



Half-year Report

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Hydrogen Future Industries PLC
30 April 2024

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Hydrogen Future Industries plc ("HFI" or the "Company")

Interim Results for the Six-Month Period Ended 31 January 2024

[Hydrogen Future Industries plc](#) (AQSE: HFI), a developer of a proprietary wind-based green hydrogen production system featuring an advanced aerodynamic wind turbine and a high-performance electrolyser, presents its unaudited interim results for the six-month period ended 31 January 2024 (the "Period").

Period Highlights

- Intermittent testing of the 1-metre diameter wind turbine prototype and Anion Exchange Membrane Water Electrolyser was conducted throughout the Period
 - Data collected from wind turbine testing to date have been consistent with those collected in the 15,000 hours of computational fluid dynamics and wind tunnel testing and suggest an increase in energy production of upwards of 270% compared to open rotor wind turbines
 - Electrolyser test cells demonstrated exceptional efficiency of up to 97%
- Ongoing preparation during the Period for a feasibility study to demonstrate the production of green hydrogen from contaminated water created during mining processes
 - Objective to demonstrate the technology can produce green hydrogen for use on site at \$2 per kg, which equates to an electrical energy supply of approximately \$0.12 per kilowatt-hour
- Announced the appointment of Neil Ritson, an energy sector professional with a career spanning over 40 years, as Non-Executive Chairman in September 2023

Neil Ritson, Non-Executive Chairman, commented:

"HFI's 1-metre prototype wind turbine demonstrated exceptional durability and performance in the Period and is now being prepared for its next phase of energy performance trials and objective third-party assessment.

In parallel, testing of the Company's novel electrolyser achieved exceptional efficiency of up to 97% during the Period and a strategy is underway to expedite the development of a commercial scale electrolyser.

These two HFI technologies are required for the successful generation of clean and affordable energy from green hydrogen, and we are looking forward to making further progress towards this goal in the remainder of the year."

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Inside Information

This announcement contains inside information for the purposes of the UK Market Abuse Regulation and the Directors of the Company accept responsibility for the contents of this announcement.

About Hydrogen Future Industries

Hydrogen Future Industries was established to invest in projects and companies focused on the Hydrogen Economy. We are developing a proprietary wind-based hydrogen production system, incorporating hydrogen compression and storage. Hydrogen Future Industries is at the forefront of green hydrogen production with its integrated system that marries an advanced ducted wind turbine with a state-of-the-art Anion Exchange Membrane Water Electrolyser (AEMWE). This innovative pairing is designed to optimise renewable energy for the efficient production of hydrogen.

Click [here](#) for more information about Hydrogen Future Industries.

About HFI wind turbine technology

The HFI wind turbine is at TRL (Technology Readiness Level) 6-7, showcasing an advanced design with superior aerodynamics and rotor blade technology that generates three times the energy of a traditional open rotor design. The aim is to generate energy at a cost below \$30/MWh and a unit CAPEX of \$700,000/MW. This innovation represents a smaller, quieter, and more efficient alternative to existing wind energy generation technology. The turbine's unique features include a smart hydraulic drive that improves efficiency and reduces the cost of energy production, the ability to generate energy over a broader range of wind speeds, and versatile energy output in hydraulic, DC, or AC forms without the need for additional AC to DC rectifiers for hydrogen production. Significantly, the turbine can be raised and lowered for optimal wind capture, reducing maintenance and installation costs, as servicing can be performed at ground level.

About HFI Anion Exchange Membrane Water Electrolyser (AEMWE) technology

At TRL 4-5, the HFI Anion Exchange Membrane Water Electrolyser (AEMWE) presents a step forward in power efficiency, longevity, and cost-reduction for green hydrogen production. Testing has confirmed a cell efficiency of 97%, notably higher than the 80-85% of rival technologies. Constructed without platinum group metal catalysts, the AEMWE utilises more affordable and accessible materials, resulting in a projected cost that is 50% lower per kW than the PEM electrolyser. It is designed to deliver high efficiency even with variable energy supply typical of renewable sources, and it features a unique system where individual cells can be replaced without halting hydrogen production. The AEMWE's catalysts are chemically attached to the electrodes, preventing wash-off and ensuring durability. The ongoing patent applications aim to protect the unique intellectual property developed around this technology.

Visit our website: www.hydrogenfutureindustries.com

Follow us on social media:

LinkedIn: [@Hydrogen Future Industries](#)

X (formerly Twitter): [@HydrogenFI](#)

Caution Regarding Forward Looking Statements

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These statements are not a guarantee of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

Chairman's Statement

Introduction

I am pleased to present the unaudited interim results for the period to 31 January 2024 (the "Period"). The primary activities of the Company during the Period were the ongoing testing of its wind turbine and electrolyser technologies to demonstrate that the technologies, when combined, can produce green hydrogen at \$2 per kg. In this regard, HFI began collaborating in the Period with a major mining company on a working mine site to undertake a feasibility study.

Development activities

Wind turbine development & mining sector feasibility study

Intermittent testing of the 1-metre diameter wind turbine prototype over extended periods was conducted throughout the Period in Montana, USA. Initial data are consistent with those collected in the 15,000 hours of computational fluid dynamics and wind tunnel testing and suggest an increase in energy production of upwards of 270% compared to open rotor wind turbines.

The 1-metre prototype wind turbine has demonstrated exceptional durability and performance in the face of some of the harshest environmental conditions in Montana. With temperatures falling to approximately -50° Celsius, and wind gusts reaching 70 mph, the turbine is now undergoing a comprehensive overhaul. The strip down and mechanical analysis of the turbine aims to enhance the turbine through the installation of cutting-edge carbon fibre rotor blades and a new yaw control system designed and engineered by the HFI development team. Accompanying these improvements is a sophisticated array of telemetry equipment, for the energy performance trials and an objective third-party assessment.

The test site in Montana is adjacent to a tailings facility operated by a major mining company. The Company has agreed to collaborate on a feasibility study, the first stage of which includes the data collection from the prototype wind turbine testing detailed above and the sharing of mine site processing samples. The objective of the feasibility study is to demonstrate that the technology can produce green hydrogen for use on site at \$2 per kg, which equates to an electrical energy supply cost of approximately \$0.12 per kilowatt-hour. The full complement of HFI technologies is required for the successful generation of clean and affordable energy

from green hydrogen in remote mining locations. Discussions are underway with key engineering groups to scope services and equipment to demonstrate the viability of HFI's system on mine sites.

Electrolyser development

Concept testing of the Company's novel electrolyser continued throughout the Period in California, USA, led by quantum-physicist, Dr Nicholas Blake, a consultant to HFI. The series of tests undertaken in the Period achieved an exceptional efficiency of up to 97%.

The Company is now undertaking to expedite the development of its inaugural commercial scale electrolyser and develop new intellectual property and an assembly of electrodes, whilst also advancing efficiency leaps and cost-reduction strategies. Notably, HFI's electrodes are evolving to operate effectively without the need for expensive platinum group metals, marking a significant stride towards sustainable cost efficiencies which is one of the project's primary objectives.

University Collaboration

We were delighted to announce on 7 December 2023 that we had signed a Memorandum of Understanding ("MoU") with the University of Bristol ("UoB") to collaborate to advance respective technologies, secure funding for joint research and development, and accelerate commercial opportunities. UoB is a leading research university with several active research and development projects related to hydrogen. In particular, UoB has identified HFI's technology as having synergies with its Hydrogen Depleted Uranium Storage project, a unique hydrogen storage system designed to help balance fluctuations in the supply of energy from renewable energy sources, such as wind and solar, as well as provide nuclear powerplant sites with a load following capability.

MoU with Australian renewable energy microgrid partner

In January 2024, HFI signed an MoU with an Australian renewable energy microgrid partner, Capricorn Clean Energy Limited. Considering Australia's ambitions to become a global hydrogen leader, the country has been identified by HFI as a target market for the initial deployment of its patented green hydrogen production system. The MoU aims to facilitate the identification of local project and partnering opportunities, particularly those related to the Australian Renewable Energy Agency's ("ARENA") Regional Microgrids Programme ("RMP") established in August 2023 to support the development and deployment of renewable energy microgrids. ARENA has committed up to A\$125 million in funding toward the RMP, which is split into two streams as follows: a) Regional Australia Microgrid Pilots; and b) First Nations Community Microgrids.

We believe the Company's energy system is well placed to provide on-demand economical green energy through microgrids across Australia.

Corporate activities

Board Changes

In September 2023, I joined the Board as Non-Executive Chairman. I have been an energy sector professional for over 40 years, including 20 years in various technical and managerial positions with British Petroleum, and I am encouraged by what I am seeing at HFI. When you pair the performance of our wind turbine with that of our novel electrolyser in development, the potential for cheap hydrogen production at scale is incredibly exciting and could change the clean energy landscape as we know it.

In conjunction with my appointment, David Ormerod stepped down as a Non-Executive Director to focus on his other commitments in Australia and Daniel Maling transitioned from Executive Chairman to the role of Executive Director (now Chief Commercial Officer) enabling him to devote more time to driving the commercial and business development elements of the business strategy.

Tower Group Investment

Further to the Company's investment for a 20% stake in Tower Green Holdings Limited ("Tower") announced on 16 January 2023, Tower has continued to make significant progress in building its position as the hydrogen infrastructure developer for Southwest England. During the Period, Tower attracted widespread media coverage for its Appledore project, which seeks to develop onshore hydrogen production and refuelling infrastructure in north Devon to supply offshore wind support vessels. Tower will continue to develop these proposals throughout 2024 and its position as the provider of maritime hydrogen refuelling projects in support of offshore wind and other clean maritime operations in the region.

Tower has also built a pipeline of other infrastructure projects throughout the southwest, including a road mobility project in Devon, with real estate and partnerships secured to supply hydrogen directly to industrial off-takers and to the strategic road network. Further project announcements are expected to be made throughout the year.

Financial Review

Financial highlights for the Group for the six months ended 31 January 2024 are stated below:

- Cash and cash equivalents at period end were approximately £263,000
- Loss before taxation for the period was approximately £432,000
- Administrative expenses down 54% from the corresponding period to £94,000
- The Group held net assets at period end of approximately £624,000

Subsequent to Period end, the Company completed three equity placements totalling £612,000. The proceeds from the placements will further the development of HFI's key technologies and advance the mining sector feasibility study.

Conclusion

HFI's 1-metre prototype wind turbine has demonstrated exceptional durability and performance and is now being prepared for its next phase of energy performance trials and an objective third-party assessment.

In parallel, testing of the Company's novel electrolyser achieved exceptional efficiency of up to 97% and a programme is now underway to expedite the development of a commercial scale electrolyser.

These two HFI technologies are required for the successful generation of clean and affordable energy from green hydrogen, and we are looking forward to making further progress towards this goal in the remainder of the year.

Neil Ritson

Non-Executive Chairman

29 April 2024

HYDROGEN FUTURE INDUSTRIES PLC - CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

STATEMENT OF COMPREHENSIVE INCOME FOR THE 6 MONTH PERIOD ENDING 31 JANUARY 2024

		Unaudited Period ended 31 January 2024 £'000	Unaudited Period ended 31 January 2023 £'000
	Notes		
Continuing operations			
Revenue from continuing operations		-	-
Directors' fees		(54)	(55)
Professional fees		(61)	(114)
Research and development		(192)	(159)
Share based payments	10	(1)	(13)
Depreciation and amortisation		(28)	-

Administrative expenses	7	(94)	(206)
Operating loss		(430)	(547)
Finance income / (expense)		(2)	-
Loss before taxation		(432)	(547)
Income tax		-	-
Loss for the period from continuing operations		(432)	(547)
Other comprehensive income		(3)	1
Total comprehensive loss attributable to equity holders of the Group		(435)	(546)
Basic & dilutive earnings per ordinary share (pence)	8	(1.22)	(1.71)

The notes form part of the unaudited condensed consolidated interim financial statements

HYDROGEN FUTURE INDUSTRIES PLC - CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

STATEMENT OF FINANCIAL POSITION

FOR THE 6 MONTH PERIOD ENDING 31 JANUARY 2024

	Unaudited at 31 January 2024 £'000	Unaudited at 31 January 2023 £'000	Audited at 31 July 2023 £'000
Note			
NON-CURRENT ASSETS			
Property, plant and equipment	23	28	25
Intangibles assets	474	492	476
Right-of-use assets	56	22	72
Investments in associate	93	100	93
TOTAL NON-CURRENT ASSETS	646	642	666
CURRENT ASSETS			
Cash and cash equivalents	263	736	262
Trade and other receivables	41	40	51
TOTAL CURRENT ASSETS	304	776	313
TOTAL ASSETS	950	1,418	979
NON-CURRENT LIABILITIES			
Lease liabilities	32	5	24
TOTAL NON-CURRENT LIABILITIES	32	5	24
CURRENT LIABILITIES			

Trade and other payables		266	8	103
Lease liabilities		28	13	43
TOTAL CURRENT LIABILITIES		294	21	146
TOTAL LIABILITIES		326	26	170
NET ASSETS		624	1,392	809
EQUITY				
Share capital	10	478	338	478
Share premium	10	3,482	2,256	3,482
Share based payment reserve	11	45	44	44
Share capital to issue		250	-	-
Foreign exchange reserve		15	1	18
Retained earnings		(3,646)	(1,247)	(3,213)
TOTAL EQUITY		624	1,392	809

The notes form part of the unaudited condensed consolidated interim financial statements

HYDROGEN FUTURE INDUSTRIES PLC - CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
STATEMENT OF CHANGES IN EQUITY
FOR THE 6 MONTH PERIOD ENDING 31 JANUARY 2024

	Share capital	Share premium	SBP reserve	Share capital to issue	Foreign exchange reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 31 Jan 2022	298	1,900	31	-	-	(274)	1,955
Loss for period	-	-	-	-	-	(426)	(426)
Total comprehensive income for period	-	-	-	-	-	(426)	(426)
Transactions with owners in own capacity							
Transactions with owners in own capacity	298	1,900	31	-	-	-	2,229
Balance at 31 July 2022	298	1,900	31	-	-	(700)	1,529
Loss for period	-	-	-	-	-	(547)	(547)
Other comprehensive income	-	-	-	-	1	-	1
Total comprehensive income for period	-	-	-	-	1	(547)	(546)
Transactions with owners in own capacity							
Ordinary Shares issued in the period	40	356	-	-	-	-	396
Employee options issued	-	-	13	-	-	-	13
Transactions with owners in own capacity	40	356	13	-	-	-	359
Balance at 31 January 2023	338	2,256	44	-	1	(1,247)	1,392
Loss for period	-	-	-	-	-	(566)	(566)
Other comprehensive income	-	-	-	-	17	-	17
Total comprehensive income for period	-	-	-	-	17	(566)	(549)

Transactions with owners in own capacity

Ordinary Shares issued in the period	140	1,260	-	-	-	-	1,400
Acquisition of subsidiary - HFI IP Holdings	-	-	-	-	-	(1,400)	(1,400)
Share issue costs	-	(34)	-	-	-	-	(34)
Transactions with owners in own capacity	140	1,226	-	-	-	(1,400)	(34)
Balance at 31 July 2023	478	3,482	44	-	18	(3,213)	809
Loss for period	-	-	-	-	-	(432)	(432)
Other comprehensive income	-	-	-	-	(3)	-	(3)
Total comprehensive income for period	-	-	-	-	(3)	(432)	(435)
Transactions with owners in own capacity							
Share capital to issue	-	-	-	250	-	-	250
Share based payments	-	-	1	-	-	-	1
Transactions with owners in own capacity	-	-	-	250	-	-	250
Balance at 31 January 2024	478	3,482	45	250	15	(3,646)	624

HYDROGEN FUTURE INDUSTRIES PLC - CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
STATEMENT OF CASHFLOW
FOR THE 6 MONTH PERIOD ENDING 31 JANUARY 2024

	Period ended 31 January 2024	Period ended 31 January 2023
Note	£'000	£'000
Cash flow from operating activities		
Loss for the financial period	(432)	(547)
<i>Adjustments for:</i>		
Share based payment reserves	1	13
Foreign exchange movements	-	1
Depreciation on property, plant & equipment	10	5
Amortisation on right-of-use assets	15	
Amortization on patents	14	-
<i>Changes in working capital:</i>		
Decrease in trade and other receivables	1	54
Increase / (decrease) in trade and other payables	157	(74)
Net cash outflow from operating activities	(234)	(548)
Cash flows from investing activities		
Purchase of property, plant and equipment	(9)	(39)
Investment in TG Holdings Ltd	-	(50)
Net cash outflow from investing activities	(9)	(89)
Cash flows from financing activities		
Proceeds received in advance of share issues	250	-
Payment of lease liabilities	(6)	(4)
Net cash outflow from financing activities	244	(4)
Net increase in cash and cash equivalents	1	(641)
Cash and cash equivalents at beginning of the period	262	1,383
Foreign exchange impact on cash balance	-	(6)
Cash and cash equivalents at end of the period	263	736

**HYDROGEN FUTURE INDUSTRIES PLC - CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
NOTES TO THE CONSOLIDATED INTERIM FINANCIAL INFORMATION
FOR THE 6 MONTH PERIOD ENDING 31 JANUARY 2024**

1 General information

Hydrogen Future Industries Plc ("the Company") was incorporated on 13 July 2021 in England and Wales with Registered Number 13508782 under the Companies Act 2006.

The address of its registered office is Eccleston Yards, 25 Eccleston Place, London SW1W 9NF, United Kingdom.

The principal activity of the Company and its subsidiaries collectively referred to as "the Group" is the development of proprietary wind-based green hydrogen production system featuring an advanced aerodynamic wind turbine and a high-performance electrolyser.

The Company commenced trading on the Aquis Stock Exchange ("AQSE") Growth Market on 1 December 2021. The unaudited condensed consolidated interim financial statements ("interim financial statements") present the consolidated results of the Group.

2 Accounting policies

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

3 Basis of preparation

The unaudited condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with the requirements of the AQSE rules and international accounting standards in conformity with the requirements of the companies act 2006 and the companies act 2006 applicable to companies reporting under UK-adopted international accounting standards ("IFRS").

The interim financial statements have been prepared in accordance with IAS 34 "*interim financial statements*". The interim financial statements do not include all disclosures that would otherwise be required in a complete set of financial statements but have been prepared in accordance with the existing accounting policies of the company.

The interim financial statements for the 6-month period from 1 August 2023 to 31 January 2024 are unaudited. Comparatives have been provided for the comparable period ending 31 January 2023.

The interim financial statements have been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense.

The interim financial statements do not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. The accounting policies adopted are consistent with those applied in the Company's last audited annual financial statements ending 31 July 2023 and can be viewed on the Company's website (<https://hydrogenfutureindustries.com/>).

The interim financial statements are presented in British Pounds sterling ("£") unless otherwise stated, which is the Group's functional and presentational currency. The directors have decided to only present consolidated interim financial statements and not parent level financial statements as they believe consolidated statements alone present an accurate depiction of the Group's financial performance and position.

The performance of the Group is not affected by seasonal factors and the risk factors applicable to the Group have not changed materially since the publication of the annual report and financial

statements for the period ending 31 July 2023.

4 Going concern

The directors have assessed the Group's ability to continue as a going concern and are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group's auditors included a material uncertainty related to going concern in the last annual report based on the ability of the Group to source additional funding in the 12 months from signoff of the annual report in July 2023. The directors are confident in the ability of the Group to satisfy this condition and hence continue to adopt the going concern basis in preparing these interim financial statements.

5 Accounting policies

The same accounting policies, presentation and methods of computation have been followed in these interim financial statements as were applied in the preparation of the Group's annual financial report for the period ended 31 July 2023, except for the impact of the adoption of the standards and interpretations described below and new accounting policies adopted as a result of changes in the Company.

6 Critical accounting estimates and judgments

In preparing the unaudited interim consolidated financial statements, the directors are required to make judgments on how to apply the Group's accounting policies and make estimates about the future. Estimates and judgements are continuously evaluated based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may deviate from these estimates and assumptions.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Impairment of investments and loans to subsidiaries

The Group and the Company assess at each reporting date whether there is any objective evidence that investments in and loans to subsidiaries are impaired. To determine whether there is objective evidence of impairment, a considerable amount of estimation is required in assessing the ultimate realisation of these investments/receivables, including valuation, creditworthiness and future cashflows. As at the period end the Directors do not assess there to be any impairment of these amounts.

Recoverable value of intangible assets

Costs capitalised in respect of the Group's intangible assets are required to be assessed for impairment. Such an estimate requires the Group to exercise judgement in respect of the indicators of impairment and also in respect of inputs used in the models which are used to support the carrying value of the assets. Such inputs include estimates of production profiles, commodity prices, capital expenditure, inflation rates, and pre-tax discount rates that reflect current market assessments of (a) the time value of money; and (b) the risks specific to the asset for which the future cash flow estimates have not been adjusted. The directors concluded that there was no impairment as at 31 January 2024.

7 Administrative expenses

	Period ended 31 January 2024 £'000	Period ended 31 January 2023 £'000
Salaries and wages*	(33)	(41)
Insurance	(16)	(17)
Travel	(2)	-
Other administrative expenses	(43)	(148)

(94)

(206)

*During the period the Group has invested in the development of wind turbine technology and has utilised employees to assist with this. A portion of salaries has been allocated to research and development expenditure and the Company will look to capitalise expenditure when certain criteria are reached in relation to the commercial viability of technology.

8 Earnings per Ordinary Share

	Period ended 31 January 2024	Period ended 31 January 2023
Loss attributable to shareholders of HFI - £'000	(432)	(547)
Weighted number of ordinary shares in issue	47,750,000	32,043,443
Basic & dilutive earnings per share from continuing operations - pence	(1.22)	(1.71)

There is no difference between the diluted loss per share and the basic loss per share presented. Share options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the period presented.

9 Subsidiaries

Name	Holding	Business Activity	Country of Incorporation	Registered Address
HFI Energy Systems Ltd	100%	Research & development	England & Wales	Eccleston Yards, 25 Eccleston Place, London SW1W 9NF
HFI Energy Systems US Inc	100%	Research & development	United States of America	16 Nugget Court, Whitehall, MT 59759
HFI IP Holdings Ltd	100%	IP holding company	England & Wales	Eccleston Yards, 25 Eccleston Place, London SW1W 9NF
HFI Development Ltd	100%	Research & development	England & Wales	Eccleston Yards, 25 Eccleston Place, London SW1W 9NF
HFI Consulting Limited	100%	Licensing entity	England & Wales	Eccleston Yards, 25 Eccleston Place, London SW1W 9NF

10 Share capital & share premium

	Ordinary shares £'000	Share capital £'000	Share premium £'000	Total £'000
At 31 July 2022	29,800,000	298	1,900	2,198
Issue of ordinary shares ¹	3,450,000	35	311	345
Issue of ordinary shares ²	500,000	5	45	50
At 31 January 2023	33,750,000	338	2,256	2,594
Issue of ordinary shares ³	14,000,000	140	1,260	1,400

Share issue costs	-	-	(34)	(34)
At 31 July 2023	47,750,000	478	3,482	3,959
	-	-	-	-
At 31 January 2024	47,750,000	478	3,482	3,959

¹On 5 October 2022, the Company issued 3,450,000 ordinary shares of £0.01 at their nominal value of £0.01.

²On 16 January 2023, the Company issued 500,000 ordinary shares of £0.01 at a price of £0.1 per share.

³On 23 May 2023, the Company issued 14,000,000 ordinary shares of £0.01 at a price of £0.1 per share.

There is currently an authorised share capital limit in place for the Company which is subject to review at the next Annual General Meeting.

11 Share based payment reserve

	Group £'000
At 31 July 2022	31
Employee options issued ¹	13
At 31 January 2023	44
Employee options ²	-
At 31 July 2023	44
Employee options ²	1
At 31 January 2024	45

¹ On 4 November 2022, the Group issued 6,000,000 employee options to the directors of the Company, the director of the subsidiary and one consultant. All options vested immediately apart from 1,500,000 options issued to the director of the subsidiary which vest of the satisfaction of various performance conditions. All options are exercisable at the price of £0.10 per ordinary share and are exercisable, either in whole or part, for a period of five years from the date of issue.

² The charges in the following periods relate to the value of the options being released over the vesting period.

Warrants

	As at 31 January 2024	
	Weighted average exercise price	Number of warrants
Brought forward at 1 August 2023	6.25p	8,050,000
Granted in period		-
Vested in period		-
Outstanding at 31 January 2024	6.25p	8,050,000
Exercisable at 31 January 2024	6.25p	8,050,000

The weighted average time to expiry of the warrants at the end of period is 1.12 years

Options

	As at 31 January 2024
	Weighted average

	exercise price	Number of options
Brought forward at 1 August 2023		-
Granted in period		-
Vested in period		-
Outstanding at 31 January 2024	10p	6,000,000
Exercisable at 31 January 2024	10p	4,500,000

The weighted average time to expiry of the options as at 31 January 2024 is 3.76 years.

12 Related party transactions

Directors remuneration

During the period directors accrued the following remuneration:

- Daniel Maling: £30,000
- Fungai Ndoro: £12,000
- Neil Ritson: £12,000

Subscription for equity

In relation to the equity issue on 20 February 2024, Neil Ritson, Fungai Ndoro and Daniel Maling, directors of the Company, and the Company's largest shareholder and PDMR, Timothy Blake (also a director of the Company's wholly owned development subsidiary) participated in the Fundraise and also received warrants.

13 Ultimate controlling party

As at 31 January 2024, there was no ultimate controlling party of the Company.

14 Events subsequent to period end

Issue of equity

On 20 February 2024, the Company completed a subscription to raise gross proceeds of £545,000 through the issue of 10,900,000 new ordinary shares of 1 pence each at a price of 5 pence per new Ordinary Share. The subscription included one warrant for every two new Ordinary Shares subscribed for, exercisable at the Subscription Price for a period of two years from Admission. In aggregate 5,450,000 Warrants were issued as part of the fundraise.

Issue of equity

On 22 February 2024, the Company completed an additional subscription to raise gross proceeds of £7,500 through the issue of 150,000 new ordinary shares of 1 pence each at a price of 5 pence per new Ordinary Share. The subscription included one warrant for every two new Ordinary Shares subscribed for, exercisable at the Subscription Price for a period of two years from Admission.

Issue of equity

On 8 April 2024, the Company completed an additional subscription to raise gross proceeds of £60,000 through the issue of 1,200,000 new ordinary shares of 1 pence each at a price of 5 pence per new Ordinary Share. The subscription included one warrant for every two new Ordinary Shares subscribed for, exercisable at the Subscription Price for a period of two years from Admission.

15 Approval of the financial statements

The interim financial statements were approved by the board of directors on 29 April 2024.

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