

PART III

FINANCIAL INFORMATION ON HELIUM VENTURES PLC

SECTION A

ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF HELIUM VENTURES PLC



Accountants &
business advisers

The Directors
Helium Ventures Plc
Eccleston Yards
25 Eccleston Place
London
United Kingdom
SW1W 9NF

Dear Director

Helium Ventures Plc (“Helium Ventures” or “the Company”)

Introduction

We report on the financial information of Helium Ventures plc (the “Company”) for the period from incorporation to 21 May 2021 which comprises the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cashflows, and the related notes. This information has been prepared for inclusion in the AQSE Growth Market admission document dated 7 July 2021 (the “Admission Document”) relating to the proposed admission to the AQSE Growth Market of Helium Ventures Plc and on the basis of the accounting policies set out in note 2. This report is given for the purpose of complying with paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook published by Aquis Exchange Limited and for no other purpose.

Responsibility

The Directors of the Company are responsible for preparing the Financial Information on the basis of preparation set out in the notes to the Financial Information and in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the United Kingdom.

It is our responsibility to form an opinion as to whether the Financial Information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Save for any responsibility arising under paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook to any person as and to the extent provided, and save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to

the Company and consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the Financial Information gives, for the purpose of the Admission Document dated 7 July 2021, a true and fair view of the state of affairs of Helium Ventures Plc as at 21 May 2021 and of its results, cash flows and changes in equity for the period then ended in accordance with IFRS as adopted by the United Kingdom.

Conclusions in Relation to Going Concern

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

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

Declaration

For the purposes of Appendix 1: Information for an admission document, paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook, we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook.

Yours faithfully

PKF Littlejohn LLP
Reporting Accountants

PART III

SECTION B

HISTORIC FINANCIAL INFORMATION OF THE COMPANY

STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company from the date of incorporation on 23 April 2021 to 21 May 2021 is stated below:

		<i>Audited</i>
		Period ended 21 May 2021
	Note	£
Revenue		-
Administrative expenses	6	(12,000)
Operating result		(12,000)
Finance expense		-
Loss before taxation		(12,000)
Income tax	7	-
Loss for the period and total comprehensive income for the period		(12,000)
		<hr/> <hr/>
Basic and diluted earnings per Ordinary Share (pence)	8	(0.16)
		<hr/> <hr/>

The notes form an integral part of this Historic Financial Information.

STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the Company as at 21 May 2021 is stated below:

	Note	Audited As at 21 May 2021 £
ASSETS		
Current assets		
Cash and cash equivalents		59,000
Other receivables	9	17,000
Total assets		<u>76,000</u>
EQUITY AND LIABILITIES		
Current liabilities		
Trade and other payables	10	12,000
Total liabilities		<u>12,000</u>
Equity attributable to owners		
Ordinary share capital	11	50,000
Shares to be issued		26,000
Retained earnings		(12,000)
Total equity attributable to Shareholders		<u>64,000</u>
Total equity and liabilities		<u>76,000</u>

The notes form an integral part of this Historic Financial Information.

STATEMENT OF CASH FLOWS

The audited statement of cash flows of the Company from the date of incorporation on 23 April to 21 May 2021 is stated below:

	Audited
	Period ended
	21 May 2021
	£
Cash flows from operating activities	
Loss before income tax	(12,000)
Change in payables	12,000
Net cash from operating activities	<u>-</u>
Cash flows from financing activities	
Cash received from issue of Ordinary Shares	43,000
Cash received in advance of shares to be issued	16,000
Net cash inflow from financing activities	<u>59,000</u>
Net increase in cash and cash equivalents	59,000
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	<u>59,000</u>

Major non-cash transactions

During the period 2,600,000 shares with a nominal value of £26,000 were subscribed for but not issued at the period end. An amount of £10,000 in respect of shares to be issued was unpaid and £7,000 in respect of issued shares was unpaid and is not included in the statement of cashflows, with the total of £17,000 being received subsequent to period end.

The notes form an integral part of this Historic Financial Information.

STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity of the Company from the date of incorporation on 23 April 2021 to 21 May 2021 is stated below:

	Ordinary Share capital	Ordinary Shares to be Issued	Retained earnings	Total equity
	£	£	£	£
Comprehensive income for the period				
Loss for the period	-	-	(12,000)	(12,000)
Total comprehensive income for the period	-	-	(12,000)	(12,000)
Transactions with owners				
Ordinary Shares issued on incorporation	50,000	-	-	50,000
Ordinary Shares to be issued	-	26,000	-	26,000
Total transactions with owners in their capacity as owners	50,000	26,000	(12,000)	64,000
As at 21 May 2021	50,000	26,000	(12,000)	64,000

The notes form an integral part of this Historic Financial Information.

NOTES TO THE COMPANY FINANCIAL INFORMATION

1 General information

The Company was incorporated on 23 April 2021 in England and Wales with Registered Number 13355240 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 is to seek suitable investment opportunities.

The Company did not trade during the period under review.

2 Basis of preparation

The principal accounting policies applied in the preparation of the Historic Financial Information are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

The Historic Financial Information has been prepared for the sole purpose of publication within this Admission Document. It has been prepared in accordance with the requirements of the AQSE Exchange Rules and in accordance with UK-adopted International Accounting Standards ('IFRS'). The Company Financial Information has been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense.

The Historic Financial Information does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

The Historic Financial Information is presented in GBP unless otherwise stated, which is the Company's functional and presentational currency.

Comparative figures

No comparative figures have been presented as the Company Financial Information covers the period from incorporation on 23 April 2021.

Going concern

The Company Financial Information has been prepared on a going concern basis. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Company Financial Information.

Standards and interpretations issued and not yet effective:

As at the date of the Company Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and IFRIC, which are effective for periods beginning on or after the stated effective date but have not yet been applied. In their view, these standards would not have a material impact on the financial reporting of the Company.

3 Significant accounting policies

The Company Financial Information is based on the following policies which have been consistently applied:

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and other financial institutions, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial assets and liabilities

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

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Share capital

Ordinary Shares are classified as equity in share capital. Incremental costs directly attributable to the issue of new shares or options are shown in equity, as a deduction, net of tax, from the proceeds provided there is sufficient premium available. Should sufficient premium not be available, placing costs are recognised in the Statement of Comprehensive Income.

Reserves: Share capital to be issued

Ordinary Shares subscribed to but not issued are presented as a separate reserve within equity.

Dividends

No dividend has been declared or paid by the Company during the period ended 21 May 2021.

Earnings per Ordinary Share

The Company presents basic and diluted earnings per share data for its Ordinary Shares. Basic earnings per Ordinary Share is calculated by dividing the profit or loss attributable to Shareholders by the weighted average number of Ordinary Shares outstanding during the period. Diluted earnings per Ordinary Share is calculated by adjusting the earnings and number of Ordinary Shares for the effects of dilutive potential Ordinary Shares.

4 Critical accounting estimates and judgments

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

5 Employees and directors' remuneration

There were no employees of the Company in the period under review, other than the two executive directors. Total directors' remuneration was £Nil.

6 Expenses by Nature	Period ended 21 May 2021 £
Legal and professional fees	12,000
	<hr/> 12,000 <hr/>
7 Income tax	
	Period ended 21 May 2021 £
Current tax	-
Deferred tax	-
Income tax expense	<hr/> - <hr/>

Income tax can be reconciled to the loss in the statement of comprehensive income as follows:

	Period ended 21 May 2021 £
Loss before taxation	(12,000)
Tax at the UK corporation tax rate of 19%	(2,280)
Tax losses on which no deferred tax asset has been recognised	2,280
	<u>-</u>

8 Earnings per Ordinary Share

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

	As at 21 May 2021		
	Earnings £	Weighted average number of Ordinary Shares	Per-share amount (pence)
Basic earnings per Ordinary Share			
Earnings attributable to Shareholders	(12,000)	7,600,000	(0.16)
Diluted earnings per Ordinary Share			
Effect of dilutive securities	(12,000)	7,600,000	(0.16)

9 Other receivables

	21 May 2021 £
Monies owed on shares issued	7,000
Monies owed on shares allotted but not yet issued	10,000
	<u>17,000</u>

10 Trade and other payables

	21 May 2021 £
Accruals	12,000
	<u>12,000</u>

11 Share capital and Ordinary Shares to be issued

	Number of Ordinary Shares	Share capital £	Ordinary Share to be issued £	Total £
On incorporation (of £0.01 each)	5,000,000	50,000	-	50,000
Ordinary Shares subscribed for yet to be issued (of £0.01 each)	2,600,000	-	26,000	26,000
At 21 May 2021	7,600,000	50,000	26,000	76,000

On incorporation, the Company issued 5,000,000 Ordinary Shares of £0.01 at their nominal value of £0.01.

On 14 May 2021, the Company received subscriptions for 2,600,000 Ordinary Shares of £0.01 at their nominal value of £0.01. Total funds received during the period was £59,000, with the balance of £17,000 was received subsequent to period end.

12 Capital management policy

The Directors' objectives when managing the Company's capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued share capital and reserves.

13 Financial instruments

The Company's principal financial instruments comprise of other receivables. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial asset and equity instrument are set out in Note 3 "Accounting policies" to the Company Financial Information. The Company does not use financial instruments for speculative purposes.

Financial risk management

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

Financial risk factors

The Company as a non-trading entity has had limited financial risks during the period. The Directors' overall risk management programme focuses on the maintenance of adequate cash to fulfil the working capital requirements of the Company. The Directors considerations of other financial risk factors are as follows:

Currency risk

The Company does not operate internationally and its exposure to foreign exchange risk is limited to transactions and balances that are denominated in currencies other than pound sterling.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. This arises from the Company's receivables in relation to amounts due from unpaid share capital and unpaid subscriptions on shares to be issued. The Directors have considered the credit risk as part of their going concern assessment.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and available funding to discharge all its liabilities. The Directors have considered the liquidity risk as part of their going concern assessment.

Cash flow interest rate risk

The Company has no interest-bearing liabilities and assets.

Fair values

The Directors assessed that the fair values of the other receivables approximate their carrying amounts.

14 Related party transactions

On incorporation, the Company issued 5,000,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share to Orana Corporate LLP, an entity of which Director Charlie Wood is a Partner. Subsequently these Ordinary Shares were subscribed for by the founding shareholders and 5,000,000 transferred to these founding Shareholders, including 100,000 shares to Ryan Neates and 1,600,000 shares to Charlie Wood. Ryan Neates and Charlie Wood were both Directors of the Company during the period to 21 May 2021. All of these Ordinary Shares held by Charlie Wood and Ryan Neates were paid up during the period.

15 Ultimate controlling party

As at 21 May 2021, there was no ultimate controlling party of the Company.

16 Post balance sheet events

On 1 May 2021, the board of directors entered into an agreement to issue 200,000 Advisor Warrants to Cairn subject to and conditional upon Admission. The Advisor Warrants are exercisable at the price of £0.1 per Ordinary Share and are exercisable either in whole or part for a period of five years from the date of admission.

The full cash consideration outstanding on the shares issued / shares to be issued of £17,000 was received on 25th May 2021.

On 8 June 2021, the board of directors entered into an agreement to issue 300,000 Broker Warrants to Pello subject to and conditional upon Admission. The Broker Warrants are exercisable at the price of £0.1 per Ordinary Share and are exercisable either in whole or part for a period of three years from the date of admission.

On 15 June 2021 the board of directors passed a resolution to approve the issue and allotment of 2.6 million Ordinary Shares to several investors at an issue price of £0.01 per Ordinary Share, as part of pre-admission fundraising activities with all funds having been received.

On 16 June 2021, 7.6 million founder warrants have been issued. Each warrant entitles the holder to subscribe for one share at a price of £0.05 for a period of 3 years from grant.

17 Nature of the Company Financial Information

The Historic Financial Information presented above does not constitute statutory accounts for the period under review.