DIAL SQUARE INVESTMENTS PLC

COMPANY NUMBER - 13201653

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 28 FEBRUARY 2023

Directors	Mr Neil Cousins Mr Lincoln Moore Mr Daniel Wilson (resigned 4 April 2023)
Company Secretary	Mr Lincoln Moore
Company number	13201653
Registered office	C/O RJF 10th Floor, 3 Hardman St Manchester M3 3HF
Independent Auditors	RPG Crouch Chapman LLP 5th Floor, 14-16 Dowgate Hill London EC4R 2SU
Bankers	Metro Bank plc One Southampton Row London WC1B 5HA

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CHAIRMAN'S STATEMENT

I am pleased to present the financial statements for Dial Square Investments plc (the "Company" or "Dial Square") for the year ended 28 February 2023.

2023 was a pivotal year for Dial Square, culminating in a successful listing on the London Stock Exchange ("LSE") on 30 November 2022 in combination with a gross capital raise of £515,000. Immediately upon listing, the Company commenced work on its strategy to undertake one or more acquisitions (which may be in the form of a merger, capital stock exchange, asset acquisition, share purchase, scheme of arrangement, reorganisation or similar business combination) of a minority or majority interest in a company, business or asset with a specific focus on the sports management sector.

The Directors considered a number of acquisition opportunities in this sector, but did not identify an acquisition target that we considered would be appropriate for the Company or in the best interests of its shareholders. As this search continued, the Board was made aware of an opportunity to acquire EnergyPathways Ltd, a transaction which we believed represented an opportunity for the Company to invest in a business that has the potential to deliver excellent value for shareholders. As such, the Directors, in consultation with major shareholders of Dial Square, considered it appropriate to pursue this transaction rather than continue to spend time and resources seeking an opportunity in the sports management sector that may not come to fruition.

Post year end on 10 March 2023, Dial Square entered into Heads of Terms ("Term Sheet") to acquire 100% of the issued and to be issued share capital by way of a reverse takeover ("the Transaction") of EnergyPathways Ltd ("EnergyPathways"), an English private company. EnergyPathways is an energy transition company, targeting UK gas assets, with the aim of bringing into production, in the near-term, low emission energy solutions to assist with the UK's transition to Net Zero while also providing critical supply to ensure domestic energy security.

EnergyPathways holds, indirectly through its subsidiary, a 100 per cent. interest in block 110/4a in Seaward Licence P2490 that contains the Marram gas field ("Marram Field"), located 30km west of mainland UK, close to the developed Morecambe gas complex in the UK waters of the East Irish Sea Basin. The Marram Field, which was discovered in 1993, contains 35.5 Bcf of undeveloped gas 2P Reserves and lies approximately 15km east of the offshore South Morecambe Gas Field Platform. Gas produced from the South Morecambe Platform is transported along the existing South Morecambe trunkline to the onshore North Morecambe Terminal in Barrow. At the peak of its production, the Morecambe complex satisfied approximately 20 per cent. of the UK's gas demand. In the Marram Field, EnergyPathways has identified a 'ready-to-go' gas development asset, that is, Marram has low sub-surface technical risk, with no further appraisal drilling required. It also has near-term production potential due to the ability to tie-in to neighbouring existing infrastructure that has spare capacity. EnergyPathways is targeting first gas in 2025.

The directors of the Company and EnergyPathways believe that natural gas is a bridging fuel with a key role in the global energy transition and that a successful development of the Marram Field has the potential to make a favourable contribution towards reducing emissions and supporting the UK's transition to Net Zero. The extreme volatility experienced in the UK energy market through 2022, resulting from years of under-investment in oil and gas projects, and exacerbated by the supply crunch caused by the ongoing war in Ukraine, has highlighted the necessity for development of gas projects like Marram that have the potential to deliver cleaner, domestically produced energy that contributes to UK energy security.

EnergyPathways' initial focus will be the development of the Marram Field, however, in line with its aims to develop low emission energy solutions, EnergyPathways has identified potential future opportunities to rejuvenate production from the UK East Irish Sea. It has submitted applications to the UK Government regulator for the award of additional licences with undeveloped gas resources in the region. EnergyPathways anticipates that there may also be potential to integrate new production with the nearby wind renewable capacity to provide flexible power generation for grid stability, CCUS and hydrogen storage reservoirs and feedstock for hydrogen production.It also intends to consider opportunities to participate in other selected discovered fields in the region and across the UK more broadly.

EnergyPathways has a strong management team with an established track record for value creation, operational excellence and a commitment to a progressive ESG agenda that prioritises environmental impact alongside the positive socioeconomic impact of its activities.

The Transaction remains subject to various conditions, including full due diligence to the Company's satisfaction and Re-admission (defined below). As the market capitalisation of the enlarged group following completion of the Transaction is expected to be less than £30 million (being the minimum market capitalisation for new applications for admission to Standard Segment and to trading on the Main Market), the Company will not be seeking readmission of its shares to the Standard Segment and to trading on the Main Market for listed securities of the London Stock Exchange. Instead, the Company intends to make an application for its ordinary shares to be admitted to trading on the AIM market operated by the London Stock Exchange ("Re-admission") and will, in due course, publish an admission document.

Financial Overview

Funding

The Company is funded through investment from its shareholders, having successfully raised gross proceeds of £515,000 as part of the initial listing on the London Stock Exchange ("LSE") on 30 November 2022.

Revenue

Given Dial Square is a non-trading entity, it generated no revenue during the year, but is focusing on the EnergyPathways acquisition that we believe will generate revenue for the Company in the future.

Expenditure

During the year, the Company completed its initial public listing on the LSE and announced binding heads of terms for the acquisition of EnergyPathways post year end. Expenditure during the year was focused on the admission process and, following admission, the review of acquisition opportunities, before being ringfenced for the acquisition of EnergyPathways and Re-admission to AIM. EnergyPathways was identified as an investment as it has the capability to generate revenue and positive cashflows within 2 years of its acquisition.

Directors' remuneration including any decisions and changes are included in the Directors' report.

Liquidity, cash and cash equivalents

At 28 February 2023, the Company held cash of £709,138, which is all denominated in pounds Sterling.

Dividend

The Directors do not intend to declare a dividend in respect of the year under review.

Neil Cousins -Chairman

25 May 2023

STRATEGIC REPORT

The Directors present their strategic report for the year ended 28 February 2023.

REVIEW OF BUSINESS STRATEGY AND BUSINESS MODEL

The Company was incorporated to undertake one or more acquisitions (which may be in the form of a merger, capital stock exchange, asset acquisition, share purchase, scheme of arrangement, reorganisation or similar business combination) of a minority or majority interest in a company, business or asset in the sports management sector.

To enable to Company to pursue its principal activities, it pursued an Initial Public Offering ("IPO") of its securities onto the London Stock Exchange through a Standard Listing to raise the necessary funds required for the execution of the business strategy. The IPO was successfully completed during the year, and the Company's shares were admitted to trading on 30 November 2022.

Following admission, the Company focused on its strategy of identifying acquisition opportunities within the sports management sector. The Company considered a number of acquisition opportunities in this sector, but did not identify an acquisition target that we considered would be appropriate for the Company or in the best interests of its shareholders. As this search continued post year end, the board was made aware of an opportunity to acquire EnergyPathways Ltd which culminated in the announcement on 10 March 2023 that the Company had entered into binding Heads of Terms to acquire 100% of the share capital by way of a reverse takeover of EnergyPathways Ltd.

Dial Square is now undertaking due diligence and document preparation in order to make an application for its ordinary shares to be admitted to trading on the AIM market operated by the London Stock Exchange ("Re-admission") and will, in due course, publish an admission document.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's business activities expose it to a variety of risks, being foreign investment & exchange risks, finance risks and strategic risks.

Financing risks

Although the Company intends to finance any acquisition through the issue of Ordinary Shares where possible, it may be the case that any such acquisition may be only partially funded by ordinary shares or ordinary shares may not be an acceptable proposal to the selling party, and the Company may need to raise substantial additional capital in the future to fund any acquisition. Capital expenditure and operating expenses will all be factors which will have an impact on the amount of additional capital required.

Financing alternatives may include debt and additional equity financing, such as the issue of ordinary Shares, which may be dilutive to shareholders and in the event that the Company considered obtaining debt financing while widely available, this may involve restrictions on operating activities, future financing, acquisitions and disposals. If the Company is unable to obtain potential additional financing as and when needed, it could result in the Company requiring additional capital from Shareholders.

No operating history

The Company is a newly formed entity with no operating history.

Risk Inherent in an Acquisition

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any further assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such an opportunity were available, in a target business.

Exploration and development risks

Although the Company is not currently exposed to exploration and development risk, the Company's target acquisition in the energy sector subsequent to the year end is likely to be subject to a high degree of risk as mineral exploration and development can be highly speculative. The economics of developing mineral properties are affected by many factors including the cost of operations, fluctuations in the price of energy, fluctuations in exchange rates, costs of development, infrastructure and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

As a result of these uncertainties, there can be no guarantee that the development of the target Company's assets will result in profitable commercial operations.

Industry-specific risks

The target company intends to operate in the UK energy sector (but the Company shall not be limited to such sector). The energy sector is inherently tied to the performance of the global economy and, in particular, fluctuations in the price of global commodities. As a result, segments of the energy sector could be affected by changes in general economic activity levels and others changes which are beyond the Company's control. The revenues and earnings of the target acquisition will rely on commodities' prices, which may determine the value of that business at the time of intended divestment of an investment by the Company. The Company will be unable to control the prices for commodities, which may adversely affect the Company's business, results of operations, financial condition or prospects.

Section 172 Statement

Section 172 of the Companies Act 2006 requires directors to take into consideration the interests of stakeholders and other matters in their decision making. The Directors continue to have regard to the interests of the Company's employees and other stakeholders, the impact of its activities on the community, the environment and the Company's reputation for good business conduct, when making decisions. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term. In this regard, the Company has prepared Financial Position and Prospects procedures and a set of policies of conduct which it is currently adhering to.

We aim to work responsibly with our stakeholders, including suppliers. The key Board decisions made during the year and post year end are set out below:

Significant events / decisions	Key s172 matter(s) affected	Actions and Steps
Admission of the Company's shares to the London Stock Exchange	Shareholders and business relationships	Completion of the listing led to a greater likely outcomes for shareholders in the future.

Entering into an agreement to acquire the enlarged share capital of EnergyPathways through a Reverse Takeover transaction ("RTO").	Shareholders and business relationships	Intended completion of the RTO and re-admission to the AIM market leading will to greater likely outcomes for shareholders in the future.

Key performance indicators

Appropriate key performance indicators will be identified in due course as the business strategy is implemented.

Gender analysis

A split of our employees and directors by gender during the year is shown below:

	Male	Female
Directors	3	nil

As the Company is only in its infancy employee gender is skewed completely towards males. This does not reflect the attitudes of the Company in any way and the Directors will look to promote females in the workforce wherever possible.

Corporate social responsibility

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

Greenhouse Gas (GHG) Emissions

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the year, it has not been practical to measure its carbon footprint. In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

The Company has not made separate disclosures relating to energy consumption & efficiency as the entity consumed less than 40,000 kWh of energy during the year.

Health and Safety

We strive to create a safe and healthy working environment for the wellbeing of our staff and create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company. We aim 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 Company and their own potential.

Interests of Employees

The Company's Corporate Governance Statement of this Annual Report sets out (under board responsibilities) the processes in place to safeguard the interests of employees.

Foster business relationships with suppliers, joint venture partners and others

Potential suppliers and joint venture partners are considered in the light of their suitability to comply with the Company's policies.

Impact of operations on the community and environment

The Company has no current operations that impact upon the community or environment, however upon a successful acquisition, will ensure it reviews its Health, Safety & Environment ('HSE') and other policies and work responsibly with suppliers, and that performance is monitored on an on-going basis.

Maintain a reputation for high standards of business conduct

The Corporate Governance section of this Annual Report sets out the Board and Committee structures and extensive Board and Committee meetings held during the year, together with the experience of executive management and the Board and the Company's policies and procedures.

Act fairly as between members of the Company

The Board takes feedback from a wide range of shareholders (large and small) and endeavours at every opportunity to pro-actively engage with all shareholders (via regular news reporting-RNS) and engage with any specific shareholders in response to particular queries they may have from time to time. The Board considers that its key decisions during the year have impacted equally on all members of the Company

Lincoln Moore

Director
25 May 2023

KEY PERSONNEL

Neil Cousins (age 40) – Non-Executive Chairman

Mr Cousins has been involved in the business of sport for over 20 years having worked for ISL and FIFA Film Management as the manager of the FIFA archive. During this time he helped produce, licence and distribute FIFA World Cup footage worldwide. He has been an FA registered football agent working at Elite Sports Management between 2015 and 2019 and is now a director of Consulting Logistics Ltd and has recently been involved in a number of large transactions in the world of football and golf. In addition to these roles, Mr Cousins has worked as a practice manager at 12 Gray's Inn Square Chambers since 2012, a set of barristers' chambers with a focus on sport.

Daniel Wilson (age 62) – Non-Executive Director

Mr Wilson moved into elite football management after a successful 18 year playing career. Managing clubs in both the Premier League and League Two, he has built significant knowledge across the entire football industry value chain, from player recruitment, team building, organisational management, and the wider development of the football club's outward image. Fully qualified to coach in any FIFA registered country with UEFA A and B licence and the prestigious FA Coaching Diploma (UEFA Pro Licence), Mr Wilson has an in depth understanding of this important aspect of the football business. Following his career at player and management level, he moved into sports management where for the last three years he worked at First Artist, alongside Jon Smith, OBE. First Artist are one of the world's leading sports and football management agencies. Danny also plays a very active role within the League Managers Association, where he sits on the technical board. With an extensive network of contacts across the whole of the football industry, he will play a leading role in the commercial and business development of the Company.

Lincoln Moore (age 44) – Non-Executive Director

For the past 13 years Mr Moore has been actively involved in establishing and raising finance for agriculture and mining projects, predominantly in West Africa, and currently serves as an Executive Director of Ivory Coast based AIM-listed, Dekel Agri-Vision, with primary responsibilities for the corporate finance activities of the organisation (equity and debt capital raises), regulatory oversight, public and investor relations, and group strategy. Since being appointed to Dekel in 2013, he has led numerous debt and equity transactions with London, African and International government backed financial institutions. Mr Moore also previously served as a Non-Executive director of London Standard listed, Tirupati Graphite plc, a fully integrated graphite production and technology company. Lincoln was a co-founder of AIM-listed Firering Strategic Minerals plc, a private Ivory Coast based lithium and tantalum mining exploration company and the Royal Work Club Ltd, a private company operating high-end co-working, private office, and event space. Lincoln was a Senior Manager in the restructuring division of Deloitte Australia and London, with significant experience in operational and corporate restructuring.

The board composition will be reorganised to include those with experience within gas/energy sector if the acquisition of EnergyPathways goes ahead,.

DIRECTORS' REPORT

The Directors present their report and financial statements for the year ended 28 February 2023.

General information and principal activities

Dial Square Investments plc ("the Company" or "Dial Square"), a public limited company, was incorporated on 15 February 2021 in England and Wales with Registered Number 13201653 under the Companies Act 2006. The address of its registered office is the 10th Floor, 3 Hardman Street, Manchester United Kingdom.

The principal activity of the Company is to seek suitable investment opportunities with the current focus being to complete the acquisition of EnergyPathways.

Results and Dividends

The Company recorded a loss for the year before taxation of £611,775 solely relating to administrative costs of the Company.

The Directors do not recommend the payment of a dividend. The nature of the Company's business means that it is unlikely that the Directors will recommend a dividend in the next few years. The Directors believe the Company should seek to generate capital growth for its shareholders. The Company may recommend distributions at some future date which it becomes commercially prudent to do so, having regard to the availability of the Company's distributable profits and the retention of funds required to finance future growth.

Future developments

Post year end on 10 March 2023, Dial Square entered into Heads of Terms ("Term Sheet") to acquire 100% of the issued and to be issued share capital by way of a reverse takeover ("the Transaction") of EnergyPathways Ltd ("EnergyPathways"), an English private company. EnergyPathways is an energy transition company, targeting UK gas assets, with the aim of bringing into production, in the near-term, low emission energy solutions to assist with the UK's transition to Net Zero while also providing critical supply to ensure domestic energy security.

Directors Remuneration

The following directors have held office during the year and to the date of these financial statements:

Neil Cousins (appointed 15 February 2021);

Lincoln Moore (appointed 15 February 2021); and

Daniel Wilson (appointed 16 March 2021 and resigned 4 April 2023).

The Directors each accrued salaries of £1,000 per month from 1 March 2021 and £3,000 per month from 30 November 2022. No payment of these directors fees accrued of £18,000 each were made in the year to 28 February 2023, as the Directors sought to preserve cash to support the target acquisition.

Report Remuneration Policies

The remuneration policy of the Company was that pre initial admission, remuneration of £1,000 per month was payableto each Director, and from the date of initial admission, each Director shall be entitled to a salary of £36,000 per annumuntil the completion of an acquisition.

Service contracts

The Directors entered into Service Agreements with the Company and continue to be employed until terminated by the Company. In the event of termination or loss of office the Director is entitled only to payment of his basic salary in respect of his notice year. In the event of termination or loss of office in the case of a material breach of contract the Director is not entitled to any further payment.

Particulars of Directors' Remuneration

Particulars of Directors' remuneration, including Directors' warrants which, under the Companies Act 2006 are required to be audited, are given in Note 7 and further referenced in the Directors' report.

Remuneration due to the Directors' during the year ended 28 February 2023 was:

	Base Salary	Pension	Total
	£	£	£
Neil Cousins	18,000	-	18,000
Lincoln Moore	18,000	-	18,000
Daniel Wilson	18,000	-	18,000
Total	**54,000**	**-**	**54,000**

There are no payments to past Directors.

There were no payments for loss of office.

There were no bonus and incentive plans in place during the year.

Political Donations

The Company did not make any donations to political parties in the year.

Percentage change in the remuneration of the Chief Executive

At year end the Company did not have a Chief Executive and as such, no CEO disclosure has been presented.

Directors' interests in shares

The Company has no Director shareholder requirements.

The beneficial interest of the Directors in the Ordinary Share Capital of the Company at 28 February 2023 were:

	Ordinary Shares	Percentage of issued share capital as at 28 February 2023
Neil Cousins	450,000	1.69
Lincoln Moore	450,000	1.69
Daniel Wilson	250,000	0.94
Total	**1,150,000**	**4.33**

The Directors held the following warrants at the end of the year:

Director	Granted during the year	As at 28 February 20223	Exercise Price	Earliest Date of Exercise	Latest date of Exercise
Neil Cousins	450,000	450,000	£0.05	30/11/22	30/11/25
Lincoln Moore	450,000	450,000	£0.05	30/11/22	30/11/25
Daniel Wilson	100,000	100,000	£0.05	30/11/22	30/11/25
	1,000,000	**1,000,000**			

The warrants vested on admission to the main market in November 2022. No other vesting requirements are attached to these warrants.

Share Capital

Details of the Company's issued share capital, together with details of the movements during the year, are shown in Note 11. The Company has one class of ordinary share and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

Substantial Shareholdings

The Company had been informed of the following substantial interests over 3% of the issued share capital of the Company as 28 February 2023 and as at 24 May 2023:

	Number of Shares	%
Mr Alan McLeish	5,938,359	22.37
Star Racing Ltd	1,438,358	5.42
Mr Brett Lord	1,579,451	5.95
Optiva Securities Ltd	1,500,000	5.65
Mr Sebastian Marr	1,479,452	5.57
Mr James Sheehan	1,422,880	5.33
WMH Consulting Ltd	1,006,846	3.79
Ashwani Sudera	1,005,726	3.79
Sports Media Ventures Ltd	850,000	3.20

Corporate Governance Statement

As a company being admitted to the Standard Segment of the Official List, the Company is not required to comply with the provisions of the UK Corporate Governance Code. Nevertheless, the Directors are committed to ensuring that appropriate standards of corporate governance are maintained, so far as is appropriate given the Enlarged Group's current stage of development, the size and composition of the Main Board and available resources. The Board will aim to comply with the QCA Guidelines on Corporate Governance ("QCA Guidelines").

The Company complies with the QCA guidelines in all areas apart from a slight deviation relating to Principle 7 (evaluate board performance based on clear objectives). Given the size and nature of the Company the Board does not consider it appropriate to have a formal performance evaluation procedure in place for Non-Executive Directors. The Board will closely monitor the need for formal performance evaluation, in light of Principle 7 of the QCA Code, as the Company develops.

The Board holds regular scheduled and other timely board meetings as needs arise which require the attention of the Directors. Since the Company's incorporation, the Board has been responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Board's responsibility to oversee the financial position of the Company and monitor its business and affairs on behalf of the Shareholders to whom they are accountable.

The primary duty of the Board is to act in the best interests of the Company at all times. The Board will also address issues relating to internal control and the Enlarged Group's approach to risk management and has formally adopted an anti-corruption and bribery policy.

Board of Directors

During the year ending 28 February 2023 the Board consisted of a non-executive Chairman and two non-executive Directors. The Directors held meetings as required to review investment opportunities presented to the Company and monthly update calls to discuss key issues and to monitor the overall performance of the Company.

The Board has established an Audit Committee and a Remuneration Committee effective from admission, with such committees having formally delegated duties and responsibilities. Given the size and structure of the current Board, it has been determined that the Company it is not necessary to delegate the function of the nomination of Directors and senior managers to a separate nomination committee.

Audit Committee

No audit committee meetings were held during the year and all decisions were made by the board of directors. Members of the audit committee were Neil Cousins and Lincoln Moore.

Remuneration Committee

There were no remuneration committee meetings held during the year as there were no changes to director salaries or new employees. All Directors' salaries and advisor salaries were approved by the Board of Directors as part of the listing completed on 30 November 2022. Members were Neil Cousins and Lincoln Moore.

External Auditor

RPG Crouch Chapman LLP were appointed auditors to the Company for the 2023 financial year end and have expressed their willingness to remain in office. The Audit Committee will meet with the auditor at least twice a year to consider the results, internal procedures and controls and matters raised by the auditor. The Board considers auditor independence and objectivity and the effectiveness of the audit process. It also considers the nature and extent of the non-audit services supplied by the auditor reviewing the ratio of audit to non-audit fees and ensures that an appropriate relationship is maintained between the Company and its external auditor.

As part of the decision to recommend the appointment of the external auditor, the Board considers the tenure of the auditor in addition to the results of its review of the effectiveness of the external auditor and considers whether there should be a full tender process. There are no contractual obligations restricting the Board's choice of external auditor. The Company has a policy of controlling the provision of non-audit services by the external auditor in order that their objectivity and independence are safeguarded.

Internal financial control

Financial controls have been established so as to provide safeguards against unauthorised use or disposition of the assets, to maintain proper accounting records and to provide reliable financial information for internal use.

Key financial controls include:

- a schedule of matters reserved for the approval of the Board;
- evaluation, approval procedures and risk assessment for acquisitions; and
- close involvement of the Directors in day-to-day operational matters of the Company.

Shareholder Communications

The Company uses a regulatory news service and its corporate website (www.dialsquareinvestments.com) to ensure that the latest announcements, press releases and published financial information are available to all shareholders and other interested parties.

The Annual General Meeting is used to communicate with both institutional shareholders and private investors and all shareholders are encouraged to participate. Separate resolutions are proposed on issue so that they can be given proper consideration and there is a resolution to approve the Annual Report and Financial Statements. The Company counts all proxy votes and will indicate the level of proxies lodged on each resolution after it has been dealt with by a show of hands.

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have prepared the company financial statements in accordance with UK-adopted International Accounting Standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit and loss of the company for that year.

In preparing the financial statements the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- state whether UK-adopted International Accounting Standards ('IFRS') have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the company financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and Directors' Report that comply with that law and those regulations.

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.

The Directors confirm that to the best of their knowledge:

- the company financial statements, prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and result of the Company;
- this annual report includes the fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces; and
- the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide information necessary for shareholders to assess the Company's performance, business and strategy.

Disclosure and Transparency Rules

Details of the Company's share capital and warrants are given in the Directors Report. There are no restrictions on transfer or limitations on the holding of the ordinary shares. None of the shares carry any special rights with regard to the control of the Company. There are no known arrangements under which the financial rights are held by a person other than the holder and no known agreements or restrictions on share transfers and voting rights. As far as the Company is aware there are no persons with significant direct or indirect holdings other than the Directors and other significant shareholders as shown in the Directors' Report. The provisions covering the appointment and replacement of directors are contained in the Company's articles, any changes to which require shareholder approval. There are no significant agreements to which the Company is party that take effect, alter or terminate upon a change of control following a takeover bid and no agreements for compensation for loss of office or employment that become effective as a result of such a bid.

Statement as to disclosure of information to auditors

The directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Events after the reporting year

On 10 March 2023 the Company entered into Heads of Terms ("Term Sheet") to acquire 100% of the issued and to be issued share capital by way of a reverse takeover ("the Transaction") of EnergyPathways Ltd ("EnergyPathways"). See the Chairman's statement for full details.

Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Further details are given in Note 2.3 to the financial statements. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

On behalf of the board

Lincoln Moore - Director

25 May 2023

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DIAL SQUARE INVESTMENTS PLC

Opinion

We have audited the financial statements of Dial Square Investments Plc for the year ended 28 February 2023 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, 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 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 company's affairs as at 28 February 2023 and of the company's loss for the year then ended;
- the company 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 Responsibilities for the Audit of the Financial Statements section of our report. We are independent of 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.

Our approach to the audit

The scope of our audit was the audit of the company for the year ended 28 February 2023. The audit was scoped by obtaining an understanding of the company and its environment, including the company's system of internal control and assessing the risks of material misstatement.

Audit work to respond to the assessed risks was planned and performed directly by the engagement team which performed full scope audit procedures.

Key Audit Matters How our scope addressed this matter

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 year 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.

Key Audit matter	How our scope addressed this matter
Going concern	We discussed the plans for the Company with the directors and assessed the resources available to achieve these plans whilst considering recurring expenditure. We concluded that the Company has sufficient resources to maintain planned operations for at least a year of 12 months following approval of these financial statements.
Share based payments	We reviewed the valuation models prepared by management and considered the inputs with reference to the underlying agreements and the reasonableness of estimates. The fair value of the warrants calculated was considered to be reasonable.

Our application of materiality

The scope and focus of our audit was influenced by our assessment and application of materiality.

We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Materiality for the financial statements as a whole was set at £15,000, determined with reference to the gross assets of the company. This was considered an appropriate level of materiality given the limited trading activity of the company and the gross assets are considered to be of the most interest to the users of the financial statements at this stage of operations. We report to the Board any corrected or uncorrected misstatements arising exceeding £750. Performance materiality was set at £11,000, being 75% of materiality.

Conclusions relating to going concern

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

- Discussions with the directors regarding the company's plans and timelines
- Review of forecasts prepared by the directors; and
- Review of post year end activity.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a year of at least twelve months from when the financial statements are authorised for issue.

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

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 the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the 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 company, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 directors

As explained more fully in the directors' responsibilities statement set out on page 13, 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditor 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Irregularities, including fraud, are instances of non-compliance with laws and regulations. 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 evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates and significant one-off or unusual transactions.

Our audit procedures were designed to respond to those identified risks, including non-compliance with laws and regulations (irregularities) and fraud that are material to the financial statements. Our audit procedures included but were not limited to:

- Discussing with the directors and management their policies and procedures regarding compliance with laws and regulations;
- Communicating identified laws and regulations throughout our engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities is available on the FRC's website at: https://www.frc.org.uk/auditors/audit-assurance/auditor-s-responsibilities-for-the-audit-of-the-fi/description-of-the-auditor%E2%80%99s-responsibilities-for

This description forms part of our auditor's report

Use of our report

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

Other matters which we are required to address

We were appointed by the Board on 22 March 2023 to audit the financial statements for the year ending 28 February 2023. This is the first year of our engagement.

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

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

RPG Crouch Chapman LLP

Paul Randall BA ACA (Senior Statutory Auditor)
for and on behalf of
RPG Crouch Chapman LLP
Chartered Accountants
Statutory Auditors
5th Floor
14-16 Dowgate Hill
London
EC4R 2SU
25 May 2023

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 28 February 2023 £	13 month period ended 28 February 2022 £
Continuing operations			
Administrative expenses	3	(611,775)	(153,870)
Operating loss		**(611,775)**	**(153,870)**
Finance income/(expense)		-	-
Loss before taxation		**(611,775)**	**(153,870)**
Income tax	8	-	-
Loss for the year and total comprehensive loss for the year	**3**	**(611,775)**	**(153,870)**
Basic and diluted loss per Ordinary Share (pence)	5	(3.26)	(1.09)

There was no other comprehensive income for the year (2022: £Nil)

The notes on page 24 to 34 form an integral part of the financial statements.

STATEMENT OF FINANCIAL POSITION – COMPANY NUMBER - 13201653

	Note	As at 28 February 2023 £	As at 28 February 2022 £
Assets			
Current assets			
Cash and cash equivalents	13	709,138	341,658
Trade and other receivables	9	20,198	3,380
Total assets		**729,336**	**345,038**
Liabilities			
Current liabilities			
Trade and other payables	10	231,809	90,833
Total liabilities		**231,809**	**90,833**
Net Assets		**497,527**	**254,205**
Equity			
Equity attributable to owners			
Ordinary share capital	11	265,500	162,500
Share premium	11	628,281	245,575
Accumulated losses		(396,254)	(153,870)
Total equity		**497,527**	**254,205**

The notes on page 24 to 34 form an integral part of the financial statements.

The financial statements were approved by the board on 25 May 2023 by:

…………………………………………………

Lincoln Moore – Director

STATEMENT OF CHANGES IN EQUITY

	Ordinary share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
Comprehensive loss for the period				
Loss for the year	-	-	(153,870)	**(153,870)**
Total comprehensive loss for the period	-	-	**(153,870)**	**(153,870)**
Transactions with owners				
Ordinary shares issued on incorporation	50,000	-	-	50,000
Ordinary shares issued during period	112,500	262,500	-	375,000
Share issue costs	-	(16,925)	-	(16,925)
Total transactions with owners	162,500	245,575	-	408,075
As at 28 February 2022	**162,500**	**245,575**	**(153,870)**	**254,205**
Comprehensive loss for the year				
Loss for the year	-	-	(611,775)	**(611,775)**
Total comprehensive loss for the year	-	-	**(611,775)**	**(611,775)**
Transactions with owners				
Ordinary shares issued during year	103,000	412,000	-	515,000
Share issue costs	-	(29,294)	-	(29,294)
Total transactions with owners	103,000	382,706	-	485,706
Share based payments	-	-	369,391	369,391
As at 28 February 2023	**265,500**	**628,281**	**(396,254)**	**497,527**

The notes on page 24 to 34 form an integral part of the financial statements.

STATEMENT OF CASHFLOW

	Year ended 28 February 2023	13 month period ended 28 February 2022
	£	£
Cash flows from operating activities		
Loss for the year	(611,775)	(153,870)
Share based payment expense	369,391	-
Adjustments for changes in working capital:		
Increase in trade and other payables	142,874	90,833
Decrease/(Increase) in trade and other receivables	15,890	(3,380)
Net cash outflows from operating activities	**(83,620)**	**(66,417)**
Cash flows from financing activities		
Cash received from issue of Ordinary Shares	451,100	425,000
Share issue expenses	-	(16,925)
Net cash inflow from financing activities	**451,100**	**408,075**
Net increase in cash and cash equivalents	367,480	341,658
Cash and cash equivalents at beginning of year	341,658	-
Cash and cash equivalents at end of year	**709,138**	**341,658**

As the company has no debt, an analysis of changes in net debt is not considered to be required.

The notes on pages 24 to 34 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 General information

The Company was incorporated on 15 February 2021 as a public company in England and Wales with company number 13201653 under the Companies Act, 2006.

The address of its registered office is the 10th Floor, 3 Hardman St, Manchester, M3 3HF.

The principal activity of the Company is to seek suitable investment opportunities with the initial focus being to complete the acquisition of EnergyPathways.

2 Accounting policies

IAS 8 requires that management shall use its judgement in developing and applying accounting policies that result in information which is relevant to the economic decision-making needs of users, that are reliable, free from bias, prudent, complete and represent faithfully the financial position, financial performance and cash flows of the entity.

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to the year presented, unless otherwise stated.

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards ('IFRS') and with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements are presented in Pounds Sterling and rounded to the nearest pound unless otherwise stated.

2.2 New standards, amendments and interpretations adopted

The Company has adopted all of the new and amended standards and interpretations issued that are relevant to its operations and effective for accounting years commencing on or after 28 February 2022.

There are no new standards which have had a material impact in the annual financial statements for the year ended 28 February 2023.

New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual years beginning after 28 February 2023 which the Company has decided not to adopt early. None of these are expected to have a significant effect on the financial statements of the Company.

2.3 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future.

The Company has based the going concern assumption considering two scenarios, one where any proposed transaction does not take place meaning the entity has the ability to meet its working capital requirements from existing cash. The directors have considered the existing cash and confirm it is sufficient to meet the working capital requirements of the Company going forward when outgoings are reduced to only committed costs. The second scenario considered that if the transaction goes ahead it will be funded by additional capital raised at the point of transaction and will not be funded out of existing cash. As a result of this the directors believe that the going concern assumption is appropriate.

Taking these matters into consideration, the directors consider that the continued adoption of the going concern basis is appropriate having reviewed the forecasts for the coming 12 months from the date of signing and the financial statements do not reflect any adjustments that would be required if they were to be prepared other than on a going concern basis.

2.4 Cash and cash equivalents

The directors consider any cash on short-term deposits and other short-term investments to be cash equivalents.

2.5 Financial assets and liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis.

The Company classifies its financial assets at amortised cost including trade and other receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Other receivables, which are generally received by the end of month following terms, are recognised and carried at the lower of

their original invoiced value less provision for expected credit losses.

Trade and other receivables consist of prepayments and amounts due in relation to VAT.

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

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

2.6 Earnings per Ordinary Share

The Company presents basic and diluted earnings per share data for its Ordinary Shares. Basic earnings per Ordinary Share is calculated by dividing the profit or loss attributable to Shareholders by the weighted average number of Ordinary Shares outstanding during the year. Diluted earnings per Ordinary Share is calculated by adjusting the earnings and number of Ordinary Shares for the effects of dilutive potential Ordinary Shares. No diluted earnings per share has been presented, as the entity is loss making, the effect of additional equity instruments are anti-dilutive.

2.7 Equity and reserves

Share capital is determined using the nominal value of shares that have been issued.

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

Retained losses includes all current results as disclosed in the income statement.

2.8 Share-based payments

The Company provides benefits to directors and shareholders in the form of share-based payment transactions. The fair value of the employee services rendered is determined by reference to the fair value of the shares awarded or warrants granted. Share warrants are valued using the Black Scholes pricing model, or the Monte Carlo model where performance-based market vesting conditions apply. This fair value is charged to the Statement of Comprehensive Income over the vesting period of the share-based payment scheme, with the corresponding increase in equity.

2.9 Taxation

Income tax for the year is based on the taxable income for the year. Taxable income differs from profit as reported in the statement of comprehensive income for the year as there are some items which may never be taxable or deductible for tax and other items which may be deductible or taxable in other years. Income tax for the year is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity.

Current tax is the amount of income tax payable in respect of the taxable profit for the current or past reporting years. It is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous years, and arises from 'temporary differences'. Deferred tax is recognised in respect of all temporary differences, except that unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date that are expected to apply to the reversal of the temporary differences.

2.10 Critical accounting estimates and judgments

3 Expenses by nature

	Year ended 28 February 2023 £	13 month period ended 28 February 2022 £
Audit and accounting fees	33,798	21,790
Directors' fees (note 7)	54,000	36,000
Bad debt provision	28,356	-
Legal and professional fees	44,184	55,275
Share based payment expense	369,391	-
Operating expenses	82,046	40,805
	611,775	**153,870**

4 Auditors remuneration

Operating loss for the year is stated after:

	Year ended 28 February 2023 £	13 month period ended 28 February 2022 £
Fees payable for the audit of the financial statements	15,000	5,050
Other assurance services	-	10,000
	15,000	15,050

5 Earnings per share

	Year ended 28 February 2023			13 month period ended 28 February 2022		
	Earnings £	Weighted average number of Ordinary Shares	Per-share amount (pence)	Earnings £	Weighted average number of Ordinary Shares	Per-share amount (pence)
Basic loss per Ordinary Share						
Earnings attributable to Shareholders	(611,775)	18,789,726	(3.26)	(153,870)	14,107,143	(1.09)

Dilutive earnings per share is not shown as the Company is loss making and as a result, additional equity instruments are anti-dilutive.

6 Employee numbers

The average number of employees of the Company during the year was as follows.

	Year ended 28 Feb 2023	13 month period ended 28 Feb 2022
Directors	3	3
	3	**3**

7 Directors' remuneration

	Year ended 28 February 2023 £	13 month period ended 28 February 2022 £
Lincoln Moore	18,000	12,000
Neil Cousins	18,000	12,000
Danny Wilson	18,000	12,000
	54,000	**36,000**

At the year end £78,000 (2022: £36,000) was owed to the directors.

8 Income Tax

	Year ended 28 Feb 2023 £	13 month period ended 28 Feb 2022 £
Current and deferred tax	-	-

The current tax for the year can be reconciled to the loss per the income statement as follows.

	As at 28 Feb 2023 £	As at 28 Feb 2022 £
Loss before taxation	(611,775)	(153,870)
Expected tax credit based on a corporation tax rate of 19.0%	(116,237)	(29,235)
Expenses not deductible for tax purposes	80,486	
Unutilised tax losses carried forward	35,751	29,235
Current tax for the year	-	-

No deferred tax asset has been recognised due to uncertainty over future profits. Tax losses of circa £321,000 have been carried forward.

Changes in tax rates and factors affecting the future tax charges

The UK Budget on 3 March 2021 included an announcement that the corporation tax rate will increase to 25% from 1 April 2023 for certain companies and was substantively enacted on 24 May 2021.

9 Trade and other receivables

	As at 28 Feb 2023 £	As at 28 Feb 2022 £
Other receivables	-	-
Prepayments	4,352	1,960
VAT recoverable	15,846	1,420
	20,198	**3,380**

All trade and other receivables are denominated in GBP.
During the year a provision of £28,356 was set against other receivables in relation to unpaid share capital reducing the balance to £nil. The expense is included within administrative expenses in the Statement of Comprehensive Income.

10 Trade and other payables

	As at 28 Feb 2023 £	As at 28 Feb 2022 £
Trade payables	73,200	13,308
Accruals	158,609	77,525
	231,809	**90,833**

All trade and other payables are denominated in GBP.

11 Share capital and share premium

	Ordinary Shares #	Share Capital £	Share Premium £	Total £
Issue of ordinary shares on incorporation[1]	5,000,000	50,000	-	50,000
Issue of ordinary shares [2]	11,250,000	112,500	262,500	375,000
Share issue costs	-	-	(16,925)	(16,925)
At 28 February 2022	**16,250,000**	**162,500**	**245,575**	**408,075**
Issue of ordinary shares [3]	10,300,000	103,000	412,000	515,000
Share issue costs	-	-	(29,294)	(29,294)
At 28 February 2023	**26,550,000**	**265,500**	**628,281**	**893,781**

[1] On incorporation, the Company issued 5,000,000 Ordinary Shares of £0.01 each at £0.01 per Ordinary Share.

[2] On 28 April 2021, the Company issued 11,250,000 Ordinary Shares; 2,500,000 at a subscription price of £0.01 and 8,750,000 at a subscription price of £0.04, in connection with the seed round of fundraising.

[3] On admission to the Standard List of the LSE on 30 November 2022, 10,300,000 shares were issued at a placing price of £0.05. An amount of £28,356 remained unpaid at year end.

The Company has only one class of share. All ordinary shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

12 Share based payments

On admission to LSE, 8,512,500 warrants to subscribe for ordinary shares were issued representing approximately 24.28% of the fully diluted share capital of the Company comprising:

- 7,500,000 Founder Warrants that are exercisable for a year of 5 years from Admission at the Fundraise Price;
- 75,000 Broker Placing Warrants that are exercisable for a year of 3 years from Admission at the Fundraise Price;
- 500,000 Broker Performance Warrants that are exercisable for a year for a year of 3 years from Admission at the Fundraise Price, subject to the satisfaction of vesting criteria linked to the Company's share price performance; and
- 437,500 Placing Agent Seed Warrants exercisable for a year of 3 years from Admission at an exercise price of £0.04 per Ordinary Share.

	Number of Warrants	Exercise Price	Expiry date
Issue on 18 November 2022	7,500,000	£0.05	30 November 2027
Issue on 18 November 2022	437,500	£0.04	30 November 2025
Issue on 18 November 2022	75,000	£0.05	30 November 2025
Issue on 18 November 2022	500,000	£0.05	3 years after vesting
At 28 February 2023	**8,512,500**	**£0.05**	

The weighted average exercise price of the warrants exercisable at 28 February 2023 is £0.05. The weighted average time to expiry of the warrants as at 28 February is 3.25 years.

The weighted average fair value of the warrants issued in the year is £0.04.

An estimated fair value for the 7,500,000 Founder warrants, 75,000 Broker Placing Warrants and 437,500 Placing Agent Seed Warrants was calculated using the Black-Scholes option pricing model. The model inputs included the share price at the grant date, exercise price, expected volatility, expected life and a risk free rate.

For a newly listed company with a limited or no trading history it is common for management to make an estimate of expected volatility. The directors consider a volatility of 50% to be a reasonable estimate given the stage of development of the company and the lack of trading history as at the date of issue. The expected life of the warrants was considered to be the contractual term to expiry. The risk free rate of 3.17% was based on UK 3 year Gilts.

The estimated fair value of the 500,000 Broker Performance Warrants was calculated using a Monte Carlo model which considered the market condition vesting requirements. The model inputs included the share price at grant date, the exercise price, expected volatility of 50%, a risk free interest rate of 3.17% and expected life of 3 years.

The total fair value of the warrants issued in the year was calculated as £369,391 and the cost has been recognised as an expense in the statement of comprehensive income.

During the year the company settled professional fees of £10,048 including VAT through the issue of shares. The expense of £8,373 net of VAT was recognised in the Statement of Comprehensive income.

During the year the company settled fund raising commissions payable amounting to £25,496 through the issue of shares. The cost of the commissions have been allocated against the share premium account.

13 Cash and cash equivalents

	As at 28 Feb 2023 £	**As at 28 Feb 2022 £**
Cash and cash equivalents	709,138	341,658
	709,138	**341,658**

Cash is held at the Company's bank account with Metro Bank Plc which has a credit rating of B (Fitch).

14 Financial instruments

The financial instruments of the Company were as follows.

	As at 28 Feb 2023 Assets at amortised cost £	**As at 28 Feb 2022 Assets at amortised cost £**
<u>Financial assets</u>		
Cash and cash equivalents	709,138	341,658
Trade and other receivables (excluding prepayments)	15,846	1,420

	As at 28 Feb 2023 Liabilities at amortised cost £	**As at 28 Feb 2022 Liabilities at amortised cost £**
<u>Financial liabilities</u>		
Trade and other payables (excluding accruals)	73,200	13,308

There is no material difference between the fair value of the Company's cash and cash equivalents, other receivables and other current liabilities and their carrying values in the financial statements.

15 Financial risk management objectives and policies

The Company's principal financial instruments comprise cash and cash equivalents and trade and other payables. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial asset and equity instrument are set out in Note 2 "*Accounting policies*" to the financial statements. The Company does not use financial instruments for speculative purposes. See further detail on the risk assessment in the Strategic Report

16 Financial risk management

The directors use a limited number of financial instruments, comprising cash and cash equivalents and trade payables, which arise directly from the Company's initial operations. The Company does not trade in financial instruments.

<u>Financial risk factors</u>

The Company's activities expose it to a variety of financial risks, being credit risk, liquidity risk and cash flow interest rate risk. The directors' overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and available funding through an adequate amount of committed credit facilities. The directors ensure that the Company has adequate resource to discharge all its liabilities. The directors have considered the liquidity risk as part of their going concern assessment, as discussed in Note 2.3.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

28 February 2023	**< 6 months**	**6-12 months**
	£	**£**
Trade and other payables	55,200	18,000
28 February 2022	**< 6 months**	**6-12 months**
	£	**£**
Trade and other payables	13,308	-

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any exposure to Credit risk as at the date of these financial statements due to the fact that it did not sell any goods or services to customers during the year as the Company is currently only seeking admission to the London Stock Exchange. It is not pursuing or engaged in the selling of any goods and does not have an accounts receivable balance at year end.

Cash flow interest rate risk

The Company has no significant interest-bearing liabilities and assets.

Capital management

The Company considers its capital to be equal to the sum of its total equity. The Company monitors its capital using a number of key performance indicators including cash flow projections, working capital ratios, the cost to achieve development milestones and potential revenue from partnerships and ongoing licensing activities.

The Company's objective when managing its capital is to ensure it obtains sufficient funding for continuing as a going concern. The Company funds its capital requirements through the issue of new shares to investors.

17 Related party transactions

There are no related party transactions in the reporting year, other than the directors' remuneration as disclosed in Note 7. There are no personnel considered to be key management other than the directors.

18 Events subsequent to the reporting date

Post year end on 10 March 2023, Dial Square entered into Heads of Terms ("Term Sheet") to acquire 100% of the issued and to be issued share capital by way of a reverse takeover ("the Transaction") of EnergyPathways Ltd ("EnergyPathways"), an English private company.

19 Financial commitments and contingent liabilities

There are no financial commitments and contingent liabilities.

20 Ultimate controlling party

As at 28 February 2023, there was no ultimate controlling party of the Company. Substantial shareholdings are noted within the directors' report.