audited Year ended 31-Dec-2024	Audited Year ended 31-Dec-2023
		£	£
Loss after tax for the period		(7,242,219)	(5,885,600)
Non-cash items:			
Fair value recognition of share options and warrants			527,931
Movement in trade and other receivables		398,750	(313,355)
Movement in payables, provisions and accruals		1,730,397	262,447
Impairment of assets		499,293	-
Finance costs		501,464	-
Net cash used in operating activities		(3,474,240)	(5,408,577)
Expenditure on exploration and evaluation assets	12	(6,502,455)	(8,851,684)
Net cash used in investing activities		(6,502,455)	(8,851,684)
Net proceeds from issue of ordinary shares	14	2,239,138	8,192,346
Proceeds from issue of loan notes		2,070,013	-
Finance costs		-	-
Net cash generated from financing activities		4,309,151	8,192,346
Net cash flow		(5,667,545)	(6,067,915)

Cash and cash equivalents brought forward	6,202,028	12,368,265
Net cash flow	(5,667,545)	(6,067,915)
Effect of exchange rate changes	(400,236)	(98,322)
Cash and cash equivalents carried forward	134,247	6,202,028

The accompanying notes are an integral part of these consolidated financial statements.

Notes to the Financial Statements

1. GENERAL INFORMATION

CleanTech Lithium Plc ("CTL Plc", or the "Company")

The consolidated financial statements of CleanTech Lithium Plc for year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Board on 12 June 2025.

CleanTech Lithium Plc was incorporated and registered as a private company, initially with the name CleanTech Lithium (Jersey) Ltd, in Jersey on 1 December 2021 with registered number 139640. It was subsequently reregistered as a public limited company on 20 January 2022 and on 2 February 2022 it changed its name to CleanTech Lithium Plc.

On 14 February 2022, a share-for-share exchange between the shareholders of CleanTech Lithium Ltd (CTL Ltd, or the U.K. entity) and CTL Plc completed, resulting in CTL Plc acquiring and becoming the parent company of CTL Ltd and its wholly owned subsidiaries, together "CleanTech Lithium Group" or the "Group".

During the year to 31 December 2024, a Chilean holding company was incorporated as a subsidiary of CTL Ltd. and the interests held by CTL Ltd in four of the Chilean entities were transferred to the holding Company, CleanTech Chile SpA.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with UK-adopted international accounting standards (UK IAS). These financial statements are for the year 1 January 2024 to 31 December 2024 and the comparatives are for the year 1 January 2023 to 31 December 2023.

Throughout the reporting period, including the comparatives, the historical cost basis of preparation is used, except for certain financial assets measured at fair value.

The amounts in this document are presented in British Pounds (GBP), unless noted otherwise. Due to rounding, numbers presented throughout these financial statements may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

The consolidated financial statements present the consolidated results of the parent and the subsidiaries (see note22) under its control. The basis for consolidation is consistent with previous years financial statements which include the history of the group.

As permitted by Companies (Jersey) Law 1991 only the consolidated financial statements are presented.

Going Concern
The Group is in a pre-revenue phase of development and until its transition to revenue generation and profitability the Group will be required to rely on externally sourced funding to continue as a going concern, the Board recognises this condition may indicate the existence of material uncertainties, which may cast significant doubt regarding the Group's ability to continue as a going concern. Notwithstanding, the Directors have a demonstrated record of successfully raising capital raising for projects and ventures of this nature and are confident in being able to secure the funding needed for the Group to deliver on its commitments and continue as a going concern.

As a part of its Going Concern assessment, consideration has been given to the Group's anticipated activities which have been included in the financial forecast. The Group has no capital commitments but is required to extend or repay the Loan Notes on the 30-Jun-25 (see Note 18). The Group is taking action to address this matter expecting inflows from external funds to meet these requirements within the going concern period and so the Directors are of the opinion that the Group has adequate financial resources to allow it to continue for at least 12 months from the date of the approval of these financial statements. Additionally, the Directors have considered downside scenarios including the event where there is a delay to the expected generation of cash. In the event of financial distress, the Directors are confident that the implementation of austerity measures, the proven success in raising capital, the financing and strategic options available, will enable the Group to continue as a going concern. Therefore, the going concern basis is adopted in preparing the financial statements.

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

3. MATERIAL ACCOUNTING POLICIES

The preparation of the Group's financial statements is done in compliance with U.K. adopted International Accounting Standards and the following summarises the Group's material accounting policies.

Standards and interpretations issued but not yet applied
At the date of the Group's financial statements, the Directors have reviewed the standards in issue by the UK Endorsement Board and the International Financial Reporting Interpretations Committee by the International Accounting Standards Board, which are effective for periods beginning on or after the stated effective date but have not yet been applied. In their view, these standards would not have a material impact on the financial reporting of the Group.

Foreign currency
Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in pound sterling, which is the Group's presentation currency.

Transactions and balances
Foreign currency transactions are translated into the relevant functional currency using the exchange rates

Foreign currency transactions are translated into the relevant functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the retranslation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Group companies
The results and financial position of the Chilean entities are recorded in CLP and, where relevant of the Australian entities from AUD , are translated into Pounds Sterling (GBP £), the presentation currency, as follows:

- assets and liabilities on the Statement of Financial Position are translated at the closing rate at each reporting date;
- income and expenses in the Statement of Comprehensive Income are translated at average exchange rates, unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions; and
- all resulting exchange differences are recognised in "other comprehensive income".

On consolidation, exchange differences arising from the translation of the net investment in the Chilean entities are recognised in "other comprehensive income". When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of gain or loss on sales.

Income taxes
Income tax expense consists of current and deferred tax expense. Income tax expense is recognised in the income statement.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or enacted substantively at the period end, and adjusted for amendments to tax payable with regards to previous years. The tax rates that apply in each foreign jurisdiction are disclosed in Note 8

Deferred tax assets and liabilities are recognised for future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities on the Statement of Financial Position and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or enacted substantively tax rates expected to apply when the asset is realised, or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the income statement in the period that substantive enactment occurs.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination;
- the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss); and
- the initial recognition of an asset or liability in a transaction which at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

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 Group intends to settle its current tax assets and liabilities on a net basis.

Exploration and evaluation assets
Exploration and evaluation assets are capitalised as intangible assets on an individual prospect basis until such time as an economic volume is defined or the prospect is abandoned. No costs are capitalised until the legal right to explore the property has been obtained. When it is determined that such costs will be recouped through development and exploitation, the capitalised expenditure is first tested for impairment, then transferred to tangible assets and depreciated over the expected productive life of the asset.

Costs for a producing prospect are amortised on a unit-of-production method, based on the estimated life of the reserves, while costs for the prospects abandoned are written-off.

Impairment reviews for exploration and evaluation assets are carried out on a project-by-project basis, with each project representing a single cash generating unit. An impairment review is undertaken when indicators of impairment arise but typically when one or more of the following circumstances apply:

- unexpected geological occurrences are identified that render the resource uneconomic;
- title to the asset is compromised;
- fluctuations in commodity prices render the project uneconomic; or
- lack of available financing to progress the project.

Where the Group enters into exploration option agreements with third parties, the Group may acquire or dispose of mineral rights and certain benefits attached to those mineral rights. Since these options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation assets when payments are made, or as recoveries when payments are received, either against exploration and evaluation assets or as income within the income statement depending on the nature of the option agreement.

The recoverability of the amounts capitalised for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Group's interest in the underlying mineral claims, the ability to develop its exploration and evaluation assets, the ability to obtain the necessary financing to complete their development and future profitable production.

Acquisition of and Deferred Consideration associated with LV Purchase Agreement
The LV licences acquired under the LV Purchase Agreement are designated as an asset acquisition and assigned a fair value in accordance with the principles of the UK IAS. Consistent with IFRS 13, a discount rate reflective of the factors that market participants would consider in the pricing of such a liability as well as the currency in which the cashflows are denominated. As the discount is amortised, it is recognised as a finance cost in the Income

the cashflows are denominated. As the discount is amortised, it is recognised as a finance cost in the Income Statement.

Loan Notes
The Loan Notes and associated warrants are accounted for in accordance with IAS 32, wherein the fair value of the warrants is assessed to be the residual between the value of the loan and the present value of the loan discounted at a market rate of interest. If a reliable market rate is not readily available, then an estimate of the fair value of the warrant element of the transaction can be derived using a reliable methodology. If broker commissions are applicable, they are deemed a direct transaction cost and so are recognised in the loan balance and unwound of the loan term.

Capitalising of people costs
The relevant portion of employee and contractor costs (including the share-based payment charge) incurred for service and activity deemed to relate to the evaluation, technical feasibility and commercial viability of extracting a mineral resource are capitalised.

Environmental rehabilitation
An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbances are caused by the exploration or development of exploration and evaluation assets due to statutory, contractual, constructive, or legal obligations.

At the reporting date, the Group has no environmental rehabilitation obligations in CleanTech Atacama SpA, formerly Laguna Negro Francisco SpA, Laguna Escondida SpA, Laguna Brava SPA, Atacama Tierras Blancas SpA, or Atacama Salt Lakes SpA; as such, no provision has been recognised in the Group's financial statements.

The Directors review annually for changes in regulatory requirements with respect to environmental rehabilitation obligations.

Impairment
At the end of each reporting period, the carrying amounts of the Group's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognised in the income statement.

For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

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

Fair value of options and warrants
Fair value is recognised over the period between the grant date and the date of vesting; if the vesting conditional an estimated date is applied. If the vesting occurs when granted, then the full fair value is recorded on the vesting date.

Financial instruments
Where applicable, the Directors classify the Group's financial assets in the following categories:

- financial assets at "fair value through income statement"; or
- loans and receivables

The classification depends on the purpose for which the financial assets were acquired. The classification of the Group's financial assets is determined at initial recognition and depends on the nature and purpose of the financial instrument.

Financial assets carried at fair value through income statement are recognised and recorded initially at fair value and transaction costs are expensed in the income statement.

Loans and receivables
Other receivables and borrowings that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". "Loans and receivables" are recognised initially at the transaction value and carried subsequently at amortised cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at year end.

The Directors have classified the Group's other receivables and borrowings as "loans and receivables".

Share based payments
The fair value of share options or warrants granted is charged to the income statement or capitalised in the statement of financial position, with a corresponding increase in a share-based payment reserve. The fair value of share options is measured at grant date, using the Black-Scholes pricing model, and spread over the period up to the point the vesting condition is met. Upon exercise, the share-based payment reserve is released to the accumulated profit or loss. The warrant instruments granted to any counterparty are measured and recognised in the same way as share options at the date of issue.

Other financial liabilities
"Other financial liabilities" are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, with interest expense recognised on an

effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

The Directors have classified the Group's other payables as "other financial liabilities".

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements conforming with adopted IFRSs requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosure of contingent assets and liabilities as at the reporting date and the reported amount expenses during the period. Actual outcomes may differ from those estimates. Uncertainty in estimates that have a risk of causing material adjustment to the carrying amounts of assets and liabilities, within the next financial year, mainly relate to the Group's going concern assessment, as described in note 2. In addition, judgement is exercised, for example, in assessing impairment criteria are met, or in determining a functional currency, including assessing the underlying transactions, events and conditions which are relevant to an entity.

Impairment
The Directors apply significant judgment in assessing each of the Group's cash-generating units and assets for the existence of indicators of impairment at the reporting date. Internal and external factors are considered in assessing whether indicators of impairment are present that would necessitate impairment testing. The indicators of impairments and their assessment are set out in Note 12.

VAT receivables
Included within trade and other receivables is an amount of approximately £1.8 million in Chilean VAT recoverable. Although the Chilean VAT is expected to be eligible for refund in future, due to the uncertainty over the timing to recover that VAT, the Directors have judged it appropriate to make a full provision against this same amount, as disclosed in note 13.

5. ADMINISTRATION EXPENSES

Administration expenses in the year to 31 December 2024 totalled £3.7 million (2023: £4.2 million).

		2024 **£ million**	**2023** **£ million**
People	Jersey, London & Chile	0.98	1.21
Listing & Compliance	AIM and corporate governance	0.45	0.34
Travel	Conferences, marketing, travel in Chile	0.21	0.88
PR/IR	Includes consulting costs & conferences	0.38	0.58
Legal, finance, tax & audit	Including accounting services	1.13	0.68
Other G&A	Other overhead costs across the group	0.54	0.51
Administrative expenses		**3.69**	**4.20**

6. FINANCE COSTS

Finance costs in 2024 reflect a combination of two components: the amortisation charge relating to the unwinding of the deferred consideration £0.8 million (2023: nil) refer Note 16; and the accrued redemption premium £0.5 million (2023: nil) being 25% at 31-Dec-24 on the Loan Notes refer Note 18.

7. STAFF AND DIRECTORS

	Audited Year ended 31-Dec-24	Audited Year ended 31-Dec-23
Average number of employees and long-term contractors	14	22
Average number of Directors	5	6
Total	19	28

During 2024 the Group's average number of employees decreased as operational requirements reduced and as cost cutting measures have been implemented. Additionally, the number of Directors decreased following the resignation of Aldo Boitano.

Further details of Directors remuneration can be found on page 33

8. INCOME TAX

The accrued income tax expense continues to be £nil as the Group remains in a loss-making position.

Income tax expense

	Audited Year ended 31-Dec-24 £	Audited Year ended 31-Dec-23 £
Current tax	-	-
Total current tax expense	-	-

Reconciliation of the tax expense
The standard rate of corporation tax in Jersey is nil % (2023: nil %) which differs from the tax rates in foreign jurisdictions as follows: Chile tax rate of 27% (2023: 27%); and U.K. tax rate of 19% (2023: 19%).

Notwithstanding the Group has cost centres in several tax jurisdiction, for tax reconciliation purposes, the Directors have decided to use the Chilean corporate tax rate as most appropriate given the operations and future production of the Group is located in Chile.

	Audited Year ended 31-Dec-24 £	Audited Year ended 31-Dec-23 £

	£	£
Loss before taxation	(7,242,219)	(5,885,600)
Tax at the aggregated applicable tax rate of 27% (2023: 27%)	3,454,159	2,561,166
Expenses not deductible for tax purposes	(2,053,095)	(1,331,581)
Losses carried forward on which no deferred tax is recognised	(1,401,063)	(1,229,585)
Total current tax expense	-	-

Not all losses incurred are allowable for taxation purposes. At 31 December 2024, the Group had £4,841,967 (2023: £3,469,383) of accumulated tax losses. An indefinite carry-forward of net operating losses is permitted under Chilean tax rules. Losses mainly relate to those incurred by the Chilean entities, which are not expected to be transferrable to UK or JE jurisdictions.

No deferred tax asset is recognised on these losses due to the uncertainty over the timing of future profits and gains.

9. LOSS PER SHARE

The calculation of basic loss per ordinary share is based on the loss after tax and on the weighted average number of ordinary shares in issue during the period.

Diluted loss per share assumes conversion of all potentially dilutive Ordinary Shares arising from the share options schemes and warrant instruments detailed in Note 15. Potential ordinary shares resulting from the exercise of warrants, and options have an anti-dilutive effect due to the Group being in a loss position. As a result, diluted loss per share is disclosed as the same value as basic loss per share.

Basic and diluted loss per share	Audited Year ended 31-Dec-2024 £	Audited Year ended 31-Dec-2023 £
Loss after taxation	(7,242,219)	(5,885,600)
Basic weighted average number of ordinary shares (millions)	75.20	54.9
Basic loss per share (GBP £)	(0.0096)	(0.011)

10. SEGMENTAL INFORMATION

The Group operates in a single business segment, being the exploration and evaluation of mineral properties. These activities are undertaken in Chile, alongside administrative operations in the U.K., Jersey and formerly in Australia.

31 December 2024	Chile £	Rest of World £	Total £
Exploration and evaluation assets	32,583,274	-	32,583,274
Non-current assets	32,583,274	-	32,583,274
Trade and other receivables	99,842	61,650	161,492
Related party and intra-group receivables	95,663	(95,663)	-
Cash and cash equivalents	4,029	130,219	134,248
Current assets	199,534	96,206	295,740
Trade and other payables	(468,793)	(213,960)	(682,753)
Related party and intra-group payables	(22,090,197)	22,090,197	-
Provisions and accruals	(148,794)	(410,467)	(559,261)
Loan notes payable	-	(2,185,135)	(2,185,135)
Deferred consideration	(1,686,408)	-	(1,686,408)
Current liabilities	(24,394,192)	19,280,635	(5,113,557)
Deferred consideration (non-current)	13,815,221	-	13,815,221
Non-current liabilities	13,815,221	-	13,815,221
Net (Liabilities) / Assets	**(5,426,605)**	**19,376,841**	**13,950,236**

31 December 2023	Chile £	Rest of World £	Total £
Exploration and evaluation assets	13,710,413	-	13,710,413
Non-current assets	13,710,413	-	13,710,413
Trade and other receivables	484,252	126,646	610,898
Related party and intra-group receivables	94,826	(94,826)	-
Cash and cash equivalents	48,609	6,153,419	6,202,028
Current assets	627,687	6,185,239	6,812,926
Trade and other payables	(230,439)	(121,198)	(351,637)
Related party and intra-group payables	(14,094,942)	14,094,942	-
Provisions and accruals	(166,411)	(212,302)	(378,713)
Current liabilities	(14,491,792)	13,761,442	(730,350)
Net (Liabilities) / Assets	**(153,692)**	**19,946,681**	**19,792,989**

11. INCORPORATION OF CHILEAN HOLDING COMPANY

On CleanTech Chile SpA, RUT 77,905,882-4 was incorporated to serve as holding company for the Chilean entities.

CTL CleanTech Chile SpA, RUT [illegible] was incorporated to serve as holding company for the Chilean entities. During the year, the debt and equity interests held by CTL Ltd in each of the Chilean subsidiaries was transferred to CleanTech Chile SpA and CleanTech Chile SpA issued an equal value of debt and equity as consideration to CleanTech Lithium Limited, such that the transaction had a neutral economic effect for the group.

12. EXPLORATION AND EVALUATION ASSETS

Expenses incurred to date by the Chilean entities on feasibility studies, mineral exploration and delineation were capitalised as *"exploration and evaluation assets"* within *"non-current assets"* in accordance with the Group's accounting policy.

Exploration and evaluation assets	Audited Year ended 31-Dec-2024 £	Audited Year ended 31-Dec-2023 £
Opening balance	13,710,413	5,317,412
Fair value of licence acquisitions	15,278,742	-
Additions	5,599,236	9,383,902
Impairments	(499,293)	-
Effect of foreign exchange translations	(1,505,824)	(990,901)
Closing balance	32,583,274	13,710,413

The fair value of licence acquisitions reflects the present value of deferred consideration for licences acquired under the LV Purchase Agreement (refer Note 16), of which approximately £1.0 million was paid during the period. A further £0.1 million reflects non-cash share-based payments made to staff and contractors, about which further detail is set out in Note 15.

Of the £5.6 million additions, approximately £0.1 million (2023: £0.5 million) is non-cash in nature, which reflects the accounting adjustment for share-based payments made to staff and contractors, about which further detail is set out in Note 15.

Impairment assessments

The Directors assess for impairment when facts and circumstances suggest that the carrying amount of an exploration & evaluation asset (E&E) may exceed its recoverable amount. In making this assessment, the Directors have regard to the facts and circumstances noted in IFRS 6 paragraph 20. In performing their assessment of each of these factors, at 31 December 2024, the Directors have:

- reviewed the time period that the Group has the right to explore the area and noted no instances of expiration, or licences that are expected to expire in the near future and not be renewed;
- determined that further E&E expenditure is either budgeted or planned for all licences;
- not decided to discontinue exploration activity due to there being a lack of quantifiable mineral resource; and
- not identified any instances where sufficient data exists to indicate that there are licences where the E&E spend is unlikely to be recovered from successful development or sale.

Based on the above assessment, the Directors concluded that further investment in Llamara would be uneconomic due to the relatively low grade of lithium and as a result, concluded the carrying value of Llamara should be impaired in full. Llamara carrying amount exceeds the recoverable amount and therefore have decided to impair the full carrying amount of approximately £0.5 million.

In addition, the Directors considered the other assets in the portfolio and are not aware of any facts or circumstances that would suggest the carrying amount of the E&E asset may exceed its recoverable amount. Consequently, the Directors do not consider there is any indication of impairment.

In 2024, the DLE pilot plant was commissioned, consequently the Directors considered whether expenditure relating to the DLE pilot plant should be reclassified as tangible assets in 2024 and concluded that the Pilot Plant remains in a testing stage of its development.

13. TRADE AND OTHER RECEIVABLES

Trade and other receivables	Audited As at 31-Dec-2024 £	Audited As at 31-Dec-2023 £
Prepayments and deposits	125,058	570,936
VAT	21,038	13,385
Other receivables	15,396	26,577
Total	161,492	610,898

Prepayments and deposits largely reflect prepayments with respect to with capital projects in Chile and prepaid insurance and other commercial subscriptions which renew variously and annually as well as office rental deposit amounts paid.

Although VAT shows a balance of approximately £21,000 at 31 December 2024 (2023: £13,000), at that date approximately £1.8 million in Chilean VAT recoverable is not shown in the table above.

Although the Chilean VAT is expected to be eligible for refund in future, due to the uncertainty over the timing to recover that VAT, the Directors have judged it appropriate to make a full provision against this same amount. Accordingly, approximately £0.8 million (2023: £1.2 million) provision has been reflected in the income statement for the year ended 31 December 2024.

Other receivables comprise multiple smaller working capital balances.

14. SHARE CAPITAL

Share capital

With effect from 27 November 2024, the Company's shares in issue were consolidated on a 2 : 1 basis, such that the nominal price per share increased from 1p to 2p and the number of shares in issue halved. The consolidation the nominal price per share increased from 1p to 2p and the number of shares in issue halved. The consolidation also represented an adjustment event, for the purposes of all warrants and share options in issue regardless of whether they have vested or not. In the case of each instrument, the subscription price for each options or warrant doubled, whilst the number of options or warrants in issue was halved. Any fractional shares arising from the consolidation were grouped and separately sold; the combined value of the fractional shares sold was less than £5.

The shares shown in the table below are shown on a post-consolidated basis for comparability purposes

	Number of shares Shown on a post-consolidation basis	£
At 1 January 2023	52,666,750	21,076,155
Share options exercised	550,000	396,000
Fundraise shares issued	19,364,413	8,520,341
Commissions on fundraise shares issued	-	(607,104)
Warrant shares fair value adjustment	-	(3,074,767)
At 31 December 2023	72,581,163	26,310,625
At 1 January 2024	72,581,163	26,310,625
Fundraise shares issued	11,363,633	2,500,000
Commissions on fundraise shares issued	-	(260,861)
Equity settled transactions	290,877	63,993
Warrant shares fair value adjustment	-	(169,768)
At 31 December 2024	84,235,673	28,443,989

In 2023, approximately £0.4 million was raised through the exercise of share options from a former employee. In addition, CTL Plc completed a fundraise of approximately £8.5 million, which included £0.1 million of non-cash settled share-based payments, and of which approximately £0.6 million was offset by fundraising commissions.

In 2024, £2.5 million was raised through issuing new ordinary shares and approximately £64,000 of consultant and supplier balances were settled also through the issuance of new ordinary shares.

15. SHARE BASED PAYMENTS

	Year ended 31-Dec-24 #	Year ended 31-Dec-23 #
Outstanding at start of the year	17,181,344	5,492,372
Share options granted	-	1,641,499
Warrant shares granted	3,147,614	10,937,973
Share options exercised	-	(550,000)
Share options revoked or forfeited	(332,497)	(340,500)
Outstanding at end of the year	19,996,461	17,181,344

All warrants have vested. Outstanding share options have various vesting conditions, some of which have vested, others which have not.

		Audited Year ended 31-Dec-24 #	Audited Year ended 31-Dec-23 #
IPO share options	vested		
Performance related options	Milestone 1 (see note below: M1)	1,450,000	1,450,000
Performance related options	Milestone 2 (see note below: M2)	633,334	679,167
Performance related options	Milestone 3 (see note below: M3)	450,834	679,166
Performance related options	Milestone 4 (see note below: M4)	450,833	-
Performance related options	Milestone 5 (see note below: M5)	85,000	-
Non-Executive Director Options	Time (see note below: time)	348,500	348,500
Other contractor options	Fully vested nil-cost options	250,000	250,000
Share options outstanding at end of the year		3,753,501	4,085,998

Notes on vesting conditions

M1	This vesting condition is met when the Board publishing a JORC 'measured and indicated' resource total of 1m tonnes (or more) of Lithium Carbonate Equivalent; this condition was met during the 2023.
M2	This vesting condition is met when the Board agrees to the publication of a Pre-Feasibility Study (PFS).
M3	This vesting condition is met when proposed pilot plant testing process has met its objectives to produce sufficient battery grade lithium carbonate and/or lithium hydroxide to enable the Company to supply material for offtake customer testing and to provide process design data for the Definitive Feasibility Study (DFS).
M4	This vesting condition is met upon the award of a CEOL for the Laguna Verde asset.
M5	This vesting condition is met when an EIA is awarded on the Laguna Verde asset.

Time	Refers to annual anniversary time vesting points.

All options and warrants are granted in the Company's name. Share options granted have a weighted average exercise price of approximately 90 pence on a post-consolidated basis, and warrants granted have a weighted average exercise price of 60 pence.

The accounting standards and CTL's accounting policies provide that the cost of issuing equity instruments (warrants or share options) is measured at its fair value. In the case of share options, fair values are charged to the income statement or the exploration asset, with a corresponding increase in equity. The fair value of share options is measured at grant date, using a Black-Scholes pricing model and spread over the period during which the employee becomes unconditionally entitled to the award (the vesting period).

The charge is adjusted to reflect the expected number of shares or options that vest. The fair value of each option granted in the period was estimated using the Black Scholes option pricing model with the following assumptions:

	Share Options
Fair value of call option per share	£0.17 - £1.12
Share price at grant dates	£0.40 - £1.13
Exercise price	£0.02 - £1.14
Expected volatility	139%
Vesting period	4.7-5.0 years from vesting
Risk-free interest rate (based on government bonds)	3.79% - 4.16%

The fair value of warrants is also measured at grant date, using a Monte Carlo simulation where vesting dates depend on performance related criteria, or using the Black-Scholes pricing model where more appropriate.

As with the treatment of share options, the fair value of warrants is spread over the period during which the warrant holder has entitlement to the award. The charge is adjusted to reflect the number of warrants that vest. In the case of warrants, fair values are charged to an equity reserve.

The total share option fair value charge for year ended 31 December 2024 is £463,002 (£1,060,152 in 2023), of which £365,852 has been recorded in the income statement as a non-cash expense; the balance has been recorded within E&E.

The total warrant fair value charge for year ended 31 December 2024 is approximately £693,315 (2023: £3,074,000) of which £272,222 has been recorded in the income statement as a non-cash expense; the balance has been recorded within share capital.

All the warrants granted during the year vested on or shortly after the grant date and have a vesting period of 5 years from the date of their vesting.

As noted, these fair value estimates are non-cash accounting entries.

16. DEFERRED CONSIDERATION

Laguna Verde Option buy-out

On 19 April 2024, CleanTech Laguna Verde SpA, a wholly owned Chilean subsidiary of CleanTech Lithium Plc, entered into a sale and purchase agreement (LV Purchase Agreement) to acquire 100% legal and beneficial interest in the mining licences historically held by CleanTech under option under the terms of the LV Option Agreement. The LV Purchase Agreement had the effect of terminating the LV Option Agreement.

Pursuant to the LV Purchase Agreement the consideration payable comprises fixed payments totalling US 10.5 million, which are scheduled to occur at various annual and semi-annual millstone periods over a period of up to 5 years from the date of the LV Purchase Agreement, and two deferred payments, together totalling US 24.5 million, scheduled to occur upon sold production reaching 10k tonnes of LCE and 35k tonnes of LCE respectively or on the 10^{th} anniversary of the date of the LV Purchase Agreement, whichever is the earlier.

The carrying value for the LV licences acquired pursuant to the LV Purchase Agreement, has been designated as an asset acquisition in accordance with the Group accounting policy and assigned a fair value in accordance with the principles of the UK IASs. Similarly, the Group has assigned a fair value to the deferred consideration associated with the acquisition which is allocated between current and non-current liabilities.

In assessing the appropriate basis on which to determine the fair value of the non-current component of the deferred consideration, the Directors have used a discount rate of 8% which they believe is reflective of the factors that market participants would consider in the pricing of such a liability as well as the currency in which the cashflows are denominated. This is consistent with the requirements of IFRS 13 - Fair Value Measurement.

As described above, the two final payments of the deferred consideration, totalling USD 24.5m, are required to be made upon achieving certain production milestones, but in any event, are required to be made within 10 years of execution of the LV Purchase Agreement. Due to the uncertainties surrounding the timing of achieving the production milestones, the Directors have assumed that the remaining two payments will be made on the 10th anniversary of signing the LV Purchase Agreement.

	Year ended 31-Dec-24 £	Year ended 31-Dec-23 £
Deferred consideration, current	1,686,408	-
Deferred consideration, non-current	13,815,221	-
Total	14,549,709	-

17. PAYABLES, PROVISIONS AND ACCRUALS

	Year ended 31-Dec-24 £	Year ended 31-Dec-23 £
Trade and other payable	(471,672)	(291,369)
Provisions	(95,182)	(106,451)
Other taxes and social security	(69,880)	(59,027)
Accruals	(605,280)	(272,262)
Total	(1,242,013)	(730,350)

Trade and other payables include routine trade creditors.

Accruals include routine accruals for professional services rendered not invoiced at period end. In addition, remuneration which the Directors have agreed to defer has been included, refer to directors' remuneration on page 33 of the annual report.

The provisions balance largely reflects the provision for taxes associated on the expenses classified as Director fees for Mr Boitano. Prior to 2021, Mr. Boitano provided ad hoc financing support to the Group to fund working capital and exploration and evaluation expenditure. Related party transactions involving Mr. Boitano comprised settlements of liabilities on behalf of the Group or on behalf of Mr. Boitano and transfers by Mr. Boitano to or from the Group under informal finance arrangements. No such funding arrangements were made between the Group and Mr. Boitano after 2020. In historical periods, net amounts owing to the Group were waived and expensed to the Income Statement and totalled approximately £33,000 in 2020. These amounts were classified as Director fees and a provision for taxes relating to same was made. Any amounts advanced by or to Mr. Boitano were deemed repayable on demand and did not carry an interest rate.

The 'Other taxes and social security' balances largely reflect remuneration costs and associated taxes at the period end.

18. LOAN NOTES

On 30 June 2024 the Company executed a GBP £ loan note instrument and an AUD loan note instrument pursuant to which it issued loan notes to subscribers to raise A 3.995 million, approximately £2.1 million, to finance working capital and costs associated with ASX admission. In addition, the Loan Note holders were granted a total of 4,380,181 warrants valued at approximately GBP £506,000 at the date of grant.

The Loan Notes have a maturity date of 30 June 2025 and are non-interest bearing, although a premium is payable on redemption. At 31 December 2024 the premium on par value is 25% which will increase to 50% if the Loan Notes are redeemed between ten and twelve calendar months from the date of their grant.

Pursuant to the Loan Note instrument, Company has granted the note holders a first ranking charge over both all the assets and undertakings of the Company and the entire issued share capital of CTL UK.

The Loan Note liability has been offset by: broker commission payable of £128k (being directly linked to the issue of the Loan Notes) which will amortise to the income statement over the term loan term; and the £506k fair value of warrants issued on the Loan Notes which will also amortise to the share-based payment equity reserve over the term of the warrants. The fair value of broker warrants granted as a part of broker commissions, will amortise over the term of the loan.

19. OTHER RESERVES

Foreign exchange reserve
The foreign exchange reserve represents the differences arising on the translation of transactions from the functional currencies.

Accumulated losses
The accumulated losses represent the consolidated losses of the Group. Movements during the year represent the consolidated comprehensive loss for that year.

20. CAPITAL MANAGEMENT

The capital of the Group consists of the items included within *"equity"* on the Statement of Financial Position. The Directors manage the Group's capital structure based on the nature and availability of funding and the timing of expected or committed expenditures. The Directors' capital management policy is to maintain sufficient capital to support the acquisition, exploration and future development of the Group's exploration and evaluation assets and to provide sufficient funds for the Group's corporate activities.

The Group's exploration and evaluation assets are in the exploration phase of development, consequently, the Group is unable to finance its operations through production revenues. The Group has relied historically on equity financings and on debt funding, or a combination thereof, to finance its activities. The Directors project the Group's future capital requirements by planning the exploration and future development activities to be undertaken on its exploration and evaluation assets and assessing the level of corporate activities that are necessary to support the growth and development of the Group. The Group is not subject to any capital requirements imposed externally.

21. RELATED PARTY TRANSACTIONS

At 31 December 2023 the Company had one receivable owing from one of the Directors totalling approximately GBP £18,000 which was fully repaid in January 2024.

In 2024 there were no related party transactions.

22. SUBSIDIARY UNDERTAKINGS

At 31 December 2024, CleanTech Lithium Plc has the following subsidiary undertakings, all of which are wholly owned, directly or indirectly:

Name of company	Country of incorporation	Ownership
CleanTech Lithium Ltd	England & Wales	Wholly owned by CleanTech Lithium Plc
CleanTech Chile SpA	Chile	Wholly owned by CleanTech Lithium Ltd
CLS Chile SpA	Chile	Wholly owned by CleanTech Chile SpA
CleanTech Atacama SpA, formerly Laguna Negro Francisco SpA	Chile	Wholly owned by CleanTech Chile SpA
Atacama Salt Lakes SpA	Chile	Wholly owned by CleanTech Chile SpA
Laguna Escondida SpA	Chile	Wholly owned by CleanTech Lithium Ltd
Atacama Tierras Blancas SpA	Chile	Wholly owned by CleanTech Lithium Ltd
Laguna Brava SpA	Chile	Wholly owned by CleanTech Lithium Ltd
Llamara SpA	Chile	Wholly owned by CleanTech Chile SpA

CleanTech Lithium Ltd acts as holding company for CleanTech Chile SpA, which itself acts as holding company for the Chilean entities, and additionally acts as management service provider to the Group. CLS Chile SpA primarily acts as service provider to the other Chilean entities, which are themselves are asset and mining licence companies.

23. SUBSEQUENT EVENTS

Matters relating to events occurring since period end are reported in the section entitled Chairman Statement and set out below:

On 14 January 2025, CleanTech announced that the downstream processing required to demonstrate that battery grade lithium could be produced from the brine at Laguna Verde had been successful. In addition, that announcement also confirmed the decision to delist from the OTCQX market.

On 15 January 2025, CleanTech announced it had submitted its CEOL application for the Laguna Verde licence with a decision from the Chilean government as to whether CTL would be invited to enter direct negotiations.

On 11 February 2025, the results of a placing which raised £2.4 million were announced; further, on 10 March 2025, the results of the Retail Offer and Broker Option, which were made available on the same pricing terms were closed generating a further £0.2 million in gross proceeds to be used to part pay the loan notes.

On 10 February 2025 the Company announced it was in the process of completing the granting of security pursuant to the terms of the Loan Notes in favour of the Loan Note holders. The security deeds were executed on 14 February 2025 and will be released once the Loan Notes are redeemed.

On 10 April 2025, the Company announced the appointment of Ignacio Mehech as Chief Executive Officer and Director of CleanTech Lithium Plc.

On 23 April 2025, the Company received an update on that the CEOL application for Laguna Verde had not been admitted into the streamline process to enter direct negotiations with the Government. CleanTech subsequently appealed this decision within the five working days provided, as announced on 30 April 2025, and expect to update the market in due course as CleanTech believes it meet the criteria set out by the Chilean Government as part of the National Lithium Strategy. If the appeal is not successful, the Company does have the option to enter the public tender process to be granted a CEOL, details of which are to be announced soon.

Glossary

CTL Ltd	CleanTech Lithium Ltd; U.K. registered and tax domiciled company
CTL Plc	CleanTech Lithium Plc; Jersey registered and tax domiciled company
DLE	Direct lithium extraction
EIA	Environmental Impact Assessment
ESG	Environmental, Social and Governance
Group	CleanTech Lithium statutory group
IPO	Initial public offering
JORC	The JORC Code provides a mandatory system for the classification of minerals Exploration Results, Mineral Resources and Ore Reserves according to the levels of confidence in geological knowledge and technical and economic considerations in public reports
LCE	Lithium carbonate equivalent, industry standard terminology used to compare different forms of lithium compounds
LSE	London Stock Exchange
tpa	Tonnes per annum
MoU	Memorandum of Understanding
mg/L	micrograms per litre
SBP	Share based payments
SPA	Sale & Purchase Agreement

END

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