



European  
Green Transition

# ANNUAL REPORT 2024

AIM: EGT

# Contents

## STRATEGIC REPORT

Chairman's Statement	02
Principal Risks and Uncertainties	05
Section 172 Statement	07

## CORPORATE GOVERNANCE

Board of Directors	08
Corporate Governance Statement	10
Report of the Remuneration Committee	12
Group Directors' Report	14

## FINANCIAL STATEMENTS

Independent Auditor's Report	18
Consolidated Statement of Comprehensive Income	22
Consolidated and Company's Statement of Financial Position	23
Consolidated Statement of Changes in Shareholders' Equity	24
Company's Statement of Changes in Shareholders' Equity	25
Consolidated and Company's Statement of Cash Flows	26
Notes to the Financial Statements	27
Company Information	IBC

# Chairman's Statement

For the year ended 31 December 2024



## Introduction

I am pleased to present the 2024 Annual Results for European Green Transition plc (EGT), my first set of results as Non-Executive Chairman of the Company.

As previously announced, I was delighted to have been appointed Non-Executive Chairman of EGT in April 2025 and as of EGT's Annual General Meeting in June 2025, I will assume the role of Executive Chairman. As co-founder and the largest shareholder of EGT, my interests are clearly aligned with our shareholders, and I am confident that we can deliver on our M&A focused strategy to acquire revenue generating businesses and create significant value for shareholders.

I am very excited for the future of EGT. I see huge near-term opportunities to acquire and turnaround a number of distressed businesses through our M&A focused model. EGT has moved its focus away from mining and is now directing its resources towards acquiring revenue generating businesses at attractive valuations and I am confident that we can replicate the previous successes I have had on AIM, notably with hVIVO plc (formerly Open Orphan plc) and Amryt Pharma plc, by acquiring distressed businesses, implementing significant operational changes and generating significant value for shareholders.

I look forward to working more closely with the strong team we have established so far at EGT and to help the Company capitalise on the many exciting opportunities that would transform EGT into a profitable, cash generative business and deliver returns to our shareholders.

## 2024 overview

In April 2024, we successfully completed our IPO, raising gross proceeds of £6.46 million and gaining admission to trading on the AIM market of the London Stock Exchange.

Following our IPO, we made considerable progress on the Olserum Rare Earth Element ("REE") project in Sweden with a successful 1,500m drill programme which proved the district scale potential for REEs at the Olserum project.

The current geopolitical uncertainty has highlighted the urgent requirement for Europe to establish a secure supply of REEs to support European industry and the Olserum REE project has the potential to be a critical supplier of REEs to Europe in the near future. As we outlined at IPO, EGT's intention is not to develop its existing exploration mining assets through to production. Our focus is to monetise these assets, particularly the Olserum REE project, and we believe the Olserum REE project is now well positioned for sale or partnership with a large, established mining company who can support its future development while generating an attractive return for EGT shareholders.

These discussions are ongoing, and the Company's focus and resources have now been directed to a number of exciting acquisition opportunities across Europe, with a particular focus on capitalising on revenue generating businesses which support the transition to a greener and more sustainable world.

Furthermore, during 2024 we entered into two exclusive option agreements on projects with near-term revenue potential: the Altan Carbon Credit project in Ireland and the Cyprus Copper Tailings Recycling project. Further details on both projects are outlined below.

## Strategy Targeting Revenue Generating Businesses

We are making considerable progress implementing our strategy to acquire revenue generating businesses, with several advanced and ongoing discussions currently underway.

The current market volatility created by the ongoing geopolitical uncertainty presents significant funding challenges for a number of green focused businesses. This, together with the increase in interest rates over the last couple of years has created a number of exciting, distressed opportunities that fit EGT's acquisition criteria and that we believe we can realise value from.

Our management team have a demonstrated track record of successfully leveraging the public markets to restructure distressed businesses and we believe we can replicate this approach with EGT. As such, our resources are now fully focused on acquiring businesses with a strong revenue profile that are currently profitable or have near term visibility to profitability.

EGT is in a strong position to implement this strategy and is well capitalised with £3.7m cash as at 31 December 2024 and no debt.

We believe our refined strategy represents the most effective approach to maximising shareholder returns in the current market environment. We look forward to keeping our shareholders informed as these deal discussions evolve in the coming months.

### Olserum Rare Earth Project

International focus on REEs has grown in recent months, driven by their critical role in global supply chains, particularly in the production of permanent magnets essential to the renewable and defence sectors. China currently dominates the global supply, processing and refining of REEs, and with geopolitical tensions rising globally, there is a pressing need to establish a secure and resilient REE supply within Europe. With no active REE mines currently operating in Europe, we believe the Olserum REE project holds significant value and could be of critical strategic importance for Europe's REE supply security in the years ahead.

During the summer of 2024, we completed a low-cost drill programme at our Olserum REE project in Sweden, completing 13 holes for c.1,500 metres of diamond core drilling. The programme was completed ahead of schedule and below budget, adhering to our commitment to spend less than 10% of IPO funds raised on our exploration assets.

The results of the programme were positive, confirming the district scale REE potential of the project while also significantly de-risking the project for an incoming acquiror. The results of the programme were announced in December 2024 indicating that REE mineralisation was evident in every hole and some encouraging intersections including:

- Hole OLS24-07 at Djupedal intersected 2.45m grading 2.71% TREO (33.4% HREO) from 40.0m to 42.45m within a broad mineralised zone averaging 22.5m grading 0.58% TREO.
- Hole OLS24-11, at Olserum West, intersected 8.2m grading 0.94% TREO (22% HREO) from 44.55m to 52.75m including 3.2m grading 1.57 % TREO.
- Hole OLS24-13, also at Olserum West, intersected the highest-grade drill core assay to date of 0.5m grading 8.83% TREO (16.1% HREO).

Furthermore, new preliminary metallurgical studies were undertaken in 2024. Crucially, these studies confirmed that the mineralisation style at Olserum can produce a high-grade REE concentrate from simple magnetic separation followed by standard flotation. The concentrate can be further upgraded with high-intensity magnetic separation to separate the apatite from the monazite and xenotime leaving a concentrate with between 30-40.11% TREO in the tests conducted. The REE minerals recovered are monazite and xenotime, both phosphate minerals which are processed commercially at other sites globally. A well understood processing methodology is critical for incoming acquirers, avoiding the requirement for bespoke processing infrastructure.

In May 2025, we announced that the Olserum REE licence was extended for a further four-years, to June 2029. This extension could be critical for any incoming acquiror or partner of the Olserum REE project and further strengthens the Company's position in discussions going forward.

The work performed in 2024 has been fundamental to our strategy to monetise the Olserum REE project with a third party through sale or partnership. We are confident that the positive drill results, the strong metallurgical results, extending the licence for a further four-years and the encouraging local stakeholder and community engagement will facilitate this and generate an attractive return for our shareholders, as we look to prioritise other projects with immediate and scalable revenue potential.

### Pajala Copper-Graphite Project

The Pajala project, located in northern Sweden, has excellent copper potential in addition to the high-grade graphite with potential for several million tonnes evident from historic work and new drill targets. The licence was formerly held by Anglo American with several widely spaced Anglo American drillholes intersecting copper at Liviovaara including the last hole 01Liv009 e.g. 10.75m @ 0.5% Cu and 310ppm Co along with other intersections in the same hole.

Similar to our approach for the Olserum REE project, we are confident of realising value for shareholders from this project through sale or partnership. This process was supported by extending the licences by three years to March 2028 given the work conducted by EGT pre-IPO.

The strength and resilience of copper prices has continued to make the project attractive to third parties as copper remains a critical component for the electrification of the global economy.



## Chairman's Statement continued

### Altan Carbon Credit Project

In May 2024, we entered into an exclusive option agreement to investigate the potential to develop a carbon credit project at the 1,370-acre Altan farm in Donegal in the northwest of Ireland. The project aims to establish a consistent revenue stream by generating carbon and biodiversity credits through a pilot peatland rehabilitation project and, subsequently selling these credits to a range of corporate players who are looking to invest in Irish nature-based restoration projects to support their net zero targets.

The Irish Peatland Standard was launched in early 2025. This brings together stakeholders from government, semi-state bodies, and local communities to direct capital to restoration projects by producing and facilitating the sale of verified nature certificates such as carbon credits. In order to maintain our capital efficient approach, we are seeking to position Altan as a potential pilot programme for the Irish Peatland Standard as we look to be one of the first movers in Ireland in the generation of these credits. Furthermore, we are actively engaging with key stakeholders including large landowners near our project in Donegal with the view to significantly scaling the size of the project and the quantity of credits that can be generated. To facilitate the continued progress of the project, we have extended our option agreement by a further 6 months, to the end of November 2025, at no further cost to the Company.

### Cyprus Copper Tailings Recycling Project

In April 2024, we entered into an exclusive option agreement to commence due diligence on, and potentially acquire, the Cyprus Copper Tailings Recycling project at the historic Limni mine in north-west Cyprus. Despite the initial diligence on the project proving to be positive, due to our strategic focus, we have now decided to let the option agreement lapse as we focus on other acquisition opportunities in our pipeline that better fit our strategy and can generate a better near term return on capital for our shareholders.

### Leadership

As outlined above, I will assume the role of Executive Chairman of EGT at the AGM later this month. This appointment follows my decision to step down from the Board of hVIVO plc after 8 years as Chairman effective from the 5th of June 2025. I am very excited by the opportunities ahead for EGT and the potential to replicate the successful formula we used with hVIVO plc, whereby we identified two distressed loss-making businesses and transformed them into the world leader in the testing of vaccines and antivirals using human challenge trials.

As announced on the 14th April 2025, Daniel Akselson has changed roles from Non-Executive Chairman to Non-Executive Director and will continue to manage our Swedish assets and key stakeholder relationships. Daniel continues to chair our Audit Committee, and I look forward to continuing to work closely with him.

Following the completion of the Olserum REE drill programme in 2024 and in recognition of the Company's strategy to transition away from its mining assets and focus EGT's resources on acquiring revenue generating businesses, a different set of skills and expertise will be required to execute EGT's revenue focused strategy going forward. The Board and Aiden Lavelle have mutually agreed that Aiden will step down from his role as Chief Executive Officer and Executive Director from today and will remain with the Company until 30 June 2025. As such, Aiden will not seek re-election at the 2025 Annual General Meeting.

On behalf of the Board and EGT management team, I would like to thank Aiden for his contribution over the last year and commitment to the Olserum REE project. Aiden will continue to support the Company as we progress discussions to monetise the Olserum REE project through a sale or partnership with third parties.

### Outlook

Looking ahead to the remainder of 2025 and beyond, we retain a strong cash position and are excited by the Company's potential to execute on our M&A focused strategy and generate value for shareholders.

Against a supportive market backdrop for REEs, we are confident that the results of the Olserum REE drill programme will support the monetisation of the project. We are also optimistic that we can monetise the Pajala copper project in Sweden, which has potential to deliver value to shareholders.

I would like to thank our shareholders for their continued support, and I look forward to reporting on our progress throughout 2025.



**Cathal Friel**  
Non-Executive Chairman

3 June 2025

# Principal Risks and Uncertainties

The Directors of European Green Transition plc (“EGT”) present their strategic report on European Green Transition plc (the “Company”) and its subsidiary undertakings (together the “Group” or “EGT Group”) for the year ended 31 December 2024.

## Business strategy

EGT is a business operating in the green economy transition space in Europe. EGT intends to capitalise on the opportunities created by Europe’s transition away from fossil fuels to a green, renewables-focused economy. The Company plans to expand its existing portfolio of green economy assets through mergers and acquisitions (“M&A”), targeting revenue generating businesses supporting the transition to greener economy, while also seeking to sell or partner its existing portfolio of mining projects to third parties, enabling EGT to focus its resources on more advanced, revenue stage projects.

Further information on the Group’s operations is set out in the Chairman’s Statement on pages 2 to 5.

## Principal risks and uncertainties

The Directors continually identify, monitor and manage the risks and uncertainties of the Group. Risk is inherent in all businesses. Set out below are certain risk factors which could have an impact on the Group’s long-term performance and mitigating factors adopted to alleviate these risks. This list does not purport to be an exhaustive summary of the risks affecting the Group.

### Organisation risk

The Group’s future success is dependent on the experience and skills of the Directors and senior management to successfully execute its strategy. The loss of key contributors could present a risk to the business. It is believed that departure of no one individual represents a significant risk to the Group. Staffing levels, notice periods and contingent arrangements are kept under regular review to ensure that they are appropriate to maintain business continuity. All employees are incentivised through remuneration packages and staff rewards to encourage the long-term maintenance of staff and to align incentivisation with Group objectives.

### Execution and development risk

The Group’s strategy is to develop green economy assets in Europe aiming to capitalise on the opportunities created by the green energy transition. Current projects owned by the Group include mineral exploration projects, which are speculative activities. There is no certainty that EGT will successfully execute its strategy with regards to these projects or otherwise realise their full value. The Group aims to mitigate this risk by targeting later stage revenue generating opportunities in the green economy. The Group

believe these potential projects have been sufficiently de-risked, thus have less execution and development risk.

### Political risk

The Group operates in politically stable jurisdictions in Europe and seeks to reduce risk by carefully assessing and completing the necessary due diligence on the projects it takes on. Nevertheless, there is an ongoing risk to EGT due to unexpected global events that may negatively impact its ability to operate.

To the extent possible, EGT aims to monitor the macro-economic and political environment so as to take such actions it deems in its best interests to mitigate the impact of various shocks.

To minimise political risk, EGT is committed to regular engagement with local stakeholders, communities, businesses and politicians, updating them of our activities.

### Regulatory risk

There can be no guarantee that the Group will be able to maintain the necessary regulatory approvals and licences in any or all of the territories in which it operates. Where regulatory approvals and licences are obtained, there can be no guarantee that the conditions attached to such approvals and licences will not be considered too onerous by the Group in order to be able to bring the project to completion. The Group seeks to reduce this risk by focusing on projects with low-risk profiles in stable jurisdictions, by seeking advice from regulatory advisers, through consultations with regulatory approval bodies and by working with experienced industry partners.

### Environmental risk

Exploration of a project can be adversely affected by environmental legislation and the unforeseen results of environmental studies carried out during the evaluation stage. The Group’s environmental risk extends to its exploration interests in Sweden and Germany. The Group will ensure proper measures are taken to assess environmental risk including appropriate technical submissions to reporting authorities prior to work commencing. Also, any disturbance to the environment during any exploration on any of the licence areas will be rehabilitated in accordance with the prevailing local regulations.

## Principal Risks and Uncertainties continued

### **Competition risk**

The Group's current and future potential competitors include, amongst others, mining, exploration and green energy companies with substantially greater resources than those of the Group. There can be no guarantee that competitors will not succeed in completing projects that are more economic than any of those completed by the Group. The Group seeks to reduce this risk by ensuring that each project is thoroughly researched before any Group resources are committed.

### **Effect of foreign currency**

The Group has limited foreign currency exposure by contracting in the functional currency of the jurisdictions where it operates. The cost base of operations in these jurisdictions is predominantly in the functional currency of those jurisdictions. In the limited cases where the Group has foreign currency exposure in a particular currency, it seeks to hedge or match the exposure in this currency to mitigate this risk.

### **Financing & liquidity risk**

#### *Financing risk*

The Group is exposed to credit risk from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's approach to managing financing risk is to ensure, as far as possible, it deals with reputable financial institutions with very good credit ratings.

#### *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Directors have prepared cash flow forecasts for at least the next 12 months from the date of this report and are confident that the Group has sufficient financial resources to fund its operations.

## Section 172 Statement

The Board makes a conscious effort to try and understand the interests of our stakeholders, and to reflect them in the choices we make in creating long-term sustainable success for the business.

This section serves as our s172 statement and should be read in conjunction with the Strategic Report and the Company's Corporate Governance Statement. s172 of the Companies Act 2006 (CA) requires the Directors to act in a way that they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, taking into account the following factors (among others) listed in s172:

- a) the likely consequences of any decision in the long term: The Group's outlook is set out in the Chairman's Statement page 2. Associated risks are highlighted throughout the Strategic Report.
- b) the interests of the Group's employees: Our employees are fundamental to us achieving our long-term strategic objectives. Employee well being and development has continued to be a priority during 2024 and beyond.
- c) the need to foster the Group's business relations with suppliers, customers and others: As a growing business, successful and effective engagement with customers and suppliers is paramount to meeting our strategic objectives. Senior management engages in regular meetings with key stakeholders through a variety of channels to promote the building of long-term relationships.
- d) the impact of the Group's actions on the community and the environment: The Group operates honestly and transparently. We consider the impact on the environment on our day-to-day operations and how we can minimise this.
- e) the Group's reputation for high standards of business conduct: Our intention is to behave in a responsible manner, operating within the high standard of business conduct and good corporate governance, as highlighted in the Corporate Governance Statement on page 10.

- f) the need to act fairly between members of the Company: The Directors recognise that its members have diverse views and objectives. EGT engages in active communications with shareholders as detailed in the Corporate Governance Statement on page 11.

The Strategic Report on pages 2 to 7 was approved by the Board on 3 June 2025 and signed on its behalf by:



**Cathal Friel**  
Non-Executive Chairman



## Board of Directors



### Cathal Friel

#### Non-Executive Chairperson

Cathal Friel is a seasoned serial entrepreneur with a long and successful history and to date has listed five companies on the London Stock Exchange.

Cathal co-founded and sits on the Board of European Green Transition plc, which listed on London Stock Exchange in April 2024, stepping up to the position of Non-Executive Chairman in April 2025.

Cathal is also a co-founder and former Chairman of hVIVO plc (formerly named Open Orphan plc), where he brought extensive experience in successfully growing public companies, particularly in navigating through M&A transactions. Cathal is a co-founder and Chairman of Poolbeg Pharma plc, a publicly listed biopharmaceutical company which was demerged from hVIVO plc in 2021. Cathal co-founded Amryt Pharma plc which listed on the London Stock Exchange in 2016 and dual listed on Nasdaq in 2020 and was later sold to Chiesi Farmaceutici for \$1.48bn in 2023. Prior to that, he was co-founder and Chairman of Fastnet Oil & Gas plc, which listed on the London Stock Exchange in 2011. In 2001, Cathal was part of the team that successfully established Merrion Stockbrokers in Dublin. Following Merrion's trade sale in 2006, he founded Raglan Capital which is renowned for building in-house companies that are listed on the public stock markets. Cathal was a finalist in the international category of the EY Entrepreneur of the Year 2020.



### Aiden Lavelle

#### Chief Executive Officer

Aiden, an economic geologist with 18 years' industry experience, served as Exploration Manager and later COO at Zinnwald Lithium Plc (formerly Erris Resources Plc) which he took through IPO and RTO. He boasts expertise in gold and base metals, notably contributing to the discovery of Djibouti's Pandora prospect and a new epithermal gold district. A strategic alliance with Centerra Gold in Sweden marked his tenure with Erris Resources from 2016-2019.

Prior to becoming European Green Transition CEO, Aiden played a pivotal role as lead geological consultant resulting in a much-improved understanding of the REE mineralisation at Olserum and substantial target growth.



### Jack Kelly

#### Chief Financial Officer

Jack Kelly is an experienced financial professional with a depth of experience completing M&A transactions across a range of sectors. Prior to joining European Green Transition, Jack worked across Raglan Capital's portfolio of companies supporting M&A, transaction, licensing and investor relations activities.

Jack has also worked in PwC Ireland's Corporate Finance team supporting Irish and international businesses on a range of M&A related activities. Jack has a Business and Economics degree from Trinity College Dublin and is a member of Chartered Accountants Ireland.

Jack brings expertise in M&A to the executive team with a focus on structuring deals and carrying out financial and legal due diligence of new opportunities.



### **Daniel Akselson**

#### **Non-Executive Director**

Daniel has over 30 years of experience in international real estate and has held pivotal roles as CFO and CEO for multiple European real estate companies. His expertise extends beyond real estate, as he has been actively engaged in Swedish mining projects through his position at European Minerals Exploration AB, where he managed various licences in Sweden. Notably, he served as the CEO of International Real Estate Ltd from 2001 to 2015, initially listed on the London Stock Exchange (LSE) until 2005, later transitioning to AIM, and eventually becoming a private entity in 2009.

His professional repertoire also includes the operation of a consultancy company, specializing in the real estate industry, as a consultant and board member and advisor.



### **James Leahy**

#### **Non-Executive Director**

Beginning his career at the London Metal Exchange, James has spent the subsequent 35 years involved in stockbroking and commodities in a variety of roles, including research analyst, equity salesman and specialist corporate broker, which covered mining finance, origination and distribution. He has worked on a wide range of projects worldwide, ranging from industrial minerals, coal, iron ore, precious metals, copper, diamonds, lithium, uranium, plantations, forestry and palm oil. Lately, he has employed his corporate governance skills, having gained substantial experience as an independent Director on the boards of several quoted and unquoted companies.

In addition, Mr. Leahy has direct experience in capital markets, having worked at James Capel, Credit Lyonnais, Nedbank, Canaccord and Mirabaud, where he gained invaluable experience with international institutional fund managers, hedge funds, private equity and sector specialist investors. Additionally, Mr. Leahy has been involved in many IPOs, as well as primary and secondary placings, and the development of junior mining companies through to production.

He is currently a Director of the listed fund Geiger Counter Ltd and Capital Metals Plc.

# Corporate Governance Statement

## Compliance Statement

The Directors recognise the value and the importance of high standards of corporate governance. Subsequent to the listing of the business on the AIM market in April 2024, the Board decided to apply the recommendations of the Corporate Governance Code, published by the Quoted Companies Alliance in 2023 ("QCA Code").

The Board has established high standards of corporate governance since its inception and agrees that EGT's success is enhanced by the imposition of a strong corporate governance framework. Accordingly, in recognition of the need to maintain continued best practice the Board actively monitors its composition and skills balance to ensure we uphold the ten principles outlined in the QCA Code, so far as practicable and having regard to the size and nature of the Company's business.

Further details on how the Company applies the QCA Code are detailed on the Corporate Governance section of the Company's website: (<https://www.europeangreentransition.com/investors/corporate-governance/>).

## Board Composition and Independence

Following the implementation of the QCA Code, the Board meets at least five times a year to review, formulate and approve the Group's strategy, budgets and corporate actions and oversee the Group's progress towards its goals and objectives. The Board has established an Audit Committee and a Remuneration Committee which formally delegates duties and responsibilities with written terms of reference. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises. Currently the Company does not have a Nomination Committee, as the Board does not consider it appropriate to establish one at this stage of the Company's development. The Board will take decisions regarding the appointment of new directors as a whole and this will follow a thorough assessment of a potential candidate's skill and suitability for the role.

The Board currently consists of the Non-Executive Chairman, two Executive Directors, and two Non-Executive Directors. The Company regards two of the Non-Executive Directors as "independent Non-Executive Directors". The Board has determined that Daniel Akselson and James Leahy are independent in character and judgement and that there are no relationships or circumstances which could materially affect or interfere with the exercise of their independent judgement.

The Board believes this combination of Executive and Non-Executive Directors allows it to exercise objectivity in decision making and proper control of the Group's business and that this composition is appropriate in view of the size and requirements of the Group's business. However, the Board will continue to monitor the composition and balance of the Board.

## Audit Committee

The Audit Committee, comprises Daniel Akselson as chair with James Leahy as the other member of the committee. The Audit Committee meets at least twice a year. Daniel Akselson, the Audit Committee chair is considered to be independent and to have recent relevant financial and commercial experience.

The principal duties of the Audit Committee are to review the half-yearly and annual Financial Statements before their submission to the Board and to consider any matters raised by the auditors. The Audit Committee also reviews the independence and objectivity of the auditors.

The terms of reference of the Audit Committee reflect current best practice, including authority to:

- recommend the appointment, re-appointment and removal of the external auditors; and
- ensure the objectivity and independence of the auditors including occasions when non-audit services are provided.

The Audit Committee may seek information from any employee of the Group and obtain external professional advice at the expense of the Group if considered necessary. Due to the relatively low number of personnel employed within the Group, the nature of the business and the current control and review systems in place, the Board has decided not to establish a separate internal audit department.

## Remuneration Committee

The Group has established a formal and transparent procedure for developing policy on Executive remuneration and for fixing the remuneration packages of individual Directors. No Director is involved in deciding their own remuneration.

The Committee considers the employment and performance of individual Executive Directors and determines their terms of service and remuneration, including any bonus and share options (under the Employee Performance Incentive Plan). The Committee does so within its formal terms of reference and having due regard to the interests of shareholders, receiving advice from independent compensation and benefits consultants when necessary.

The Remuneration Committee comprises James Leahy as chair with Daniel Akselson as the other member of the committee. The committee meets as circumstances require.

The Remuneration Committee has the following key duties:

- reviewing and recommending the emoluments, pension entitlements and other benefits of the Executive Directors and as appropriate other senior executives; and
- reviewing the operation of share option schemes and the granting of such options.

The Remuneration Committee's report for the 2024 financial year is set out on page 12.

## Meetings and Attendance

The Directors' attendance at Board and Committee meetings during the year is shown below:

Director	Board	Audit Committee*	Remuneration Committee*
Daniel Akselson***	4/4	2/2	-/-
Aiden Lavelle**	8/8	n/a	n/a
Jack Kelly**	8/8	n/a	n/a
Cathal Friel	9/9	n/a	n/a
James Leahy***	4/4	2/2	-/-

\*Constituted post IPO on 8 April \*\* Appointed directors on 14<sup>th</sup> March 2024 \*\*\*Appointed directors on 27<sup>th</sup> March 2024

## Internal Control and Risk Management

The Board has ultimate responsibility for risk management across the Group and the internal control procedures maintained by the Group. The procedures in place are designed to manage rather than eliminate the risk of failure to achieve the Company's objectives and can only provide reasonable assurance against material misstatement or loss. Principal risks and uncertainties are discussed in the Strategic Report and financial risk management objectives and policies are outlined in Note 2 of the Financial Statements.

## Communications with Shareholders

The Board attaches great importance to communication with both institutional and private shareholders and engages in regular shareholder communication via Company RNS announcements, the Company website [www.europeangreentransition.com](http://www.europeangreentransition.com), investor presentations, and shareholder meetings as appropriate.

The Board views the Company's annual report and accounts as well as its half year report as key communication channels through which progress in meeting the Group's objectives and updating its strategic targets can be given to shareholders.

In addition, the Board uses the Annual General Meeting ("AGM") as a primary mechanism to engage with shareholders, both to give information and receive feedback about the Company and its progress. Details of the arrangements for the AGM and the resolutions to be proposed will be provided in a separate notice of the AGM that will be sent to shareholders.

The EGT management team undertake meetings with key shareholders and analysts following publication of the full and half year results in order to ensure that the key messages are properly understood and effectively communicated.

# Report of the Remuneration Committee

The Remuneration Committee is responsible for setting the remuneration policy of the Executive Directors, including terms of employment, salaries, any performance bonuses and share option awards. It also reviews the remuneration for the senior management team to ensure these are reasonable and in line with industry standards.

This report sets out the Group policy on Directors' remuneration, including emoluments, benefits and other share based awards made to each Director.

## Policy on Executive Directors' Remuneration

Remuneration packages are designed to motivate and retain Executive Directors to ensure the continued development of the Group and to reward them for enhancing value to stakeholders through execution of the business model and strategy. The main elements of the remuneration package for Executive Directors are basic salary, performance related bonuses, pensions and share option incentives.

The Group's remuneration structure has been designed to ensure the alignment of senior leadership with shareholder interests, thereby supporting future value creation. The Remuneration Committee's aim is that the total remuneration package provides a competitive level of incentive and is appropriate for a company of comparable size and complexity at each level of performance. To this end, the Remuneration Committee considers appropriate goals from time to time which it believes will best ensure delivery of the Group's short- and long-term objectives and ensure alignment with stakeholder interests.

In setting the remuneration of the Executive Directors, the Remuneration Committee has sought external advice from independent compensation and benefits consultants to ensure that the level of remuneration across all aspects is competitive and aligns with the Group strategy.

## Directors' Remuneration

Base salaries are reviewed annually, with the levels of increases for Executive Directors taking account of the performance of the Group, individual performance, additional responsibilities and external indicators such as inflation and industry comparatives. As the Executive Directors were only appointed in 2024, the first salary review will be in 2025. Overall long-term incentives are also reviewed annually to ensure that the Executive Directors incentives are aligned with the long-term strategic goals of the Group.

The contracts of Executive Directors may be terminated by either party giving notice to the other as set out below:

Director	Notice Period
Aiden Lavelle	6 months
Jack Kelly	6 months

The Remuneration Committee, in discussion with the Executive Directors, review annual performance at the end of each calendar year. The CEO and CFO may be eligible for annual bonuses based on the underlying financial performance of the Group and achieving strategic objectives at the Remuneration Committee's absolute discretion. Independent Non-Executive Directors do not participate in any discretionary bonus or Company share option scheme.

The remuneration of the Directors (from appointment) serving for the year ended 31 December 2024 is shown below and in Note 7.

	Salary/Fee £'000	Annual Bonus £'000	Pension £'000	Total 2024 £'000	Total 2023 £'000
<b>Executive Directors:</b>					
Aiden Lavelle	98,168	37,500	5,747	141,415	–
Jack Kelly	94,082	57,500	9,172	160,754	–
<b>Sub-total</b>	<b>192,250</b>	<b>95,000</b>	<b>14,919</b>	<b>302,169</b>	–
<b>Non-Executive Directors:</b>					
Daniel Akselson	36,553	–	–	36,553	–
James Leahy	25,587	–	–	25,587	–
Cathal Friel	18,277	–	–	18,277	–
<b>Sub-total</b>	<b>80,417</b>	<b>–</b>	<b>–</b>	<b>80,417</b>	–
<b>Total</b>	<b>272,667</b>	<b>95,000</b>	<b>14,919</b>	<b>382,586</b>	–



## Long-term Incentives

In 2024 (see Note 24), the Company adopted an Employee Performance Incentive Plan (“EPIP”) for the Executive Directors and a member of key senior management, to align medium- and long-term objectives with those of shareholders and to encourage retention. Under the EPIP, the Executive Directors and the senior employee have been awarded a total of 2,300,000 nominal cost long term incentive options (“EPIP Options”) over ordinary shares in the Company with vesting conditional upon the weighted-average of the mid-market closing price of the ordinary shares in the Company being 18.5 pence or above over a period of fourteen calendar days (representing a c.85% premium to the share price on admission of EGT to the AIM market of the London Stock Exchange). The EPIP Options are also subject to acceleration in certain scenarios including a change of control of the Company. As the vesting criteria have not yet been met, no share options have been exercised to date.

The Executive Directors of the Company held the following share options in European Green Transition plc:

	Date of this report % of Total Outstanding Options	Date of this report Number of Outstanding Options
<b>Executive Director</b>		
Aiden Lavelle	43.4%	1,000,000
Jack Kelly	43.4%	1,000,000

## Other Transactions with Directors

For details of other, non-remuneration related transactions with Directors, see Note 26 of the Financial Statements.

# Group Directors' Report

For the year ended 31 December 2024

The Directors of European Green Transition plc ("EGT") present their report and the Financial Statements of European Green Transition plc (the "Company") and its subsidiary undertakings (together the "Group" or "EGT") for the year ended 31 December 2024. EGT is registered in England and Wales with registered number 15442832.

## Principal Activities

The principal activity of the Group is operating in the green economy transition space in Europe. EGT intends to capitalise on the significant opportunity created by Europe's transition away from fossil fuels to a green, renewables-focused economy. The Company plans to expand its existing portfolio of green economy assets through M&A, targeting distressed and undervalued projects. EGT sees substantial opportunities to deliver value from its M&A pipeline of green economy projects. EGT's highly experienced leadership team have a strong track record of building successful public companies through the acquisition of distressed assets. EGT plans to replicate this approach, creating a sustainable and profitable business while generating significant shareholder returns.

## Review of the Year

The key performance indicators for the Group are based on the overall performance of the Group and the achievement of strategic objectives, specifically focused on the identification of suitable commercial projects to enhance the expansion of the Group.

A summary of EGT's business activities during the year is set out in:

- The Chairman's Statement on page 2

These form part of the Strategic Report and include commentary on the position of the Group at year end, performance during the year and likely future developments.

In addition, Principal risks and uncertainties are discussed in the Strategic Report on pages 5 and 6 and financial risk management objectives and policies are outlined in Note 2 of the Financial Statements.

## Results and Dividends

The results for the year are set out on pages 22 to 26 and are also discussed in the Strategic Report. The Directors do not recommend payment of a dividend.

## Stakeholder Engagement

Engagement with the Company's major stakeholders is detailed in the Corporate Governance Statement and the Company website.

## Directors and Company Secretary

Biographical details of EGT's Directors are shown on pages 8 to 9.

The Directors who served on the EGT Board during the year and to the date of this report are as follows

### Board of EGT

Director	Capacity	Appointed Date	Resignation Date
Cathal Friel	Non-Executive Chairman	25 January 2024	
Aiden Lavelle	Chief Executive Officer	14 March 2024	
Jack Kelly	Chief Financial Officer	14 March 2024	
Daniel Akselson	Non-Executive Director	27 March 2024	
James Leahy	Non-Executive Director	27 March 2024	
Beach Secretaries Limited	Company Secretary	25 March 2024	

All EGT Directors are required to seek election at the next AGM.

## Directors and their Interests

Interest in ordinary shares of European Green Transition plc - 0.0025p;

The Directors of the Company held the following interest in the ordinary shares of European Green Transition plc at the date of this report at 31 December 2024:

Director	Date of this report EGT %	Date of this report EGT Number	31 December 2024 EGT %	31 December 2024 EGT Number
Cathal Friel**	19.1%	27,658,318	19.1%	27,658,318
Aiden Lavelle*	2.7%	3,903,697	2.7%	3,903,697
Jack Kelly	1.2%	1,784,547	1.2%	1,784,547
Daniel Akselson***	0.3%	450,000	0.3%	450,000
James Leahy	–	–	–	–

\*includes holdings of immediate family members; \*\*includes holdings of Raglan Road Capital Ltd, a company controlled by Cathal Friel \*\*\* includes holdings of Mitaks investment & management AB, a company controlled by Danial Akselson

## Share Capital Structure

European Green Transition plc ordinary shares of 0.0025p are listed on the Alternative Investment Market (“AIM”) market of the London Stock Exchange (ticker: EGT, ISIN: GB00BPVG5407) since 8 April 2024. At the date of this report, 144,920,892 ordinary shares of 0.0025p each were in issue. Details of share issues and changes to the capital structure of EGT during the year are set out in Note 22.

## Substantial Shareholdings

European Green Transition plc is aware that the following individuals had an interest of 3% or more in its issued ordinary share capital:

Rank	Investor	Date of this report %	Date of this report Number
1	Cathal Friel (includes Raglan Road Capital Ltd holding)	19.1%	27,658,318
2	McNolan Venture Limited	5.1%	7,426,704
3	Jacqueline Hall	3.2%	4,684,437
4	Jeremy Martin	3.2%	4,684,437
5	Explora Mineral AB	3.1%	4,500,000

The above information is correct as at latest date for which information was available prior to signing the Financial Statements.

## Qualifying Indemnity Provision

The Group has in place insurance protection, including a Directors and Officers liability policy, to cover the risk of loss when management deems it appropriate and cost effective; however, in some cases risks cannot be effectively covered by insurance and the cover in place may not be sufficient to cover the extent of potential liabilities.

## Going Concern

The conflict in eastern Europe, accompanied by rising inflation, interest rates and a broad degree of macro-economic and political disruption continue to create challenges for the global economy. The Group itself is well capitalised and debt-free, meaning it is able to benefit from rising interest rates on its cash reserves without any exposure to increased costs of debt. The Company does not foresee any significant problems in relation to its operations in the coming year.

After making appropriate enquiries, the Directors consider that the Company and the Group have adequate resources to continue in business for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Financial Statements. As part of their enquiries, the Directors reviewed budgets, projected cash flows, and other relevant information for 12 months from the date of approval of the Financial Statements for the year ended 31 December 2024.

## Group Directors' Report continued

The Group's forecasts, taking into account reasonably possible changes as described above, show that the Group will be able to operate and have significant financial headroom for the 12 months from the date of approval of the Financial Statements for the year ended 31 December 2024.

### Political Donations

The Group made no political donations during the year.

### ESG Responsibility

The Board of EGT recognises the importance of environmental, social and governance ("ESG") matters and aims to consider the differing interests of the Group's stakeholders, including its investors, employees, suppliers, local communities and business partners, when and where operating its business. ESG considerations are central to all of the Company's projects and are key criteria for the Group. Adhering to international protocols, initiating environmental impact studies and ensuring best industry practice across our team and all contractors is a key focus of the Board. Local community engagement is a key aspect of project advancement and development and EGT will liaise with local government and communities with a view to ensuring local benefits from our projects for all stakeholders.

### Events after the Reporting Period

Events after the reporting period are set out in Note 28 to the Financial Statements. Likely future developments in the business are discussed in the Strategic Report.

### Auditors

The Board are recommending PKF Littlejohn LLP for re-appointment as auditor of the Company. PKF Littlejohn LLP have expressed their willingness to accept this appointment and a resolution re-appointing them will be submitted to the forthcoming Annual General Meeting.

### Disclosure of Information to the Auditors

The Directors confirm that: (a) they have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information and (b) so far as they are aware there is no relevant audit information of which the auditors are unaware.

### Directors' Responsibilities

The Directors are responsible for preparing the Strategic Report, the Group Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Group and Company Financial Statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the United Kingdom in conformity with the requirements of the Companies Act 2006.

Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. The Directors are also required to prepare Financial Statements in accordance with the Rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with applicable IFRSs, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

### **Website Publication**

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the on-going integrity of the Financial Statements contained therein. The Group is compliant with AIM rule 16 regarding the Group's website.

This report was approved by the Board on 3 June 2025 and signed on its behalf by:



**Cathal Friel**

Non-Executive Chairman



# Independent Auditor's Report to the Members of European Transition plc

## Opinion

We have audited the Financial Statements of European Green Transition plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statement of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Statements of Cash Flows, and notes to the Financial Statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the Parent Company Financial Statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the Financial Statements section of our report. We are independent of the Group and Parent 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 entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the Financial Statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the Financial Statements

is appropriate. Our evaluation of the directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing and evaluating management's going concern assessment process and procedures;
- Reviewing the cashflow forecast for the period up to 30 June 2026;
- Review and corroboration of the key assumptions made by management;
- Assessing the accuracy of management's forecasting by reference to post year-end performance to date;
- Stress testing the forecasts to understand the sensitivity to reasonably possible changes in assumptions and inputs;
- Verifying the integrity of the data including vouching cash position to post year-end bank statements and reviewing the mathematical accuracy of the forecasts; and
- Reviewing the appropriateness and transparency of the going concern disclosures in the Financial Statements.

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

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

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatement. At the planning stage, materiality is used to determine the Financial Statement areas that are included within the scope of our audit.

The materiality applied to the Group Financial Statements was £114,600 (2023: £33,800), based on 2% (2023: 2%) of gross assets. Our determination was considered appropriate based upon where the areas of significant audit risk arose. Gross assets include exploration and evaluation assets, trade and other receivables and cash and cash equivalents. The going concern of the Group is dependent on its ability to fund operations going forward including valuation of its assets, which represent the underlying value of the Group.

Performance materiality of the Group was set at £82,200 (2023: £20,280). A benchmark of 70% (2023: 60%) for performance materiality during our audit of the Group and Parent Company was applied as we believe that this would provide sufficient coverage of significant and residual risks.

We agreed with the audit committee that we would report to them all audit differences identified during the course of our audit in excess of £5,730 (2023: £1,650) for the Group, based on 5% (2023: 5%) of overall materiality. We also agreed to report any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

The materiality applied to the Parent Company's Financial Statements was £80,200. The benchmark for determining materiality of the Parent Company was based on a proportion of the total Group materiality. We agreed with the audit committee that we would report all individual audit differences identified during the course of our audit in excess of £5,614 together with any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Component materiality was applied and ranged from £40,100 to £56,140 (2023: £12,800 to £21,700), having regard to the varying size and risk profile of components across the Group.

Materiality has been reassessed at the closing stages of the audit, taking into consideration new information which arose. No alterations were made to materiality either during or at the conclusion of the audit.

## Our approach to the audit

In designing our audit approach, we determined materiality and assessed the risk of material misstatement in the Financial Statements. In particular, we assessed the areas requiring the directors to make subjective judgements, for example in respect of significant accounting estimates and judgements including the carrying value of evaluation and

exploration assets, intragroup balances and investments in subsidiaries. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Full scope audits were performed on European Green Transition plc, European Green Metals Limited and European Green Metals (Ireland) Limited. Specific scope audits were performed on Rockfleet Minerals Limited and European Minerals Exploration AB. We designed procedures focused on exploration cost capitalisation and valuation of the exploration assets in accordance with IFRS 6 Exploration for and Evaluation of Mineral Resources. This work was significant in addressing our key audit matter in respect of capitalised exploration costs and valuation of exploration assets in which the Group's exploration costs are recorded.

Work on all significant components of the Group has been performed by ourselves as Group auditor.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
<b>Carrying value of intangible exploration and evaluation assets (Group) (Note 14)</b>	
<p>The Group has intangible assets in relation to capitalised exploration and evaluation costs in respect of a number of mineral exploration projects.</p> <p>The year-end value of intangible assets is £1,986,713 (2023: £1,571,338). There is a risk that the carrying value of the Group's intangible assets are overstated at the year end.</p> <p>This is considered to be a key audit matter due to the significant judgement and estimates involved in assessing whether any impairment has arisen at the year end, and in quantifying any such impairment.</p>	<p>Our work in this area included:</p> <ul style="list-style-type: none"> <li>• Discussing and challenging management on their evaluation of the development of all projects during the year, and subsequent to the year end, for evidence of impairment indicators in accordance with IFRS 6;</li> <li>• Obtaining and reviewing applicable correspondence and agreements (license agreements) to ensure transactions are accounted for in accordance with the terms therein;</li> <li>• Confirming good title to the projects exists as at the year-end;</li> <li>• Substantive testing to assess whether costs capitalised in the year met the requirements of IFRS 6;</li> <li>• Evaluating, and providing challenge to, management's impairment assessment; and</li> <li>• Reviewing the disclosures in the Financial Statements, including those relating to estimates and judgements used, and evaluate their completeness in the accounting period.</li> </ul>

# Independent Auditor's Report to the Members of European Transition plc continued

## 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 Group and Parent Company Financial Statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the Financial Statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

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

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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
- 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 Group and Parent Company Financial Statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the Group and Parent Company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the Financial Statements. We obtained our understanding in this regard through discussions with management, industry research and application of cumulative audit knowledge and experience of the sector.

- We determined the principal laws and regulations relevant to the Group in this regard to be those arising from:
  - o Companies Act 2006;
  - o AIM Rules;
  - o Local tax and employment law;
  - o Local environmental and mining regulations;
  - o QCA compliance.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the Group and Parent Company with those laws and regulations. These procedures included, but were not limited to:
  - o Enquiries of management regarding potential non-compliance;
  - o Review of legal and regulatory correspondence to understand the nature of the costs and the existence of any non-compliance with laws and regulations; and
  - o Review of minutes of meetings with those charged with governance and RNS announcements.
- We also identified the risks of material misstatement of the Financial Statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that there was potential for management bias in relation to the valuation of investments and we addressed this by challenging the assumptions and judgements made by management when auditing that accounting estimate.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the Financial Statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the Financial Statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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.



**Nicholas Joel**  
 (Senior Statutory Auditor)  
**For and on behalf of**  
**PKF Littlejohn LLP**  
**Statutory Auditor**

15 Westferry Circus  
 Canary Wharf  
 London E14 4HD

3 June 2025

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	Notes	Year to 31 December 2024 GBP£	Year to 31 December 2023 GBP£
<b>Revenue</b>		–	–
Administrative costs	4	(1,809,225)	(573,524)
Exceptional items	5	(386,094)	(91,425)
<b>Operating loss</b>		<b>(2,195,319)</b>	(664,949)
Net finance income/(costs)	10	55,289	(43,932)
<b>(Loss) before income tax</b>		<b>(2,140,030)</b>	(708,881)
Income tax (charge)	11	–	–
<b>(Loss) for the year</b>		<b>(2,140,030)</b>	(708,881)
<b>Other comprehensive income</b>			
Currency translation differences		10,376	1,543
<b>Total comprehensive (loss) for the year</b>		<b>(2,129,654)</b>	(707,338)
<b>Earnings per share from operations attributable to shareholders during the year:</b>			
<b>Basic and diluted (loss) per ordinary share</b>			
From operations	12	(£0.0195)	(£0.0054)

All activities relate to continuing operations.

The notes on pages 27 to 44 are an integral part of these consolidated Financial Statements.



# Consolidated and Company's Statement of Financial Position

As at 31 December 2024

	Notes	Group 2024 GBP£	Group 2023 GBP£	Company 2024 GBP£	Company 2023 GBP£
<b>Assets</b>					
<b>Non-current assets</b>					
Intangible assets	14	<b>1,986,713</b>	1,571,338	–	–
Property, plant and equipment	13	<b>2,505</b>	850	–	–
Investments in subsidiaries	15	–	–	<b>140,769</b>	–
<b>Total non-current assets</b>		<b>1,989,218</b>	1,572,188	<b>140,769</b>	–
<b>Current assets</b>					
Trade and other receivables	17	<b>43,204</b>	1,296	<b>3,631,286</b>	–
VAT recoverable		<b>39,091</b>	31,548	<b>77,304</b>	–
Cash and cash equivalents	18	<b>3,661,001</b>	87,969	<b>3,075,781</b>	–
<b>Total current assets</b>		<b>3,743,296</b>	120,813	<b>6,784,371</b>	–
<b>Total assets</b>		<b>5,732,514</b>	1,693,001	<b>6,925,140</b>	–
<b>Equity attributable to owners</b>					
Share capital	22	<b>361,552</b>	116,672	<b>361,552</b>	–
Share premium account	22	<b>7,720,127</b>	291,015	<b>7,720,127</b>	–
Reverse acquisition reserve	23	<b>305,081</b>	–	–	–
Share option reserve	24	<b>24,483</b>	–	<b>24,483</b>	–
Foreign currency reserves	22	<b>13,113</b>	2,737	–	–
Retained earnings	22	<b>(2,983,771)</b>	(843,741)	<b>(1,321,188)</b>	–
<b>Total equity</b>		<b>5,440,585</b>	(433,317)	<b>6,784,974</b>	–
<b>Liabilities</b>					
<b>Current liabilities</b>					
Trade and other payables	19	<b>291,929</b>	338,018	<b>140,166</b>	–
Convertible debt securities	21	–	1,788,300	–	–
<b>Total current liabilities</b>		<b>291,929</b>	2,126,318	<b>140,166</b>	–
<b>Non-current liabilities</b>					
Convertible debt securities	21	–	–	–	–
<b>Total non-current liabilities</b>		–	–	–	–
<b>Total liabilities</b>		<b>291,929</b>	2,126,318	<b>140,166</b>	–
<b>Total equity and liabilities</b>		<b>5,732,514</b>	1,693,001	<b>6,925,140</b>	–

The notes on pages 27 to 44 are an integral part of these Financial Statements.

The Financial Statements were approved and authorised for issue by the Board on 3 June 2025.

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the parent Company income statement account. The loss for the Parent Company for the year was £1,321,188 (2023: n/a).



**Jack Kelly**  
CFO

**European Green Transition plc**  
Registered no: 15442832

# Consolidated Statement of Changes in Shareholders' Equity

For the year ended 31 December 2024

	Share Capital GBP£	Share Premium GBP£	Share Option Reserve GBP£	Reverse Acquisition Reserve GBP£	Foreign currency Reserve GBP£	Retained Earnings GBP£	Total GBP£
<b>At 1 January 2023</b>	64,250	133,750	–	–	1,194	(134,860)	64,334
<b>Changes in equity for the year ended 31 Dec 2023</b>							
(Loss) for the year	–	–	–	–	–	(708,881)	(708,881)
Currency differences	–	–	–	–	1,543	–	1,543
<b>Total comprehensive (loss) for the year</b>	–	–	–	–	1,543	(708,881)	(707,338)
<b>Transactions with the owners</b>							
Shares issued	52,422	157,265	–	–	–	–	209,687
<b>Total contributions by and distributions to owners</b>	52,422	157,265	–	–	–	–	209,687
<b>At 31 Dec 2023</b>	116,672	291,015	–	–	2,737	(843,741)	(433,317)
<b>Changes in equity for the year ended 31 Dec 2024</b>							
(Loss) for the year	–	–	–	–	–	(2,140,030)	(2,140,030)
Currency differences	–	–	–	–	10,376	–	10,376
<b>Total comprehensive (loss) for the year</b>	–	–	–	–	10,376	(2,140,030)	(2,129,654)
<b>Transactions with the owners</b>							
Shares issued	244,880	7,429,112	–	–	–	–	7,673,992
Share based payment reserve	–	–	24,483	–	–	–	24,483
Reverse Acquisition	–	–	–	305,081	–	–	305,081
<b>Total contributions by and distributions to owners</b>	244,880	7,429,112	24,483	305,081	–	–	8,003,556
<b>At 31 Dec 2024</b>	361,552	7,720,127	24,483	305,081	13,113	(2,983,771)	5,440,585

See Note 22 for definition of the reserves above.

# Company Statement of Changes in Shareholders' Equity

For the year ended 31 December 2024

	Share Capital GBP£	Share Premium GBP£	Share Option Reserve GBP£	Retained Earnings GBP£	Total GBP£
<b>At 1 January 2023</b>	–	–	–	–	–
<b>Changes in equity for the year ended 31 Dec 2023</b>					
(Loss) for the year	–	–	–	–	–
<b>Total comprehensive (loss) for the year</b>	–	–	–	–	–
<b>Transactions with the owners</b>					
Shares issued	–	–	–	–	–
<b>Total contributions by and distributions to owners</b>	–	–	–	–	–
<b>At 31 Dec 2023</b>	–	–	–	–	–
<b>Changes in equity for the year ended 31 Dec 2024</b>					
(Loss) for the year	–	–	–	(1,321,188)	(1,321,188)
<b>Total comprehensive (loss) for the year</b>	–	–	–	(1,321,188)	(1,321,188)
<b>Transactions with the owners</b>					
Shares issued for EGM shares	140,769		–	–	140,769
Shares issued on IPO	220,783	7,720,127	–	–	7,940,910
Share based payment reserve	–	–	24,483	–	24,483
<b>Total contributions by and distributions to owners</b>	361,552	7,720,127	24,483	–	8,106,162
<b>At 31 Dec 2024</b>	361,552	7,720,127	24,483	(1,321,188)	6,784,974

See Note 22 for definition of the reserves above.

# Consolidated and Company's Statement of Cash Flows

For the year ended 31 December 2024

	Notes	Group 2024 GBP£	Restated Group 2023 GBP£	Company 2024 GBP£	Company 2023 GBP£
<b>Cash Flow from operating activities</b>					
<b>Continuing operations</b>					
Cash (used) in operations	25	(1,616,588)	(427,759)	(765,293)	–
<b>Net cash (used) in operating activities</b>		<b>(1,616,588)</b>	<b>(427,759)</b>	<b>(765,293)</b>	–
<b>Cash flow from investing activities</b>					
Cash acquired in new subsidiaries		–	–	198,461	–
Funding of subsidiaries	15	–	–	(1,675,661)	–
Purchase of new project options	4	(233,927)	–	(233,927)	–
Purchase of property, plant and equipment	13	(2,275)	(850)	–	–
Purchase of intangible assets	14	(415,375)	(345,811)	–	–
<b>Net cash used in investing activities</b>		<b>(651,577)</b>	<b>(346,661)</b>	<b>(1,711,127)</b>	–
<b>Cash flow from financing activities</b>					
Proceeds from issuance of ordinary shares	22	6,500,253	207,687	6,462,089	–
Costs of IPO		(950,574)	(47,310)	(950,574)	–
Proceeds from convertible debt securities	21	255,000	84,601	–	–
Interest Received /(paid)	10	26,142	(43,553)	40,686	–
<b>Net cash generated by financing activities</b>		<b>5,830,821</b>	<b>201,425</b>	<b>5,552,201</b>	–
<b>Net increase in cash and cash equivalents</b>		<b>3,562,656</b>	<b>(572,994)</b>	<b>3,075,781</b>	–
Cash and cash equivalents at beginning of year	18	87,969	659,420	–	–
FX translation		10,376	1,543	–	–
<b>Cash and cash equivalents at end of year</b>		<b>3,661,001</b>	<b>87,969</b>	<b>3,075,781</b>	–

# Notes to the Financial Statements

For the year ended 31 December 2024

## 1. General information

European Green Transition plc (“EGT”, the “Company”, the “EGT Group”), was incorporated on 25 January 2024. The Company is a public limited company, incorporated in England and Wales. The Company is limited by shares, and it listed on the AIM market of the London Stock Exchange on 8 April 2024. The registered address of the Company is The Walbrook Building, 25 Walbrook, London, EC4N 8AF, UK. The EGT Group comprises European Green Transition plc and its subsidiary companies.

The principal activity of the Group is developing green economy assets in Europe which aims to capitalise on the opportunity created by the green energy transition.

The Financial Statements are presented in GBP (“£”), except where otherwise indicated.

The registered number of the Company is 15442832.

European Green Transition plc (formerly European Green Metal Holdings Ltd) completed a share for share exchange agreement with the European Green Metals Ltd Group (“EGM Group”) on 14 March 2024, effectively completing a reverse acquisition by the EGM group.

## 2. Accounting policies

### **Basis of preparation**

#### *Compliance with applicable law and UK-adopted IAS*

The consolidated Financial Statements comprise those of the Company and its subsidiaries (together the “Group”). The consolidated Financial Statements of the Group and the individual Financial Statements of the Company have been prepared in accordance with UK-adopted international accounting standards (“UK-adopted IAS”) as they apply to the Group for the period ended 31 December 2024 and with the requirements of the Companies Act 2006. The Financial Statements are prepared on the historical cost basis.

#### *Principal accounting policies*

The principal accounting policies are summarised below. They have been consistently applied throughout the year covered by the Financial Statements.

#### *Consolidation*

The consolidated Financial Statements comprise the Financial Statements of the Company and its subsidiaries as at and for the year ended 31 December 2024. Subsidiaries are entities controlled by the Group. Where the Group has control over an investee, it is classified as a subsidiary. The Group controls an investee if all three of the following elements are present: power over an investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Intergroup balances and any unrealised gains or losses or income or expenses arising from intergroup transactions are eliminated in preparing the consolidated Financial Statements.

#### *Reverse acquisition*

The acquisition of European Green Metals Ltd and its subsidiaries by European Green Transition plc on 14 March 2024 has been accounted using the principles of reverse acquisition accounting. Although the Group Financial Statements have been prepared in the name of the legal parent, European Green Transition Plc, they are in substance a continuation of the consolidated Financial Statements of the legal subsidiary, European Green Metals Ltd. The following accounting treatment has been applied in respect of the reverse accounting:

The assets and liabilities of the legal subsidiary, European Green Metals Ltd, are recognised and measured in the Group Financial Statements at the pre-combination carrying amounts, without restatement to fair value. The retained earnings recognised in the Group Financial Statements reflect the current earnings of European Green Transition plc



## Notes to the Financial Statements continued

from its incorporation date of 25 January 2024 to the period end plus the current and retained earnings of European Green Metals Ltd to the period end. The equity structure appearing in the Group Financial Statements reflects the equity structure of the legal parent, European Green Transition plc, including the equity instruments issued in order to affect the business combination. See Note 10 for further details.

### Comparative period

The comparative period is for the year ended 31 December 2023.

### Going concern

Management believe that it is appropriate to prepare these consolidated Financial Statements on the going concern basis. In making that assessment, management are required to consider whether the Group can continue in operational existence for the foreseeable future, being a period of not less than twelve months from the date of the approval of the consolidated Financial Statements. In reaching the going concern conclusion, the cash and cash equivalents of £3,661,001 as at 31 December 2024 and Group's forecasts and projections over the foreseeable future, along with sensitivity analysis performed on the projected cashflows taking into account reasonable changes in market conditions, were considered. The Group, therefore, continues to adopt the going concern basis in preparing the consolidated Financial Statements. Further information is provided on page 15 of the Group Directors' Report

### Presentation of balances

The consolidated Financial Statements are presented in Pounds Sterling ("£") which is the functional and presentational currency of both the Company and its subsidiary European Green Metals Ltd. The functional currency of the subsidiaries European Green Metals (Ireland) Limited and Rockfleet Minerals Ltd is the Euro ("€"). The functional currency of the subsidiaries European Mineral Exploration AB and Olree AB is the Swedish Kroner ("SEK").

The following table discloses the major exchange rates of those currencies utilised by the Group:

	Average rate 2024	Average rate 2023	Year end rate 2024	Year end rate 2023
<b>Rate compared to GBP£</b>				
Euro (€)	<b>1.18</b>	1.16	<b>1.21</b>	1.15
Swedish Kroner (SEK)	<b>13.57</b>	13.05	<b>13.84</b>	12.85

### Changes in accounting policies and disclosures

Except where disclosed otherwise in this note, the accounting policies adopted in the preparation of the consolidated Financial Statements are consistent with those applied when preparing the consolidated Financial Statements for the year ended 31 December 2023.

### New accounting standards, amendments and interpretations adopted by the Group

The following new standards and amendments to existing standards became effective in January 2024 and have been adopted in the consolidated Financial Statements for the first time during the year ended 31 December 2024.

These have been assessed as having no financial or disclosure impact on these consolidated Financial Statements.

	Date issued	Effective for accounting periods beginning on or after
<b>Amendments to IAS 1 Presentation of Financial Statements</b>	October 2022	1 January 2024
– Clarification of the conditions required to be met in order to classify liabilities, notably debt with covenant, as either current or non-current.		
<b>Amendments to IFRS 16 Leases</b>	September 2022	1 January 2024
– Specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction.		

### *New standards, amendments and interpretations not yet adopted by the Group*

The following standards, amendments and interpretations were in issue but were not yet effective at the balance sheet date. These have not yet been endorsed by the UK Endorsement Board. These standards have not been applied when preparing the consolidated Financial Statements for the year ended 31 December 2024.

It is not anticipated that the application of the below will have a significant financial or disclosure impact in future years.

	<b>Date issued</b>	<b>Effective for accounting periods beginning on or after</b>
<b>Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates</b>	August 2023	1 January 2025
– Provides guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.		
<b>Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures</b>	May 2024	1 January 2026
– Clarifies the classification and measurement of financial instruments.		
<b>IFRS 18 Presentation and Disclosures in Financial Statements</b>	April 2024	1 January 2027
– Specifies the requirements for presentation and disclosure of information in Financial Statements for all entities applying IFRS.		
<b>IFRS 19 Subsidiaries without Public Accountability</b>	May 2024	1 January 2027
– Sets out the disclosure requirements an eligible entity is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards.		

### **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of Financial Statements in conformity with UK-adopted IAS requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the period end and the reported amounts of revenues and expenses during the reporting period. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group's accounting policy descriptions set out the areas that involve significant estimation, uncertainty and critical judgement. The most significant of which are:

(a) Carrying value of intangible exploration and evaluation assets – Note 14

The capitalisation of exploration costs relating to the exploration and evaluation phase requires management to make judgements as to the future events and circumstances of a project, especially in relation to whether an economically viable extraction operation can be established. In making such judgements, the Directors take comfort from the findings from exploration activities undertaken, the fact the Group intends to continue these activities and that the Company expects to be able to bring in a partner to support future development of the project.

At each reporting date, management make a judgment as to whether circumstances have changed following the initial capitalisation and whether there are indicators of impairment. If there are such indicators, an impairment review will be performed which could result in the relevant capitalised amount being written off to the income statement. The Directors assess the impairment indicators as presented within IFRS 6 *Exploration for and Evaluation of Mineral Resources*.

In the current year an impairment charge of £nil (2023: £44,115) was made to Intangibles Assets and charged to the Consolidated Statement of Comprehensive Income, see Note 14.

(b) Investment in subsidiaries and recoverability of intercompany receivables – Note 15 and 17

## Notes to the Financial Statements continued

In addition, the Company has also considered its investment in subsidiaries and loans to subsidiaries. In the current year and at this stage of the Company's development, the Company sees no requirement for impairment of its investment in or loans to its subsidiaries, given the early stage nature of the underlying exploration assets, the fact we have only just completed our first drill programme and we have recently renewed our exploration licences.

### *Employee benefits*

All employee benefit costs, notably bonuses and contributions to personal pension plans are charged to the Consolidated Statement of Comprehensive Income on an accruals basis.

### *Financial instruments*

Financial instruments are classified on initial recognition as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement. Financial instruments are initially recognised when the Company becomes party to the contractual provisions of the instrument. Financial assets are de-recognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired.

### **Financial assets**

#### *Cash and cash equivalents*

Cash and cash equivalents comprise bank current account balances and short-term deposits with a maturity of three months or less. Amounts are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### *Trade and other receivables*

Trade and other receivables have fixed or determinable payments that are not quoted in an active market, are measured at initial recognition at fair value, and are subsequently measured at amortised costs using the effective interest method less impairment. Trade and other receivables are reduced by appropriate allowances for estimated irrecoverable amounts. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

#### *Impairment of financial assets*

At each statement of financial position date, financial assets are assessed for indicators of impairment. Financial assets are impaired if indications exist that events have occurred after the initial recognition of the financial asset that estimated future cash flows have been impacted. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Any impairment loss arising from the review is charged to the statement of comprehensive income whenever the carrying amount of the asset exceeds its recoverable amount.

IFRS 9 requires the Company to make an assessment of expected credit losses relating to loans to subsidiary companies. An expected credit loss model has been used which takes into account the probability of default, the exposure at default and the loss given default at the year end. The Company defines default as the performance against plans, forecasts and the overall progress towards monetisation.

The Company does not expect loans to be recalled within the next 24 months and nor would amounts be available to repay on demand and therefore the Company has considered this in calculating the expected credit loss. The probability of default is considered to be low when considering the performance of the subsidiary companies. The potential recoverable amount has been estimated based on a probability weighted cashflow model. Cashflow assumptions include forecast future licence payments, the amount and timing of which are uncertain. The Company does not believe that there is a significant risk of default and therefore has not recognised a loss provision in the current year.

## **Financial liabilities**

### *Trade and other payables*

Trade and other payables are initially measured at their fair value and are subsequently measured at their amortised cost using the effective interest rate method except for short-term payables when the recognition of interest would be immaterial.

### *Foreign currency translation*

The Company translates foreign currency transactions into its functional currency, £, at the rate of exchange prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the Statement of Financial Position date. Exchange differences arising are taken to the Statement of Comprehensive Income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

On consolidation, exchange differences arising from the translation of the net investment in foreign subsidiaries (listed below) are taken to other comprehensive income. When a foreign subsidiary is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

EGT and European Green Metals Limited have a functional currency of GBP£, Rockfleet Minerals Limited and European Green Metals (Ireland) Limited have a functional currency of Euro€ and European Mineral Exploration AB and Olree AB have a functional currency of Swedish Krona SEK.

## **Intangible assets – Exploration for and Evaluation of Mineral Resources**

Exploration expenditure relates to the initial search for deposits with economic potential. Evaluation expenditure arises from a detailed assessment of deposits that have been identified as having economic potential. The costs of exploration assets include the cost of acquiring the right to explore. Costs incurred in relation to evaluating the technical feasibility and commercial viability of extracting resources are capitalised as part of exploration and evaluation assets. Exploration costs are capitalised until technical feasibility and commercial viability of extraction of reserves are demonstrable. At that point, all costs which have been capitalised to date and included in exploration and evaluation assets, are assessed for impairment. All impairment losses are recognised immediately in the statement of comprehensive income. If assets are not impaired, then they are reclassified as either tangible assets or intangible assets and amortised over their useful life.

### **Impairment of intangible assets - Exploration for and Evaluation of Minerals Resources**

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount. The Group reviews and tests for impairment indicators on an ongoing basis and specifically if the following occurs:

- the period for which the group has a right to explore in the specific area has expired during the year or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area;
- sufficient data exists to indicate that although a development in the specific area is likely to proceed the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where an impairment indicator is met, the Group performs a full impairment assessment under IAS 36.

## Notes to the Financial Statements continued

### *Investment in subsidiaries*

Investments in subsidiaries are stated at cost less impairment. Investment in subsidiaries are subject to annual impairment review, with any impairment charge being recognised in the Statement of Comprehensive Income. The Group determines whether an investment is a business combination by applying the definition in IFRS 3, which requires that the assets acquired and liabilities assumed constitute a business. If the assets acquired are not a business, the Group accounts for the transaction as an asset acquisition. Frequently, the acquisition of mining exploration assets is effected through a non-operating corporate structure. As these structures do not represent a business, it is considered that the transaction does not meet the definition of a business combination. Accordingly, the transaction is accounted for as the acquisition of an asset. The net assets acquired are recognised at cost. When IFRS 3 guidance is applied to the acquisition of Rockfleet Minerals Limited, European Mineral Exploration AB and Olree AB the indicators point to the acquisition being that of assets (primarily mining exploration permits) as opposed to an acquisition of a business. After reviewing the characteristics of the acquisition, the Group has determined that the appropriate accounting treatment of these acquisitions is as asset acquisition.

### *Impairment of investment in subsidiaries*

At each Statement of Financial Position date, the Company reviews the carrying amounts of its investment in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Any impairment loss arising from the review is charged to the Statement of Comprehensive Income whenever the carrying amount of the asset exceeds its recoverable amount.

The Group assesses each asset annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as discount rates, future capital requirements, general risks affecting the green energy industry and other risks specific to the individual asset. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Fair value is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Assets are grouped into the smallest group that generate cash inflows are independent of other assets.

### *Property, plant and equipment*

Property, plant and equipment are stated at historical cost less accumulated depreciation and any provision for impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the asset and bringing the asset to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only where it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced asset is derecognised. All other repairs and maintenance are charged to the Statement of Comprehensive Income during the financial period in which they are incurred. Any borrowing costs associated with qualifying property, plant and equipment are capitalised and depreciated at the rate applicable to that asset category.

Depreciation on assets is calculated using the straight-line method to allocate their cost to its residual value over their estimated economic useful lives, as follows:

Computer Equipment	three years
Office Equipment	three years

The assets' residual values and useful economic lives are reviewed regularly, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on the disposal of assets are determined by comparing the proceeds with the carrying amount and are recognised in Administration expenses in the Statement of Comprehensive Income.

#### *Taxes*

Tax comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the reporting date. Deferred tax assets or liabilities are recognised where the carrying value of an asset or liability in the Statement of Financial Position differs to its tax base and is accounted for using the statement of financial position liability method. Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised. There is no deferred tax asset recognised for the Group or Company as the Company is still pre-revenue, and thus not considered probable that future trading profits would be generated in which this asset could be offset.

#### *Share capital*

Ordinary Shares are classified as equity. Proceeds in excess of the nominal value of shares issued are allocated to the share premium account and are also classified as equity. Incremental costs directly attributable to the issue of new Ordinary Shares or options are deducted from the share premium account.

#### *Revenue recognition*

##### *Interest income*

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

#### *Exceptional items*

These are items of an unusual or non-recurring nature incurred by the Group and include transactional costs and one-off items relating to business combinations, such as acquisition expenses, restructuring costs, IPO costs etc.

### **3. Segmental information**

The Board considers there to be only a single operating segment: Green Energy projects. All areas of the business are engaged in the development of a range of Green Energy projects. Performance information is reported as a single business unit to the executive management team, who are responsible for reviewing the Group's management information. The Chief Executive Officer and Chief Financial Officer are considered to be the chief operating decision makers.

The Group did not generate revenue during the year or prior year.

#### **Location of non-current assets**

	2024 £	2023 £
Sweden	<b>1,852,045</b>	1,436,670
Germany	<b>134,668</b>	134,668
UK/Ireland	<b>2,505</b>	850
<b>Total non-current assets</b>	<b>1,989,218</b>	1,572,188

Non-current assets consist of intangible assets and tangible assets. Intangible assets are classified under the location where the project is located. Tangible assets are classified where the company holding the asset is incorporated.



## Notes to the Financial Statements continued

### 4. Administrative costs

	2024 £	2023 £
Employee benefit expense (Note 8)	654,681	13,002
Professional fees, public and investor relations	514,894	201,977
Licences, options, subcontractors' fees, travel	306,891	208,717
Office, administration and general expenses	308,276	149,828
Share option charge (Note 8 & 24)	24,483	–
<b>Total administrative costs</b>	<b>1,809,225</b>	<b>573,524</b>

There were no short-term lease payments expensed during year ended 31 December 2024 (2023: £Nil).

### 5. Exceptional items

	2024 £	2023 £
Exceptional items include:		
– Impairment of Hainichen Licence	–	44,115
– Transaction costs relating to IPO of Company (see Note 27)	386,094	47,310
<b>Total exceptional Loss</b>	<b>386,094</b>	<b>91,425</b>

### 6. Auditor remuneration

Services provided by the Company's auditor and its associates. During the year the Group (including its overseas subsidiaries) obtained the following services from the Company's auditor and its associates:

	2024 £	2023 £
Fees payable to Company's auditor for the audit of the Parent Company and Consolidated Financial Statements	43,050	38,000
Fees payable to Company's auditor as Reporting Accountant for IPO of Company (included in Note 5 exceptional costs above)	70,000	30,000
<b>Total paid to the Company auditor</b>	<b>113,050</b>	<b>68,000</b>
Fees payable to other auditors for services:		
– Prior year and interim audit fees paid to previous auditor	–	6,050
– Tax services paid to other auditors	5,250	4,173
Total paid to other auditors	5,250	10,223
<b>Total auditor's remuneration</b>	<b>118,300</b>	<b>78,223</b>

## 7. Directors' emoluments

	2024 £	2023 £
Aggregate emoluments	367,667	–
Social security costs	39,260	–
Contribution to defined contribution pension scheme	14,919	–
Share based payment charge (Note 24)	21,290	–
<b>Total Directors' remuneration</b>	<b>443,136</b>	<b>–</b>

See further disclosures within the Group Director's Report. There were no emoluments paid to Directors for their services as directors during 2023.

## 8. Employee benefit expense (including Note 7)

	2024 £	2023 £
Wages and salaries	570,978	10,738
Social security costs	56,464	1,187
Pension costs	27,239	1,077
Share based payments charge (Note 24)	24,483	–
<b>Total employee benefit expense</b>	<b>679,164</b>	<b>13,002</b>

## 9. Average number of people employed

	2024 Group No.	2023 Group No.	2024 Company No.	2023 Company No.
Average number of people (including Directors) employed was:				
Administration	5	3	2	–
<b>Total average number of people employed</b>	<b>5</b>	<b>3</b>	<b>2</b>	<b>–</b>

Monthly weighted average used in above calculation.

## 10. Net finance costs

	2024 £	2023 £
Interest expense:		
– Interest credited/(charged) on convertible debt securities* (see Note 21)	1,247	(43,945)
<b>Finance costs</b>	<b>1,247</b>	<b>(43,945)</b>
Finance income		
– Interest income on bond held by Swedish Mining authority	111	14
– Interest on tax and other refunds	502	–
– Interest income on bank deposits	53,429	–
<b>Finance income</b>	<b>54,042</b>	<b>14</b>
<b>Net finance income/(expense)</b>	<b>55,289</b>	<b>(43,932)</b>

\*All convertible debt securities converted to ordinary shares in EGT on date of IPO 8 April 2024.

# Notes to the Financial Statements continued

## 11. Income tax expense

Group	2024 £	2023 £
<b>Total current tax charge</b>	–	–
<b>Total deferred tax</b>	–	–

The tax charge on the Group's results before tax differs from the theoretical amount that would arise using the standard tax rate applicable to the loss of the consolidated entities as follows:

	2024 £	2023 £
<b>(Loss) before tax</b>	<b>(2,140,030)</b>	(708,881)
Tax calculated at domestic tax rates applicable to UK small profits rate of tax of 19% (2023 – 19%)	<b>(406,606)</b>	(134,687)
Tax effects of:		
– Expenses not deductible for tax purposes	<b>(31)</b>	(173)
– Losses carried forward	<b>(406,575)</b>	(134,514)
<b>Total tax charge</b>	<b>–</b>	–

See Note 20 for details on deferred tax asset.

## 12. Loss per share

### Basic and diluted

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

	2024 £	2023 £
(Loss) for the year	<b>(2,140,030)</b>	–
Weighted average number of Ordinary Shares in issue	<b>109,743,447</b>	–
Loss per share from operations	<b>(£0.0195)</b>	–

On incorporation on 25 January 2024, 2000 shares @ £0.0005 were issued. These shares were later converted to 400 shares @ £0.0025 when EGT acquired the EGM Group in March 2024.

On 14 March 2024, EGT and EGM completed a share exchange agreement whereby EGT acquired the EGM group by issuing 1 EGT share for each 1 EGM share in issue. 56,307,702 EGT shares @ £0.0025/share were issued as a result.

Convertible debt securities (see Note 21) were converted to equity on admission of EGT to AIM on the London Stock exchange on 8 April 2024. 23,691,900 EGT shares @ £0.01/share were issued as a result.

The Company issued a further 64,620,890 shares @ £0.01/share as part of a fundraise on admission of EGT to AIM on the London Stock Exchange on 8 April 2024.

EGT adopted an Employee Performance Incentive Plan (“EPIP”) for a number of key senior management on admission of EGT to AIM on the London Stock Exchange on 8 April 2024. Due to the losses in the year, the effect of the share options noted in Note 24 are considered to be anti-dilutive. The weighted average number of potentially dilutive shares at 31 December 2024 was 1,684,153.

### 13. Property, plant and equipment

Group	Office Equipment £	Computer equipment £	2024 Total £	2023 Total £
<b>Cost</b>				
At 1 January	–	850	850	–
2024 Additions	1,043	1,232	2,275	850
Exchange differences	–	5	5	–
<b>At 31 December</b>	<b>1,043</b>	<b>2,087</b>	<b>3,130</b>	850
<b>Depreciation</b>				
At 1 January	–	–	–	–
2024 Charge for the year	261	364	625	–
Exchange differences	–	–	–	–
<b>At 31 December</b>	<b>261</b>	<b>364</b>	<b>625</b>	–
<b>Net book value at 31 December</b>	<b>782</b>	<b>1,723</b>	<b>2,505</b>	850

The Company has no property, plant or equipment.

### 14. Intangible fixed assets

Group	Group 2024 £	Group 2023 £
<b>Cost</b>		
At 1 January	1,615,453	239,642
Additions	422,877	1,377,102
Exchange differences	(7,502)	(1,291)
<b>At 31 December</b>	<b>2,030,828</b>	1,615,453
<b>Amortisation and impairment</b>		
At 1 January	44,115	–
Charge for the year	–	–
Impairment (see Note 5)	–	44,115
<b>At 31 December</b>	<b>44,115</b>	44,115
Net book value		
<b>At 31 December</b>	<b>1,986,713</b>	1,571,338

The Group reviews the carrying amounts of its intangible assets to determine whether there are any indications that those assets have suffered an impairment loss. If any such indications exist, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Impairment indications include events causing significant changes in any of the underlying valuation assumptions used.

In the current year an impairment charge of £nil (2023: £44,115) was made to the Consolidated Statement of Comprehensive Income.

The Company has no intangible fixed assets.

### 15. Investments in subsidiaries

Company	2024 £	2023 £
Shares in Group undertakings		
<b>At 1 January</b>	–	–
Investment in European Green Metals Ltd Group	140,769	–
<b>At 31 December</b>	<b>140,769</b>	–

## Notes to the Financial Statements continued

On 14 March 2024, EGT and EGM completed a share exchange agreement whereby EGT acquired the EGM Group by issuing 1 EGT share for each 1 EGM share in issue. 56,308,102 EGT shares @ £0.0025/share were issued as a result. (See Note 23)

The investment in the EGM Group is recorded at cost, which is the fair value of the consideration paid. Following review an impairment provision of Nil (2023: N/a) has been made to the investment in subsidiaries.

All the subsidiaries are included in the consolidation. The proportions of voting shares held by the Parent Company do not differ from the proportion of Ordinary Shares held. The subsidiaries are listed below:

Company Name	Registered address	% Holding	Business
European Green Metals Limited	25 Walbrook, London, EC4N 8AF, UK	100%	Service Company
European Green Metals (Ireland) Ltd	4th Floor Fitzwilliam Hall, Fitzwilliam Place, Dublin, Ireland	100%	Service company
Rockfleet Minerals Limited	18, Kings Hill, Westport, Co. Mayo, F28 AC99, Ireland	100%	Early stage exploration
European Minerals Exploration AB	C/O Fredersen Advokatbyrå AB, Birger Jarlsgatan 8, 114 34 Stockholm, Sweden	100%	Early stage exploration
Olree AB	C/O Fredersen Advokatbyrå AB, Birger Jarlsgatan 8, 114 34 Stockholm, Sweden	100%	In liquidation process

### 16. Financial instruments

The Group's financial instruments comprise investments, cash at bank, and various items such as debtors, convertible debt security certificates, and creditors. The Group has not entered into derivative transactions, nor does it trade financial instruments as a matter of policy. A detailed description of how risk management is carried out by the Directors of the Group is contained in the strategic report on page 5 and 6.

#### Financial instruments by category

##### (a) Assets

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
<b>31 December</b>				
<b>Assets at amortised cost</b>				
Trade and other receivables	12,402	1,296	12,136	–
Cash and cash equivalents	3,661,001	87,969	3,075,781	–
<b>Total</b>	<b>3,673,403</b>	<b>89,265</b>	<b>3,087,917</b>	<b>–</b>

Assets in the analysis above are all categorised as 'other financial assets at amortised cost' for the Group and Company.

#### Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

*(b) Liabilities*

	Group 2024 £	Restated Group 2023 £	Company 2024 £	Company 2023 £
<b>31 December</b>				
<b>Liabilities at amortised cost</b>				
Convertible debt securities	–	1,788,300	–	–
Trade and other payables	<b>273,651</b>	333,373	<b>135,379</b>	–
<b>Total</b>	<b>273,651</b>	2,121,673	<b>135,379</b>	–

Liabilities in the analysis above are all categorised as ‘other financial liabilities at amortised cost’ for the Group and Company.

Prior year 2023 Group comparative has been restated to exclude payroll tax payment previously included.

*(c) Credit quality of financial assets and liabilities*

The Group is exposed to credit risk from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group’s maximum exposure to credit risk, due to the failure of counter parties to perform their obligations as at 31 December 2024 and 31 December 2023, in relation to each class of recognised financial assets, is the carrying amount of those assets as indicated in the accompanying Statement of Financial Position.

**Cash at bank**

The credit quality of cash has been assessed by reference to external credit ratings, based on reputable credit agencies’ long-term issuer ratings:

Rating	2024 £	2023 £
A – AAA	<b>3,661,001</b>	–
<b>Total</b>	<b>3,661,001</b>	–

**Foreign currency risk**

The Group incurs costs denominated in foreign currencies (including Euros and Swedish Krona) which gives rise to short term exchange risk. The Group does not currently hedge against these exposures as they are deemed immaterial and there is no material exposure as at the year end.

**Market risk**

Market risk is the risk that changes in market prices, such as commodity prices, interest rates, foreign exchange rates, and equity prices will affect the Group’s value of its holdings in financial instruments.

**17. Trade and other receivables**

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
Trade and other receivables	<b>43,204</b>	1,296	<b>22,772</b>	–
Amounts owed by subsidiary undertakings	–	–	<b>3,608,514</b>	–
<b>Total</b>	<b>43,204</b>	1,296	<b>3,631,286</b>	–

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.



## Notes to the Financial Statements continued

The carrying amounts of the Group's trade and other receivables denominated in all currencies were as follows:

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
GBP	42,472	–	22,772	–
EUR	419	–	–	–
SEK	313	1,296	–	–
<b>Total</b>	<b>43,204</b>	<b>1,296</b>	<b>22,772</b>	<b>–</b>

### 18. Cash and cash equivalents

Cash and cash equivalents include the following for the purposes of the statement of cash flows:

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
Cash at bank and on hand	3,661,001	87,969	3,075,781	–
Cash and cash equivalents	3,661,001	87,969	3,075,781	–

The Directors consider that the carrying amount of cash and cash equivalents approximates to its fair value.

### 19. Trade and other payables

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
<b>Trade payables</b>	<b>52,821</b>	46,953	–	–
Social security and other taxes (see Note 8)	17,346	4,645	4,787	–
Other payables	932	130,000	–	–
Accrued expenses	220,830	156,420	135,379	–
<b>Total</b>	<b>291,929</b>	<b>338,018</b>	<b>140,166</b>	<b>–</b>

The fair value of trade and other payables approximates to their book value. All balances are due within 1 year.

### 20. Deferred income tax

#### Deferred tax assets

Deferred income tax assets are recognised to the extent that the realisation of the related tax benefit through future taxable profits is probable. There is no deferred tax asset recognised for the Group or Company's accumulated tax losses of £2,315,701 and £604,430 respectively as the Group and Company are still pre-revenue.

### 21. Borrowings

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
<b>Current – falling due within 1 year</b>				
Convertible debt securities ("CDSs")	–	1,788,300	–	–
<b>Non-current – falling due after 1 year</b>				
Convertible debt securities ("CDSs")	–	–	–	–
<b>Total borrowings</b>	<b>–</b>	<b>1,788,300</b>	<b>–</b>	<b>–</b>

During 2022, 2023 and 2024, EGM issued Convertible debt securities ("CDS") to a collective of high-net-worth investors.

For all CDSs either the principal was fully repayable at the end of year two (2) or all CDSs were automatically convertible to ordinary shares if EGM completed an initial public offering (“IPO”) before the second anniversary of each CDS.

Following novation of all CDSs from EGM to EGT in March 2024, the new Parent Company of EGM, EGT, was admitted to trading on AIM on 8 April 2024 and consequently all CDSs were converted into ordinary shares in EGT plc. (See Note 12)

## 22. Share capital

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
144,620,892 (2023 – Nil) Ordinary shares of £0.0025 nominal value	<b>361,552</b>	–	<b>361,552</b>	–
<b>Total</b>	<b>361,552</b>	–	<b>361,552</b>	–

The share capital of European Green Transition plc consists only of fully paid ordinary shares. All shares are equally eligible to share in declared dividends, appoint Directors, receive notice of, attend, speak and vote at any general meeting of the Company.

EGT was incorporated on 25 January 2024. On incorporation on 25 January 2024, 2000 shares @ £0.0005 were issued. These shares were later converted to 400 shares @ £0.0025 when EGT acquired the EGM Group in March 2024.

On 14 March 2024, EGT and EGM completed a share exchange agreement whereby EGT acquired the EGM group by issuing 1 EGT share for each 1 EGM share in issue. 56,307,702 EGT shares @ £0.0025/share were issued as a result.

Convertible debt securities (see Note 21) in issue were converted to equity on admission of EGT to AIM on the London Stock Exchange on 8 April 2024. 23,691,900 EGT shares @ £0.01/share were issued as a result.

The Company issued a further 64,620,890 shares @ £0.01/share as part of a fundraise on admission of EGT to AIM on the London Stock Exchange on 8 April 2024.

## Other reserves

### Group and Company

#### Share premium

Share premium is the difference between the nominal value of share capital and the actual cash received on fundraising less any costs associated with the fund-raising.

#### Share option reserve

A share option reserve was created in H1 2024, following the Company adopting an Employee Performance Incentive Plan (“EPIP”) for a number of key senior management, which granted them share options in EGT following its admission to AIM on 8 April 2024. (See Note 24)

#### Reverse acquisition reserve

The reverse acquisition reserve resulted from the reverse acquisition of European Green Transition plc by European Green Metals Ltd. (See Note 23)

#### Foreign currency reserve

The presentation currency of the Group is GBP£. This reserve arises from the translation of the subsidiaries which are denominated in Euro and SEK into GBP£ on consolidation.

The Euro denominated subsidiaries are Rockfleet Minerals Limited and European Green Metals (Ireland) Limited. The SEK denominated subsidiaries are European Mineral Exploration AB and Olree AB.

### Retained Earnings

For the Group and Company, earnings reflect the earnings of European Green Transition plc.

# Notes to the Financial Statements continued

## 23. Reverse acquisition accounting

On 14 March 2024, EGT completed a share for share agreement for 100% of the share capital of EGM (the 'Legal Subsidiary' or EGM Ltd) for 56,308,102 Consideration Shares at a nominal value of £0.0025, valuing the Company at £140,770.

The acquisition has been treated as a reverse acquisition and hence accounted for in accordance with IFRS 2. Although the transaction resulted in EGM Ltd becoming a wholly owned subsidiary of the Company, the transaction constitutes a reverse acquisition as the previous shareholders of EGM Ltd owned all of the Ordinary Shares of the Company and the executive management of EGM Ltd became the executive management of EGT. In substance, the shareholders of EGM Ltd acquired controlling interest in the Company and the transaction has therefore been accounted for as a reverse acquisition. The reverse acquisition falls under IFRS 2 rather than IFRS 3 as the activities of EGT (the 'Legal Parent') did not constitute a business.

The following table summarises the consideration paid for the Legal Parent through the reverse acquisition and the amounts of the assets acquired and liabilities assumed on the acquisition date. The financial comparatives relate to Legal Subsidiary rather than the Legal Parent as the consolidated Financial Statements represent a continuation of the Financial Statements of the Legal Subsidiary.

Consideration at 14 March 2024	GBP£
Equity instruments in issue (56,308,102 ordinary shares at £0.0025)	140,770
<b>Total consideration</b>	<b>140,770</b>
Recognise amounts of identifiable assets acquired and liabilities assumed	GBP£
Intangible assets	1,601,168
PPE	855
Trade & other receivables	23,590
VAT recoverable	78,798
Cash & cash equivalents	198,461
Trade & other payables	(404,979)
Convertible debenture securities	(2,043,300)
FX reserve	14,495
Retained losses	976,763
<b>Total identified net assets</b>	<b>445,851</b>

In a reverse acquisition, the acquisition date fair value of the consideration transferred by the Legal Subsidiary is based on the number of equity instruments that the Legal Subsidiary would have had to issue to the owners of the Legal Parent to give the owners of the Legal Parent the same percentage of equity interests that results from the reverse acquisition. However, in the absence of a reliable valuation of the Legal Subsidiary, the cost of the reverse acquisition was calculated using the fair value of all the pre-acquisition issued equity instruments of the Legal Parent as at the date of the acquisition. The fair value was based on the nominal price of the Legal Parent shares immediately prior to the acquisition being £0.0025 per share.

The fair values of the recognised amounts of identifiable assets acquired and liabilities assumed equate to their carrying values as stated above without restatement to fair value.

The Legal Parent did not contribute any revenue to the Group prior to the reverse acquisition.

The following table summarises the movements in the Reverse acquisition reserve for the period.

Reverse acquisition reserve	GBP£
Opening balance	-
Investment in legal subsidiary – EGM Ltd	(140,770)
Elimination of legal subsidiary share capital and share premium	445,851
Closing balance	305,081

## 24. Share based payments

In March 2024, conditional upon the IPO being successful in April 2024, an Employee Performance Incentive Plan was launched granting 2,300,000 share options in EGT to 2 Executive Directors and a member of the senior management team.

The value of the share options is measured by the use of a Black Scholes Model. The inputs into the Black Scholes Model were as follows:

Options in issue	2,300,000
Exercise price (when share price above 18.5p for 14 consecutive days on AIM)	0.0025p
Expected volatility	75%
Expected dividend	0%
Contractual life remaining	6.6 yrs
Risk free interest rate	3.5%
Estimated fair value of each option	0.0982p

The share-based payment charge for the year ending 31 December 2024 was £24,483 (2023: Nil). There were no share options outstanding as at 31 December 2023.

## 25. Cash used in operations

	Group 2024 £	Restated Group 2023 £	Company 2024 £	Company 2023 £
(Loss) before income tax	<b>(2,140,030)</b>	(708,881)	<b>(1,321,188)</b>	–
<b>Adjustments for:</b>				
– Net finance costs (Note 10)	<b>(55,289)</b>	43,932	<b>(140,835)</b>	–
– Depreciation	<b>620</b>	–	–	–
– Impairment of intangible	–	44,115	–	–
– FX Losses on conversion of CDSs (Note 21)	–	7,140	–	–
– IPO related costs	<b>386,094</b>	47,310	<b>386,094</b>	–
– Option agreement costs	<b>233,927</b>	–	<b>233,927</b>	–
– Share option expense	<b>24,483</b>	–	<b>24,483</b>	–
<b>Changes in working capital:</b>				
– Decrease/(increase) in trade and other receivables	<b>(29,520)</b>	1,878	<b>(10,636)</b>	–
– Increase in VAT tax recoverable	<b>(7,543)</b>	(31,548)	<b>(77,304)</b>	–
– Increase in trade and other payables	<b>(29,330)</b>	168,295	<b>140,166</b>	–
<b>Net cash (used) in operations</b>	<b>(1,616,588)</b>	(427,759)	<b>(765,293)</b>	–

Prior year Group Net cash (used) in operations has been restated to reflect IPO related costs of £47,310 which are now shown within financing activities. Also the movement in trade and other receivables and payables has been adjusted to move interest related accruals to financing activities.

## 26. Related Party Disclosures

Key management are those persons having authority and responsibility for planning, controlling and directing the activities of the Company. In the opinion of the Board, the Company's key management are the Directors of European Green Transition plc.

### Directors

The Directors' emoluments charged during 2024 were £443,135 (See Note 7). There were no Directors' emoluments paid during 2023.

# Notes to the Financial Statements continued

## Group

Raglan Professional Services Limited, a company controlled by Cathal Friel, Non-Executive Chairman, invoiced the Group in 2024 for services in relation to business development opportunities for £105 (2023: £80,630), in relation to consultancy services for £124,586 (2023: £nil) and in relation to IPO and Corporate Finance Services for £161,180 (2023: nil). There was a balance of £28,170 outstanding to Raglan Professional Services Ltd at year end (2023: £80,630).

Poolbeg Pharma (Ireland) Limited, a company in which Cathal Friel is Non-Executive Chairman, invoiced the Group in 2024 for services in relation to shared office and staff costs of £110,664 (2023: £nil). There was a balance of £35,248 outstanding to Poolbeg Pharma (Ireland) Limited at year end (2023: nil).

Mitaks Investment & Management AB, a company controlled by Daniel Akselson, Non-Executive Director of EGT, was a 10% shareholder, in European Mineral Exploration AB prior to the acquisition by EGM on 6 July 2023. As part of the consideration paid by the Group, Mitaks Investment & Management AB received a convertible debt security certificate for £45,000 plus a deferred cash payment of £6,500. The CDS converted to equity on successful completion of the IPO on 8 April 2024. Mitaks Investment & Management AB also invoiced the Group in 2024 in relation to consultancy services for £25,000 (2023: £nil). There was no balance outstanding at year end to Mitaks Investment & Management AB (2023: £nil).

There were no other related party transactions during the year.

## Company

At 31 December 2024 the Company was owed £3,608,513 (2023 – £82,673) by its subsidiaries.

## 27. Capital commitments

The Group had no capital commitments at 31 December 2024 or at 31 December 2023.

The projects are all held under exploration licences, which are due for renewal in the upcoming years. These renewals will incur associated renewal fees. There are various specific costs relating to the continuance of business activities including staffing and consultancy costs, office costs and various sundry items including warehousing commitments for equipment and core storage.

No provision has been made in the Financial Statements for these amounts as the expenditure items are expected to be incurred in the normal course of business operations. Furthermore, whilst maintaining the current portfolio of exploration interests is the intent of the Group, should activities be ceased in any project, aside from modest exit costs, the costs of that project would cease.

## 28. Post balance sheet events

The following events have taken place since the year end:

1. On 14 April it was announced that Cathal Friel, Non-Executive Director, would become Non-Executive Chairman of the Board and Daniel Akselson would remain on the Board as a Non-Executive Director and chair of the Audit Committee.
2. The licences for our Swedish exploration projects, in Pajala and Olserum, were successfully renewed and have been extended to March 2028 and June 2029 respectively.

## 29. Ultimate controlling party

At 31 December 2024 there was no one ultimate controlling party of EGT plc.

# Company Information

## Directors

Cathal Friel (Non-Executive Chairman )  
Aiden Lavelle (Chief Executive Officer)  
Jack Kelly (Chief Financial Officer)  
Daniel Akselson (Independent Non-Executive Director)  
James Leahy (Independent Non-Executive Director)

## Company Secretary

Beach Secretaries Limited  
The Walbrook Building  
25 Walbrook  
London, EC4N 8AF, UK

## Registered office

The Walbrook Building  
25 Walbrook  
London EC4N 8AF, UK

## Head office

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Fitzwilliam Place,  
Dublin 2, D02 T292, Ireland

## Place of incorporation

England and Wales (Company number – 15442832)

## Auditors

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15 Westferry Circus  
Canary Wharf  
London, E14 4HD, UK

## Nominated Advisor and Joint Broker

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London, EC2Y 9LY, UK

## Solicitors to the Company

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## Registrars

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Spencer Road  
Lancing  
West Sussex, BN99 3HH, UK

## Bankers

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## Public relations

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## Website

[www.europeangreentransition.com](http://www.europeangreentransition.com)

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