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28 November 2023

Dial Square Investments plc
Interim Accounts – 31 August 2023

Dial Square Investments plc is pleased to announce its interim results for the six months ended 31 August 2023.

Enquiries

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Overview

During the period the Directors considered a number of acquisition opportunities in the sport management 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 is nearing completion. As the market capitalisation of the enlarged group following completion of the Transaction will 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 is currently in the process of making an application for its ordinary shares to be admitted to trading on AIM and will, shortly, publish an admission document.

Responsibility Statement

We confirm that to the best of our knowledge that the Interim Report:

- has been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting;
- gives a true and fair view of the assets, liabilities, financial position and profit/loss of the Company;
- includes a fair review of the information required by DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the

financial year and their impact on the set of interim financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and

- includes a fair review of the information required by DTR 4.2.8R of the Disclosure and Transparency Rules, being the information required on related party transactions.

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.

We aim to work responsibly with our stakeholders, including suppliers. The Board wishes to confirm that there are no significant decisions made in the period or subsequent to year end that need to be disclosed.

The Company intends to put in place systems to ensure that it develops, maintains and constantly improves policies, which will enable it to:

- consider the interests and wellbeing of its employees
- ensure compliance with environmental laws wherever its future activities take place
- take into account the long-term impact of its decisions
- be mindful of its responsibilities towards local communities
- maintain the highest standards of probity and integrity in its business dealings
- concentrate on establishing enduring relationships with those with whom it carries on business

The Interim Report was approved by the Board of Directors and the above responsibility statement.

Neil Cousins
Non Executive Chairman
28 November 2023

	Note	Unaudited 6 months ended 31 August 2023 £	Unaudited 6 months ended 31 August 2022 £	Audited 12 months ended 28 February 2023 £
Revenue		-	-	-
Administrative expenses		(275,342)	(50,820)	(611,775)
Operating result		(275,342)	(50,820)	(611,775)
Finance income/(expense)		8,000	-	-
Loss before taxation		(267,342)	(50,820)	(611,775)
Income tax		-	-	-
Loss for the period and total comprehensive income for the period		(267,342)	(50,820)	(611,775)
Basic and diluted loss per ordinary share (pence)	3	(1.01)	(0.36)	(3.26)

The notes on page 9 to 12 form an integral part of the unaudited condensed interim financial information

		Unaudited	Unaudited	Audited
		As at 31	As at 31	As at 28
	Note	August 2023	August 2022	February 2023
		£	£	£
ASSETS				
Current assets				
Cash and cash equivalents		263,406	316,148	709,138
Restricted cash	6	160,000	-	-
Trade and other receivables		27,338	-	20,198
Loans to third parties	5	200,000	-	-
Total assets		650,744	316,148	729,336
Liabilities				
Current Liabilities				
Trade and other payables	4	260,559	112,763	231,809
Advance share subscription	6	160,000	-	-
Total Liabilities		420,559	112,763	231,809
Net Assets		230,185	203,385	497,527
EQUITY AND LIABILITIES				
Equity attributable to owners				
Ordinary share capital	7	265,500	162,500	265,500
Share premium	7	628,281	245,575	628,281
Accumulated losses		(663,596)	(204,689)	(396,254)
Total equity and liabilities		230,185	203,385	497,527

The notes on pages [9] to [12] form an integral part of the unaudited condensed interim financial information

The interim financial information was approved by the board 28 November 2023 by:

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Lincoln Moore – Director

	Ordinary share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
As at 28th February 2022 <i>(Unaudited)</i>	162,500	245,575	(153,870)	254,205
Loss for the period	-	-	(50,820)	(50,820)
Total comprehensive income for the period	-	-	(50,820)	(50,820)
Transactions with owners				
Total transactions with owners	-	-	-	-
As at 31st August 2022 <i>(Unaudited)</i>	162,500	245,575	(204,690)	203,385
Loss for the period	-	-	(560,955)	(560,955)
Total comprehensive income for the period	-	-	(560,955)	(560,955)
Transactions with owners				
Ordinary shares issued during the period	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 28th February 2023 <i>(Audited)</i>	265,500	628,281	(396,254)	497,527
Loss for the period	-	-	(267,342)	(267,342)
Total comprehensive income for the period	-	-	(267,342)	(267,342)
Transactions with owners				
Total transactions with owners	-	-	-	-
As at 31st August 2023 <i>(Unaudited)</i>	265,500	628,281	(663,596)	230,185

	Unaudited 6 months ended 31 August 2023	Unaudited 6 months ended 31 August 2022	Audited 12 months ended 28 February 2023
	£	£	£
Cash flows from operating activities			
Loss before income tax	(267,342)	(50,820)	(611,775)
Share based payment expense	-	-	369,391
<i>Adjustments for:</i>			
Increase in other payables	28,750	25,310	142,874
(Increase) / decrease in trade and other receivables	(7,140)	-	15,890
Net cash outflows from operating activities	(245,732)	(25,510)	(83,620)
Cash flows from investing activities			
Loans to third parties	(200,000)	-	-
Net cash used in investing activities	(200,000)	-	-
Cash flows from financing activities			
Cash received from advance share subscription	160,000	-	-
Cash received from the issue of Ordinary Shares	-	-	451,100
Net cash inflow from financing activities	160,000	-	451,100
Net (decrease) / increase in cash and cash equivalents	(285,732)	(25,510)	367,480
Cash and cash equivalents at beginning of period	709,138	341,658	341,658
Cash and cash equivalents at end of period	423,406	316,148	709,138

1 General information

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 primarily in the sports management sector.

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 condensed interim financial information ("interim financial information") has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" (IAS 34). The interim financial information has been prepared on the historical cost basis, except for assets and liabilities measured at fair value through profit and loss, and are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates. All amounts have been rounded to the nearest pound, unless otherwise stated.

The interim financial information has not been audited in accordance with the International Standard on Review Engagements 2410 issued by the Auditing Practices Board. The interim financial information do not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. The figures have been prepared using applicable accounting policies and practices consistent with those adopted in the audited annual financial information for the year ended 31 August 2023.

The interim financial information is for the six months to 31 August 2023, being six months from the financial year end for the Company being 28 February 2022. The interim financial information does not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual audited financial statements for the period ended 28 February 2023.

The functional currency for the Company is determined as the currency of the primary economic environment in which it operates. The functional and presentational currency of the Company is Pounds Sterling (£).

The business is not considered to be seasonal in nature.

New standards, amendments and interpretations adopted

During the current period the Company adopted all the new and revised standards, amendments and interpretations that are relevant to its operations and are effective for accounting periods beginning on 1 January 2023. This adoption did not have a material effect on the accounting policies of the Company.

New standards, amendments and interpretations not yet adopted by the Company.

The standards and interpretations that are relevant to the Company, issued, but not yet effective, up to the date of these interim Financial information have been evaluated by the Directors and they do not consider that there will be a material impact of transition on the financial information.

2.2 Going concern

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

The Company is in the final stages of securing fundraising in connection with the Transaction and admission to AIM. Certain costs relating to this process are committed, irrespective of the outcome, and others are contingent upon admission to AIM and therefore will not adversely affect the cash position of the Company. In the event that the admission does not take place, the Company has sufficient cash resources to settle the committed associated expenses and to cover the ongoing administrative costs at the levels set out in the Statement of Comprehensive Income for the 6-month period ended 31 August 2023.

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 information 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.

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 period. Diluted earnings per Ordinary Share is calculated by adjusting the earnings and number of Ordinary Shares for the effects of dilutive potential Ordinary Shares.

2.7 Equity

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 and prior period results as disclosed in the income statement.

2.8 Critical accounting estimates and judgments

In preparing the Company Financial information, the Directors have to make judgments on how to apply the Company's accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments that have been made in arriving at the amounts recognised in the interim financial information.

3 Loss per Ordinary Share

There were no potentially dilutive instruments in issue at the period end.

	Unaudited 6 months ended 31 August 2023 £	Unaudited 6 months ended 31 August 2022 £	Audited 12 months ended 28 February 2023 £
Loss for the purposes of basic earnings per share being net loss attributable to the owners	(267,342)	(50,820)	(611,775)
Weighted average number of ordinary shares	26,550,000	14,107,143	18,789,726
Loss per share (pence)	(1.01)	(0.36)	(3.26)

4 Trade and other payables

	Unaudited 6 months ended 31 August 2023 £	Unaudited 6 months ended 31 August 2022 £	Audited 12 months ended 28 February 2023 £
Trade payables	56,950	22,888	73,200
Accruals	203,609	89,875	158,609
	260,559	112,763	231,809

All trade and other payables are denominated in GBP.

5 Loans to third parties

	£
As at 28 February 2023 (<i>Audited</i>)	-
Loans made during the period	200,000
As at 31 August 2023 (<i>Unaudited</i>)	200,000

On 9 March 2023, the Company entered into a loan agreement with EnergyPathways Limited (“EnergyPathways”) for a facility of £200,000. The facility was fully drawn down as at 31 August 2023. The loan is unsecured, has an interest rate of 8% p.a. and is convertible into ordinary shares of EnergyPathways at 2.5 pence per share at any time. As at reporting date there £8,000 accrued interest income has been brought to account, which is included in the balance of Trade and other receivables in the Statement of Financial Position.

6 Advance share subscription

	Unaudited 6 months ended 31 August 2023 £	Unaudited 6 months ended 31 August 2022 £	Audited 12 months ended 28 February 2023 £
Advance share subscription	160,000	-	-
	160,000	-	-

On 10 March 2023, the Company announced that it has entered into Heads of Terms 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. It is intended that the enlarged group created by the Transaction will be admitted to trading on AIM.

As at 31 August 2023 £160,000 had been received from subscribers for new ordinary shares in connection with the Transaction, which will be refundable to subscribers in the event that the Transaction does not complete. The subscription funds received have been recognised as restricted cash in the Statement of Financial Position.

7 Share Capital

	Ordinary Shares #	Share Capital £	Share Premium £	Total £
At 31 August 2022	16,250,000	162,500	245,575	408,075
Issue of ordinary shares ¹	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
At 31 August 2023	26,550,000	265,500	628,281	893,781

¹ On admission to the Standard List of the LSE on 30 November 2022, 10,300,000 ordinary shares were issued at a placing price of £0.05. An amount of £28,356 remained unpaid at year end.

8 Related party transactions

There were no material related party transactions in the period that require disclosure.

9 Events subsequent to the reporting date

There have been no material events subsequent to period end.

10 Financial commitments and contingent liabilities

There were no financial commitments or contingent liabilities of the Company as at 31 August 2023.

11 Ultimate controlling party

As at 31 August 2023, there was no ultimate controlling party of the Company.