

Registration number: 13158110

Rift Helium Ltd

**Unaudited Financial Statements
for the Year Ended 31 December 2025**

Rift Helium Ltd
Contents

Company Information	3
Balance Sheet	4
Notes to the Unaudited Financial Statements	5-8

Rift Helium Ltd
Company Information

Directors

Mr P Muwowo
Mr V Hendrickx
Mr C FitzRoy (appointed 18 November 2025)
Mr T Abraham James (resigned 4 August 2025)

Registered office

12 Old Mills Industrial Estate
Paulton
Bristol
BS39 7SU

Accountants

Orana Corporate LLP
Eccleston Yards
25 Eccleston Place
London
SW1W 9NF

Rift Helium Ltd
Balance Sheet
as at 31 December 2025

	Note	2025 £	2024 £
Fixed assets			
Investments	4	30	30
Current assets			
Debtors	5	384,754	159,433
Cash at bank and in hand		490,032	4,477
		<hr/> 874,786	<hr/> 163,910
Creditors: Amounts falling due within one year	6	(141,434)	(1,140)
Net current assets		733,352	162,770
Net assets		<hr/> 733,382 <hr/>	<hr/> 162,800 <hr/>
Capital and reserves			
Called up share capital	7	39,000	34,500
Share premium reserve		175,000	112,000
Shares to be issued reserve		675,000	-
Retained earnings		(155,618)	16,300
Shareholders' funds		<hr/> 733,382 <hr/>	<hr/> 162,800 <hr/>

For the financial year ended 31 December 2025 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

These financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies' regime. As permitted by section 444(5A) of the Companies Act 2006 the directors have not delivered to the registrar a copy of the Profit and Loss Account.

Approved and authorised by the Board on 9 June 2026 and signed on its behalf by:

Patrick Muwowo

.....
Mr P Muwowo
Director

The notes on pages 3 to 6 form an integral part of these financial statements.

Rift Helium Ltd
Notes to the Unaudited Financial Statements
for the Year Ended 31 December 2025

1 General information

Rift Helium Ltd ('the company') is a private company limited by shares and incorporated in England and Wales. The address of its registered office is 12 Old Mills Industrial Estate, Paulton, Bristol, BS39 7SU. The financial statements have been authorised for issue by the Board of Directors on 9 June 2026.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value. The financial statements are presented in sterling which is also the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

Group accounts not prepared

The company has taken advantage of the exemption available under section 399(2A) of the Companies Act 2006 not to prepare group accounts on the basis that the group of which this is the parent qualifies as a small group.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All exchange differences are taken to the Profit and Loss Account.

Tax

The tax expense for the period comprises current tax. Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Rift Helium Ltd
Notes to the Unaudited Financial Statements
for the Year Ended 31 December 2025

Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 2 (2024 - 2).

4 Investments

Subsidiaries	£
Cost or valuation	
At 1 January 2025	30
At 31 December 2025	30
Provision	
At 31 December 2025	-
Carrying amount	
At 31 December 2025	30
At 31 December 2024	30

Rift Helium Ltd
Notes to the Unaudited Financial Statements
for the Year Ended 31 December 2025

5 Debtors

	2025	2024
	£	£
Amounts owed by group undertakings (note 8)	194,841	159,433
Pre-IPO funds debtor	178,000	-
Prepayments	11,913	-
	<u>384,754</u>	<u>159,433</u>

6 Creditors: amounts falling due within one year

	2025	2024
	£	£
Trade creditors	64,143	-
Taxation and social security	-	-
Accruals and deferred income	47,349	1,140
Other creditors	29,942	-
	<u>141,434</u>	<u>1,140</u>

7 Share capital

Allotted, called up and fully paid shares

	2025		2024	
	No.	£	No.	£
Ordinary of £0.001 each	39,000,000	39,000	34,500,000	34,500

During the year 4,500,000 Ordinary £0.001 shares were issued for a total consideration of £67,500, comprising £4,500 of nominal value and £63,000 of share premium.

At 31 December 2025, the company had received consideration of £675,000 in respect of shares which had been subscribed for but not yet allotted at the balance sheet date. This amount is presented within equity as a separate 'Shares to be issued' reserve, on the basis that the company has a firm commitment to issue ordinary shares against the consideration received.

Movements in issued share capital

	No. of shares	£
At 1 January 2025	34,500,000	34,500
Issued during the year	4,500,000	4,500
At 31 December 2025	<u>39,000,000</u>	<u>39,000</u>

Rift Helium Ltd
Notes to the Unaudited Financial Statements
for the Year Ended 31 December 2025

8 Related party transactions

At the balance sheet date £194,841 (2024 - £157,837) was owed to the company by Kidunda (TZ) Limited, a company under common control. The amount is unsecured, interest free and repayable on demand.

At the balance sheet date £29,942 (2024 – £Nil) was owed by the company in respect of a loan from Cambrian Limited, a related party by virtue of its significant shareholding in the company (Cambrian held approximately 21.8% of the company's ordinary share capital at 31 December 2025). The amount is unsecured, interest free and repayable on demand

During the year the company was invoiced £55,000 (2024 - £Nil) by the directors in respect of services rendered. The amount outstanding at the year-end was £17,500 (2024 - £Nil).

9 Post balance sheet events

On 26 March 2026, the company was re-registered as a public limited company and changed its name from Rift Helium Ltd to Rift Helium PLC. On 22 April 2026, the company's entire issued ordinary share capital was admitted to trading on the AIM market of the London Stock Exchange under the ticker symbol "RIFT". In connection with, and conditional upon, admission the company completed a placing and subscription of new ordinary shares at an issue price of 10 pence per share, raising gross proceeds of approximately £8.1 million. The £675,000 received before the year end in respect of shares subscribed for but not yet allotted, included within the 'Shares to be issued' reserve at 31 December 2025 (note 7), was applied towards the ordinary shares issued on admission. The loan of £29,942 from Cambrian Limited (note 8) was settled in full following the year end. Following these issues of shares, the company had 134,142,041 ordinary shares in issue immediately upon admission, none of which were held in treasury, giving a market capitalisation of approximately £13.4 million at the issue price. On 22 April 2026, Mr Jonathan Owen and Mr Russel Swarts were appointed as directors of the company.