

**ASHINGTON INNOVATION PLC**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**ASHINGTON INNOVATION PLC**

**COMPANY INFORMATION**

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<b>Directors</b>	P E Presland J Smart G Duthie D D Nauth R J Paolone
<b>Company secretary</b>	MSP Corporate Services
<b>Registered number</b>	12758732
<b>Registered office</b>	27/28 Eastcastle Street London W1W 8DH
<b>Independent auditor</b>	MHA Building 4 Foundation Park Roxborough Way Maidenhead SL6 3UD
<b>Accountants</b>	Venthams Ltd Millhouse 32-38 East Street Rochford Essex SS4 1DB
<b>Legal advisers</b>	Fladgate LLP 16 Great Queen Street London WC2B 5DG

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**ASHINGTON INNOVATION PLC**

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**ASHINGTON INNOVATION PLC**  
**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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## **Introduction**

The Directors present their report and financial statements for the year ended 31 December 2024.

## **Business review**

Ashington Innovation PLC is a Special Purpose Acquisition Company (SPAC). On the 06 June 2023 the Company obtained FCA approval for the listing of its shares on the Main Market of the London Stock Exchange, Standard Segment. The Company also obtained a dual listing on the Frankfurt Stock Exchange in August 2023. Following changes to the Listing rules, the Company is listed in the Shell Companies (Equity Shares) Category.

The Company's objective is to generate an attractive rate of return for shareholders, predominantly through capital appreciation, by taking advantage of opportunities to acquire companies or businesses in the technology sector and to operate those that it acquires. The Directors are responsible for carrying out this objective, implementing the Company's business strategy and conducting its overall supervision.

During the year under review, the Company did enter non-binding Heads of Terms to make its first acquisition, but the Directors decided ultimately not to proceed with it. As at the date of this Annual Report, the Company has not identified any other specific acquisition targets into which negotiations have been entered. The Company continues to actively seek a suitable acquisition target and the intention remains to acquire a controlling interest in target business(es) or company(ies). The Directors consider the potential vendors of target companies or businesses will be attracted by the opportunity to hold an interest in a London listed company with access to capital markets, M&A expertise and the corporate governance experience to manage and develop a quoted business.

Whilst the Company continues to review a broad range of acquisition opportunities, once the Company carries out an acquisition in a specific sector, it intends to focus its activities on that sector and to build its strategy in that sector. The Directors' intention is to create a trading business and the Company may seek to simultaneously acquire more than one business that has complementary people and technology in order to create one larger company, but the Directors do not intend the enlarged group to become a holding company for projects in multiple sectors or to become an investment entity. The Company will not, therefore, be pursuing a strategy or policy of diversification and spreading risk in its acquisitions.

While the Company pursues its long-term strategy to seek an acquisition target, it nevertheless needs to fund the overheads associated with maintaining its status as a listed company. To that end, on 02 August 2024 the Company raised additional finance through an issue of 10,000,000 Ordinary £0.01 shares at a premium of £0.01 per share and a further issue of 2 Ordinary £0.01 shares at nominal value.

## **Environmental Responsibility**

The Board of Directors believe that any matters related to environmental responsibility are not currently applicable as there are no operating activities. Nevertheless, the Board of Directors recognises the importance of environmental responsibility and will always comply with local regulatory environmental requirements in the event where future operational activities occur.

## **Social, community and human rights responsibility**

The Board of Directors recognise the responsibility towards partners, suppliers, investors, lenders and the local community in which future operational activities will take place.

Currently the Company has no employees other than Directors. All Directors of the Company are male.

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**ASHINGTON INNOVATION PLC**  
**STRATEGIC REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**Financial key performance indicators**

The Company is a relatively new entity with a limited operating history. Despite no acquisition yet having been completed, the Company has, of necessity, incurred expenditure and therefore the only current key performance indicator is the expenditure incurred for the period. The Directors operate a strict control of overhead costs.

**Principal risks and uncertainties**

The Company operates in an uncertain environment and is therefore subject to a number of different risk factors. The Directors have performed an assessment of the different risks and consider the following risk factors to be the most relevant to the Company.

**Transaction risk**

The Company has limited cash resources which will diminish over time owing to the Company's on-going operating costs, particularly in the period before an acquisition is completed. The Company may be unable to obtain sufficient financing, if required, to complete an acquisition or to fund the target's operations or may not be able to obtain such financing on terms acceptable to the Company.

In addition, the Company is dependent on the Directors to identify suitable acquisition opportunities. Whilst the Directors have considerable relevant experience of acquiring companies, businesses and assets in the nature of those that the Company will seek to acquire, there is a risk that the Directors may not be able to source suitable targets or execute an acquisition, and that any targets identified may not fully align with the Company's objectives and business plans.

**Economic uncertainties**

The global financial markets are experiencing continued volatility and geopolitical issues and tensions continue to arise. Many countries have continued to experience recession or negligible growth rates, which have had, and may continue to have, an adverse effect on consumer and business confidence. The resulting low consumer and business confidence has led to low levels of demand for many products across a wide variety of industries. The Company cannot predict the severity or extent of these recessions and/or periods of slow growth. Accordingly, the Company's estimate of the results of operations, financial condition and prospects of an acquisition target will be uncertain and may be adversely impacted by unfavourable general global, regional and national macroeconomic conditions.

**Going Concern**

As at 31 December 2024, the Company had cash at bank of £185,810 but made a loss for the year ended at that date of £268,558 and has an accumulated deficit on the statement of comprehensive income of £1,542,082. The Company was established as a Special Purpose Acquisition Company and, as such is unlikely to make any profit until the completion of a suitable acquisition.

During the year, the Company raised £199,990 net of costs through the issue of new Ordinary shares to new investors, but further funding is required under the Company's long-term plan to continue to seek acquisition candidates, and the Company plans to raise significant further equity capital either from existing or new investors. However, the plans to raise additional equity capital from existing and new shareholders, and the successful completion of a suitable acquisition are matters that are not entirely within the control of the Directors, and represent material uncertainties regarding the Company's ability to continue as a going concern.

The Directors have a reasonable expectation that the Company has adequate resources or access to further capital to continue in operational existence for the foreseeable future and for this reason will continue to adopt the going concern basis in the preparation of its financial statements.

As referred to in Accounting Policy 2.2 Going Concern, the Directors believe that the adoption of the going concern basis of accounting is appropriate. Accordingly, the accompanying financial statements do not include any adjustments that would be required if they were not prepared on a going concern basis.

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**ASHINGTON INNOVATION PLC**  
**STRATEGIC REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**Other key performance indicators**

As explained above, the Company is still seeking a suitable acquisition and this remains the primary focus of the Directors, who do not consider there to be any other key performance indicators at present. The Directors believe that, having regard to the nature of the Company's business, there is no information relating to environmental and employee matters that are considered key non-financial performance indicators.

**Directors' statement of compliance with duty to promote the success of the Company**

During the year, the Directors have acted to promote the success of the Company for the benefit of its members as a whole. While discharging their duties, section 172 (1) requires the Directors to have regard to, amongst other matters, the;

- Likely long-term consequences of decisions
- Business relationships with suppliers
- Impact on the community and environment
- Reputation for high standard of business conduct
- Need to act fairly between members of the Company

The Directors are responsible for the Company's objectives and business strategy and its overall supervision. Acquisition, divestment, and other strategic decisions will all be considered and determined by the Directors. The Directors have focussed long-term strategic objectives and therefore are clear on the potential long-term consequences of not meeting these objectives. The Directors have good working relationships with existing suppliers, and through their considerable combined experience and high standards of business conduct they will continue to foster the existing and new relationships with suppliers, members and the wider community in order to continue to promote the success of the Company.

The Directors have and will continue to provide leadership within a framework of appropriate and effective controls. The Directors operate and monitor the corporate governance values of the Company and have overall responsibility for setting the Company's strategic aims, defining the business objective, managing the financial and operational resources of the Company, and reviewing the performance of the officers and management of the Company's business both prior to and following an acquisition.

This report was approved by the board and signed on its behalf.



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**P E Presland**  
Director

Date April 28, 2025

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**ASHINGTON INNOVATION PLC**  
**GOVERNANCE REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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The Company is committed to high standards of Corporate Governance and is headed by an effective Board which is collectively responsible for the long-term success of the Company.

As a company with a London Stock Exchange Main Market, Shell Companies (Equity Shares) Category Listing, the Company is not required to comply with the provisions of the UK Corporate Governance Code. However, in the interests of observing best practice on corporate governance, the Company intends to comply with the provisions of the UK Corporate Governance Code (as published by the Financial Reporting Council) insofar as is appropriate having regard to the size and nature of the Company and the size and composition of the Board, except that:

- given the size of the Board and the Company's current non-operational status, the Company does not comply with certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the composition of the Board and the division of responsibilities between the Chairman and Chief Executive and executive compensation), as the Board considers these provisions to be inapplicable to the Company at its current stage;
- until an acquisition is made, the Company will not have separate audit and risk, nomination or remuneration committees and no remuneration consultant will be appointed. The Board as a whole will instead review audit and risk matters, as well as the Board's size, structure and composition and the scale and structure of the Directors' fees, taking into account the interests of shareholders and the performance of the Company, and will take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements and take responsibility for any formal announcements on the Company's financial performance and other matters requiring announcement. Following the completion of an acquisition, the Board intends to put in place audit and risk, nomination and remuneration committees so that the Company complies with these provisions;
- the UK Corporate Governance Code recommends the submission of all Directors for re-election at regular intervals. None of the Directors will be required to be submitted for re-election until the first annual general meeting of the Company following an acquisition; and
- the Company does comply with the provision of the UK Corporate Governance Code in that at least half of the Board, excluding the Chairman, should comprise non-executive directors determined by the Board to be independent. The Board considers Messrs Duthie, Nauth and Paolone to be independent non-executive directors. However, the Company has not appointed a senior independent director. The Company intends to appoint additional independent non-executive directors, including a senior independent director, following an acquisition so that the Company complies with these provisions.

#### Leadership

The Company is headed by an effective Board which is collectively responsible for the long-term success of the Company. The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and long-term shareholder value. To achieve this, the Board directs and monitors the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company.

During the year the Board has met to carry out its statutory duties and outside of scheduled meetings, the Directors maintain frequent contact to discuss many aspects of the Company, including, but not limited to, risks and opportunities, new appointments, responsibilities, governance, strategy and a review of its own performance.

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**ASHINGTON INNOVATION PLC**  
**GOVERNANCE REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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Diversity

The Company has not adopted a formal policy on diversity; however, it is committed to a culture of equal opportunities for all, regardless of age, race or gender. The board is currently made up of 5 male directors and there are no other employees in the Company.

Risk management

The Board regularly discusses the principal risks to the business and any emerging risks which they have become aware of and to ensure all parties are aware of their areas of responsibility and to remain fully informed on the Company's operations. The Company's primary objective of financial risk management is to ensure financial stability through the identification and assessment of financial risks and developing suitable methods and controls to mitigate these risks. The Board maintains the expectation that the Company will continue in operation as detailed in accounting policy 2.2 Going Concern on page 22 of the financial statements.

Shareholder relations

The Board acts on behalf of its shareholders to deliver long term value. In order to accomplish this, the Board keeps a number of channels of communication open to better understand the views of the shareholders. Open and transparent communication with shareholders is given high priority. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. Regular updates to record news in relation to the Company and the status of its activities are released on the London Stock Exchange website.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance.

The Company has adopted Market Abuse Regulation (MAR) compliant policies regarding Directors' dealings that prohibit insider dealing, unlawful disclosure and market manipulation, and provisions to prevent and detect these.

The Company will not seek shareholder approval at a general meeting in respect of an acquisition, unless required to do so for the purposes of facilitating the financing arrangements or for other legal or regulatory reasons.

This report was approved by the board and signed on its behalf.



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**P E Presland**  
Director

Date: April 28, 2025

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**ASHINGTON INNOVATION PLC**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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The Directors present their report and the financial statements for the year ended 31 December 2024.

**Principal activity**

The principal activity of the Company is that of a Special Purpose Acquisition Company.

**Results and dividends**

The loss for the year, after taxation, amounted to £268,558 (2023 - loss for the 17-month period amounted to £878,218).

The directors have not recommended a dividend in respect of the current year and no dividend was recommended or declared in the prior year.

**Political contributions**

The Company made no political contributions in respect of the current year and none were made in respect of the prior period.

**Directors**

The Directors who served during the year were:

P E Presland  
J Smart  
G Duthie  
D D Nauth  
R J Paolone

**Directors' indemnities and liability insurance**

The Company maintains liability insurance for its Directors and Officers. The Company has also granted indemnities to the extent permitted by law to each of the Directors. These indemnities are uncapped in amount in relation to certain losses and liabilities which they may incur to third parties in the course of acting as a Director or Officer of the Company. Neither the indemnity, nor insurance cover provides cover in the event a Director or Officer is proved to have acted fraudulently or dishonestly. The indemnity is categorised as a 'qualifying third-party indemnity' for the purposes of the Companies Act 2006 and will continue in force for the benefit of Directors and Officers on an ongoing basis.

**Share Capital**

Ashington Innovation Plc is incorporated as a public limited company and is registered in England and Wales with the registered number 12758732. Details of the Company's issued share capital, together with details of movements during the year, are shown in Note 10. The Company has one class of Ordinary shares and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

**ASHINGTON INNOVATION PLC**  
**DIRECTORS' REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

At 31 May 2023 the Company entered into an arrangement to issue warrants to senior management, including some Directors. The fair value of the warrants issued to Directors was as follows;

Director	Fair Value of Warrants at 31 December 2024 £
Jason Smart	£184,370
Peter Presland	£1,400
<b>Total</b>	<b>£185,770</b>

The total fair value of all warrants issued, including those issued to Directors above, was £195,851 at 31 December 2024, as included in Note 14 to the financial statements.

The number of unissued shares that the warrants would take up is not known.

### Significant Shareholders

As at 31 December 2024, so far as the Directors are aware, the parties (other than Directors) who are directly or indirectly interested in 3% or more of the nominal value of the Company's share capital are as follows:

Shareholder	Number of Ordinary Shares	Percentage of Issued Share Capital
Mr Mohammed Bakhashwain	7,833,333	10.79%
Jamal Adderley	5,000,000	6.89%
Heptagon Investments	5,000,000	6.89%
Bank of New York Nominees Limited	3,333,333	4.59%
Platform Securities Nominees	3,333,333	4.59%
CGWL Nominees Limited	3,333,333	4.59%

The Directors who directly or indirectly have an interest in the share capital of the Company are shown in the Directors' Remuneration Report on page 9.

### Future developments

As referred to in the Strategic Report, the Company, following the successful listing of its shares on the Main Market of the London Stock Exchange, is actively looking for suitable acquisition targets.

### Disclosure of information to auditor

Each of the persons who are Directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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**ASHINGTON INNOVATION PLC**  
**DIRECTORS' REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**Greenhouse gas emissions, energy consumption and energy efficiency**

As the Company has not completed its first acquisition and has only five Directors, limited travel and no premises, the Directors do not consider any disclosure under the Task Force on Climate-related Financial Disclosures is required at this juncture. However, the Company will continue to review this position as it executes its investment and acquisition strategy.

**Post year end events**

There have been no significant events affecting the Company since the year end.

**Auditors**

The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP. In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP. The independent auditor, MHA, will be proposed for reappointment at the forthcoming Annual General Meeting.

This report was approved by the board and signed on its behalf.



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**P E Presland**  
Director

Date April 28, 2025

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**ASHINGTON INNOVATION PLC**  
**DIRECTORS' REMUNERATION REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**Introduction**

The information included in this report is not subject to audit other than where specifically indicated.

**Remuneration Committee**

The Company does not have an appointed Remuneration Committee, although the Board intends to put one in place following the completion of an acquisition. The Board as a whole will instead review the Directors' fees, taking into account the interests of shareholders and the performance of the Company, and will take responsibility for determining appropriate remuneration for the Directors.

**The remuneration policy**

Of the Directors who served during the year, as listed on page 6 of the Directors' Report, there were the following agreements in place.

An agreement with Mr Presland, pursuant to which Mr Presland was appointed as a non-executive director and chairman of the Company for an annual fee of £18,000, payable monthly in arrears. The appointment is for an initial term of 36 months and is terminable on six months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Presland is in material breach of the terms of the appointment.

An agreement with Mr Smart, pursuant to which Mr Smart was appointed as a non-executive director of the Company, although initially Mr Smart will not be remunerated. The appointment is for an initial term of 36 months and is terminable on six months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Smart is in material breach of the terms of the appointment.

**Company performance graph**

The Directors have considered the requirement for a performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company only recently became listed and is currently incurring losses as it seeks a suitable acquisition target. In addition, the remuneration of the Directors is not currently linked to performance and therefore the Company does not consider the inclusion of a performance graph would be useful to the shareholders at the current time.

**Statement of Directors' shareholding and share interests (audited)**

Of the Directors, as listed on page 6 of the Director Report, who served during the year, those with an interest in the Ordinary Shares of the Company, either directly in their name or indirectly through a nominee company, are as follows:

<b>Shareholder</b>	<b>Number of Ordinary Shares</b>	<b>Percentage of Issued Share Capital</b>
Jason Smart	29,731,233	40.95%
Grant Duthie	833,333	1.15%
Peter Presland	166,697	0.23%

There have been no changes in the Directors' share interests since the year end.

**ASHINGTON INNOVATION PLC**  
**DIRECTORS' REMUNERATION REPORT (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**Directors' emoluments (audited)**

Remuneration paid to Directors during the year ended 31 December 2024 was as follows;

Director	Salary £	Fees for Director services £	Pension contribution £	Share based payments £	Payment in lieu of notice £	Total £
Peter Presland	£18,000					£18,000
<b>TOTAL</b>	<b>£18,000</b>	<b>£nil</b>	<b>£nil</b>	<b>£nil</b>	<b>£nil</b>	<b>£18,000</b>

Remuneration paid to Directors during the 17-month period ended 31 December 2023 was as follows;

Director	Salary £	Fees for Director services £	Pension contribution £	Share based payments £*	Payment in lieu of notice £	Total £
Jason Smart				£184,770		£184,770
Peter Presland	£24,000			£1,400		£25,400
Chris Disspain			£22,500	£1,400		£23,900
Jason Drummond		£27,000			£9,000	£36,000
<b>TOTAL</b>	<b>£24,000</b>	<b>£27,000</b>	<b>£22,500</b>	<b>£187,570</b>	<b>£9,000</b>	<b>£270,070</b>

The nature of the fees paid to Directors in respect of the current year and prior period are disclosed within Note 16 – Related Party Transactions.

\*Share based payments relating to the vesting amount charged to profit and loss in respect of warrants issued or committed as at the time of the Listing was £195,851 as at 31 December 2023, including share-based payments to Directors of £187,570 as above.

None of the Directors have any commission or profit-sharing arrangements with the Company.

There are no other reportable matters to disclose.

**Approval by shareholders**

At the next Annual General Meeting of the Company a resolution approving this report is to be proposed as an ordinary resolution. The Board considers shareholder feedback received which will be reviewed and considered as part of the Company's annual policy on remuneration.

This report was approved by the board and signed on its behalf.



.....  
**P E Presland**  
 Director

Date April 28, 2025

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**ASHINGTON INNOVATION PLC**  
**DIRECTORS' RESPONSIBILITIES STATEMENT**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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The Directors are responsible for preparing the strategic report, directors' report and the financial statements, in accordance with applicable company law.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK adopted International Financial Reporting Standards (UK adopted IFRS).

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 at that date and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the UK, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors consider that the annual report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Each of the directors, whose names are listed on page 6 of the Directors' Report confirm that, to the best of their knowledge:

- the Company's financial statements, which have been prepared in accordance with UK-adopted IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Directors' Report includes a 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.

This statement was approved by the board and signed on its behalf.



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**P E Presland**  
Director

Date April 28, 2025

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**ASHINGTON INNOVATION PLC****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC**

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For the purpose of this report, the terms “we” and “our” denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Ashington Innovation plc. For the purposes of the table on pages 13 to 14 that sets out the key audit matters and how our audit addressed the key audit matters, the terms “we” and “our” refer to MHA. The “Company” is defined as Ashington Innovation plc. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 (“Companies Act 2006”).

**Opinion**

We have audited the financial statements of Ashington Innovation plc for the year ended 31 December 2024. The financial statements that we have audited comprise:

- the Statement of Comprehensive Income
- the Statement of Financial Position
- the Statement of Changes in Equity
- the Statement of Cash Flows, and
- Notes 1 to 19 of the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Company’s financial statements is applicable law and International Financial Reporting Standards and interpretations as adopted by the UK (collectively UK adopted IFRS).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company’s affairs as at 31 December 2024 and of the Company’s loss for the period then ended;
- have been properly prepared in accordance with UK adopted IFRS; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

**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 ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Material uncertainty related to going concern**

We draw attention to note 2.2 in the financial statements, which explains that further funding is required under the Company’s long-term plan to continue to seek acquisition candidates, and the Company plans to raise significant further equity capital within this period, either from existing or new investors. The necessary investment by existing and new shareholders, and the successful completion of a suitable acquisition are both matters that are not entirely within the control of the Directors as stated within note 2.2 and represent material uncertainties that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors’ assessment of the Company’s ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company’s operations and specifically its business model.
- The evaluation of how those risks might impact on the Company’s available financial resources.

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**ASHINGTON INNOVATION PLC**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC  
(CONTINUED)**

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- Where additional resources may be required, the reasonableness and practicality of the assumptions made by the Directors when assessing the probability and likelihood of those resources becoming available.
- Liquidity considerations including examination of the Company's cash flow projections.
- Viability assessment including consideration of reserve levels and business plans.

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

### **Overview of our audit approach**

<b>Scope</b>	Our 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 in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.		
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<b>Materiality</b>	<b>2024</b>	<b>2023</b>	
<b>Company</b>	£4,300	£6,800	2% of gross assets in both periods

### **Key audit matters**

<b>Recurring</b>	<ul style="list-style-type: none"> <li>• Management override of controls</li> </ul>
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### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters 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.

### **Management override of controls**

<b>Key audit matter description</b>	Management is in a unique position to perpetrate fraud because of its ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively. Due to the unpredictable way in which such override could occur, this was deemed a significant risk and, due to the limited activity during the year, also a key audit matter for this engagement.
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**ASHINGTON INNOVATION PLC**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC  
(CONTINUED)**

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<b>How the scope of our audit responded to the key audit matter</b>	Our audit procedures included:  Performing detailed reviews and testing of journal entries made, particularly those which we considered to rely on greater levels of judgement, such as year-end estimations.
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<b>Key observations communicated to the Company's Board of Directors</b>	Based on the procedures performed, nothing has come to our attention that indicate management override of controls, having considered entries made into the accounting system and subsequent disclosure made into the financial statements.
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**Our application of materiality**

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality in respect of the Company was set at £4,300 (2023: £6,800) which was determined on the basis of 2% of the Company's gross assets (2023: 2% of the Company's gross assets). This was deemed to be the appropriate benchmark for the calculation of materiality as this is a key area of the financial statements with which the users of the financial statements are principally concerned.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Company was set at £3,010 (2023: £4,760) which represents 70% (2023: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £215 (2023: £340) to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

**The control environment**

We evaluated the design and implementation of those internal controls of the company which are relevant to our audit, such as those relating to the financial reporting cycle.

**Climate-related risks**

In planning our audit and gaining an understanding of the company, we considered the potential impact of climate-related risks on the business and its financial statements. We obtained management's climate-related risk assessment, along with relevant documentation relating to management's assessment and held discussions with management to understand their process for identifying and assessing those risks.

We critically reviewed management's assessment and challenged the assumptions underlying their assessment. We have agreed with management's assessment that climate-related risks are not material to these financial statements.

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**ASHINGTON INNOVATION PLC**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC  
(CONTINUED)**

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**Reporting on 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.

**Strategic report and directors' report**

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.

In the light of the knowledge and understanding of the Company and its environment obtained during the audit, we have not identified material misstatements in the strategic report or the directors' report.

**Directors' remuneration report**

Those aspects of the director's remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns; 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, 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.

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**ASHINGTON INNOVATION PLC****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC  
(CONTINUED)**

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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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

**Identifying and assessing potential risks arising from irregularities, including fraud**

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector, the control environment, business performance including remuneration policies and the Company's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Company focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, listing rules and UK tax legislation.
- We enquired of the directors and management concerning the Company's policies and procedures relating to:
  - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls.

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**ASHINGTON INNOVATION PLC**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHINGTON INNOVATION PLC  
(CONTINUED)**

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**Audit response to risks identified**

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Company's Board meetings;
- audit procedures performed by the engagement team in connection with the risks identified included:
  - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
  - testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;
  - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
  - enquiry of management around actual and potential litigation and claims.
  - challenging the assumptions and judgements made by management in its significant accounting estimates; and
  - obtaining bank confirmations from third party institutions to confirm existence.
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

**Other requirements**

We were reappointed by the members on 17 June 2024 and the current period is the second year of our engagement.

We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Company, and we remain independent of the company in conducting our audit.

**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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

*Jason Mitchell*

**Jason Mitchell MBA BSc FCA**  
(Senior Statutory Auditor)  
for and on behalf of MHA, Statutory Auditor  
Maidenhead, United Kingdom

Date: April 28, 2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

**ASHINGTON INNOVATION PLC**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

	<b>Note</b>	<b>Year ended 31 December 2024</b>	<i>17 months ended 31 December 2023</i>
		<b>£</b>	<b>£</b>
Administrative expenses		(268,751)	(878,218)
Finance Income		193	-
<b>Loss before tax</b>		<b>(268,558)</b>	<b>(878,218)</b>
Tax expense	6	-	-
<b>Loss for the year</b>		<b>(268,558)</b>	<b>(878,218)</b>
<b>Total comprehensive income</b>		<b>(268,558)</b>	<b>(878,218)</b>
		<b>Year ended 31 December 2024</b>	<i>Period ended 31 December 2023</i>
		<b>Pence</b>	<b>Pence</b>
<b>Basic and diluted loss per share</b>	7	<b>(0.37p)</b>	<b>(1.40p)</b>

There is no other comprehensive income. The loss for the year is the same as the total comprehensive income for the year attributable to the owners of the Company.

The notes on pages 22 to 35 form part of these financial statements.

**ASHINGTON INNOVATION PLC**  
**REGISTERED NUMBER: 12758732**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2024**

	Note	31 December 2024 £	31 December 2023 £
<b>Assets</b>			
<b>Current assets</b>			
Trade and other receivables	8	30,518	21,969
Cash and cash equivalents	15	185,810	323,146
<b>Total assets</b>		<b>216,328</b>	<b>345,145</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	9	116,443	176,662
<b>Total liabilities</b>		<b>116,443</b>	<b>176,662</b>
<b>Net assets</b>		<b>99,885</b>	<b>168,453</b>
<b>Issued capital and reserves</b>			
Share capital	10	725,979	625,979
Share premium reserve	11	915,988	815,998
Accumulated deficit		(1,542,082)	(1,273,524)
<b>Total Equity</b>		<b>99,885</b>	<b>168,453</b>

The financial statements on pages 18 to 35 were approved and authorised for issue by the board of directors and were signed on its behalf by:



.....  
**P E Presland**  
 Director

Date: April 28, 2025

The notes on pages 22 to 35 form part of these financial statements.

**ASHINGTON INNOVATION PLC**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
<b>At 1 August 2022</b>	344,167	263,333	(591,157)	16,343
<b>Comprehensive income for the period</b>				
Loss for the year	-	-	(878,218)	(878,218)
<b>Contributions by and distributions to owners</b>				
Issue of share capital, net of transaction costs (see Note 10 and Note 11)	281,812	552,665	-	834,477
Share based payments			195,851	195,851
<b>At 1 January 2024</b>	<b>625,979</b>	<b>815,998</b>	<b>(1,273,524)</b>	<b>168,453</b>
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(268,558)	(268,558)
<b>Contributions by and distributions to owners</b>				
Issue of share capital, net of transaction costs (see Note 10 and Note 11)	100,000	99,990	-	199,990
<b>At 31 December 2024</b>	<b>725,979</b>	<b>915,988</b>	<b>(1,542,082)</b>	<b>99,885</b>

The notes on pages 22 to 35 form part of these financial statements.

**ASHINGTON INNOVATION PLC**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

	<b>Note</b>	<b>Year ended 31 December 2024 £</b>	<i>Restated Period ended 31 December 2023 £</i>
<b>Cash flows from operating activities</b>			
Loss for the year		<b>(268,558)</b>	<i>(878,218)</i>
<b>Adjustments for</b>			
Share based payments		-	<i>195,851</i>
<b>Movements in working capital:</b>			
Increase in trade and other receivables		<b>(8,549)</b>	<i>(15,369)</i>
(Decrease) / Increase in trade and other payables		<b>(60,219)</b>	<i>49,852</i>
<b>Net cash used in operating activities</b>		<b>(337,326)</b>	<i>(647,884)</i>
<b>Cash flows from financing activities</b>			
Issue of ordinary shares, net		<b>199,990</b>	<i>834,477</i>
<b>Net cash from financing activities</b>		<b>199,990</b>	<i>834,477</i>
<b>Net (decrease) / increase in cash and cash equivalents</b>		<b>(137,336)</b>	<i>186,593</i>
Cash and cash equivalents at the beginning of year		<b>323,146</b>	<i>136,553</i>
<b>Cash and cash equivalents at the end of the year</b>	15	<b>185,810</b>	<i>323,146</i>

The notes on pages 22 to 35 form part of these financial statements.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**1. General Information**

Ashington Innovation PLC (the 'Company') is a public company incorporated in England and Wales and domiciled in the United Kingdom. The Company's registered office is at 27/28 Eastcastle Street, London, W1W 8DH.

The Company's principal activity is that of a Special Purpose Acquisition Company.

The prior year accounting period was for 17 months to 31 December 2023. The period end was extended to fall in line with the calendar year.

These financial statements are presented in pounds sterling, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise indicated.

**2. Material Accounting policies**

**2.1 Basis of preparation**

The financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations as adopted by the UK (collectively UK adopted IFRS) and those parts of the Companies Act 2006 that are relevant to companies reporting in accordance with UK adopted IFRS.

The financial statements have been prepared under the historical cost convention unless otherwise specified within the accounting policies.

In preparing the financial statements, management made judgments, estimates and assumptions that affect the application of the Company accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The Directors do not consider there to be any critical judgements that have been made in arriving at the amounts recognised in the financial statements.

**2.2 Going concern**

The Company was established as a Special Purpose Acquisition Company and although the Company is unlikely to make any profit until the successful completion of a suitable acquisition, the Directors have a reasonable expectation that the Company has, or will have, adequate resources or access to capital to enable it to continue in operational existence for the foreseeable future and for this reason will continue to adopt the going concern basis in the preparation of its financial statements.

Accounting standards require that the going concern review period covers at least 12 months from the date of approval of the financial statements, although they do not specify how far beyond 12 months the Directors should consider. In undertaking the going concern review, the Directors have reviewed the Company's cash flow forecasts to 30 April 2026 (the going concern period). Given the Company's plans and requirements, a review period of 12 months is considered appropriate.

The review indicates that further funding is required under the Company's long-term plan to continue to seek acquisition candidates, and the Company plans to raise significant further equity capital within this period, either from existing or new investors.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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The necessary investment by existing and / or new shareholders, and the successful completion of a suitable acquisition are both matters that are not entirely within the control of the Directors, and thus represent material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

Notwithstanding the existence of these material uncertainties, given the plans currently in place, the Directors believe that the adoption of the going concern basis of accounting is appropriate. The accompanying financial statements do not include any adjustments that would be required if they were not prepared on a going concern basis.

### **2.3 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### **(i) Current tax**

There is no tax payable as the Company has made a taxable loss for the year. Taxable loss differs from 'Loss for the year' as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company's current tax liability would be ordinarily calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### **(ii) Deferred tax**

Deferred tax liabilities are generally recognised for all taxable temporary differences between accounting profits/ losses and taxable profits/ losses. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are calculated at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

#### **(iii) Current and deferred tax for the period**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**2.4 Finance income**

Finance income represents interest receivable and is recognised in profit and loss using the effective interest method.

**2.5 Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

**2.6 Financial instruments**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial liabilities including trade and other payables are non-interest bearing and carried at the original invoice amount. Trade payables represent obligations to pay for services that have been provided in the ordinary course of business. All financial liabilities approximate to fair value due to the short-term nature of the financial instruments.

**2.7 Share Capital and Share Premium**

Ordinary shares are classified as equity and are carried at par value. Share premium represents the excess money received for issued shares above the par value, net of transaction costs.

**2.8 Accumulated Deficit**

Accumulated deficit is classified as equity and represents the accumulated trading losses of the Company.

**2.9 Share-based payments**

The Company has issued warrants to initial investors and certain counter parties and advisers.

Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of the grant, equating to the end date the Company and counterparty had a shared understanding of the items and conditions of the agreement. The fair value so determined is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**2.10 Recently released Standards / Interpretations**

The Company has resolved not to early adopt new or revised standards and interpretations with an effective date after the date of these financial statements. The Company intends to adopt these standards as soon as they become effective.

The Company has applied the following amendments for the first time for their annual reporting period commencing 01 January 2024:

- Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants – Amendments to IAS1
- Lease Liability in Sale and Leaseback – Amendments to IFRS 16
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7

The Directors do not anticipate that the adoption of these new or revised standards and interpretations will have a material impact on the Company's financial statements in the period of initial application.

**2.11 Segmental reporting**

As the Company operates as a single business unit with no activities that are distinct reportable segments, then IFRS 8's segment reporting requirements do not apply.

**3. Auditor's remuneration**

During the year, the Company obtained the following services from the Company's auditors:

	<b>Year ended</b>	<i>Period</i>
	<b>31</b>	<i>ended</i>
	<b>December</b>	<i>December</i>
	<b>2024</b>	<i>2023</i>
	<b>£</b>	<b>£</b>
Fees payable to the Company's auditors for the audit of the Company's financial statements.	<b><u>24,000</u></b>	<u>27,600</u>

The auditor provided no other non-audit services during the year or prior period.

The Company was not VAT registered in the prior period, and therefore was unable to reclaim input VAT. As disclosed in note 18, registration was obtained in the current year and therefore the figure for 2024 is shown net of VAT and the comparative inclusive of VAT.

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**4. Employee benefit expenses**

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
<b>Employee benefit expenses (including directors) comprise:</b>		
Wages and salaries	18,000	24,000
National insurance	1,019	1,770
Share based payments *	-	187,570
Payment in lieu of notice	-	9,000
Defined contribution pension cost	-	22,500
	<b>19,019</b>	<i>244,840</i>

\* Additional share-based payments were made in the prior year to a senior manager, who was not an employee, of £8,281 to give total share-based payments of £195,851 as included in the table below.

**Key management personnel compensation**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including the Directors of the Company listed on page 6.

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
Salary and Employers National Insurance Contributions	19,019	25,770
Defined contribution scheme costs	-	22,500
Share based payments	-	195,851
Payment in lieu of notice	-	9,000
	<b>19,019</b>	<i>253,121</i>

The monthly average number of persons, including the Directors, employed by the Company during the period was as follows:

	<b>Year ended 31 December 2024 No.</b>	<i>Period end 31 December 2023 No.</i>
Directors	<b>5</b>	<i>4</i>

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**5. Directors' remuneration**

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
Directors' emoluments	<b>18,000</b>	51,000
Company contributions to pension schemes	-	22,500
Payment in lieu of notice	-	9,000
Share based payments	-	187,570
	<u><b>18,000</b></u>	<u>270,070</u>

During the year, retirement benefits were accruing to 0 (2023: 1) director in respect of qualifying services:

Directors' emoluments include salary and fees paid to Directors which are detailed in Note 16 as related party transactions.

A breakdown of the remuneration paid to each Director who served during the year is included within the Directors Remuneration Report on page 10, which also provides details of share-based payments.

**6. Tax expense**

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to losses for the year are as follows:

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
Loss for the year	<b>(268,558)</b>	(878,218)
<b>Loss before income taxes</b>	<u><b>(268,558)</b></u>	<u>(878,218)</u>
Tax using the Company's domestic tax rate of 25.00% (2023: 22.18%)	<b>(67,140)</b>	(194,789)
Expenses not deductible for tax purposes	-	43,539
Unrelieved tax losses carried forward	<b>67,140</b>	151,250
<b>Total current tax expense for the year</b>	<u><b>-</b></u>	<u>-</u>

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**Factors affecting the current year tax charge**

At Spring Budget 2021, the government announced an increase in the Corporation Tax main rate from 19% to 25% for companies with profits over £250,000 together with the introduction of a small profits rate of 19% with effect from 01 April 2023. The small profits applies to companies with profits of not more than £50,000, with marginal relief available for profits up to £250,000. The prior period was a long period of 17 months to 31 December 2023 and the pro-rated effective tax rate was 22.18%. The current year effective tax rate is 25.0%.

No liability to UK corporation tax arose on the ordinary activities for the current period.

The Company has estimated excess management expenses of £1,734,924 (2023: £1,468,625) available for carry forward against future trading profits.

The tax losses have resulted in a deferred tax asset at a rate of 25% (2023: 25%) of approximately £433,731 (2023: £367,156) which has not been recognised in the financial statements due to the uncertainty of the recoverability of the amount.

**Changes in tax rates and factors affecting the future tax charges**

There were no factors that may affect future tax charges.

The Company has assessed the impact of the Pillar Two model rules on its financial statements. Based on the Company's current operations and tax structure, the implementation of these rules does not have a material impact on the Company's financial position, results of operations, or cash flows.

**7. Earnings per share**

**Basic earnings per share**

Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of Ordinary shares in issue during the year:

	<b>Year ended</b> <b>31</b> <b>December</b> <b>2024</b>	<i>Period ended</i> <i>31 December</i> <i>2023</i>
Loss after tax attributable to equity holders of the Company	<b>(£268,558)</b>	<i>(£878,218)</i>
Weighted average number of shares	72,597,900	<i>62,597,897</i>
Weighted average number of Ordinary shares on a diluted basis	72,597,900	<i>62,597,897</i>
Basic loss per share	<b>(0.37p)</b>	<i>(1.40p)</i>

For the financial year ended 31 December 2024 and the period ended 31 December 2023, basic loss per share and diluted loss per share are the same due to the effect of warrants being non-dilutive in light of the loss per share.

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

The Company has granted Warrants that will entitle the Directors to subscribe, following (and conditional upon) completion of an acquisition, at the Subscription Price for such number of Ordinary Shares as is equal, in aggregate, to 5% of the number of new Ordinary Shares to be issued as consideration shares pursuant to the acquisition. The Warrants will be exercisable for a period of two years from the date of completion of the acquisition.

The Directors anticipate that a significant number of new Ordinary Shares will be issued as part of any future acquisition (including pursuant to the Warrants) and shareholders should be aware that completion of an acquisition is likely to result in significant dilution to shareholders. Being a function of the target number of acquisition shares, it is not possible to forecast additional dilution pursuant to the exercise of the Warrants.

**8. Trade and other receivables**

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
<b>Current</b>		
Prepayments and accrued income	23,201	21,969
VAT Recoverable	7,317	-
<b>Total current trade and other receivables</b>	<b><u>30,518</u></b>	<b><u>21,969</u></b>

**9. Trade and other payables**

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
<b>Current</b>		
Trade payables	13,181	103,267
Other payables	68,230	29,030
Accruals	35,032	44,365
<b>Total current trade and other payables</b>	<b><u>116,443</u></b>	<b><u>176,662</u></b>

Other payables consist of transactions with related parties which are disclosed in detail in Note 16.

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**10. Share capital****Issued and fully paid**

	<b>Year ended 31 December 2024 Number</b>	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 Number</i>	<i>Period ended 31 December 2023 £</i>
<b>Ordinary shares of £0.01 each</b>				
At start of the year	<b>62,597,898</b>	<b>625,979</b>	34,416,666	344,167
Issued in the year	<b>10,000,002</b>	<b>100,000</b>	28,181,232	281,812
<b>At end of the year</b>	<b><u>72,597,900</u></b>	<b><u>725,979</u></b>	<u>62,597,898</u>	<u>625,979</u>

During the year there were two new share issues.

10,000,000 Ordinary £0.01 shares were issued on 01 August 2024 and £0.02 was paid per share.

2 Ordinary £0.01 shares were issued on 01 August 2024 and £0.01 was paid per share.

The Ordinary Shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption.

**11. Reserves****Share premium**

A premium of £99,990 was paid on shares issued during the year. At the Balance Sheet date, the total cumulative share premium was £915,988.

**Retained earnings**

All reserves in respect of profit and loss are distributable reserves.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**12. Financial instruments - fair values and risk management**

**Accounting classifications and fair values**

The following table shows the carrying amounts of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount approximates to fair value.

	<b>Year ended 31 December 2024 £</b>	<b>Period ended 31 December 2023 £</b>
<b>Financial assets not measured at fair value</b>		
Trade and other receivables	-	-
Cash and cash equivalents	185,810	323,146
	<u>185,810</u>	<u>323,146</u>
<b>Financial liabilities not measured at fair value</b>		
Trade and other payables	116,443	176,662
	<u>116,443</u>	<u>176,662</u>

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**Financial Assets and Liabilities**

Financial assets and liabilities are recognised on the Company's Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument.

**Financial risk management objectives**

The Company's primary objective of financial risk management is to ensure financial stability through the identification and assessment of financial risks and developing suitable methods to mitigate these risks.

**Credit Risk**

The Company will only trade with third parties it recognises as being creditworthy. Cash and cash equivalents are deposited only with a financial institution that satisfy required credit criteria. There are no trade receivable balances at the balance sheet date, but the Company will closely monitor any future receivable balances to ensure such balances are fairly stated.

**Market risk**

The Company's overall risk management programme considers the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

**Liquidity risk**

The Company has no borrowing that exposes it to liquidity risk. It closely monitors liquid assets in the short term through the control and review of all costs.

No maturity analysis has been prepared because there are no contractual maturities and all trade payables will be due for payment within supplier credit terms of 3 months or less.

**Fair Values of Financial Assets and Liabilities**

The Directors consider that the fair value of the Company's financial assets and liabilities are not considered to be materially different from their book values.

**13. Controlling party**

As at 31 December 2024 there is no ultimate controlling party.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**14. Warrants**

On 31 May 2023 the Company entered into an arrangement to issue warrants to senior management, including the Directors, of the company. These warrants will entitle the warrant holder to subscribe, following (and conditional upon) completion of an acquisition, for such a number of Ordinary Shares as is equal, in aggregate, to 5% of the number of new Ordinary Shares to be issued as consideration shares pursuant to the acquisition at a subscription price of £0.03 per share. These warrants will be exercisable for a period of two years from the date of completion of the acquisition.

At the date of the warrant instrument being issued, the number of consideration shares that will be issued following an acquisition is unknown and therefore the number of shares subject to the warrants is unknown. The timing of an acquisition is also unknown and therefore the expiry date of the warrants is unknown. It is therefore not possible to disclose the number of warrants outstanding or exercisable at the beginning nor end of the period nor the weighted average remaining contractual life. No warrants were forfeited, expired nor were exercised during the period.

As the warrants are to be settled in ordinary shares of the company, they have been accounted for as an equity settled share-based payment in line with IFRS2.

Given the number of unknown factors outlined above, the fair value of warrants was determined by applying a Monte-Carlo simulation. The share-based payment charge for the warrants has been taken in full at the date of the warrant instrument being signed as there are no vesting conditions specified within the warrant instrument.

A Monte Carlo simulation requires a number of assumptions to be made. The key assumptions made to input into the Monte-Carlo simulation in respect of the warrants are as follows:

Number of shares in issue at 31 May 2023	61,397,900
Period in which an acquisition is expected to occur	2 years
Probability of an acquisition within 2 years	66.67%
Minimum size of an acquisition	£30,000,000
Maximum size of an acquisition	£80,000,000
Probability distribution of the acquisition size	Exponential
Number of warrant shares issued to satisfy the warrants	58,328,005

The Company recognised £Nil (2023: £195,851) of expenditure related to the warrants in the period.

**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

**15. Notes supporting statement of cash flows**

	<b>31 December 2024</b>	<i>31 December 2023</i>
	<b>£</b>	<b>£</b>
Cash at bank available on demand	<b>185,810</b>	<i>323,146</i>
<b>Cash and cash equivalents in the statement of financial position</b>	<b>185,810</b>	<i>323,146</i>
<b>Cash and cash equivalents in the statement of cash flows</b>	<b><u>185,810</u></b>	<i><u>323,146</u></i>

**16. Related Party Transactions**

During the year the Company outsourced its administration services to Mainvalley Limited, a Company owned and controlled by Peter Presland. Mainvalley Limited charged the Company £30,300 (2023: £3,000) for these administration services.

At the Balance Sheet date, included within other creditors, was an amount owed of £68,230 (2023: £29,030) to Jason Smart, a Director of the Company. The loan to the Company, which is repayable on demand, is interest free.

**17. Prior period errors**

The comparative cash flow figures have been corrected following some typographical errors that had no further impact on the 2023 numbers.

**18. Unusual or Exceptional items**

Included within the administrative expenses total for 2024 of £268,751 is a credit in respect of VAT relating to prior period expenses of £84,317. The Company was given a backdated VAT registration date of 01 June 2023; however, this was not approved until 18 September 2024. As the approval date of the VAT registration was after the date the 2023 financial statements were signed, all expenses in the period ended 31 December 2023 were shown gross of VAT. The VAT credit recognised in 2024 administrative expenses is considered an unusual item in that it is a material non-recurring item.

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**ASHINGTON INNOVATION PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2024**

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**19. Capital management and commitments**

The Directors' objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for the shareholders and to maintain an optimal capital structure in order to reduce the cost of capital. At the balance sheet date, the Company had been financed by the introduction of capital as it was in the previous period. In the future the expected capital structure of the Company is expected to consist of borrowings and equity attributable to equity holders of the Company.

The Company is not currently subject to any externally imposed capital requirements.

There was no capital expenditure contracted for at the end of the reporting period but not yet incurred.

**Registered number:  
12758732**

**ASHINGTON INNOVATION PLC  
DETAILED ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 2024**

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**ASHINGTON INNOVATION PLC**  
**DETAILED PROFIT AND LOSS ACCOUNT**  
**TO 31 DECEMBER 2024**

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	<b>Year ended</b> <b>31</b> <b>December</b> <b>2024</b> <b>£</b>	<i>Period</i> <i>ended 31</i> <i>December</i> <i>2023</i> <i>£</i>
<b>Gross profit</b>		
<b>Less: overheads</b>		
Administration expenses	<b>(268,751)</b>	<i>(878,218)</i>
<b>Operating loss</b>	<b>(268,751)</b>	<i>(878,218)</i>
Finance income	<b>193</b>	
<b>Loss for the year</b>	<b><u>(268,558)</u></b>	<i><u>(878,218)</u></i>

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**ASHINGTON INNOVATION PLC**  
**SCHEDULE TO THE DETAILED ACCOUNTS**

	<b>Year ended 31 December 2024 £</b>	<i>Period ended 31 December 2023 £</i>
<b>Administration expenses</b>		
Directors' salaries	<b>18,000</b>	24,000
Directors' fees	<b>30,300</b>	30,000
Directors pension costs - defined contribution scheme	-	22,500
Cost of share-based payments	-	195,851
Directors' fees in lieu of notice	-	9,000
Staff national insurance	<b>1,019</b>	1,770
Entertainment	-	1,371
Hotels, travel and subsistence	<b>243</b>	4,382
Consultancy	-	14,000
Advertising and promotion	<b>65,096</b>	73,246
Trade subscriptions	<b>19,858</b>	21,144
Legal and professional	<b>137,281</b>	417,254
Auditors' remuneration	<b>24,000</b>	27,600
Accountancy fees	<b>12,200</b>	13,830
Insurance	<b>39,543</b>	22,231
Sundry expenses	<b>504</b>	39
Period ended 2023 VAT recovered	<b>(84,317)</b>	-
Printing, Postage and Stationery	<b>1,568</b>	-
IT software and consumables	<b>3,423</b>	-
Bank charges	<b>33</b>	-
	<b><u>268,751</u></b>	<u>878,218</u>