RNS Number : 3090F
Time To ACT PLC
24 September 2024

24 September 2024

Time To ACT plc

("Time To ACT", "the Company" or "the Group")

Results for the year ended 31 March 2024

Time To ACT plc (AQSE: TTA), an engineering-led group focused on technology for the energy transition supply chain, is pleased to announce its audited full year results for the year ended 31 March 2024 (FY24).

FY24 Financial Highlights

Underlying revenue growth of 68% to £1,891,065 (2023: £1,127,198)
Revenue growth was driven by the Large Parts business of Diffusion Alloys and supported by growth at GreenSpur.
Gross profit margin increased to 43% (2023: 32%)
Cash at bank, as at 31 March 2024, of £1,887,904 (2023: £3,105,699)
Net current assets, as at 31 March 2024, of £1,720,067 (2023: £2,192,614)

Post Period Highlights

May 2024: Shares admitted to trading on the Aquis Stock Exchange Growth Market
June 2024: GreenSpur secured ca. £613,000 award from The BEETHOVEN Project
August 2024: Sheila Beniams appointed as Non-Executive Director
September 2024: GreenSpur secured design contract for US Vertical Axis Wind Turbine industry

Chris Heminway, Executive Chairman of Time To ACT commented:
"These are our inaugural set of results as a listed company and, while they cover a pre-IPO period, it is important for us to provide evidence to our historic, new and future shareholders that we continue to deliver. The period since March 2024 has also been hugely important for Time To ACT and I am confident that our future results will continue to confirm our targeted growth trajectory."

Gary Wallace, Chief Financial Officer of Time To ACT commented:
"During the financial year we were preparing for the Group's admission to the Aquis stock exchange, and I am pleased that in this busy period our team has continued to deliver revenue growth and improve our gross margin. The growth demonstrates our potential as we begin to process the early stages of the 'Bow Wave' of commercial opportunities in our Diffusion Alloys Large Parts business."

A copy of the accounts is available on the investor section of our websitehttps://investors.timetoactplc.com/reports-and-financial-results

Engage with the Time To ACT management team directly by asking questions, watching video summaries and seeing what other shareholders have to say. Navigate to our Interactive Investor hub here:https://investors.timetoactplc.com/link/oPBmJr

****ENDS****

For more information, please visitinvestors.timetoactplc.com/announcementsor contact the following:

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About Time To ACT plc

Time To ACT plc is an engineering-led group focused on technology for the energy transition supply chain. It currently has two principal operating businesses: Diffusion Alloys and GreenSpur. As the parent company of the Group, Time To ACT provides strategic and operational support to the operating companies and capital to enable their growth.

About GreenSpur

GreenSpur is an intellectual property creator and generator designer that has developed a credible solution for renewable energy applications to the Rare Earth magnet problem.

Magnets constructed using Rare Earth Elements (REEs) are fundamental components in electrical generators and electric vehicle motors which are critical to delivering the clean energy transition. However, there are substantial supply chain constraints and risks in the sourcing of REEs that are needed for these magnets.

GreenSpur's generator design eliminates the need for Rare Earth magnets and copper coils without any loss in electrical performance.

About Diffusion Alloys

Diffusion Alloys supplies diffusion coatings. A diffusion coating is an intermetallic layer that protects metal components from degradation at high temperatures and in highly corrosive environments, such as those found in hydrogen and nuclear energy generation.

Diffusion Alloys has joined forces with Johnson Matthey plc, the market leaders in synthesis gas ("syngas") with a significant pipeline of Blue Hydrogen projects, to scale-up production and

address the increasing demand for low carbon hydrogen used to reduce global carbon emissions.

In addition to working for numerous historic and existing customers, the Directors believe that Diffusion Alloys is the only credible diffusion coater in the world for blue hydrogen components, has already been coating in volume for a leading European vendor in the green hydrogen space and is also in pre-commercial discussions with new cleantech equipment manufacturers.

Diffusion Alloys has two distinct areas of focus:

- Coating Technology: Selling technical excellence in coating capability supported by the concept of "flexible capacity" - the ability to provide customers with capacity wherever they need it, whether for the coating of Large Parts or Small Parts.
- Coating Services: Plant-led coatings business centred on its Middlesbrough site.

Group strategic report
For the year ended 31 March 2024

Introduction

The directors present their Strategic Report and the audited financial statements of Time To ACT plc (the Company) and audited consolidated financial statements of Time To ACT plc and subsidiary companies (the Group) for the year ended 31 March 2024.

Principal activity

The principal activity of the company is that of an operating parent company.

Business review and post balance sheet events

During the year, the Group made significant progress on its strategy to become a publicly listed company. On 1st November 2023, Time To ACT Limited re registered as a public company and was renamed Time To ACT plc. Shortly after the year end, on 29th May 2024, the entirety of our Ordinary Shares were admitted to trading on the Aquis Stock Exchange Growth Market.

Turnover in 2024 was £1,891,065. This represents growth of 68% compared to underlying turnover for 2023. Growth was driven by the Large Parts business of Diffusion Alloys and supported by GreenSpur turnover growth.

Turnover in 2023 benefitted from a £1,500,000 fee received from Johnson Matthey plc (JM). Underlying turnover in 2023, excluding the JM fee, was £1,127,198.

Gross profit in 2024 was £820,039 with a margin of 43%. In 2023 gross profit, on underlying turnover, was £362,006 with a margin of 32%. The increase in gross profit margin was primarily a result of improved labour utilisation at Diffusion Alloys.

The Group made a pre tax loss of £1,263,854. During the year, the Group incurred Exceptional costs of £149,523 in relation to the Admission of the Ordinary Shares to the Aquis Stock Exchange.

The Aquis listing marks a major milestone for the Group, which is continuing to move towards the point of breakeven, enhance its technologies and develop greater revenue opportunities.

Principal risks and uncertainties

The Group's success depends on its ability to expand, operate, and manage successfully its operations. Its ability to expand successfully will depend upon a number of factors, including the continued development of its business and products, the successful demand for its products, the availability of adequate financing, competitive factors, general economic and business conditions and the ability to implement methods for revenue generation. Whilst Diffusion Alloys has a long history, its focus on the energy transition sector is relatively recent and as such it is still in the process of establishing itself in that market. GreenSpur is at an early stage of commercialisation and there is no guarantee that the expected demand for its technology will be achieved.

Hydrogen sector development.

Diffusion Alloys has positioned itself within the supply chain of the blue hydrogen sector and the green hydrogen sector. Both these sectors are in the early stages of development and demand may not grow as rapidly as anticipated. There is also a risk, albeit small, that traditional hydrocarbon fuels sources will continue to be used at their current rate, further limiting the demand for hydrogen.

Wind sector growth.

The GreenSpur business is focused on serving the wind turbine industry which has seen significant growth in the past decade and is currently forecast to continue on a similar or greater growth trajectory. This growth has been underpinned by the pursuit of Net Zero by governments in the developed world and their support for on and off shore wind turbines. Should governmental support for Net Zero or wind as a renewable energy source reduce in the future, this could negatively impact the demand for the GreenSpur technology.

Technology risk.

Both Diffusion Alloys and GreenSpur have business models which rely on perceived technological advantages compared with their competitors. In the event that these competitive advantages are eroded due to new, superior technologies being launched or in the case of GreenSpur if the current over reliance on China for critical minerals was reduced, the demand for the Group's products could be negatively impacted.

Policy and regulatory uncertainty.

The energy markets in many countries rely, to a large degree, on national and international regulatory policy. While the EU, the UK and the USA have, in recent years, adopted policies and mechanisms actively supporting renewable energy and Net Zero commitments, it is possible that this approach could be modified or changed in the future, including as a result of a change in government or a change in government policy, relating to renewable energy directly or to energy policy more generally. These changes could, in some circumstances, materially affect the Group's business and growth plans. Although the Group is in a sector that currently enjoys strong policy and regulatory support (both nationally and globally) there is no guarantee that this will continue to be the case.

Financial key performance indicators

The Group considers turnover, turnover growth and gross profit to be the key financial performance indicators. Turnover in 2024 was £1,891,065 compared to underlying turnover of £1,127,198, which excludes a £1,500,000 fee received from Johnson Matthey plc, in 2023, representing growth of 68%. The gross profit margin, on underlying turnover, has increased from 32% to 43%.

Going concern

The company is supported by the Time To ACT plc group. The Group has net current assets of £1,720,067 (2023: £2,192,614) which includes cash at bank of £1,887,904 (2023: £3,105,699). The directors believe the Time To ACT plc group is a going concern. The Group forecasts, which take into account possible changes in activity, show the

Group is able to continue to trade for a period of at least twelve months from the date of these financial statements. Time To ACT plc, as of 29th May 2024, is listed on the Aquis Stock Exchange and therefore has the platform to raise additional funds if required. The Group also considers other sources of potentially available finance when conducting its going concern review. These include, bank lending, grant funding, shareholder raises, strategic partnerships and other sources. The financial statements have therefore been prepared on a going concern basis.

Directors' statement of compliance with duty to promote the success of the Group

The Group's stakeholders include shareholders, employees, customers, suppliers, creditors and the wider public community. The Directors consider the Group to have acted with good faith to promote the success of the Group for the benefit of all its stakeholders as a whole (having regard to the matters set out in s172 of the Companies Act 2006).

The Group engages with shareholders as appropriate to keep them sufficiently informed on the progress and performance of the business. During the process of the admission to Aquis, shareholders were provided with regular updates regarding the process and any impact on their shareholding. Time To ACT plc as publicly listed company is evaluating its investor relations communication strategy to ensure shareholders are treated fairly.

The Group has regular communication with the employee base and the Directors make themselves available to all employees of the Group to hear feedback, ideas, concerns and hold general open discussions.

All stakeholders are considered individually and collectively to ensure they are treated fairly and equally when the Group is making business decisions.

The Directors strongly believe that all stakeholders should benefit from the long term success of the Group.

This report was approved by the board on 19 September 2024and signed on its behalf.

Gary Wallace
Director

Directors' report
For the year ended 31 March 2024

The directors present their report and the financial statements for the year ended 31 March 2024.

Directors

The directors who served during the year were:

Richard John Furniss
Andrew Douglas Hall
Christopher Roger Heminway
Lisa Randall (resigned 19 August 2024)
Darren Robertson (resigned 29 February 2024)

Gary Wallace
Jason James Moody (appointed 21 March 2024)
Andrew Hoare (appointed 18 June 2023)

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Matters covered in the Group strategic report

The directors have prepared a separate Strategic Report incorporating post balance sheet events and future developments.

Disclosure of information to auditors

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

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

Auditors

The auditors, Kreston Reeves LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

Gary Wallace
Director
Date: 19 September 2024

Consolidated statement of comprehensive income
For the year ended 31 March 2024

	2024	2023
	£	£
Turnover	**1,891,065**	2,627,198
Cost of sales	**(1,071,026)**	(765,192)
Gross profit	**820,039**	1,862,006
Administrative expenses	**(1,908,633)**	(1,692,141)
Exceptional administrative expenses	**(149,523)**	-
Other operating income	**73,353**	86,653
Operating (loss)/profit	**(1,164,764)**	256,518
Interest receivable and similar income	**53,942**	1,382
Interest payable and similar expenses	**(153,032)**	(78,277)
(Loss)/profit before taxation	**(1,263,854)**	179,623
Tax on (loss)/profit	**85,788**	29,894
(Loss)/profit for the financial year	**(1,178,066)**	209,517
(Loss)/profit for the year attributable to:		
Owners of the parent Company	**(1,178,066)**	209,517
	(1,178,066)	209,517

There were no recognised gains and losses for 2024 or 2023 other than those included in the consolidated statement of comprehensive income.

The notes on pages 16 to 32 form part of these financial statements.

Consolidated balance sheet

As at 31 March 2024

	Note		2024 £
Fixed assets			
Intangible assets	8		**639,577**
Tangible assets	9		**963,271**
			1,602,848
Current assets			
Stocks	11	**172,411**	
Debtors	12	**609,865**	
Cash at bank and in hand	13	**1,887,904**	
		2,670,180	
Creditors: amounts falling due within one year	14	**(950,113)**	
Net current assets			**1,720,067**
Total assets less current liabilities			**3,322,915**
Creditors: amounts falling due after more than one year	15		**(1,954,676)**
Other provisions	17	**(41,003)**	
			(41,003)

Net assets		**1,327,236**
Capital and reserves		
Called up share capital	18	**125,038**
Merger reserve	19	**(275,400)**
Profit and loss account	19	**1,477,598**
Equity attributable to owners of the parent Company		**1,327,236**
		1,327,236

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Gary Wallace
Director
Date: 19 September 2024

The notes on pages 16 to 32 form part of these financial statements.

Company balance sheet
As at 31 March 2024

	Note	2024 £
Fixed assets		
Intangible assets	8	**639,577**
Tangible assets	9	**3,850**
Investments	10	**1,618,565**

			2,261,992
Current assets			
Debtors: amounts falling due after more than one year	12	**819,754**	
Debtors	12	**26,541**	
Cash at bank and in hand	13	**140,848**	
		987,143	
Creditors: amounts falling due within one year	14	**(122,144)**	
Net current assets			**864,999**
Total assets less current liabilities			**3,126,991**
Creditors: amounts falling due after more than one year	15		**(792,751)**
Net assets			**2,334,240**
Capital and reserves			
Called up share capital	18		**125,038**
		2,753,074	
Profit and loss account			

brought forward		
Loss for the year	**(599,641)**	
Other changes in the profit and loss account	**55,769**	
Profit and loss account carried forward		**2,209,202**
		2,334,240

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Gary Wallace
Director
Date: 19 September 2024

The notes on pages 16 to 32 form part of these financial statements.

Consolidated statement of changes in equity
For the year ended 31 March 2024

	Called up share capital	**Share premium account**
	£	**£**
At 1 April 2022	**110,009**	**3,655,907**
Comprehensive income for the year		
	-	**-**

Profit for the year		
Profit and loss movement in relation to issue of employee share options	-	-
Shares issued during the year	**5,029**	**422,849**
Transfer to/from profit and loss account	-	**(4,078,756)**
Total transactions with owners	**5,029**	**(3,655,907)**
At 1 April 2023	**115,038**	-
Comprehensive income for the year		
Loss for the year	-	-
Profit and Loss movement in relation to issue of employee share options	-	-
Shares issued during the year	**10,000**	-
Total transactions with owners	**10,000**	-
At 31 March 2024	**125,038**	-

The notes on pages 16 to 32 form part of these financial statements.

Company statement of changes in equity

For the year ended 31 March 2024

	Called up share capital	Share premium account	Pro
	£	£	
At 1 April 2022	**110,009**	**3,655,907**	
Comprehensive income for the year			
Loss for the year	-	-	
Profit and loss movements in relation to issue of employee share options	-	-	
Total comprehensive income for the year	-	-	
Contributions by and distributions to owners			
Shares issued during the year	**5,029**	**422,849**	
Transfer to/from profit and loss account	-	**(4,078,756)**	
Total transactions with owners	**5,029**	**(3,655,907)**	
At 1 April 2023	**115,038**	-	
Comprehensive income for the year			
Loss for the year	-	-	
Profit and loss movement in relation to issue of employee share options	-	-	

Total comprehensive income for the year	**-**	**-**
Contributions by and distributions to owners		
Shares issued during the year	**10,000**	**-**
Total transactions with owners	**10,000**	**-**
At 31 March 2024	**125,038**	**-**

The notes on pages 16 to 32 form part of these financial statements.

Consolidated statement of cash flows
For the year ended 31 March 2024

	2024	2023
	£	£
Cash flows from operating activities		
(Loss)/profit for the financial year	**(1,178,066)**	209,517
Adjustments for:		
Amortisation of intangible assets	**53,971**	17,755
Depreciation of tangible assets	**72,896**	87,852
Government grants	**(270,376)**	-
Interest paid	**153,032**	78,277
Interest received	**(53,942)**	(1,382)
Tax charge	**(63,313)**	(29,894)
(Increase)/decrease in stocks	**(57,186)**	2,603
(Increase)/decrease in debtors	**(173,109)**	337,650
Increase in creditors	**111,508**	343,193

Remedial reserve movements	**12,417**	25,615
Corporation tax received	**-**	80,606
Share option charge	**104,407**	188,568
Amortisation of grant	**-**	(3,764)
Net cash generated from operating activities	**(1,287,761)**	1,336,596
Cash flows from investing activities		
Purchase of intangible fixed assets	**(73,128)**	(97,735)
Purchase of tangible fixed assets	**(235,028)**	(189,979)
Interest received	**53,942**	1,382
Net cash from investing activities	**(254,214)**	(286,332)
Cash flows from financing activities		
Share capital issue	**10,000**	100,000
Bank loans repaid	**(115,000)**	(115,000)
Receipt of loan finance	**180,000**	1,270,250
Interest paid	**(34,437)**	(32,056)
Grant received	**293,617**	107,643
Other loans repaid	**(10,000)**	-
Net cash used in financing activities	**324,180**	1,330,837
Net (decrease)/increase in cash and cash equivalents	**(1,217,795)**	2,381,101
Cash and cash equivalents at beginning of year	**3,105,699**	724,598
Cash and cash equivalents at the end of year	**1,887,904**	3,105,699

Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	**1,887,904**	3,105,699
	1,887,904	3,105,699

The notes on pages 16 to 32 form part of these financial statements.

Notes to the financial statements
For the year ended 31 March 2024

1. General information

Time To ACT plc ("the Company") was a private company limited by shares, domiciled and incorporated in England and trading from its registered office address at LevelQ Surtees Business Park, Stockton On Tees, England, TS18 3HR.

Post year end the Company was admitted to the Aquis Stock market.

The Company's and the Group's principal activities and nature of their operations are detailed in the Director's report.

The Group currently consists of Time To ACT plc and its subsidiary companies Diffusion Alloys Holdings Limited, Diffusion Alloys (UK) Limited, Greenspur Wind Limited and Teesside Magnetics Limited.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The company's functional and presentational currency is Pound Sterling.

The company's financial statements are presented to the nearest pound.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Going concern

The company is supported by the Time To ACT plc group. The Group has net current assets of £1,720,067 (2023: £2,192,614) which includes cash at bank of £1,887,904 (2023: £3,105,699). The directors believe the Time To ACT plc group is a going concern. The Group forecasts, which take into account possible changes in activity, show the Group is able to continue to trade for a period of at least twelve months from the date of these financial statements. Time To ACT plc, as of 29th May 2024, is listed on the Aquis Stock Exchange and therefore has the platform to raise additional funds if required. The Group also considers other sources of potentially available finance when conducting its going concern review. These include, bank lending, grant funding, shareholder raises, strategic partnerships and other sources. The financial statements have therefore been prepared on a going concern basis.

2.4 Revenue

Revenue is recognised as the fair value of the consideration received or receivable for the sale of goods or services to external customers in the ordinary course of business and is recorded net of value added tax.

Revenue from coating technology includes the income from technology sales, compound sales and coating development work. Technology sales are recognised on the date of sale. Compound sales are recognised on delivery. Coating development work is recognised as a rendering of services, as noted above.

Revenue arising from research and development grant support is recognised as the fair value of the consideration received or receivable in accordance with the terms of any funding agreements. Such income is accrued by reference to the costs of the activities undertaken during the period, until such time as the grant funding is received.

Revenue is recognised in relation to management services in the period in which the service is provided.

2.5 Government grants

Grants of a revenue nature are recognised in the Consolidated statement of comprehensive income in the same period as the related expenditure.

Grants of a capital nature are held on the balance sheet and released to the profit and loss account in line with the related assets depreciation.

2.6 Intangible assets

Negative goodwill

Negative goodwill arises when the cost of a business combination is less than the fair value of the interest in the identifiable assets, liabilities and contingent liabilities acquired. The amount, up to the fair value of the non monetary assets, acquired is credited to the profit and loss account in the period in which those non monetary assets are recovered, which the directors consider to be over the next 5 years.

Patents

Expenditure on Patent Applications is capitalised as an intangible fixed asset. Amortisation begins only once the Patent has been granted. The amortisation period is in line with the Patent expiry rules, being 20 years after filing date. Costs will therefore build up, without any amortisation until the Patent is granted and as soon as it is granted the costs will be amortised evenly until the expiry date.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.10 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

2.11 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.12 Current and deferred taxation

The tax expense for the year comprises current tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.13 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight line method.

Depreciation is provided on the following basis:

Long term leasehold property	over the term of the leases
Plant and machinery	33% or 20% or 10% per annum on cost, determined by estimated useful life
Computer and Office equipment	33% on cost
Fixtures and fittings	20% on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 Stocks

Stocks of raw materials and consumables are valued at the lower of cost and estimated realisable value, after making due allowances for obsolete and slow moving items.

Work in progress is similarly valued and also includes an element of profit earned to date.

Cost includes all costs incurred in bringing each product to its present location and condition. Net realisable value is based upon estimated selling price less any further costs expected to be incurred to completion and disposal.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.16 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.17 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.18 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.19 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out right short term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Investments in non derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Consolidated statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is in approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

2.20 Research and development

Costs relating to the research and development work undertaken by the company are charged to the profit and loss account as they are incurred.

2.21 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses for the year.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, not always equal the related actual results. The assumptions that have a significant risk of causing a material adjustment to the carrying amount of the assets and liabilities within the next financial year are addressed below:

Fixed asset Investments

Carrying values of investments of £1,103,165 and £515,400 in subsidiaries Diffusions Alloys Holdings Limited and GreenSpur Wind Limited are reviewed annually for indicators of impairment looking at future profitability. The investments have not been impaired in these financial statements.

Valuation of intangibles

Carrying values of intangible assets of £639,577 are amortised annually and are reviewed annually for disposal.

Cash and Share based payments

The company calculates the cost of share based payments £55,769 (2023 £71,517) using the Binomial option valuation model. Inputs into the model in respect of the expected option/warrant life and the volatility are subject to management estimate and any changes to these estimates may have a significant effect on the cost. A corresponding adjustment is made to equity.

4. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2024	2023
	No.	No.
Employees	**30**	28

5. Directors' remuneration

	2024	2023
	£	£
Directors' emoluments	**315,777**	284,417
	315,777	284,417

Wages and salaries include an amount of £54,371 (2023 £95,754) payable to directors as share based payments.

6. Exceptional items

	2024 £	2023 £
Fees related to admission to Aquis	**149,523**	-
	149,523	-

The exceptional costs relate to fees incurred due to the admission of Time To ACT plc to the Aquis Stock Exchange on 29th May 2024.

7. Parent company profit for the year

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements. The loss after tax of the parent Company for the year was £599,641 (2023 loss £17,992).

8. Intangible assets

Group

	Patents £	Goodwill £
Cost		
At 1 April 2023	**796,168**	**(304,241)**
Additions	**73,128**	**-**
Disposals	**(132,269)**	**-**
At 31 March 2024	**737,027**	**(304,241)**
Amortisation		
At 1 April 2023	**160,968**	**(289,461)**
Charge for the year	**68,751**	**(14,780)**
On disposals	**(132,269)**	**-**

At 31 March 2024	**97,450**	**(304,241)**
Net book value		
At 31 March 2024	**639,577**	**-**
At 31 March 2023	635,200	(14,780)

Company

	Patents £
Cost	
At 1 April 2023	**796,168**
Additions	**73,128**
Disposals	**(132,269)**
At 31 March 2024	**737,027**
Amortisation	
At 1 April 2023	**160,968**
Charge for the year	**68,751**
On disposals	**(132,269)**
At 31 March 2024	**97,450**
Net book value	
At 31 March 2024	**639,577**
At 31 March 2023	635,200

9. Tangible fixed assets

Group

	Long term leasehold property £	Plant and machinery £
Cost		
At 1 April 2023	**675,382**	**2,067,019**
Additions	**38,818**	**190,251**
Disposals	**-**	**-**
At 31 March 2024	**714,200**	**2,257,270**
Depreciation		
At 1 April 2023	**31,858**	**1,926,219**
Charge for the year	**30,310**	**35,335**
Disposals	**-**	**-**
At 31 March 2024	**62,168**	**1,961,554**
Net book value		
At 31 March 2024	**652,032**	**295,716**
At 31 March 2023	643,524	140,800

9. Tangible fixed assets (continued)

Company

	Fixtures and fittings £	Office equipment £
Cost		
At 1 April 2023	**-**	**2,194**
Additions	**103**	**2,990**
At 31 March 2024	**103**	**5,184**
Depreciation		
At 1 April 2023	**-**	**266**
Charge for the year	**20**	**1,151**
At 31 March 2024	**20**	**1,417**
Net book value		
At 31 March 2024	**83**	**3,767**
At 31 March 2023	-	1,928

10. Fixed asset investments

Company

	Investments i
Cost	

At 1 April 2023

At 31 March 2024

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Diffusion Alloys Holdings Limited	England & Wales	Ordinary	100 %
GreenSpur Wind Limited	England & Wales	Ordinary	100 %
Diffusion Alloys (UK) Limited*	England & Wales	Ordinary	100 %
Teesside Magnetics Limited	England & Wales	Ordinary	100 %

*held indirectly through Diffusion Alloys Holdings Limited

The aggregate of the share capital and reserves as at 31 March 2024 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) after tax £
Diffusion Alloys Holdings Limited	**17,032**	**(50,493)**
GreenSpur Wind Limited	**(740,014)**	**(324,239)**
Diffusion Alloys (UK) Limited	**1,653,575**	**(218,475)**
Teesside Magnetics Limited	**-**	**-**

11. Stocks

Work in progress

Raw materials

12. Debtors

	Group 2024 £	Group 2023 £
	-	-

Amounts owed by group undertakings (after 1 year)	-	-

	Group 2024 £	Group 2023 £
Trade debtors	**173,156**	227,679
Other debtors	**3,485**	12,644
Prepayments and accrued income	**323,594**	96,789
VAT repayable	**23,842**	13,856
Corporation tax repayable	**85,788**	22,475
	609,865	373,443

Included in amounts owed by group undertakings in note 12 is a balance of £819,754 (2023: £439,235) owed by Gre
does not need to be repaid within 12 months of 31 March 2024 and there is no interest on this loan.

13. Cash and cash equivalents

	Group 2024 £	Group 2023 £	
Cash at bank and in hand	**1,887,904**	3,105,699	**140,**
	1,887,904	3,105,699	**140,**

14. Creditors: Amounts falling due within one year

	Group 2024 £	Group 2023 £
Bank loans	**115,000**	115,000
Other loans	**-**	564,697
Trade creditors	**667,724**	214,501
Other taxation and social security	**37,022**	311,502
Accruals and deferred income	**130,367**	196,053
	950,113	1,401,753

15. Creditors: Amounts falling due after more than one year

	Group 2024 £	Group 2023 £
Bank loans (see note 14)	**230,000**	345,000
Other loans	**1,603,621**	750,329
Accruals and deferred income	**121,055**	99,363
	1,954,676	1,194,692

Bank loans relate to two loans.

A £525,000 CBILS loan with HSBC payable over a 5 year period. Interest is chargeable at a rate of 3.99% plus Bank c loan. This loan is partly secured by a personal guarantee provided to HSBC Bank Plc and is scheduled to be repaid in

A £50,000 Bounce Back loan with Lloyds which is payable over a 5 year period. Interest is chargeable at a fixed rate of

Other loans relates to a third party convertible loan over a period of 6 years. Interest is chargeable at a fixed rate of 8

16. Loans

Analysis of the maturity of loans is given below:

	Group 2024 £	Group 2023 £
Amounts falling due within one year		
Bank loans	**115,000**	115,000
Other loans	**-**	564,697
Amounts falling due 1 2 years		
Bank loans	**115,000**	115,000
Other loans	**792,751**	-
	907,751	115,000
Amounts falling due 2 5 years		
Bank loans	**115,000**	230,000
Other loans	**304,371**	304,371
	419,371	534,371
Amounts falling due after more		

than 5 years		
Other loans	**506,499**	445,958
	1,948,621	1,775,026

17. Provisions

Group

At 1 April 2023	
Charged to profit or loss	
At 31 March 2024	

The remedial reserve is an estimate to cover any costs which might arise after delivery of a sale.

18. Share capital

	2024	2023
	£	£
Allotted, called up and fully paid		
12,503,825 (2023 11,503,825) Ordinary shares of £0.01 each	**125,038**	115,038

19. Reserves

Share premium account

The share premium reserve accounts for proceeds in excess of par value to acquire shares. During the prior year there was a reduction of share premium reserve from £4,078,756 to nil and the amount by which the share premium reserve was reduced had been transferred to the company's profit and loss account.

Merger Reserve

The merger reserve has been created as a result of business combinations.

Profit and loss account

The balance of profits held represents cumulative profits to date, net of distributions to shareholders.

20. Analysis of net debt

	At 1 April 2023 £	Cash flows £	At 31
Cash at bank and in hand	**3,105,699**	**(1,217,795)**	
Debt due after 1 year	**(1,095,329)**	**54,459**	
Debt due within 1 year	**(679,697)**	**(228,054)**	
	1,330,673	**(1,391,390)**	

21. Pension commitments

The Group operates a defined contribution plan open to all employees of the Group.

The pension cost charge for the year represents contributions payable by the Group to the schemes. The Group contributions were £26,912 (2023 £16,880).

As at 31 March 2024, the Group held £7,683 in contributions to be paid over to the schemes (2023 £5,346).

The assets of the schemes are held separately from those of the Group in independently administered funds.

22. Commitments under operating leases

At 31 March 2024 the Group and the Company had future minimum lease payments due under non cancellable operating leases for each of the following periods:

	Group 2024 £	Group 2023 £
Not later than 1 year	**88,511**	84,479
	339,301	331,335
Later than 1 year and not later than 5		

years		
Later than 5 years	**1,460,836**	1,547,233
	1,888,648	1,963,047

23. Related party transactions

All related party transactions arising during the current and previous year, including directors' remuneration, were conducted under normal market conditions.

24. Post balance sheet events

On 29th May 2024, Time To ACT plc listed its entire share capital on the Aquis Stock Exchange. The following shares were issued as part of the initial public offering:

£553,859 worth of loans converted into 1,384,645 new £0.01 Ordinary Shares. The loans converted at a share price of £0.40.

80,000 new £0.01 Ordinary Shares were issued at £0.50 per share.

The enlarged share capital of Time To ACT plc is 13,968,470 £0.01 Ordinary Shares.

25. Controlling party

The Directors do not consider there to be any one ultimate controlling party.

26. Guarantees and securities

Diffusion Alloys (UK) Limited has a guarantee in place dated 25 January 2024 with a commercial partner, as at the year end the guarantee due from the company amounted to £77,054.20.

HSBC have a debenture including fixed charge over Diffusion Alloy (UK) Limited present freehold and leasehold property; first fixed charge over book and other debts, chattels, goodwill and uncalled capital, both present and future; and first floating charge over all assets and undertaking both present and future dated 19 July 2013.

HSBC have a debenture including fixed charge over Diffusion Alloy Holdings Limited present freehold and leasehold property; first fixed charge over book and other debts, chattels, goodwill and uncalled capital, both present and future; and first floating charge over all assets and undertaking both present and future dated 19 July 2013. Plant assets included in the HSBC fixed charge dated 19 July 2013 have been released on 16 March 2023. On 16 March 2023 the assets were entered into a fixed charge entitling Johnson Matthey.

HSBC hold a guarantee dated 28 December 2017 which is an unlimited guarantee between connected companies including , Diffusion Alloys Limited (in liquidation), Diffusion Alloys (UK) Limited and Diffusion Alloys Holdings Limited.

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