The information contained within this announcement is deemed by the Company to constitute inside information stipulated under the Market Abuse Regulation (EU) No. 596/2014, as retained as part of the law of England and Wales. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

**FOR IMMEDIATE RELEASE***16 June 2025*

*London, UK*

### **Defence Holdings PLC**

("Defence" or "the Company")

**Interim results**

**Defence Holdings PLC (ALRT) Announces Unaudited 15-Month Results to 31 December 2024**

Defence Holdings PLC (ALRT) has announced its unaudited financial results for the 15-month period ending 31 December 2024. This interim report also includes the previously reported audited results for the year ended 30 September 2023.

**Chairman’s Statement**

For the Fifteen‑Month Period Ended 31 December 2024

**1. Strategic Overhaul: From e-sports to Defence Technology**

Over the past fifteen months, the Company has undergone a comprehensive strategic transformation.

Following a detailed strategic review, the Board unanimously resolved to reposition the Company as a publicly listed defence technology platform, situated at the heart of Europe’s defence innovation ecosystem. In May 2025, we launched a bold and urgent vision to build a mission-led, capital-efficient business focused on national and allied security innovation. As part of this transformation, the Company changed its name to **Defence Holdings plc** and commenced trading under the ticker symbol **ALRT.**

The Company previously operated in the esports sector under the name **Guild Esports PLC**. In October 2024, it completed the disposal of all esports-related operations, assets and associated liabilities to **DCB Sports LLC.** This transaction removed over £2 million in liabilities from the balance sheet and generated £100,000 in cash proceeds. All employees, with the exception of the non-executive directors, were either transferred with the business or have departed from the Company.

During the transition, the non-executive directors actively pursued a range of strategic alternatives. Following extensive discussions with a number of parties, the Board ultimately resolved to implement the Company’s own refocused strategy in the defence sector, recognising the long-term opportunity and national importance of this domain.

**2. Launch of Our Five-Year Strategic Plan**

On 29 May 2025, we published our **2025–2030 Strategic Plan**, outlining a clear roadmap to position Defence Holdings plc as a leader in the software-defined, AI-driven defence era. Our strategy is structured around four core technology pillars:

* **Drone Warfare & Aggregation**
* **AI Agents for Defence Operations**
* **Information & Influence Warfare**
* **Critical Infrastructure Defence**

Each pillar is grounded in extensive analysis of contemporary conflict, with particular reference to the multi-domain dynamics observed in Ukraine and beyond recently. This conflict has highlighted how low-cost drones, AI-enabled logistics, synthetic media, and integrated cyber–physical threats are fundamentally reshaping the character of modern warfare.

In response, our platform is designed to deliver **sovereign, modular capabilities** that address these asymmetric and fast-evolving challenges, ensuring adaptability, resilience, and operational relevance.

Our strategic thesis is built on three core realities:

* **Software is outpacing hardware** in delivering marginal advantage on the modern battlefield
* **Sovereignty is non-negotiable**, as UK and EU customers increasingly prioritise indigenous intellectual property
* **Agility outperforms legacy**, with lean, focused platforms more likely to secure innovation budgets across NATO and EU member states

**3. Strengthened Financial Platform**

To enable the delivery of our 2025–2030 Strategic Plan, we have **conditionally raised £3.45 million** via an **oversubscribed placing and subscription**, announced on 30 May 2025, at a price of **0.325 pence per share**. Reflecting their confidence in the Company’s new direction, members of the Board contributed an additional **£350,000** as part of the raise.

This funding provides the necessary capital to support the early execution of our strategy, including:

* **Accelerated recruitment** of key technical and operational personnel
* **Rapid development of prototypes** across all four technology pillars
* **Initial deployments and pilot programmes**, in collaboration with prospective government and defence partners
* **Expansion of research partnerships**, including early-stage engagement with UK and European innovation ecosystems

Crucially, this fundraise comes at a time when the Company has reset its financial foundation. Following the divestment of our former esports business, we now operate with a **streamlined cost base** and no significant legacy liabilities. This allows us to deploy capital with a clear focus on growth and capability development, without the burden of historical overheads.

We are entering the commercial build phase of our strategic plan with a **disciplined capital allocation approach**, targeting high-impact opportunities that align with our strategic pillars and national security priorities. Our ambition is to scale intelligently, leveraging a capital-efficient model while retaining the agility needed to respond to the fast-evolving defence landscape.

**5. Governance Realignment**

**Board and Leadership Transformation**

As part of the Company’s strategic reset, we are undertaking a fundamental reshaping of the Board and leadership structure to reflect our new mission and the specialised demands of operating within the defence technology sector.

We are bringing forward a proposed group of directors and senior advisers with extensive experience across defence, national security, cyber operations, artificial intelligence, aerospace, and strategic communications. These individuals have served in senior leadership positions across government, military, intelligence, and the private sector, and bring with them the insight, networks, and credibility needed to position Defence Holdings plc as a trusted partner to allied governments and defence customers.

This leadership evolution is not cosmetic—it is foundational. Our strategy is ambitious and mission-led, and it requires a governance framework that combines agility with rigour. The reshaped Board will ensure that the Company maintains the highest standards of corporate governance, ethical responsibility, and operational oversight as we navigate the unique sensitivities of dual-use technology, sovereign defence procurement, and national security engagement.

With the right governance, we will not only scale responsibly but also earn the trust required to operate at the centre of defence innovation across the UK, Europe, and NATO allies.

**Outlook: FY2025 and Beyond**

Defence Holdings enters FY2025 with momentum, clarity of vision, and the foundational infrastructure to execute at pace.

We are now in the build phase of our transformation:

* A new leadership team is being installed
* A focused R&D programme is being initiated across our four technology pillars
* Partnerships with UK and European innovation ecosystems are underway
* Capital has been raised to support early operational scale-up
* Our governance model is evolving to meet the demands of the defence sector

We are no longer a repositioning story—we are a growth platform with a national security mandate, focused on delivering results. Our strategy is clear: to build sovereign, software-first capabilities that address the most urgent threats in modern warfare—ranging from drone swarms and AI decision support, to synthetic media influence operations and cyber–physical infrastructure threats.

We believe the next generation of defence advantage will be delivered not by sheer scale, but by software, code, and speed. Modern conflict is increasingly asymmetric, AI-enabled, and contested across domains. The companies that will lead in this environment will be fast, focused, and mission-aligned—and this is precisely what we are building.

Looking ahead, we are committed to the following priorities:

* Delivering operational milestones across our four technology pillars
* Recruiting and retaining top-tier technical talent with deep experience in AI, autonomy, cyber, and applied R&D
* Building a defensible IP portfolio anchored in sovereign capabilities
* Engaging early with UK and EU defence procurement ecosystems to ensure product–mission fit
* Scaling responsibly, with a lean, capital-efficient model focused on measurable outcomes

We are proud to be contributing to the security and resilience of the United Kingdom and its allies, and we believe that the value we create—both commercially and strategically—will be durable and generational.

On behalf of the Board, I extend our sincere thanks to all our shareholders, partners, and supporters who have backed this bold transition. Your belief has enabled us to act decisively and to chart a new course at speed.

This is only the beginning. Defence Holdings plc is here to build.

**Responsibility Statements**

The following statement is given by each of the Directors. We confirm that to the best of our knowledge:

* The interim report has been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting, as contained in UL adopted IFRS.
* gives a true and fair view of the assets, liabilities, financial position and loss of the Company.
* the interim report includes a fair review of the information required by DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first fifteen months of the financial period and their impact on the set of interim financial statements; and a description of the principal risks and uncertainties for the remaining three months of the eighteen month period.
* the interim report includes a fair review of the information required by DTR 4.2.8R of the Disclosure and Transparency Rules, being the information required on related party transactions.
* The interim report was approved by the Board of Directors and the above responsibility statement was signed on its behalf by:

Derek Lew  
Defence Holdings PLC

**About Defence Holdings PLC (ALRT)**

Defence Holdings plc is a publicly listed defence technology company, headquartered in London and trading under the stock ticker ALRT. The Company is focused on delivering advanced defence and national security capabilities to the United Kingdom, its European allies, and other trusted partners. As the global security environment undergoes rapid transformation, we are positioning ourselves to lead in the development of software-defined, AI-enabled technologies that enhance the operational effectiveness, adaptability, and resilience of our customers across all domains of defence.

Following a strategic reset completed in 2025, Defence Holdings emerged with a clear mandate to build a new type of defence platform—one that is agile, mission-led, and purpose-built for the challenges of the modern threat landscape. We are no longer a legacy business adapting to change; we are a company born of it. Our operations now span land, sea, air, space, and cyber, with an integrated focus on sovereignty, speed, and digital advantage. Our ambition is to develop and acquire a portfolio of technologies that deliver measurable operational impact. These include advanced sensing and intelligence-gathering systems, AI-driven analytics and autonomous decision-making tools, secure and resilient communications networks, next-generation platforms for electronic warfare and information operations, and solutions that protect critical infrastructure from complex, hybrid threats. Each of these capabilities is designed with modularity, exportability, and sovereign control in mind, ensuring alignment with the strategic priorities of the UK, EU, and NATO-aligned partners.

What sets Defence Holdings apart is our operating model. We are building a lean, capital-efficient organisation that prioritises speed of execution over bureaucratic scale. Our team combines deep experience from across defence, national security, technology, and capital markets. This multidisciplinary expertise allows us to move quickly, allocate capital strategically, and build partnerships across government, academia, and industry to accelerate innovation and fielding. Our 2025–2030 Strategic Plan, published in May 2025, sets out a detailed roadmap for growth across four core areas of capability: drone warfare and aggregation, AI agents for defence operations, information and influence warfare, and the defence of critical infrastructure. Each area reflects the lessons of modern, multi-domain conflict—particularly from Ukraine—where low-cost technologies, artificial intelligence, synthetic media, and cyber–physical attacks have reshaped our understanding of how wars are fought and won.

We believe that the future of defence will not be determined by traditional measures of mass and scale, but by software, data, and the speed of adaptation. In this new paradigm, the marginal advantage increasingly lies with those who can innovate faster, deploy more intelligently, and operate more securely. Defence Holdings plc intends to be a leader in that future, delivering sovereign capability and strategic relevance to our partners at home and abroad. With a restructured balance sheet, new leadership, and the support of committed shareholders, we are now entering the build phase of our transformation. We have the capital, clarity, and conviction required to grow into one of the UK and Europe’s most dynamic defence technology companies. Above all, we are guided by a simple belief: the next generation of defence advantage will be earned not with steel, but with code—and we are proud to be building that future.

Website: [www.defencetechnologies.com](http://www.defencetechnologies.com)

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**Caution regarding forward looking statements**

Certain statements in this announcement, are, or may be deemed to be, forward looking statements.  Forward looking statements are identiﬁed by their use of terms and phrases such as ''believe'', ''could'', "should" ''envisage'', ''estimate'', ''intend'', ''may'', ''plan'', ''potentially'', "expect", ''will'' or the negative of those, variations or comparable expressions, including references to assumptions.  These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities.  Such forward looking statements reﬂect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.

Such statements are based on current expectations and assumptions and are subject to a number of risks and uncertainties that could cause actual events or results to differ materially from any expected future events or results expressed or implied in these forward-looking statements.  Persons receiving and reading this announcement should not place undue reliance on forward-looking statements.  Unless otherwise required by applicable law, regulation or accounting standard, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

**6. Comparing the financial and operational performance of Defence Holdings PLC** **for the 15 month period ended 31 December 2024** **and the year ended** **30 September 2023**

Defence Holdings PLC saw a notable improvement in financial performance in the 15-month period ended 31 December 2024, despite a reduction in overall revenue. The company achieved a reduction in losses, largely driven by cost-cutting measures and the disposal of major assets.

**Key Financial Highlights**

* Revenue fell from £5.53 million (2023) to £4.33 million (2024), reflecting a decline in sponsorship and esports-related income.
* Operating loss reduced significantly from £4.25 million to £2.90 million.
* Net loss after tax improved from £4.50 million to £1.25 million.
* Earnings per share improved from a loss of (0.82)p to (0.16)p.
* The company generated £2.13 million in other income, including a £942k gain on asset sales.

**Balance Sheet Movements**

* Total assets declined sharply from £5.55 million to £121k due to asset disposals and lease terminations.
* Liabilities dropped from £5.78 million to £741k.
* Net equity worsenedas expected, falling from £231k to £620k, keeping the company in a negative equity position for the time being.
* Cash reserves reduced from £459k to £15k by year-end.

**Operational Changes**

Following the sale of the esports business, assets and liabilities **to** DCB Sports LLC in October 2024:

* Sponsorship income decreased by over 40%, indicating weaker brand or partner activity.
* Prize money income dropped substantially, suggesting a reduced focus on esports.
* Guild Studios revenue rose sharply, hinting at a strategic shift towards creative services.
* Staff and administrative costs were significantly reduced, including a near 30% fall in admin expenses.
* Although director remuneration increased, overall employee costs fell.

**Strategic Direction**

* The company disposed of most of its tangible and intangible assets.
* It exited lease obligations, effectively winding down its prior operational structure.
* A rebrand to Defence Holdings PLC in May 2025 and a £3.45 million fundraising post-year-end point towards a major strategic pivot, likely away from esports and towards the defence sector.

**7. Condensed Historical Financial Information**

**CONDENSED STATEMENT OF FINANCIAL POSITION**

The unaudited condensed statement of financial position of the Company as at 31 December 2024 is set out below.

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | **Unaudited  As at  31-Dec 2024** | **Audited  As at  30-Sep 2023** |
|  | **Note** | **£’000** | **£’000** |
|  |  |  |  |
| **ASSETS** |  |  |  |
| **Non-current assets** |  |  |  |
| Property, plant and equipment |  | - | 1,452 |
| Intangible assets |  | - | 130 |
| Right-of-use asset |  | - | 3,046 |
| Other receivables |  | - | 143 |
|  |  |  |  |
| **Total non-current assets** |  | **-** | **4,771** |
|  |  |  |  |
| **Current assets** |  |  |  |
| Cash and cash equivalents |  | 15 | 459 |
| Trade and other receivables | 7 | 106 | 320 |
| **Total current assets** |  | **121** | **779** |
|  |  |  |  |
| **Total assets** |  | **121** | **5,550** |
|  |  |  |  |
| **EQUITY AND LIABILITIES** |  |  |  |
| **Equity** |  |  |  |
| Share capital | 10 | 805 | 622 |
| Share premium | 10 | 23,673 | 23,061 |
| Share-based payment reserve |  | 899 | 838 |
| Retained earnings |  | (25,997) | (24,752) |
| **Total equity** |  | **(620)** | **(231)** |
|  |  |  |  |
| **Non-current liabilities** |  |  |  |
| Provisions |  | - | 346 |
| Lease liability |  | - | 2,781 |
| **Total non-current liabilities** |  | **-** | **3,127** |
|  |  |  |  |
| **Current liabilities** |  |  |  |
| Trade and other payables | 8 | 506 | 1,526 |
| Deferred revenue |  | - | 707 |
| Lease liability |  | - | 421 |
| Corporation tax payable |  | 235 | - |
| **Total current liabilities** |  | **741** | **2,654** |
| **Total liabilities** |  | **741** | **5,781** |
|  |  |  |  |
| **Total equity and liabilities** |  | **121** | **5,550** |

**CONDENSED STATEMENT OF COMPREHENSIVE INCOME**

The unaudited condensed statement of comprehensive income of the Company for the fifteen months ended 31 December 2024 is set out below.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | **Unaudited**  **15 Months ended** |  | **Audited**  **year**  **ended** |
|  |  | **31-Dec-2024** |  | **30-Sep-2023** |
|  | **NOTE** | **(£'000)** |  | **(£'000)** |
| **Continuing Operations** |  |  |  |  |
| Revenue | 3 | 4,334 |  | 5,525 |
| Cost of sales | 4 | (1,202) |  | (1,538) |
| **Gross profit** |  | **3,132** |  | **3,987** |
|  |  |  |  |  |
| Administrative expenses |  | (5,158) |  | (7,397) |
| Depreciation & amortization |  | (871) |  | (844) |
| **Operating loss** |  | **(2,897)** |  | **(4,254)** |
| Finance cost |  | (243) |  | (243) |
| Other income |  | 1,184 |  | - |
| Gain on sale of assets-net |  | 942 |  | - |
| Realised currency gain |  | 4 |  | - |
| **Loss before taxation** |  | **(1,010)** |  | **(4,497)** |
| Taxation |  | (235) |  | - |
| **Loss after taxation** |  | **(1,245)** |  | **(4,497)** |
|  |  |  |  |  |
| Other Comprehensive income |  | - |  | - |
|  |  |  |  |  |
| **Total comprehensive loss for the period attributable to shareholders from continuing operations** |  | **(1,245)** |  | **(4,497)** |
|  |  |  |  |  |
|  |  |  |  |  |
| **Basic and diluted earnings per share (pence)** | 6 | **(0.16)** |  | **(0.82)** |

**CONDENSED STATEMENT OF CHANGES IN EQUITY**

The unaudited condensed statement of changes in equity of the Company for the fifteen months ended 31 December 2024 is set out below

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Share  capital** | **Share premium account** | **Share-based payment reserve** | **Retained  earnings** | **Total** |
|  | **£’000** | **£’000** | **£’000** | **£’000** | **£’000** |
| **Balance at 1 October 2022** | **519** | **22,644** | **650** | **(20,255)** | **3,558** |
|  |  |  |  |  |  |
| Loss for the year | - | - | - | (4,497) | **(4,497)** |
| **Total comprehensive loss for the year** | **-** | **-** | **-** | **(4,497)** | **(4,497)** |
| Shares issued during year | 103 | 519 | - | - | 622 |
| Share-based payments | - | - | 191 | - | 191 |
| Excercised and lapsed warrants | - | - | (3) | - | (3) |
| Share issue costs in year | - | (102) | - | - | (102) |
| **Total transactions with equity owners** | 103 | 417 | 188 | - | 708 |
| **Balance at 30 September 2023** | **622** | **23,061** | **838** | **(24,752)** | **(231)** |
|  |  |  |  |  |  |
| Loss for the 15 mth period | - | - | - | (1,245) | **(1,245)** |
| **Total comprehensive loss for the period** | **-** | **-** | **-** | (1,245) | **(1,245)** |
| Shares issued | 183 | 647 | **-** | - | **830** |
| Share-based payments | - | - | 237 | - | **237** |
| Exercised and lapsed warrants | - | - | (176) | - | **(176)** |
| Share issue cost | - | (35) | - | - | **(35)** |
| **Transactions with equity owners** | 183 | **612** | **61** | **-** | **856** |
| **Balance at**  **31 December 2024** | **805** | **23,673** | **899** | **(25,997)** | **(620)** |
|  |  |  |  |  |  |

**CONDENSED STATEMENT OF CASH FLOWS**

The unaudited condensed statement of cash flows of the Company for the fifteen months ended 31 December 2024 is set out below.

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | **Unaudited  15 Months ended  31-Dec 2024** | **Audited  Year ended  30-Sep 2023** |
|  |  | **£’000** | **£’000** |
| **Cash flows from operating activities** |  |  |  |
| Cash used by operations |  | (565) | (2,063) |
| **Net cash flow used in operating activities** |  | **(565)** | **(2,063)** |
|  |  |  |  |
| **Cash flows from investing activities** |  |
| Purchase of intangible assets |  | - | - |
| Purchase of property, plant and equipment |  | (47) | (205) |
| Interest accrued |  | - | - |
| **Net cash used in investing activities** |  | **(47)** | **(205)** |
|  |  |  |  |
| **Cash flows from financing activities** |  |
| Proceeds from issues of shares - net |  | 795 | 520 |
| Payment of provisions |  | (346) | - |
| Payment of lease liabilities |  | (281) | (523) |
| **Net cash generated from financing activities** |  | **168** | **(3)** |
|  |  |  |  |
| **Net (decrease) in cash and cash equivalents** |  | **(444)** | **(2,271)** |
| Cash and cash equivalents at beginning of period |  | 459 | 2,730 |
| Cash and cash equivalents at end of period |  | 15 | 459 |

**NOTES TO THE CONDENSED FINANCIAL STATEMENTS**

***FOR THE FIFTEEN MONTHS ENDED 31 DECEMBER 2024***

1. **Accounting policies**

IAS 8 requires that management shall use its 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.

* 1. **Basis of preparation**

The condensed interim financial statements ("interim financial statements") have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" (IAS 34) as adopted by the European Union (EU). The interim financial statements have been prepared on the historical cost basis, except for assets and liabilities measured at fair value through profit and loss, and are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates. All amounts have been rounded to the nearest £’000, unless otherwise stated. The financial information contained in the interim financial statements is unaudited and does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. The accounting policies are unchanged from those disclosed in the previously filed audited financial statements for the period ended 30 September 2023.

The interim financial statements are for the fifteen months months to 31 December 2024, being fifteen months from the previous audited financial year end for Defence Holdings PLc (“Defence” or “the Company”), 30 September 2023. The interim financial information does not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's next annual audited financial statements for the Eighteen month period ended 31 March 2025, when published. The Company has disclosed comparative data for the statement of comprehensive income for the Company for the Fifteen month period from 1 October 2023 to 31 December 2024, by including the year ended 30 September 2023.

The Company has adopted the applicable amendments to standards effective for accounting periods commencing on 1 October 2023. The nature and effect of these changes as a result of the adoption of these amended standards did not have an impact on the financial statements of the Company and hence have not been disclosed. The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

The condensed interim financial statements have not been audited, nor have they been reviewed by the Company's auditors in accordance with the International Standard on Review Engagements 2410 issued by the Auditing Practices Board. The figures have been prepared using applicable accounting policies and practices consistent with those adopted in the audited annual financial statements for the year ended 30 September 2023.

* 1. **Going concern**

The preparation of financial statements requires an assessment on the validity of the going concern assumption. The interim financial statements have been prepared on a going concern basis, which assumes that the Company will continue to meet its liabilities as they fall due. In assessing whether the going concern assumption is appropriate, the Directors have taken into account all relevant available information about the current and future position of the Company. Negotiations to secure additional funding are well progressed and the Directors are confident in Company’s ability to close negotiations swiftly. Management have modelled that this additional funding will be sufficient in covering the Company’s working capital requirements, therefore the Directors have concluded that the adoption of the going concern assumption is appropriate. Until the company actually receives the new funds agreed from investors, for the interim period, this does constitute a material uncertainty that may cast doubt on the company’s ability to continue as a going concern.

1. **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make estimates and judgements and form assumptions that affects the reported amounts of the assets, liabilities, revenue and costs during the periods presented therein, and the disclosure of contingent liabilities at the date of the financial information. Estimates and judgements are continually evaluated and based on management's historical experience and other factors, including future expectations and events that are believed to be reasonable.

During the period, the Company issued warrants. The directors have applied the Black‐Scholes pricing model to assess the costs associated with the share‐based payments. The Black‐Scholes model is dependent upon several inputs where the directors must exercise their judgement, specifically: risk‐free investment rate; expected share price volatility at the time of the grant; and expected level of redemption. The assumptions applied by the directors, and the associated costs recognised in the financial statements are outlined in these financial statements.

1. **Revenue**

The Company has derived revenue from various sources, including revenue from contracts with customers. These revenue sources involve the transfer of goods and/or services over time and at a point in time in the following major product lines.

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited  period  ended 30 Sep 2023** |
|  | **£’000** | **£’000** |
| Sponsorship revenue | 2,217 | 3,823 |
| Studios revenue | 1,454 | 259 |
| Prize money | 277 | 1,026 |
| Other revenue | 386 | 417 |
| **Total revenue** | **4,334** | **5,525** |

1. **Cost of sales**

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited period  ended 30 Sep 2023** |
|  | **£** | **£** |
| Prize money payments to players | 271 | 883 |
| Sponsorship direct costs | 171 | 477 |
| Other direct costs | 760 | 178 |
| **Total cost of sales** | **1,202** | **1,538** |

1. **Employees**

The average monthly number of persons (excluding directors) employed by the Company during the period was 10 (*2023: 45*).

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited period  ended 30 Sep 2023** |
|  |  |  |
| Senior management | 2 | 4 |
| Operations | 18 | 27 |

The aggregate remuneration of employees and directors comprised:

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited**  **year  ended 30 Sep 2023** |
|  | **£’000** | **£’000** |
| Wages & salaries | 1,523 | 1,605 |
| Social security costs | 178 | 185 |
| Pension costs | 25 | 24 |
| Share Based Payments | 61 | 188 |
|  | **1,787** | **2,002** |

1. **Earnings per share**

The basic earnings per share is calculated by dividing the profit/(loss) attributable to equity shareholders by the weighted average number of shares in issue.

|  |  |  |
| --- | --- | --- |
|  | **Unaudited  At 31 Dec  2024** | **Audited  At 30 Sep  2023** |
| Loss for the year from continuing operations (£’000) | (1,245) | (4,497) |
| Weighted average number of ordinary shares in issue | 755,953,461 | 547,596,540 |
| **Basic and diluted earnings per share for continuing operations (pence)** | **(0.16)** | **(0.82)** |

There is no difference between the diluted loss per share and the basic loss per share presented due to the loss position of the Company. 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 year presented.

1. **Trade and other receivables**

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited**  **year  ended 30 Sep 2023** |
|  | **£’000** | **£’000** |
| Trade receivables | - | 187 |
| Accrued revenue | - | 25 |
| Other receivables | 100 | 1 |
| Prepayments | 6 | 107 |
| **Total trade & other receivables** | **106** | **320** |

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value

1. **Trade and other payables**

|  |  |  |
| --- | --- | --- |
|  | **Unaudited**  **15 Months  ended 31 Dec 2024** | **Audited  year ended 30 Sep 2023** |
|  | **£’000** | **£’000** |
| Trade payables | 82 | 1,102 |
| Accruals | 295 | 337 |
| VAT Payable | 99 | - |
| Directors' loan | 30 | - |
| Other payables | - | 6 |
| Other taxation and social security | - | 81 |
| **Total trade and other payables** | **506** | **1,526** |

The directors consider that the carrying value of trade and other payables is approximately equal to their fair value.

1. **Share-based payments**

The following options and warrants over ordinary shares have been granted by the Company and are outstanding:

|  |  |  |  |
| --- | --- | --- | --- |
| **Grant Date** | **Outstanding Warrants** | **Exercise Price** | **Expiry date** |
| 02-Oct-20 | 20,584,694 | £0.104 | 5 years from issue |
| 27-Sep-22 | 25,930,868 | £0.027 | 5 years from grant |
| **Grant Date** | **Outstanding Warrants** | **Exercise Price** | **Expiry date** |
| 01-Nov-22 | 3,500,000 | £0.014 | 5 years from issue |
| 20-Jun-23 | 20,000,000 | £0.0067 | 5 years from agreement |
| 22-Dec-23 | 20,000,000 | £0.0050 | 5 years from agreement |
| 24-Jan-24 | 11,000,000 | £0.0080 | 4 years from issue |
| **At 31 December 2024** | **101,015,562** |  |  |

At the grant date, the fair value of the warrants issued have been determined using the Black-Scholes option pricing model. Volatility was calculated based on data from comparable esports companies, with an appropriate discount applied due to being an unlisted entity at the grant date, if applicable. Risk-free interest has been based on UK Government Gilt rates.

1. **Share capital and share premium**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **Shares** | **Share**  **Capital** | **Share**  **Premium** | **Total** |
|  | **No.** | **£’000** | **£’000** | **£’000** |
| At 30 September 2023 | 622,317,362 | 622 | 23,061 | 23,683 |
| **At 31 December 2024** | **804,984,029** | **805** | **23,673** | **24,478** |

182,666,667 shares were issued in the period from the Company's last annual report on 30 September 2023 to 31 December 2024.