Consolidated and Separate Financial Statements 2025

RENERGEN
FUTURE ENERGY, TODAY

Contents

General information

COUNTRY OF INCORPORATION AND DOMICILE

South Africa

NATURE OF BUSINESS AND PRINCIPAL ACTIVITIES

Renergen Limited ("Renergen") is an energy company focused on alternative and renewable energy in South Africa and sub-Saharan Africa. The company is listed on three stock exchanges with a primary listing on the JSE Alternative Exchange ("AltX") and secondary listings on the A2X Markets and the Australian Securities Exchange ("ASX").

DIRECTORS

Stefano Marani (Chief Executive Officer)
Nick Mitchell (Chief Operations Officer)
Brian Harvey (Chief Financial Officer)
Dr David King (Non-executive Chairman)
Mbali Swana
Dumisa Hlatshwayo

REGISTERED OFFICE

Sandton Gate, 25 Minerva Avenue, Glenadrienne, Sandton, 2196

AUDITOR

BDO South Africa Incorporated

SECRETARY

Acorim Proprietary Limited

COMPANY REGISTRATION NUMBER

2014/195093/06

LEVEL OF ASSURANCE

These consolidated and separate financial statements have been audited in compliance with the applicable requirements of the Companies Act 71 of 2008 ("Companies Act").

TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited

DESIGNATED ADVISER

PSG Capital

JSE SHARE CODE

REN

JSE ISIN

ZAE000202610

ASX SHARE CODE

RLT

ASX BUSINESS NUMBER

93998352675

A2X MARKETS SHARE CODE

REN

PREPARER

The consolidated and separate financial statements were prepared under the supervision of Brian Harvey CA (SA).

Directors' Responsibilities and Approval

The Directors of Renergen are required in terms of the Companies Act to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate financial statements and related financial information included in this report.

The Directors take full responsibility for ensuring that the consolidated and separate financial statements fairly reflect the financial affairs of Renergen (the "Company", together with its subsidiaries, the "Group"), as at 28 February 2025, including the results of the Group and Company's operations and cash flows for the year then ended. This is done in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), the South African Financial Reporting Requirements, the Listings Requirements of the JSE Limited ("JSE Listings Requirements") and in a manner required by the Companies Act. The consolidated and separate financial statements are based on appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates. The external auditor was engaged to express an independent opinion on these consolidated and separate financial statements.

The Directors of Renergen acknowledge that they are responsible for the internal financial controls established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board of Directors of Renergen ("Board") has set standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards.

The Directors are committed to ensuring that the Group's business is conducted in a manner that, in all reasonable circumstances, is above reproach. Renergen's risk management focus centres on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise risk where possible by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by Management, that the system of internal controls in place provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate financial statements. However, any system of internal financial control can provide only reasonable and not absolute assurance against misstatement or loss.

The Group and Company will continue as going concerns for the next 12 months, which contemplates the realisation of assets and satisfaction of liabilities in the normal course of business. The Group's ability to achieve profitability is dependent on a number of factors including raising of requisite funding, to complete Phase 1C in order to achieve nameplate capacity. Once achieved, the Company will move into a profitable, self-sustaining position from the revenue generated by the sale of liquefied natural gas ("LNG") and liquefied helium ("LHe") that will be produced from future operations. The Directors have reviewed the Group and Company's forecasts for the next 12 months and are satisfied that the Group and Company have adequate financial resources to continue as going concerns. Refer to notes 36 and 27 in the consolidated and separate financial statements, respectively, for additional disclosures relating to the going concern assertion.

The external auditor is responsible for independently auditing and reporting on the consolidated and separate financial statements. The consolidated and separate financial statements for the year ended 28 February 2025 have been audited by the Group's external auditor and the respective audit report is presented on page 8.

The consolidated and separate financial statements presented, which have been prepared on the going concern basis, and the Directors' Report on page 11 were approved by the Board on 16 May 2025 and are signed on its behalf by:

Stefano Marani
Chief Executive Officer

Dumisa Hlatshwayo
Chairman: Audit, Risk and IT Committee

Chief Executive Officer's and Chief Financial Officer's Responsibility Statement

In terms of paragraph 3.84(k) of the JSE Listings Requirements, each of the Directors, whose names are stated below, hereby confirm that:

a) The financial statements set out on pages 17 to 103 fairly present, in all material respects, the financial position, financial performance and cash flows of Renergen in terms of IFRS Accounting Standards.

b) To the best of our knowledge and belief no facts have been omitted or untrue statements made that would make the financial statements false or misleading.

c) Internal financial controls have been put in place to ensure that material information relating to Renergen and its consolidated subsidiaries has been provided to effectively prepare the financial statements of Renergen.

d) The internal financial controls are adequate and effective and can be relied upon in compiling the financial statements, having fulfilled our role and function as Executive Directors with primary responsibility for implementation and execution of controls.

e) Where we are not satisfied, we have disclosed to the Audit, Risk and IT Committee and the auditor any deficiencies in design and operational effectiveness of the internal financial controls, and have taken steps to remedy the deficiencies.

f) We are not aware of any fraud involving Directors.

Stefano Marani
Chief Executive Officer

Brian Harvey
Chief Financial Officer

INTRODUCTION

The Audit, Risk and IT Committee (the "Audit Committee") is an independent statutory committee appointed by Renergen's shareholders. In terms of Section 94 of the Companies Act and the principles of good governance, shareholders annually appoint Independent Non-executive Directors as members of the Audit Committee to fulfil the statutory duties as prescribed by the Companies Act. In addition, Renergen's Board delegates specific duties to the Audit Committee. This report considers these statutory and delegated duties as well as the Audit Committee's responsibilities in terms of the JSE Listings Requirements and the King IV™ Code on Corporate Governance 2016 ("King IV™").

TERMS OF REFERENCE

The Audit Committee has adopted formal terms of reference which are reviewed and updated on an annual basis, or as deemed necessary, by both the Committee and the Board. The Audit Committee is satisfied that it has discharged its duties in accordance with its terms of reference.

COMPOSITION AND GOVERNANCE

During the year under review the Audit Committee comprised the following Independent Non-executive Directors:

DIRECTOR	QUALIFICATION	DESIGNATION
Dumisa Hlatshwayo (Chairperson)	CA (SA), MBA, CD (SA)	Independent Non-executive Director Member of the Committee since 6 February 2023 and appointed as Chairperson in July 2024.
Mbali Swana	BAS (UCT), BArch (UCT), Pt Arch (SA), MIAT (SA)	Independent Non-executive Director Appointed as a member and Chairperson in February 2015. Served as Chairperson until February 2019.
David King	MSc (ICL), PhD (Seismology) (ANU)	Independent Non-executive Director Appointed as a member in July 2024.
Luigi Matteucci	CA (SA), CTA (Wits), BCom (Wits)	Independent Non-executive Director Appointed as a member in May 2016 and as Chairperson in February 2019. Retired on 26 July 2024.

Members of the Audit Committee satisfy the requirements to serve as members of an Audit Committee, as provided for in Section 94 of the Companies Act and collectively have adequate knowledge and experience to carry out their duties. Under King IV principles, the Chairman of the Board should not be a member of the Audit Committee. The Group departed from this principle to ensure that the Committee had sufficient participants to discharge its duties effectively. Renergen is conscious of not having a Board that is too large for the size of the Company. Dr King is independent and brings years of experience in early-stage mining projects and his contribution to the Committee is invaluable.

The Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), the Chief Operating Officer ("COO") and representatives of the appointed external auditor are invited to attend all Audit Committee meetings. The Chairperson of the Audit Committee has regular contact with Management to discuss relevant matters directly. The external auditor has direct access to the Audit Committee, including closed sessions without Management on matters that they regard as relevant to the fulfilment of the Audit Committee's responsibilities.

Four Audit Committee meetings were held during the year under review, aligned with the key reporting and regulatory timelines. All members of the committee attended all four meetings. The Audit Committee's key focus areas during the year under review were as follows:

- Reviewed and recommended the approval of the Group's annual, interim and quarterly reporting.
- Monitored the Group's key accounting matters.
- Monitored the external audit process – independence of the external auditor and audit quality, and recommended the re-appointment of BDO South Africa Incorporated ("BDO").
- Assessed the liquidity position of the Group as well as the underlying going concern and capital adequacy assumptions.
- Monitored investment and funding activities in the Group relating to the Virginia Gas Project ("VGP") (including funding raising initiatives, funding gap analysis, loan covenants and capital commitments).
- Reviewed the adequacy of insurance cover applicable to the Group.
- Reviewed the financial performance and financial position of the Group.
- Reviewed and assessed financial plans of the Group.
- Reviewed the delegation of authority and governance structure of the Group.
- Monitored the Group's risk management processes, risks and risk mitigation plans.

- Assessed the adequacy of the Group's systems of internal controls.
- Monitored and assessed the adequacy of information technology ("IT") governance.
- Assessed the performance of the CFO and finance function.
- Monitored compliance with laws and regulations and reporting from the Group's whistleblowing hotline.
- Reviewed correspondence and reports from the JSE and ASX, including proactive monitoring reports.
- Monitored Directors' interests in contracts.
- Monitored training requirements of Committee members.
- Oversaw ongoing legal matters within the Group.
- Monitored compliance with King IV recommendations.

The Chairperson of the Audit Committee reports to the Board on activities and matters discussed at each Committee meeting, highlighting any key developments requiring action and providing recommendations for the Board's consideration.

The performance of the Audit Committee is reviewed annually by the Board. The latest review conducted in March 2024 concluded that the Audit Committee operates effectively and successfully discharged its responsibilities and duties in line with its approved terms of reference and the requirements of the Companies Act.

ROLES AND RESPONSIBILITIES

The Audit Committee's primary objective is to assist the Board with its responsibilities pertaining to, *inter alia*:

- Oversight of internal controls.
- Oversight and review of the external audit process.
- Oversight of non-audit services and approval of the policy in regard thereto.
- Oversight of the Group's financial plans, financial performance, financial position and financial reporting.
- Oversight and review of the Group's finance function.
- Management of risks.
- Governance of IT and the assessment of the effectiveness of the Group's information systems.
- Legislative and regulatory compliance (including oversight of litigation within the Group).
- Oversight of policies and procedures for the prevention and detection of fraud.

The Audit Committee also has oversight responsibilities over key subsidiaries within the Group.

INTERNAL CONTROLS

The Group has established and maintains internal controls and procedures, which are reviewed on a regular basis.

These are designed, and amended as necessary from time to time, to manage significant risks and control deficiencies identified by Management or the external auditor, and to provide reasonable assurance against the possibility of material financial loss or internal control failures.

The Audit Committee is satisfied that Renergen has optimised the assurance coverage obtained from Management, external experts and external assurance providers. The Audit Committee is also satisfied that the related systems and procedures exist and are effective in enabling an effective internal control environment and supporting the integrity of internal and external reports as contemplated in paragraph 3.84(g)(ii) of the JSE Listings Requirements.

Based on its continuous review of the design, implementation and effectiveness of the Group's systems of internal financial controls, and on reports from Management and the external auditor on the results of their audit, the Audit Committee is satisfied that the Group's systems of internal financial controls are effective and form a basis for the preparation of reliable financial statements. No findings have come to the attention of the Audit Committee to indicate that a material breakdown in internal controls occurred during the year under review.

FINANCIAL REPORTING

The Audit Committee received regular reports from the CFO regarding the planned and actual financial performance and financial position of the Group, including a three-year business plan, quarterly and semi-annual ASX reports, and semi-annual JSE reports, to mention a few. This regular reporting forms a basis for the review of the Group's quarterly, interim and annual reporting.

QUARTERLY REPORTING

The Audit Committee reviewed all the quarterly reports of the Group issued on the JSE Stock Exchange News Service ("SENS") and ASX during the year under review.

INTERIM REPORTING

During the year the Audit Committee reviewed the Group's interim results for the six months ended 31 August 2024 which were issued on the JSE SENS and ASX on 31 October 2024 following approval by the Board, in line with Renergen's continuing obligations. These interim results were reviewed by BDO, the Group's external auditor.

FINANCIAL STATEMENTS

The Audit Committee reviewed the audited consolidated and separate financial statements for the year ended 28 February 2025 and further discussed these with the external auditor and Management. The Committee also reviewed the following key and significant accounting matters:

MATTER	RESPONSE OF THE COMMITTEE
Going concern	Management performs annual assessments of the ability of the Group and Company to remain going concerns in light of plans in place to ensure the continued sustainability of the Group and Company. Management presented its most recent assessments to the Committee and highlighted the key assumptions and judgements which support this evaluation. The Committee was satisfied that the plans in place are adequate to support the going concern assertion applicable to the Group and Company (see notes 36 and 27) in the consolidated and separate financial statements, respectively).
Valuation of intangible assets – exploration and development costs and property, plant and equipment – assets under construction	The Committee satisfactorily reviewed the appropriateness of the methodologies and key judgements applied by Management in determining the valuation of the Group's exploration and development costs and assets under construction.
Revenue recognition	The Committee satisfactorily reviewed the appropriateness of the policy and accounting treatment of transactions arising from contracts with customers.
Environmental rehabilitation provision	The Committee satisfactorily reviewed the determination of the Group's liability with respect to its obligation to rehabilitate land impacted by its operations.
Financial statement preparation	The Committee satisfactorily reviewed the Group and Company annual financial statements and obtained comfort on the basis of preparation as outlined in note 1 of the consolidated and separate financial statements.

The Audit Committee is satisfied that the consolidated and separate financial statements have been prepared in accordance with IFRS Accounting Standards, the South African Financial Reporting Requirements, the JSE Listings Requirements and in a manner required by the Companies Act. It is also satisfied that the adoption of the going concern basis in preparing the consolidated and separate financial statements is appropriate. The consolidated and separate financial statements will be open for discussion at the forthcoming Annual General Meeting ("AGM"). The Chairperson of the Audit Committee and, in the instance of his absence, the other members of the Committee will attend the AGM to answer questions falling under the mandate of the Committee.

After due consideration and review the Audit Committee recommended the approval by the Board of the consolidated and separate financial statements for the year ended 28 February 2025. The Committee is of the opinion that the audited consolidated and separate financial statements should be accepted and read together with the report of the independent external auditor on the respective financial statements, which is included on page 8. The Board approved the consolidated and separate financial statements on 16 May 2025.

EXTERNAL AUDIT

The Audit Committee is responsible for oversight of the external auditor of the Group and for recommending the appointment and compensation of the auditor. BDO is the external auditor of the Group, with the designated audit partner being Jacques Barradas. The Committee is satisfied with the independence of BDO as required by the Companies Act and that it has complied with the Companies Act, the JSE Listings Requirements and all other applicable legal and regulatory requirements. The independence of BDO was assessed on an ongoing basis and the external auditor provided assurance to support its claim to independence. The Audit Committee considered the information set out in paragraph 3.84(g)(ii) of the JSE Listings Requirements in its assessment of the suitability of the re-appointment of BDO.

BDO provided feedback to the Audit Committee regarding the reports of the Independent Regulatory Board for Auditors.

Prior to the commencement of the statutory audit for the financial year ended 28 February 2025 the Audit Committee reviewed and approved the external auditor's engagement letter, the audit plan and the audit fees payable to BDO. The Audit Committee further satisfactorily monitored the external auditor's progress against the approved audit plan and assessed the quality and effectiveness of the external audit function, including receiving confirmation that there was no scope limitation or restriction of access to Management. Following the statutory audit, the external auditor's report provided the Audit Committee with the necessary assurance on Renergen's risk management processes, internal control environment and IT systems. It also provided assurance that no reportable irregularities had been identified and that there are no unresolved issues that impact the consolidated and separate financial statements presented.

The Committee has recommended the re-appointment of BDO as the independent external auditor and Mr Jacques Barradas as the designated audit partner for the financial year ending 28 February 2026, for consideration by shareholders at the next AGM.

The approved Group audit fee for the year under review is R2.1 million (2024: R1.61 million). A formal procedure has been adopted to govern the process where the external auditor may be considered for non-audit services and the extent of these services is closely monitored by the Audit Committee. BDO did not provide non-audit services during the year under review (2024: Rnil).

EVALUATION OF THE CFO AND THE FINANCE FUNCTION

The Audit Committee evaluated the expertise and performance of the CFO, Brian Harvey, for the financial year ended 28 February 2025 and is satisfied that he has the appropriate expertise and experience to carry out his duties as the CFO of the Group. The expertise, experience and adequacy of the resources making up the finance function were also considered and the Audit Committee was satisfied that these are appropriate.

RISK MANAGEMENT

The Audit Committee reviewed regular reporting on the risks faced by the Group. Risk management underpins the execution of the Group's strategic initiatives and the management of material issues. The Audit Committee's responsibilities with respect to risk management encompass:

- Reviewing the effectiveness of the risk management framework, policies, strategies and plans in place for recommendation to the Board for final approval.
- Approving the Group's risk identification and assessment methodologies.
- Reviewing the parameters of the Group's risk and reward strategy in terms of the risk appetite and tolerance relative to reward.
- Ensuring that risks are quantified where practicable.
- Reviewing and approving the risks identified on a qualitative basis, according to probability and seriousness.
- Reviewing the effectiveness and efficiency of systems within the Group and receiving assurance that material risks are identified, and that the appropriate risk management processes are in place, including the formulation and subsequent amendment of Group policies.
- Reviewing the appropriateness of resources directed towards areas of high risk.
- Regularly receiving a register of the Group's key risks and potential material risk exposures, and reporting to the Board any material changes and/or divergence to the risk profile of the Group.
- Reviewing the implementation of operational and corporate risk management plans.
- Reviewing insurance and other risk transfer arrangements and considering whether appropriate coverage is in place.
- Reviewing the business contingency planning process within the Group and receiving assurance that material risks are identified and that appropriate contingency plans are in place.
- Where necessary, recommending actions for the improvement of risk management plans of the Group.
- Reviewing the Group's sustainability risk and mitigating plans on a regular basis.

The Audit Committee is assisted by the Risk Steering Committee in overseeing risks facing the Group and receives regular reports from this Committee regarding strategic, operational, health and safety, financial and other risks.

INFORMATION AND TECHNOLOGY GOVERNANCE

The Audit Committee is responsible for IT governance on behalf of the Board and receives regular reports from the IT Committee in this regard. During the year under review the Audit Committee:

- Reviewed IT governance reports and monitored actions undertaken to further enhance the Group's IT environment.
- Monitored IT security risks and received regular updates in this regard.
- Reviewed and recommended the approval of the Group's IT policy.
- Reviewed the list of recommended IT improvements.
- Oversaw the resourcing of the IT function across the Group.

COMPLIANCE

The Audit Committee is responsible for overseeing the Group's compliance with applicable laws, regulations, rules, codes and standards. All of the laws, regulations, rules, codes and standards applicable to the Group have been identified and the responsibility for ensuring compliance has been delegated to Management. The Audit Committee is satisfied that there was no material non-compliance with laws and regulations during the year under review.

PROACTIVE MONITORING

The Audit Committee confirms that it has considered and reviewed the findings contained in the JSE's various proactive monitoring reports when reviewing and approving the consolidated and separate financial statements for the year ended 28 February 2025. The Committee is satisfied that the necessary adjustments and improvements to the consolidated financial statements have been made.

FRAUD HOTLINE

The Group has a fraud hotline in place which is managed and monitored by Whistleblowers Proprietary Limited. There were no significant incidents reported through the hotline during the year under review. The Group will continue to ensure that the hotline is continuously enabled and monitored to facilitate the reporting of incidents by employees and external parties.

GOING CONCERN

Refer to notes 36 and 27 of the consolidated and separate financial statements, respectively.

KEY FOCUS AREAS FOR THE YEAR AHEAD

- Overseeing the completion of Phase 1 of the VGP.
- Overseeing planning and funding initiatives for Phase 2 of the VGP.
- Overseeing Renergen's proposed initial listing on Nasdaq in the United States of America.
- Overseeing the disaster recovery plan for the plant automation systems and the implementation of IT improvements, including obtaining a third-party review of the Group's IT environment.
- Overseeing risks faced by the Group and assessing the adequacy of risk mitigation measures in place.

CONCLUSION

The Audit Committee is satisfied that it has carried out its responsibilities in line with its mandate and as prescribed by the Companies Act for the year ended 28 February 2025.

Dumisa Hlatshwayo
Chairperson

GROUP COMPANY SECRETARY CERTIFICATION

In our capacity as Company Secretary, we hereby confirm, in terms of Section 88(2)(e) of the Companies Act, that for the 12-month period ended 28 February 2025, the Group has lodged with the Companies and Intellectual Property Commission all such returns as are required of a public company in terms of the Companies Act and that all such returns are true, correct and up to date.

Acorim

Acorim Proprietary Limited
Company Secretary

Independent Auditor's Report

To the Shareholders of Renergen Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Renergen Limited (the group and company) set out on pages 17 to 103, which comprise the consolidated and separate statements of financial position as at 28 February 2025, and the consolidated and separate statements of profit or loss and other comprehensive loss, consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Renergen Limited as at 28 February 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

Group final materiality

- Final materiality: R23.5 million, which represents 1% of total assets. In using total assets, we considered that Renergen is in the process of building and operating a liquid helium and natural gas plant. Phase one of the plant has been constructed and brought into use in the prior year. The group is still not operating at full capacity and no sales from helium has occurred during the financial year. Following assessment of the financial information needs of the owners of the group, our assessment of other stakeholders to the Group's financial statements, our extensive experience with the Group and our assessment of other factors relating to the public interest in the Group, we selected 1% of consolidated total assets as an appropriate quantitative threshold for purposes of setting group final materiality.

Company final materiality

- Final materiality: R20.1 million, which represents 1% of total assets. In using total assets, we considered that Renergen company is an investment holding company that owns a controlling stake in its subsidiary, Tetra4, which is in the process of building and operating a liquid helium and natural gas plant. Phase one of the plant has been constructed and brought into use in the prior year. The company holds this investment for capital growth purposes. Following assessment of the financial information needs of the owners of the company, our assessment of other stakeholders to the Group's financial statements, our extensive experience with the Group and our assessment of other factors relating to the public interest in the company, we selected 1% of separate total assets as an appropriate quantitative threshold for purposes of setting final materiality in respect of the separate financial statements.

Material uncertainty related to going concern

We draw attention to notes 36 and 27 to the consolidated and separate financial statements respectively, which indicate that the group and company's ability to conclude the funding initiatives outlined in note 36 within the Assessment Period, to remedy the Default Events within the times set out in the DFC waiver and ability to secure regulatory and other approvals required to conclude the Nasdaq IPO and other funding initiatives highlighted during the period ending 30 April 2026, represent material uncertainties that may cast significant doubt on the group and company's ability to continue as going concerns. and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business Our opinion is not modified in respect of this matter.

In terms of the EAR Rule, we have evaluated management's assessment of the group's and company's ability to continue as a going concern as follows:

BDO South Africa Incorporated
Registration number: 1995/002310/21
Practice number: 905526
VAT number: 4910148685

Chief Executive Officer: LD Mokoena

A full list of all company directors is available on www.bdo.co.za

The company's principal place of business is at The Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg where a list of directors' names is available for inspection. BDO South Africa Incorporated, a South African personal liability company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

In auditing the consolidated and separate financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the consolidated and separate financial statements is appropriate. Our evaluation of the directors' assessment of the group and company's ability to continue to adopt the going concern basis of accounting included:

- confirming our understanding of management's going concern assessment process in conjunction with our walkthrough of the group's financial close process, and engaging with management to assess whether all relevant assumptions were considered;
- obtaining and evaluating the cash flow forecasts prepared by management for the group and company;
- testing the integrity of management's going concern model by assessing whether the forecasts were consistent with the budget approved by the Board and with other areas of the audit, such as the impairment assessments;
- challenging the key assumptions included in the model, including management's LNG and helium price assumptions. Our assessment of these price assumptions included a comparison of management's price assumptions with recent sales made. Based on our procedures performed, we noted that management's LNG and helium price assumptions were consistent with those used in management's impairment assessment;
- evaluating the reasonableness of all other key assumptions, such as production profiles and operating and capital expenditure forecasts, through assessing their consistency with other areas of the audit, including management's impairment assessments. We also assessed whether these assumptions were consistent with the budget approved by the Board. Based on the procedures performed, we found that these key assumptions were consistent with those used in management's impairment assessment;
- Assessing the key assumptions in the budget:
  - We assessed the availability of funding to settle amounts owed to the DFC under the terms of the waiver granted and those of the original agreement. We inspected the agreement which allows the group to negotiate a transaction with a third party. In terms of this agreement, in April 2025, the group received an initial inflow of US$10.0 million as well as additional funding of US$20.0 million will be extended to the group;
  - We assessed the company's plans to complete the Nasdaq IPO, which have not changed and it still anticipates raising capital during the Assessment Period. The Nasdaq IPO is dependent on market conditions which will determine whether it is completed during the Assessment Period. The Nasdaq IPO is also subject to Securities and Exchange Commission and exchange control approvals, as well as shareholder re-approval in terms of the ASX rules;
  - We assessed the group's ability to obtain debt funding from the DFC and SBSA, which includes the refinancing of Phase 1 debt and is subject to the fulfilment of conditions precedent and other standard conditions;
  - We also assessed the group's ability to obtain additional funding from various other initiatives, which involve debt, equity and hybrid instruments to address short-term funding requirements as well as long-term commitments;
- evaluating the appropriateness of the going concern disclosures in the financial statements against the requirements of IAS 1 – *Presentation of financial statements*, considering our expectations based on the outcome of the audit procedures we have performed.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters, other than the matter described in the Material Uncertainty Related to Going Concern section above, to be communicated in our report. In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and such have been included in the Material Uncertainty Related to Going Concern section above.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Renergen Limited Consolidated and Separate Financial Statements for the year ended 28 February 2025", which includes the Directors' Report, the Audit, Risk and IT Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and/or the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and /or the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Audit Tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of Renergen Limited for 3 years.

BDO South Africa Inc.

BDO South Africa Incorporated
Registered Auditors

Jacques Barradas
Director
Registered Auditor

16 May 2025

Wanderers Office Park
52 Corlett Drive, Illovo, 2196

The Directors hereby submit their report on the consolidated and separate financial statements of Renergen for the year ended 28 February 2025.

NATURE OF BUSINESS

Renergen is focused on alternative and renewable energy in South Africa and sub-Saharan Africa. The Company is listed on the JSE Alternative Exchange, with secondary listings on South Africa's A2X and Australia's ASX.

REVIEW OF FINANCIAL RESULTS AND ACTIVITIES

The basis of preparation of the consolidated and separate financial statements is provided on pages 22 and 76 of the financial statements presented.

OVERVIEW

During the year ended 28 February 2025 ("FY2025"), and up to the date of this report, the Company has advanced its strategic objectives pertaining to the ongoing construction of the Virginia Gas Project ("VGP") and the progression of LNG and LHe operations. Key developments during FY2025 and up to the date of this report include:

- Completion of system integration and final commissioning of the LHe production train at the VGP.
- Selling first LHe from the VGP.
- Took over complete operational control of the Phase 1 plant from the Original Equipment Manufacturer ("OEM") from July 2024.
- Successfully implemented mitigation measures to produce LHe and sell the first Dewar container of LHe, post the reporting period.
- FY2025 LNG production totalled 4 885 tonnes (2024: 2 876 tonnes).
- Two exploration wells with high helium concentrations completed and converted to production-ready status.

Operationally, we faced delays in obtaining ISO containers for our LHe operations, experienced system shutdowns relating to the final commissioning of the helium system and recorded minor efficiency losses with respect to our LNG operations which were rectified during the annual maintenance. Despite these setbacks, LNG production was stable over the course of the year and in March 2025 the Group filled and sold its first LHe delivery for a customer. We continue to optimise our operations to ensure the longer-term expansion, stability and efficiency of both our LNG and LHe operations.

OPERATIONAL REVIEW

VGP

The VGP comprises exploration and production rights over 187 000 hectares of gas fields across Welkom, Virginia and Theunissen, in the Free State Province in South Africa. Exploration, development and production activities of the VGP are undertaken on behalf of the Group by Tetra4 Proprietary Limited ("Tetra4"), a 94.5%-owned subsidiary of Renergen. Further details regarding the VGP are available on the Company's website at https://www.renergen.co.za/virginia-gas-project/.

LNG

The FY2025 strategic intent with respect to the LNG operations was to stabilise production given the operational challenges experienced in the prior year – the extended annual maintenance between September 2023 and February 2024 and multiple non-routine shutdowns. Interventions introduced by management since these developments led to improved plant performance and shorter maintenance cycles during FY2025 which resulted in steady LNG production averaging approximately 407 tonnes per month (2024: 232 tonnes per month). Overall, LNG production for FY2025 totalled 4 885 tonnes (2024: 2 876 tonnes), an increase of 70% year on year. Through our continuous improvement programme we have identified several initiatives that will improve current efficiencies and overall system reliability. The initiatives are planned to be implemented during the year ending 28 February 2026 and, when combined with the additional gas from the upcoming drilling campaign, will see the plant trend towards higher availability and more efficient recovery. Tetra4 retained its customer base and continues to sell all of the LNG produced to two local customers. Now our focus is on increasing gas flow to the plant to achieve nameplate capacity on Phase 1.

Helium

As previously announced on the Stock Exchange News Service of the JSE and the Australian Securities Exchange the critical milestone of completing LHe commissioning and integration was achieved in the latter part of Q2 of FY2025 and the first LHe delivery took place in March 2025.

Now our focus is on increasing gas flow to the plant to reach nameplate capacity.

Environmental Authorisation status

On 15 August 2024 the Company announced that the positive Phase 2 Environmental Authorisation ("EA") which was granted in July 2023 for its Phase 2 operations was unsuccessfully appealed by the Centre for Environmental Rights ("CER") on behalf of the Mining and Environmental Justice Community Network of South Africa and Mining Affected Communities United in Action. Seven grounds of appeal were submitted and, following the Minister's review of the merits of the appeals, the Minister dismissed five out of the seven grounds of appeal. The Minister directed the Company to expand on the Climate Impact Assessment Reports to address identified areas of improvement in relation to the remaining two appeals which will then be submitted to registered Interested and Affected Parties for a further 30-day review. The report will then be submitted to the Department of Mineral Resources for approval.

Tetra4 is actively engaged with its environmental specialist to address the specific concerns outlined by the Minister regarding the Climate Impact Assessment Reports. This collaborative effort aims to thoroughly evaluate and enhance the reports in relation to the impacts of the exploration and climate change aspects as identified in the appeal process.

Exploration

The interpretation of legacy 2D and 3D seismic data in the prior year provided useful information for the FY2025 drilling campaign. Two new wells were drilled during the year – wells T4KK011 and T4KK011 REV.

The first exploration well (T4KK011) was drilled with an aim to intersect a known fault located within the Western Structural Margin ("WSM"), an area of intense shearing and fracturing and magnetic low. Once drilled to depth, cased and cemented T4KK011 was successfully flow tested and sampled, resulting in a helium concentration of 3.32% with a flow rate of 106 000 standard cubic feet per day.

Based on lithological and geophysical data obtained from T4KK011 an additional well, T4KK011 REV, was planned to intersect a newly discovered fault, east of T4KK011. T4KK011 REV was drilled to depth, cased and cemented but during the drilling process a series of rods were lost downhole. Fortunately, the well was recovered but almost 300 metres of rods remain downhole. T4KK011 REV confirmed the existence of an additional gas-bearing fault with helium-rich (2.68%) gas. Future drilling campaigns will aim to further define this fault and its gas-bearing potential as well as refining interference spacing and planning.

FINANCE REVIEW

Fundraising

Subscription of tranche 2 debentures by AIRSOL S.r.L ("AIRSOL")

In March 2024 Renergen announced the fulfilment of conditions precedent to the subscription of the second tranche of unsecured convertible debentures with a value of US$4.0 million by AIRSOL, a wholly-owned subsidiary of SOL S.p.A ("SOL"). Pursuant to the fulfilment of the conditions precedent, AIRSOL subscribed for the second tranche of convertible debentures (US$4.0 million (R74.6 million)), bringing SOL's total investment in Renergen to US$7.0 million (R137.6 million). The debentures initially had a maturity date of 28 February 2025, which has been extended to 31 August 2025. Further terms and conditions attributable to the debentures are outlined in note 14 of the accompanying audited consolidated financial statements for FY2025.

AIRSOL's investment in Renergen is a strategic one for both companies in that AIRSOL is not only investing in Renergen but also brings a wealth of knowledge and expertise to the Company. The SOL group was founded in Italy in 1927 and operates in 32 countries with more than 6 000 employees. The SOL group has a significant presence in the industrial gases market, including helium, across the world. SOL also brings significant LNG experience to the table, complementing Renergen's overall offering.

Settlement of the Standard Bank of South Africa ("SBSA") bridge loan facility and acquisition of new secured loan

On 18 March 2024 Renergen fully settled the R303.0 million SBSA bridge loan facility ("SBSA Bridge Loan Facility") previously raised on 30 June 2023. Under the terms of the SBSA Bridge Loan Facility the loan was payable either on or before 30 June 2025 or on the earlier of the receipt of proceeds from the proposed Nasdaq IPO or when the Project Investor Agreement ("PIA") became unconditional. The PIA became unconditional on 27 February 2024 following the completion of the Mahlako Gas Energy Proprietary Limited ("MGE") acquisition of a 5.5% stake in the VGP for R550.0 million. The SBSA Bridge Loan Facility was used to fund the expansionary capital expenditure of the VGP.

On 30 August 2024 Renergen acquired a new R155.0 million secured loan from SBSA ("SBSA Loan") to fund the VGP's working capital and capital expenditures. Renergen drew down R103.3 million of the facility on the loan's inception and drew down the remaining R51.7 million in October 2024. Transactions and security arrangements relating to the SBSA Loan are disclosed in note 14 of the accompanying audited consolidated financial statements for the year ended 28 February 2025.

Issuance of Renergen ordinary shares

On 28 January 2025 Renergen issued and listed 7 376 433 Renergen ordinary shares pursuant to a private placement undertaken by the Company at an issue price of R5.33 per share ("Additional Shares"). These Additional Shares, which represented 5% of Renergen's shares in issue on 28 January 2025, were issued under the general authority to issue shares for cash at a discount of 10% to the 30-day weighted average traded price. The proceeds from this share issue amounted to R39.3 million and were used as part of a multi-step plan to secure the required capital to complete Phase 1C, in turn to fund the expansion of the VGP as well as to bolster general working capital. The Additional Shares rank pari passu with existing listed Renergen ordinary shares. Following the issue of the Additional Shares, the total issued and listed share capital of Renergen has increased to 155 047 410 ordinary shares.

Financial performance

Several key developments impacted the overall financial performance of the Group for FY2025 as outlined below:

- Firstly, the implementation of our operational strategy required the Group to incur costs (fuel and lubricant, utilities and labour) associated with commissioning the helium production train without generating any associated LHe revenue during the commissioning phase. This contributed to the Group generating a gross loss for the year under review.
- Secondly, the balance of plant and the LNG/LHe process plant were brought into use in July 2024 and August 2024, respectively, which increased the recognition of expenses in the income statement. Prior to this certain expenses (borrowing costs, salaries, insurance, etc.) qualified for capitalisation during the construction phase and were therefore not recorded in the income statement. Resultantly, these expenses did not impact the reported profit or loss during the construction phase.
- And finally, an increase in assets brought into use during the year had a significant impact on the depreciation charges recognised by the Group. Year on year, depreciation increased by R41.8 million[1].

1. Depreciation charges are recorded within cost of sales and other operating expenses in the audited financial statements.

Against the backdrop of the key developments outlined above, the Group reported a loss after tax of R246.9 million (2024: R109.8 million), an increase of R137.1 million, underpinned primarily by the following:

- a gross loss of R28.1 million (2024: gross profit of R10.1 million);
- an increase in operating costs of R49.9 million to R196.8 million (2024: R146.9 million); and
- an increase in interest expense of R58.4 million to R81.1 million (2024: R22.7 million), off-set by,
- an increase in the deferred tax credit of R14.0 million to R51.2 million (2024: R37.2 million).

Notwithstanding the financial loss, the Group made significant progress in achieving operational milestones. The plant's FY2025 operations were marked by low-capacity utilisation resulting in a significant fixed cost burden. As we continue to ramp up production and achieve nameplate capacity, we expect our financial performance to improve significantly. The fixed cost base will be spread over a larger revenue base, leading to improved profitability.

Despite reporting a higher loss after tax, the Group achieved several favourable financial outcomes during the year under review. These positive results include:

- an increase in revenue of R23.1 million to R52.1 million (2024: R29.0 million) driven by higher production and higher LNG prices. FY2025 LNG sales volumes totalled 4 633 tonnes (2024: 2 660 tonnes) and LNG prices averaged R225/gigajoule for the year (2024: R217/gigajoule);
- lower foreign exchange losses which decreased by R4.8 million to R9.9 million (2024: R14.7 million) due to an improvement in the Rand/US Dollar exchange rate relative to the prior year; and
- lower ancillary costs, which decreased by R4.1 million due to cost optimisation initiatives.

Gross loss

Factors which contributed to the R23.1 million increase in revenue are outlined above. FY2025 cost of sales increased by R61.3 million to R80.2 million (2024: R18.9 million) mainly due to increases in the following:

- depreciation by R32.7 million due to an increased asset base;
- fuel and lubricants usage by R9.7 million due to increased machine hours; and
- utilities by R14.7 million impacted by increased machine hours and the commissioning of the LHe process plant.

Overall, the Group recorded a gross loss of R28.1 million for FY2025. With the commencement of LHe sales in March 2025 the Group expects an improvement in performance over time as the plant reaches nameplate capacity.

Other operating costs

Other operating costs increased by R49.9 million to R196.8 million (2024: R146.9 million) due to the following:

- an increase in depreciation of R9.9 million to R28.3 million (2024: R18.4 million) due to a higher asset base relative to the prior year;
- an increase in repairs and maintenance costs of R12.1 million to R29.1 million (2024: R17.0 million) attributable to an increase in machine uptime and machine hours;
- an increase of R5.5 million in security, and selling and distribution expenses to R20.9 million (2024: R15.4 million) due to an increase in operational activity;
- an increase of R6.2 million in legal and professional fees to R12.1 million (2024: R5.9 million) due to advisory fees for the Nasdaq IPO and for the legal matters outlined in the Litigation section below; and
- increases in remuneration and insurance costs by R21.8 million to R53.3 million (2024: R31.5 million) due to the Group ceasing to capitalise these expenses for assets brought into use during the year.

Interest expense and imputed interest

Interest expense and imputed interest increased by R58.4 million to R81.1 million (2024: R22.7 million) impacted mainly by the decrease in the capitalisation rate of borrowing costs attributable to assets under construction. As highlighted earlier, the balance of plant and LNG/LHe processing plant were transferred from assets under construction and brought into use during the year under review, which decreased the overall capitalisation rate for borrowing costs. The current year capitalisation rate for borrowing costs decreased to 19% from 79% in the prior year.

Deferred tax credit

The increase in the deferred tax credit by R14.0 million to R51.2 million (2024: R37.2 million) primarily reflects the increase in unutilised tax losses available to the Group.

Financial position

The Group's total assets amounted to R2 349.2 million as at 28 February 2025 (2024: R2 709.1 million), a net decrease of R359.9 million arising mainly from:

- a net increase of R74.3 million[2] in property, plant and equipment ("PPE") and intangible assets reflecting further advancement of the construction of Phase 1 of the VGP and early-stage development of Phase 2 of the project;
- an increase of R51.2 million in the deferred tax asset to R141.6 million (2024: R90.4 million) mainly due to an increase in unutilised tax losses available to the Group;
- a decrease of R32.0 million in restricted cash balances used to service the long-term debt of the Group; and
- a decrease of R442.8 million in cash and cash equivalents to R28.3 million (2024: R471.1 million) due to expenditure on operations (R139.9 million), investments in PPE and intangible assets totalling R131.9 million, and net repayments of borrowings and lease liabilities totalling R242.3 million, off-set by proceeds from share issue totalling R39.3 million and the movement in restricted cash of R32.0 million.

[2] *Net movement is inclusive of non-cash additions to PPE and intangible assets. Cash investments in PPE and intangible assets totalled R131.9 million for the year.*

To preserve cash resources prior to completing the fundraising for Phase 1C, the Company engaged with the United States Development Finance Corporation ("DFC") and sought their approval beforehand to not remit the quarterly instalment due on 15 February 2025 which would have covered principal, interest and guarantee payments. Furthermore, the Company requested the DFC for exemption from maintaining the required funds in the Debt Service Reserve Account ("DSRA"). The non-payment of the quarterly repayment, deviation from the DSRA requirements and failure to make required notifications therefore resulted in default events under the terms of the loan agreement. Whilst the DFC was agreeable to the requests made by the Company and subsequently provided a default waiver after the reporting period (see notes 14 and 35), effectively resolving cross-default issues related to the SBSA and IDC loan, the DFC default events existed as at 28 February 2025. Under IFRS Accounting Standards liabilities must be classified as current if an entity lacks an unconditional right to defer settlement for at least 12 months after the reporting period (see waiver conditions in note 14). As such, both the DFC and IDC loans were classified as current as at 28 February 2025.

The Molopo litigation and the need to procure the requisite equity injection by 24 January 2025 resulted in events of default with respect to the SBSA loan agreement. SBSA provided a waiver for the Molopo litigation default event but reserves all its rights with respect to the equity injection. To date, no further remedies have been requested by SBSA owing to the positive momentum on the Group's long-term funding strategies.

The Group's total liabilities amounted to R1 234.6 million (2024: R1 388.0 million), a net decrease of R153.4 million mainly due to the following:

- a net decrease of R169.2 million in borrowings arising from repayments of capital and interest totalling R467.4 million and foreign exchange gains totalling R29.3 million, off-set by new borrowings acquired during the year from SBSA and AIRSOL totalling R229.6 million and interest accrued amounting to R97.9 million; and
- an increase of R14.1 million in trade and other payables reflecting increased operational activity.

Overall, these factors contributed to a decrease in the net asset value of the Group by R206.5 million for the year under review.

OUTLOOK

Looking ahead, the key priorities of the Group are as follows:

- completing Phase 1C drilling, pipeline and third compressor station construction;
- ramping up LNG and LHe production to nameplate capacity and increasing the efficiency and reliability of our operations; and
- finalisation of the Phase 2 predevelopment and permitting requirements.

STATED CAPITAL

The Company increased its number of shares issued to 155 047 410 from 147 528 660 shares issued in the prior year. Note 11 of the audited consolidated financial statements provides details on the shares issued during the financial year under review.

DIVIDENDS

No dividends were declared or paid to shareholders during the financial year under review (2024: Rnil).

DIRECTORATE

The Directors in office as at the date of this report and during the year under review are as follows:

DIRECTOR	DESIGNATION	OFFICE	APPOINTMENT DATE	RESIGNATION DATE
Stefano Marani	Executive	CEO	20 November 2014	
Nick Mitchell	Executive	COO	25 November 2015	
Brian Harvey	Executive	CFO	1 May 2021	
Dr David King	Independent Non-executive Director	Chairman	4 June 2019	
Mbali Swana	Independent Non-executive Director		16 February 2015	
Luigi Matteucci	Independent Non-executive Director		3 May 2016	26 July 2024
Thembisa Skweyiya	Independent Non-executive Director		6 February 2023	10 April 2024
Dumisa Hlatshwayo	Independent Non-executive Director		6 February 2023	

There were no other changes to directors for the year under review and up until the date of this report.

DIRECTORS' AND PRESCRIBED OFFICERS' INTERESTS IN SHARES

Directors' and Prescribed Officers' interests in shares of the Company as at 28 February 2025 were as follows:

	2025			2024		
Figures in Thousands	Direct	Indirect	Total	Direct	Indirect	Total
Executive Directors						
Stefano Marani	297	8 714	9 011	297	8 714	9 011
Nick Mitchell	38	8 600	8 638	38	8 600	8 638
Total	**335**	**17 314**	**17 649**	**335**	**17 314**	**17 649**
Non-executive Directors						
Dr David King	5	148	153	5	148	153
Total	**5**	**148**	**153**	**5**	**148**	**153**
Prescribed Officer						
Leonard Eiser	17	–	17	17	–	17
Total	**17**	**–**	**17**	**17**	**–**	**17**

There has been no change in these interests occurring between the end of the financial year and the date of approval of the financial statements.

DIRECTORS' AND OFFICERS' INTERESTS IN CONTRACTS

Transactions with Directors are entered into in the normal course of business under terms that are not more favourable than those arranged with third parties. Executive Directors are entitled to Renergen ordinary share awards, the details of which are included in note 12.

Note 14 provides details regarding the cession and pledge agreements concluded between companies owned by two of the Executive Directors and SBSA with respect to the SBSA Loan. No other contracts were entered into in which Directors and officers of the Company had a personal financial interest and which significantly affected the business of the Group. The Directors had no interest in any third party or company responsible for managing any of the business activities of the Group.

INTERESTS IN SUBSIDIARIES

The Company's wholly-owned subsidiaries are Cryovation Proprietary Limited ("Cryovation") and Renergen US ("Renergen US").

Renergen further owns a 94.5% interest in Tetra4 following the acquisition of a 5.5% interest in Tetra4 by MGE in the prior year.

The interest of the Company in the net (losses)/profit of Tetra4, Cryovation and Renergen US is as follows:

Figures in Rand Thousands	2025	2024
Tetra4	(196 508)	(70 997)
Cryovation	(220)	(1 092)
Renergen US	260	(1 652)
Total	**(196 988)**	**(73 741)**

BORROWING FACILITIES AND POWERS

The Group's borrowing facilities are disclosed in note 14 of the audited consolidated financial statements.

CONTROL OF UNISSUED SHARE CAPITAL

The unissued ordinary shares of the Company are the subject of a general authority granted to the Directors in terms of Section 38 of the Companies Act. As this general authority remains valid only until the forthcoming AGM, shareholders will be requested at that meeting to consider an ordinary resolution placing the said unissued ordinary shares, to a maximum of 5% of the Company's issued share capital, under the control of the Directors until the AGM to then be held in 2026.

GROUP COMPANY SECRETARY

Acorim Proprietary Limited ("Acorim") remained the Company Secretary of the Company for the year under review. All Directors have access to the services and advice of Acorim. The Company Secretary is not a Director of Renergen and maintains an arm's length relationship with the Board. The Company Secretary supports the Board as a whole, and Directors individually, by providing guidance on how to fulfil their responsibilities as Directors in the best interest of Renergen. The Company Secretary is responsible for, amongst other matters:

- Ensuring the proper administration of the Board.
- Adherence to sound corporate governance procedures.
- The functions as specified in the Companies Act.

The Board considered the Company Secretary's competence, skills, qualifications and experience as required in terms of the JSE Listings Requirements and remains satisfied with the competency, qualifications, experience and ongoing appointment of the Company Secretary. The certificate that the Company Secretary is required to issue in terms of Section 88(2)(e) of the Companies Act, is included on page 7 of the financial statements.

LITIGATION UPDATE

- African Carbon Energy Proprietary Limited has applied for a mining right to conduct underground coal gasification on areas that overlap with Tetra4's production right. Tetra4 has objected to the application. The proposed method of mining (underground coal gasification) may reduce Tetra4's ability to produce gas in a portion of the production right where the overlap occurs. Tetra4 is confident that this mining right will not be granted as Tetra4 is first in right, and existing case law having set precedent further supports its legal position.
- A dispute has arisen between Tetra4 and Springbok Solar Proprietary Limited (RF) ("Solar Developer") regarding a solar development encroaching upon Tetra4's production right. On 26 September 2024 Tetra4 instituted urgent motion proceedings in the High Court of South Africa, Free State Division, seeking an interim interdict restraining the Solar Developer from proceeding with construction activities. The dispute arises from the Solar Developer's failure to obtain the requisite Section 53 consent under the MPRDA. The matter was heard on 20 February 2025 and judgment has been reserved. The Court is expected to deliver its ruling in due course, following careful consideration of the arguments and evidence presented.

  Tetra4 appealed under Section 96(1) of the MPRDA, challenging the Regional Manager's grant of Section 53 consent without the required approvals, and the appeal was upheld on 9 April 2025. This renders the Section 53 consent void and solar construction unlawful. Tetra4 remains committed to negotiating a coexistence agreement with Solar Developer in good faith.
- Molopo Energy Limited ("Molopo") has purported to cancel the loan agreement for an alleged breach of a condition during the execution of the MGE investment. As Tetra4 did not breach such condition, the purported termination of the loan agreement is a repudiation of the loan agreement, which Tetra4 is entitled to accept or reject. Tetra4 has elected to reject the repudiation and to continue with the loan agreement, which means the loan amount is not due, owing and payable. Molopo has issued summons for payment which Tetra4 is defending. Until such time as a court finally determines the dispute in favour of Molopo, the loan amount is not due. According to the Lead Times Bulletin for the High Court roll in Gauteng the soonest hearing date is estimated to only take place in four years and nine months.

- Tetra4 and EPCM Bonisana Proprietary Limited ("EPCM") entered into a contract in December 2019 for the development of an LNG/LHe process plant. Disputes arose and were referred to a Dispute Adjudication Board ("DAB"), which has subsequently issued its decisions. Arbitration proceedings have commenced, with key submissions completed and the hearing currently scheduled for the last quarter of 2025. Tetra4 seeks R34.0 million in delay damages, while EPCM has lodged a counterclaim of R59.2 million.

EVENTS AFTER THE REPORTING PERIOD

Events which occurred after the reporting period and up to the date of this report are disclosed in note 35.

GOING CONCERN

Refer to notes 36 and 27 of the consolidated and separate financial statements, respectively.

AUDITORS

BDO's business address is Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, South Africa, 2196.

Consolidated Statement of Financial Position

as at 28 February

Figures in Rand Thousands	Notes	2025	2024
ASSETS			
Non-current assets		**2 236 021**	**2 110 001**
Property, plant and equipment[1]	3	2 009 373	1 877 132
Intangible assets	4	24 300	82 212
Deferred taxation	6	141 586	90 435
Restricted cash	7	23 079	17 243
Finance lease receivables	8	37 683	42 979
Current assets		**113 153**	**599 126**
Inventory		3 198	2 073
Restricted cash	7	49 497	87 300
Finance lease receivables	8	6 116	5 969
Trade and other receivables	9	26 025	32 709
Cash and cash equivalents	10	28 317	471 075
Total assets		**2 349 174**	**2 709 127**
EQUITY AND LIABILITIES			
Stated capital	11	1 210 302	1 170 059
Share-based payments reserve	12	26 318	26 445
Other reserves	26	946	628
Accumulated (loss)/profit		(198 934)	46 515
Equity attributable to equity holders of Renergen		**1 038 632**	**1 243 647**
Non-controlling interest ("NCI")	13.2	75 977	77 456
Total equity		**1 114 609**	**1 321 103**
LIABILITIES			
Non-current liabilities		**122 646**	**816 467**
Borrowings	14	53 205	748 659
Lease liabilities	15	10 011	11 613
Deferred revenue	16	15 095	15 743
Provisions	17	44 335	40 452
Current liabilities		**1 111 919**	**571 557**
Borrowings	14	1 013 737	487 470
Trade and other payables	18	96 413	82 272
Lease liabilities	15	1 769	1 815
Total liabilities		**1 234 565**	**1 388 024**
Total equity and liabilities		**2 349 174**	**2 709 127**

1. *Includes right-of-use assets as presented in note 3.*

Consolidated Statement of Changes in Equity

for the year ended 28 February

Figures in Rand Thousands	Notes	Stated capital	Share-based payments reserve	Revaluation reserve	Foreign currency translation reserve
Balance at 1 March 2023		**1 134 750**	**21 099**	**598**	**–**
Loss for the year		–	–	–	–
Other comprehensive income for the year		–	–	104	(74)
Total comprehensive loss for the year		**–**	**–**	**104**	**(74)**
Sale of interest in Tetra4	13.2	–	–	–	–
Issue of shares	11	35 309	(2 728)	–	–
Share-based payments expense	12	–	8 074	–	–
Balance at 29 February 2024		**1 170 059**	**26 445**	**702**	**(74)**
Loss for the year		–	–	–	–
Other comprehensive income for the year		–	–	–	318
Total comprehensive loss for the year		**–**	**–**	**–**	**318**
NCI share of equity contribution	13.2	–	–	–	–
Issue of shares	11	42 558	(3 242)	–	–
Share issue costs	11	(2 315)	–	–	–
Share-based payments expense	12	–	3 115	–	–
Balance at 28 February 2025		**1 210 302**	**26 318**	**702**	**244**
Notes		11	12	26.1	26.2

Accumulated (loss)/profit	Total equity attributable to equity holders of Renergen Limited	Non-controlling interest ("NCI")	Total equity
(316 243)	**840 204**	**–**	**840 204**
(110 273)	(110 273)	481	(109 792)
–	30	6	36
(110 273)	**(110 243)**	**487**	**(109 756)**
473 031	473 031	76 969	550 000
–	32 581	–	32 581
–	8 074	–	8 074
46 515	**1 243 647**	**77 456**	**1 321 103**
(236 120)	(236 120)	(10 808)	(246 928)
–	318	–	318
(236 120)	**(235 802)**	**(10 808)**	**(246 610)**
(9 329)	(9 329)	9 329	–
–	39 316	–	39 316
–	(2 315)	–	(2 315)
–	3 115	–	3 115
(198 934)	**1 038 632**	**75 977**	**1 114 609**
		13.2	

Consolidated Statement of Profit or Loss and Other Comprehensive Loss *for the year ended 28 February*

Figures in Rand Thousands	Notes	2025	2024
Revenue	19	52 113	28 952
Cost of sales	20	(80 173)	(18 885)
Gross (loss)/profit		**(28 060)**	**10 067**
Other operating income	21	227	9 778
Share-based payments expense	12	(3 115)	(8 074)
Other operating expenses	22	(196 796)	(146 868)
Operating loss		**(227 744)**	**(135 097)**
Interest income	23	10 784	10 853
Interest expense and imputed interest	24	(81 119)	(22 747)
Loss before taxation		**(298 079)**	**(146 991)**
Taxation	25	51 151	37 199
Loss for the year		**(246 928)**	**(109 792)**
Other comprehensive income:			
Items that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operation	26.2	318	(74)
Items that may not be reclassified to profit or loss in subsequent periods:			
Revaluation of properties		–	110
Other comprehensive income for the year		**318**	**36**
Total comprehensive loss for the year		**(246 610)**	**(109 756)**
Loss attributable to:			
Owners of Renergen		(236 120)	(110 273)
Non-controlling interest		(10 808)	481
Loss for the year		**(246 928)**	**(109 792)**
Total comprehensive loss attributable to:			
Owners of Renergen		(235 802)	(110 243)
Non-controlling interest		(10 808)	487
Total comprehensive loss for the year		**(246 610)**	**(109 756)**
Loss per ordinary share			
Basic and diluted loss per share (cents)	33	(159.10)	(75.10)

Consolidated Statement of Cash Flows

for the year ended 28 February

Figures in Rand Thousands	Notes	2025	2024
Cash flows used in operating activities		**(139 854)**	**(53 847)**
Cash used in operations	27	(150 638)	(64 700)
Interest received	23	10 784	10 853
Tax paid		–	–
Cash flows used in investing activities		**(99 936)**	**(303 740)**
Investment in property, plant and equipment	3	(105 481)	(221 874)
Disposal of property, plant and equipment	3	220	–
Investment in intangible assets	4	(26 642)	(81 866)
Movement in restricted cash	7	31 967	–
Cash flows (used in)/from financing activities		**(202 956)**	**773 717**
Ordinary shares issued for cash	11	39 316	32 581
Share issue costs	11	–	(2 208)
Proceeds from part-disposal of interest in Tetra4	13.2	–	550 000
Repayment of borrowings – capital	28	(375 311)	(105 245)
Repayment of interest on borrowings	28	(92 156)	(69 999)
Interest paid on leasing and other arrangements	24	(2 797)	(3 683)
Proceeds from borrowings	28	229 640	373 972
Payment of lease liabilities – capital	15	(1 648)	(1 701)
Total cash movement for the year		**(442 746)**	**416 130**
Cash and cash equivalents at the beginning of the year	10	471 075	55 705
Effects of exchange rate changes on cash and cash equivalents		(12)	(760)
Total cash and cash equivalents at the end of the year	10	**28 317**	**471 075**

1. BASIS OF PREPARATION

Renergen Limited ("the Company", together with its subsidiaries, "the Group"), is a company incorporated in South Africa and is listed on the Johannesburg Stock Exchange and the Australian Securities Exchange. General Company information is included on page 1 of the consolidated financial statements. The Group is focused on alternative and renewable energy in South Africa and sub-Saharan Africa. Further details on the operation of Group companies are provided in note 5.

The consolidated financial statements for the year ended 28 February 2025 have been prepared in accordance with IFRS Accounting Standards, the South African Financial Reporting Requirements, the JSE Listings Requirements and in a manner required by the Companies Act. The accounting policies applied in the preparation of these consolidated financial statements are consistent in all material respects with those used in the prior financial year, except for the adoption of new standards, interpretations and amendments to published standards which became effective for the first time for the financial year ended 28 February 2025. Note 2 discloses the impact of new standards, interpretations and amendments to published standards on the consolidated financial statements of the Group.

These consolidated financial statements have been prepared under the historical cost convention except for land that is carried at a revalued amount; are presented in the functional currency of the Company and presentation currency of the Group, being South African Rand ("Rand"); and are rounded to the nearest thousand ("R'000"), except where otherwise stated.

Going concern

The consolidated financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. Refer to note 36 for further disclosures on going concern matters.

1.1 CONSOLIDATION

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries which are controlled by the Company.

Consolidation of subsidiaries

All intercompany transactions and balances between the Company and its subsidiaries have been eliminated on consolidation.

Changes in ownership interest without a loss of control

An increase or decrease in the Company's ownership interest that does not result in a loss of control of a subsidiary is accounted for as an equity transaction. The carrying amounts of the controlling and NCI are adjusted to reflect changes in their relative interests in the subsidiary. The Company recognises directly in equity the difference between the amount by which the NCI are adjusted and the fair value of the consideration paid or received, and attributes this difference to the owners of the Company (the controlling interest). No changes in the subsidiary's assets or liabilities are recognised in a transaction in which the Company increases or decreases its ownership interest in a subsidiary that it already controls. Similarly, no gain or loss is recognised in such transactions.

1.2 SIGNIFICANT JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Group makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

JUDGEMENTS

Any judgement about the future is based on information available at the time at which the judgement is made. Subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made.

Going concern (note 36)

Management's assessment of the Group's ability to continue as a going concern involved making a judgement about the Group's ability to achieve profitability which is dependent on a number of factors including securing requisite funding to complete Phase 1C of the VGP in order to achieve nameplate capacity. Further disclosures of initiatives under way to secure this funding, and of the material uncertainties which may cast doubt on the ability of the Group to continue as a going concern, are outlined in note 36.

Recognition of deferred tax assets (notes 1.8 and 6)

After determining that future taxable income will be available against which deductible temporary differences and tax losses carried forward can be utilised, Management exercises its judgement to further establish a percentage to limit the amount of the deferred tax asset that can be recognised.

Determination of a lease term (notes 1.9 and 8)

In determining the lease term, Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Management has applied judgement to conclude lessees will not exercise the purchase option (available after 18 months from lease commencement date) or the lease extension option (five years) applicable to the leases disclosed in note 8, and has therefore accounted for the lease term as eight years. In making this judgement management considered the potential disruption to the lessees' operations (with respect to the lease termination) and changes in technology which may discourage the extension of the leases. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment. A material uncertainty still remains whether the lessees will exercise the extension or purchase option which would significantly impact the finance lease receivables recognised by the Group.

Exploration and development costs (notes 1.4 and 4)

The application of the Group's accounting policy for exploration and development costs requires judgement to determine whether it is likely that future economic benefits are likely, from either future exploitation or sale, or whether activities have reached a stage which permits a reasonable assessment of the existence of reserves. In applying this judgement, Management considers the outcomes from the exploration campaigns of the Group and relies on Reserve and Evaluation Reports prepared by independent sub-surface consultants in assessing the reserves and resources and associated economics of the VGP. This process determines whether exploration and development costs are capitalised or are otherwise transferred to property, plant and equipment once the commercial viability of the extraction of LNG is demonstrable.

ESTIMATES AND ASSUMPTIONS

Reserves and resources (notes 1.4 and 4)

The determination of reserves and resources is an estimation process that involves varying degrees of uncertainty depending on how the reserves and resources are classified. Reserves and resources could differ depending on significant changes in the factors or assumptions used in the estimation process. These factors could include:

- changes in proved and probable gas reserves;
- differences in pricing assumptions;
- unforeseen operational issues; and
- changes in capital, operating, processing and other costs, discount rates and foreign exchange rates.

The Group relies on independent sub-surface consultants in assessing the reserves and resources.

Impairment of non-financial assets (note 4)

In assessing impairment, Management estimates the recoverable amount of each asset or cash-generating unit ("CGU") based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about reserves and resources, commodity prices, future operating and capital costs, interest rates, exchange rates, inflation rates and the determination of a suitable discount rate.

Reserves and resources – the Group relies on independent sub-surface consultants in assessing the reserves and resources which are used to determine projected cash flows.

Commodity prices, interest rates, inflation rates and exchange rates – these are benchmarked against external sources of information. Where existing sales contracts are in place, the effects of such contracts are considered in determining future cash flows.

Future operating and capital costs – operating costs and capital expenditure are based on financial budgets covering a three-year period. Cash flow projections beyond three years are based on the life-of-asset plan, as applicable, and internal management forecasts. Cost assumptions incorporate management experience and expectations.

Useful lives for property, plant and equipment and intangible assets (notes 1.3, 1.4 and 3)

In determining the useful life of items of property, plant and equipment, Management considers the expected usage of assets, expected physical wear and tear, legal or similar limits of assets and past experience of the Group with similar assets. Any change in management's estimate of the useful lives of assets would impact the depreciation charge.

Provision for environmental rehabilitation (notes 1.10 and 17)

Management relies on environmental experts to assist with the determination of rehabilitation obligations. The determination of rehabilitation costs requires estimates and assumptions to be made around the relevant regulatory framework, the magnitude of the possible disturbance and the timing, extent and costs of the required closure and rehabilitation activities. Most of these rehabilitation and decommissioning events are expected to take place in the future and the current estimated requirements and costs that will have to be met when the restoration event occurs are inherently uncertain and could materially change over time.

In calculating the appropriate provision for the expected restoration, rehabilitation or decommissioning obligations, cost estimates of the future potential cash outflows based on current studies of the expected rehabilitation activities and timing thereof, are prepared.

As the actual future costs can differ from the estimates due to the changes in laws, regulations, technology, costs and timing, the provisions including the estimates and assumptions contained therein are reviewed annually by Management.

Taxation (notes 6 and 25)

Taxation of oil and gas companies is highly complex and the determination of the Group's tax position involves an estimation of tax outcomes which include special allowances that would be available to the Group, amongst other factors. Where such outcomes are different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Fair value measurement (notes 3, 4 and 32)

The assessment of fair value is principally used in accounting for impairment testing, the disclosure of fair values of certain financial instruments and the valuation of land. The Group Executive Committee oversees material assessments of fair values applicable to the Group's financial instruments and non-financial assets.

Management uses various valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case, Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

1.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is initially measured at cost including an estimate of the costs of decommissioning the asset. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset. For qualifying assets, costs includes capitalised borrowing costs (note 1.15).

Property, plant and equipment (excluding land which is carried under the revaluation model) is subsequently measured at cost less accumulated depreciation and accumulated impairment losses.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment is capitalised if it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Day-to-day servicing costs are included in profit or loss during the year in which they are incurred.

Depreciation is charged to write off the cost of assets over their estimated useful lives, using the straight-line method. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. Assets under construction are not depreciated as they are not ready and available for the use as intended by Management. Leased assets are depreciated over the shorter of the asset's useful life and the lease term. When a purchase option is included in the lease terms, the asset is depreciated over its estimated useful life.

Land is carried under the revaluation model and revalued with sufficient frequency to ensure that at any point in time the carrying amount still approximates fair value. A revaluation surplus is recorded in other comprehensive income or loss and credited to the revaluation reserve in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in the statement of profit or loss, except to the extent that it off-sets an existing surplus on the same asset recognised in the revaluation reserve. Upon disposal any revaluation surplus relating to the revalued land being sold is transferred to the accumulated loss.

The useful lives of items of property, plant and equipment have been assessed as follows:

ITEM	DEPRECIATION METHOD	USEFUL LIFE
Development asset	Units of production	Not applicable
Rehabilitation asset	Straight line	20 years
Furniture and fixtures	Straight line	6 years
IT equipment	Straight line	3 years
Assets under construction	Not applicable	Not applicable
Motor vehicles	Straight line	5 years
Office equipment	Straight line	6 years
Plant and machinery	Straight line	5 – 20 years
Office building	Straight line	10 years
Leasehold improvements – furniture and fixtures	Straight line	6 years
Leasehold improvements – office equipment	Straight line	6 years
Right-of-use asset – motor vehicles	Straight line	4 – 6 years
Right-of-use asset – head office building	Straight line	5.75 years
Land	Not depreciated	Not applicable

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

The depreciation charge for each year is recognised in profit or loss within cost of sales and other operating expenses.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. The impairment tests are performed as set out in note 1.5.

Fair value movements on the land are recognised, net of tax, in other comprehensive income or loss on the statement of comprehensive income (or loss) and accumulated in the revaluation reserve in the statement of changes in equity. The reserve balance will be transferred to the accumulated loss upon disposal of the land.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal.

1.4 INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. Following initial recognition intangible assets are measured at cost less any accumulated amortisation and accumulated impairment losses.

EXPLORATION AND DEVELOPMENT COSTS

Expenditures incurred in the exploration and development of natural gas reserves are capitalised to intangible assets. Prior to capitalisation the Group assesses the degree to which the expenditures incurred in the exploration phase can be associated with finding natural gas.

The amortisation period and the amortisation method for intangible assets is as follows and are reviewed annually:

ITEM	AMORTISATION METHOD
Exploration and development costs	Units of production

Amortisation of exploration and development costs will commence upon the start of production at which point they are transferred to property, plant and equipment ("PPE") as development assets.

The impairment tests are performed as set out in note 1.5.

INTERNALLY GENERATED INTANGIBLE ASSETS

Expenditure on internally developed intangible assets is capitalised when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- its intention to complete, and its ability and intention to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following initial recognition of the intangible asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in other operating expenses within profit or loss. During the period of development, the asset is tested for impairment annually.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

The Group's internally generated intangible assets include development costs attributable to Cryo-Vacc™ and the Helium Token System.

1.5 IMPAIRMENT OF NON-FINANCIAL ASSETS

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Future cash flows are based on detailed budgets and forecast calculations which generally cover a period of three years. For longer periods a long-term growth rate is calculated and applied to projected future cash flows after the third year. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows: its CGUs.

Impairment charges are included in profit or loss within other operating expenses, except to the extent they reverse gains previously recognised in other comprehensive income or loss.

A previously recognised impairment charge is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment charge was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment charge been recognised for the asset in prior years. Such a reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

1.6 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on trade date when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

FINANCIAL ASSETS

Classification

The Group classifies its financial assets as financial assets at amortised cost. At 28 February 2025 and 29 February 2024 the Group did not have financial assets at fair value through profit or loss ("FVTPL") or at fair value through other comprehensive income ("FVOCI").

Financial assets at amortised cost

These assets arise principally from the provision of products to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. Except for those trade receivables measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable), that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less an allowance for impairment.

The Group's financial assets measured at amortised cost comprise trade and other receivables (note 9), restricted cash (note 7) and cash and cash equivalents (note 10) in the consolidated statement of financial position.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within interest expense and interest income, except for the impairment of financial assets which is presented within other operating expenses.

Trade and other receivables

The Group's trade receivables do not contain a significant financing component and are accounted for as outlined above.

Cash and cash equivalents

In the consolidated statement of financial position and the consolidated statement of cash flows, cash and cash equivalents include cash on hand and at banks, short-term deposits and other short-term highly liquid investments with original maturities of three months or less. The Group does not have overdraft facilities.

Restricted cash

The Group has cash deposits in call accounts that have been ring-fenced. Access to such accounts is restricted and requires authorisation of third-party counterparties. These cash deposits consist of funds which will be used for environmental rehabilitation and the settlement of debt obligations (due within a six-month period at any given time) under the Finance Agreements with the US International Development Finance Corporation (“DFC”) and Industrial Development Corporation (“IDC”) (see note 14). This cash is not treated as cash and cash equivalents.

Impairment of financial assets

Trade receivables and finance lease receivables

The Directors of the Company estimate the loss allowance on trade receivables and finance lease receivables at the end of the reporting period at an amount equal to lifetime expected credit losses (“ECLs”) using the simplified approach as the lessees are also the Group’s only trade debtors. The expected loss rates are based on the payment profile for sales over the past 12 months as well as the corresponding historical credit losses during that period. The historical rates are then adjusted to reflect current and forwarding-looking factors affecting the customer’s ability to settle the amount outstanding. These factors are determined based on a review of LNG market prices and demand, and regular meetings held with customers which provide insights into their financial position and expected future operational performance. ECLs are recognised in profit or loss within other operating expenses. When a subsequent event causes the amount of impairment charge to decrease, the decrease in impairment charge is reversed through profit or loss.

On confirmation that the trade receivable or finance lease receivable will not be collectible, the gross carrying value of the trade receivable or finance lease receivable is written off against the associated allowance and if the associated allowance is not sufficient, the remaining trade receivable or finance lease receivable is written off in profit or loss within other operating expenses.

The Group provides 30-day credit terms to debtors and lessees. The Group monitors increases in credit risk associated with trade receivables and lease receivables by regularly reviewing the payment profile of each debtor and taking into account information acquired from regular engagement with customers. Payments by customers after 30 days but before 90 days signify an increase in credit risk; however, customers are not considered to be in default by the Group given the nature of its operations. Trade receivables and lease receivables are considered to be in default when they are 90 days past due, or if any other event has occurred that represents a serious threat to the going concern basis of the debtor.

A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred, including but not limited to financial difficulty or default of payment. The Group will write off a financial asset when there is no reasonable expectation of recovering it after considering whether all means to recovery the asset have been exhausted, or the counterparty has been liquidated and the Group has assessed that no recovery is possible.

Other financial assets at amortised cost (cash and cash equivalents and restricted cash)

Impairment allowances for cash and cash equivalents, restricted cash and other receivables are recognised based on a forward-looking ECL model. The methodology used to determine the amount of the allowance is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, 12- month ECLs are recognised. For those for which credit risk has increased significantly, lifetime ECLs are recognised. For those that are determined to be credit impaired, lifetime ECLs are recognised.

The Group deposits cash with banks and financial institutions with high credit standing which are independently rated. An increase in credit risk would be determined with reference to downgrades in these credit ratings.

FINANCIAL LIABILITIES

Classification

The Group classifies its financial liabilities as at amortised cost. At 28 February 2025 and 29 February 2024 the Group did not have financial liabilities at FVTPL or derivative financial instruments.

Financial liabilities at amortised cost

The Group’s financial liabilities at amortised cost primarily arise from transactions with lenders and suppliers. The Group’s financial liabilities at amortised cost comprise borrowings (note 14) and trade and other payables (note 18).

Borrowings

Borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. All interest-related charges are reported in profit or loss within interest expense.

Interest-bearing borrowings are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Derecognition of financial assets and liabilities

The Group derecognises a financial asset on trade date when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. The Group derecognises financial liabilities when the Group’s obligations are discharged, cancelled or have expired.

On derecognition of a financial asset or financial liability in its entirety, the difference between the carrying amount of the financial asset or financial liability and the sum of the consideration received or receivable/paid or payable is recognised in profit or loss within other operating expenses or other operating income depending on whether a gain or loss is recognised.

The recovery of financial assets previously written off is recorded in other operating income in profit or loss.

1.7 SHARE-BASED PAYMENTS

Long-term employee benefits – Bonus Shares

The Group operates an equity-settled compensation plan where the Governance, Ethics, Transformation, Social and Compensation Committee ("GETSC") makes an award of forfeitable shares to the Executive Directors, Prescribed Officers, Senior Management and general employees of the Group. These are referred to as Bonus Shares. This plan has no cash settlement alternatives. The number of Bonus Shares awarded depends on the individual's annual bonus that has been deferred. The Bonus Shares vest after three years' service from grant date. This is the only vesting condition pertaining to the Bonus Shares. The terms and conditions of the Bonus Shares, after vesting are the same as those traded publicly.

The fair value of the equity-settled instruments is measured by reference to the fair value of the equity instrument granted. Fair value is based on a 30-day volume weighted average ("VWAP") market price of the equity-settled instrument granted. The grant date fair value of the equity-settled instruments is recognised as an employee benefit expense over the vesting period, with a corresponding increase in the share-based payment reserve.

The Bonus Shares grant the holder a right to acquire shares for no consideration.

Share options

ASX listing

As part of the ASX listing, Renergen granted share options to transaction advisers and an Australian Non-executive Director. The fair value was measured at grant date and spread over the period that the option holder was unconditionally entitled to the options, except when the service was completed at grant date in which case the expense was recognised immediately in profit or loss. The fair value of the options granted was measured using the Monte Carlo Method, taking into account the terms and conditions under which the options were granted. The amount recognised as an expense with a corresponding increase in equity was adjusted at each reporting date to reflect the actual number of share options that vest or were expected to vest. Where an option lapses (other than by forfeiture when vesting conditions are not satisfied) it is treated as if it had vested on the date it lapses and any expense not yet recognised for the option is recognised immediately.

The vesting of share options awarded to the Non-executive Director occurred annually after each year of completed service (over a four-year period). This was the only vesting condition attributable to these share options. The share options awarded to the Non-executive Director grant him the right to acquire shares at a specific price.

The share options awarded to the lead and corporate advisers vested on grant date. The share options awarded to the lead and corporate advisers granted them the right to acquire shares at a specific price.

Share Appreciation Rights Plan

The Group operates an equity-settled Share Appreciation Rights Plan ("SAR Plan") where the GETSC makes a once-off award of forfeitable share options to the Executive Directors, Prescribed Officers, Senior Management and general employees of the Group who can influence the growth of the Group. The terms and conditions of the shares issued after vesting and after exercising the share options under the plan, are the same as those traded publicly.

The fair value of the share appreciation rights share options granted is measured using the Monte Carlo Method, taking into account the terms and conditions under which the options were granted. The grant date fair value of the share options is recognised as an employee benefit expense over the vesting period, with a corresponding increase in the share-based payment reserve.

Share options awarded under the SAR Plan will vest subject to the achievement of performance conditions which are predetermined and linked to the growth of Renergen's share price, with participants having five years from the award date to achieve any or all performance conditions. For participants to be able to exercise their options, the share price will be required to achieve and sustain the target share price for a 30-day period. Both the vesting and exercise of the share options awarded under the plan are subject to continued employment of a participant.

The GETSC reviews the progress on the achievement of performance conditions on a monthly basis throughout the performance period.

1.8 TAX

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability.

Current tax liabilities/(assets) for the current and prior periods are measured at the amount expected to be paid to/(recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit/(tax loss) and is not part of a business combination or the initial recognition of goodwill.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction which, at the time of the transaction, affects neither accounting profit nor taxable profit/(tax loss) and is not part of a business combination.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deductions applicable to oil and gas companies

The Tenth Schedule of the South African Income Tax Act permits special tax allowances for companies involved in the exploration of oil and gas. This incentivises companies to pursue oil and gas exploration and creates fiscal certainty for companies involved in oil and gas activities in South Africa. The Tenth Schedule provides a 200%/150% super tax deduction for capital expenditure incurred for exploration and post-exploration respectively, in terms of an oil and gas right, which can be applied against the taxable income of the Group to reduce its tax liability in the year in which the expenditure is incurred. These deductions also affect the tax bases of assets when determining the deferred tax of the Group.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period.

Current tax and deferred taxes are charged or credited to other comprehensive income or loss or equity if they relate to items that are credited or charged, in the same or a different period, to other comprehensive income or loss or equity.

1.9 LEASES

Group as lessor

The Group enters into lease agreements as a lessor whereby customers lease equipment and infrastructure required for the delivery, storage, utilisation and conversion of LNG to natural gas.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables in the statement of financial position at the amount of the Group's net investment in the leases. At lease commencement date the Group therefore accounts for the finance lease as follows:

a) derecognises the carrying amount of the underlying leased asset/identified asset;

b) recognises the net investment in the lease; and

c) recognises, in profit or loss, any selling profit or loss.

The Group determines the lease commencement date to be the date on which it makes an underlying asset available for use by a lessee.

Subsequent to initial recognition, finance lease interest is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. Finance lease interest is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance). Lease payments are determined in the lease contracts and are applied to reduce the lease receivable by the amounts paid.

Impairment considerations applicable to finance lease receivables are dealt with as outlined in note 1.6.

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

1.10 PROVISIONS

The amount of a provision is the present value of Management's best estimate of the expenditure expected to be required to settle the obligation. Provisions are not recognised for future operating losses.

Environmental Rehabilitation Provision

Long-term environmental obligations are based on the Group's environmental management plans, in compliance with applicable environmental and regulatory requirements. The estimated costs of rehabilitation are reviewed annually and adjusted as appropriate for changes in legislation, technology or other circumstances. Cost estimates are not reduced by the potential proceeds from the sale of assets or from plant clean-up at closure. Changes in estimates are capitalised or reversed against the relevant asset to the extent that it meets the definition of dismantling and removing the item and restoring the site on which it is located. Costs that relate to an existing condition caused by past operations which do not have a future economic benefit are recognised immediately in profit or loss.

The Group is required by law to undertake rehabilitation work to address the environmental damage arising from its operations. Part of the cash required to settle the rehabilitation obligation is held in a cash investment account which is restricted (see note 7).

1.11 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives revenue from contracts with customers as defined in IFRS 15: Revenue from Contracts with Customers from the sale of LNG to two customers.

Revenue is recognised at a point in time when the performance obligations have been satisfied, which is once the product is delivered to the destination specified by the customer and the customer has signed for the delivery (proof of delivery).

There are no other performance obligations.

Revenue is measured at the fair value of the consideration received or receivable, after deducting value-added tax. The consideration received or receivable is allocated to the products based on their selling price per sale agreements and the volumes delivered. Volumes delivered are determined using a metering system. Each delivery is evidenced by a customer weighbridge ticket.

The Group recognises revenue only when it is probable that the Group will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer and when specific recognition criteria above have been met.

The recognition criteria above applies to all sales of LNG. All sales of LNG during the exploration phase are accounted for as revenue. The Group's customers are afforded 30-day terms for sales of LNG.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in its statement of financial position (see note 16).

A refund is provided to the customer if the LNG delivered is not in line with the agreed specifications. The Group will be responsible for decanting and refilling the storage tank with the correct specifications. Any claim in this regard must be lodged by the customer in writing within seven days after the date of delivery of the LNG.

1.12 COST OF SALES

Cost of sales comprise the costs of conversion which are costs directly related to the production of LNG. These costs include utilities, plant depreciation, fuel and lubricants, and employee costs.

1.13 TRANSLATION OF FOREIGN CURRENCIES

Functional and presentation currency

Items included in the consolidated financial statements for each of the Group entities are measured using the functional currency. The consolidated financial statements are presented in South African Rand which is the functional and presentation currency of the Company.

Transactions and balances

Foreign currency income and expenses are translated into the functional currency using the spot rate on transaction date and assets and liabilities are translated at the closing rate of the relevant month. Gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at closing rates, are recognised in profit or loss, with the exception of exchange differences accounted for as part of borrowing costs as disclosed in note 1.15.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.14 SEGMENT INFORMATION

An operating segment is a component of the Group that engages in business activities which may earn revenues and incur expenses and whose operating results are regularly reviewed by the Group's chief operating decision-maker (Group Executive Committee) to allocate resources and assess performance, and for which discrete financial information is available. Refer to note 5.

The Group's operating segments and the business activities under each segment are disclosed in note 5.

Tetra4

Tetra4 explores for, produces and sells LNG to the South African market. It also commenced selling LHe subsequent to year-end.

Cryovation

Cryovation developed the groundbreaking Cryo-Vacc™ technology, which enables the safe transportation of vaccines and biologics at extremely low temperatures without the need for electrical power. The Cryovation business model is undergoing refinement and further development with insights from experts from various fields with the intention of exploring several modifications that will improve the overall concept and operational performance to enhance its appeal for the more niche biologics and gene therapy market internationally. As at 28 February 2025 the Cryo-Vacc™ technology remains in development and has not been brought into use.

1.15 BORROWING COSTS

Specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use. The LNG and LHe plant is a qualifying asset in terms of IAS 23: Borrowing Costs.

Investment income earned on the Debt Service Reserve Account (see note 7), is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

The DFC and IDC loans (and in the prior year also the SBSA and AIRSOL debentures) were obtained specifically for the construction of the VGP. All the borrowing costs that would have otherwise been avoided had the construction not taken place are capitalised.

Exchange differences relating to the DFC loan are treated as borrowing costs to the extent that they are an adjustment to interest costs, in accordance with IAS 23: Borrowing Costs paragraph 6(e). This implies that foreign exchange differences are capitalised limited to the difference between the interest on the DFC loan and the interest had the loan been obtained in the functional currency of Tetra4. All other borrowing costs are expensed in profit or loss when they are incurred.

The Group presents repayments of interest on borrowings within financing activities in the statement of cash flows.

2. NEW STANDARDS AND INTERPRETATIONS

2.1 STANDARDS AND INTERPRETATIONS EFFECTIVE AND ADOPTED IN THE CURRENT YEAR

In the current year the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations.

Classification of Liabilities as Current or Non-Current – Amendments to IAS 1

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

The adoption of these amendments did not have a material impact on the classification of liabilities recorded by the Group.

2.2 STANDARDS AND INTERPRETATIONS NOT YET EFFECTIVE

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Group's accounting periods beginning on or after 1 March 2025 or later periods but which the Group has not early adopted. These new standards, amendments and interpretations to existing standards are listed below. The Group is evaluating the impact of these standards, amendments and interpretations and will adopt the applicable standards on 1 March of each year that the standards, amendments and interpretations become effective.

Lack of Exchangeability – Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates (adoption date 1 March 2025)

The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (adoption date 1 March 2026)

The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9: Financial Instruments. Matters identified include derecognition of financial liabilities, classification of financial assets and disclosures.

Annual Improvements to IFRS Accounting Standards (adoption date 1 March 2026)

This cycle of annual improvements addresses the following:

- Hedge Accounting by a First-time Adopter (Amendments to IFRS 1: First-time Adoption of International Financial Reporting Standards);
- Disclosure of Deferred Difference between Fair Value and Transaction Price (Amendments to Guidance on implementing IFRS 7);
- Gain or Loss on Derecognition (Amendments to IFRS 7);
- Introduction and Credit Risk Disclosures (Amendments to Guidance on implementing IFRS 7);
- Derecognition of Lease Liabilities (Amendments to IFRS 9);
- Transaction Price (Amendments to IFRS 9);
- Determination of a "De Facto Agent" (Amendments to IFRS 10); and
- Cost Method (Amendments to IAS 7).

Presentation and Disclosure in Financial Statements– New accounting standard IFRS 18 (adoption date 1 March 2027)

The new standard sets out requirements for the presentation and disclosure of information in the financial statements. The standard will change the disclosure and layout of the Group's statement of profit or loss, will require improved labelling as well as aggregation and disaggregation of information in the financial statements, and will require the disclosure of management-defined performance measures in the notes to the financial statements.

3. PROPERTY, PLANT AND EQUIPMENT

Figures in Rand Thousands	2025 Cost or valuation	2025 Accumulated depreciation	2025 Net book value	2024 Cost or valuation	2024 Accumulated depreciation	2024 Net book value
Assets under construction	432 594	–	432 594	1 284 461	–	1 284 461
Development asset	321 930	(4 545)	317 385	238 962	(997)	237 965
Rehabilitation asset	36 909	(1 986)	34 923	–	–	–
Right-of-use asset – head office building	12 684	(3 305)	9 379	12 684	(1 101)	11 583
Land – at revalued amount	3 600	–	3 600	3 600	–	3 600
Plant and machinery	1 105 820	(61 637)	1 044 183	338 216	(24 446)	313 770
Furniture and fixtures	1 582	(1 147)	435	1 582	(982)	600
Motor vehicles	17 124	(7 586)	9 538	17 224	(4 458)	12 766
Office equipment	287	(193)	94	287	(162)	125
IT equipment	1 187	(1 132)	55	1 148	(986)	162
Right-of-use assets – motor vehicles	5 671	(4 546)	1 125	5 671	(3 475)	2 196
Office building	157 594	(10 258)	147 336	2 065	(888)	1 177
Leasehold improvements						
Office equipment	–	–	–	142	(142)	–
Furniture and fixtures	12 124	(3 398)	8 726	10 321	(1 594)	8 727
Total	**2 109 106**	**(99 733)**	**2 009 373**	**1 916 363**	**(39 231)**	**1 877 132**

RECONCILIATION OF PROPERTY, PLANT AND EQUIPMENT (“PPE”)

Figures in Rand Thousands	2025 At 1 March 2024	Derecog-nition[1]	Transfers[2]	Additions	Depreciation	At 28 February 2025
Assets under construction	1 284 461	–	(960 042)	108 175	–	432 594
Development asset[3]	237 965	–	82 968	–	(3 548)	317 385
Rehabilitation asset	–	–	36 909	–	(1 986)	34 923
Right-of-use asset – head office building	11 583	–	–	–	(2 204)	9 379
Land – at revalued amount	3 600	–	–	–	–	3 600
Plant and machinery	313 770	–	767 604	–	(37 191)	1 044 183
Furniture and fixtures	600	–	–	–	(165)	435
Motor vehicles	12 766	(100)	–	–	(3 128)	9 538
Office equipment	125	–	–	–	(31)	94
IT equipment	162	–	–	39	(146)	55
Right-of-use assets – motor vehicles	2 196	–	–	–	(1 071)	1 125
Office building[4]	1 177	–	155 529	–	(9 370)	147 336
Leasehold improvements						
Furniture and fixtures	8 727	–	–	1 803	(1 804)	8 726
Total	**1 877 132**	**(100)**	**82 968**	**110 017**	**(60 644)**	**2 009 373**

1. *The Group sold a motor vehicle with a book value of R0.1 million for R0.2 million. The profit on derecognition of R0.1 million is disclosed in note 21.*
2. *Plant and machinery and an office building totalling R923.1 million were brought into use during the year, resulting in transfers out of assets under construction to plant and machinery (R767.6 million) and the office building (R155.5 million). A rehabilitation asset totalling R36.9 million was also transferred for assets under construction during the year under review.*
3. *Costs amounting to R83.0 million were transferred from exploration and development costs due to the commercial viability of the extraction of LNG being demonstrable (see note 4).*
4. *Office building includes the plant office administration building, warehouse and other civil structures for Phase 1..*

There were no additional costs recognised for environmental rehabilitation in the current year.

3. PROPERTY, PLANT AND EQUIPMENT CONTINUED

	2024							
Figures in Rand Thousands	**At 1 March 2023**	**Revaluation**	**Derecognition[1]**	**Environmental rehabilitation costs[2]**	**Transfers[3]**	**Additions**	**Depreciation**	**At 29 February 2024**
Assets under construction	1 342 450	–	–	(3 055)	(322 062)	267 128	–	1 284 461
Development asset[4]	–	–	–	–	238 962	–	(997)	237 965
Right-of-use asset – head office building	–	–	–	–	–	12 684	(1 101)	11 583
Land – at revalued amount	3 473	127	–	–	–	–	–	3 600
Plant and machinery	9 660	–	–	–	315 052	–	(10 942)	313 770
Furniture and fixtures	394	–	–	–	–	342	(136)	600
Motor vehicles	8 451	–	–	–	7 010	–	(2 695)	12 766
Office equipment	108	–	–	–	–	44	(27)	125
IT equipment	376	–	–	–	–	–	(214)	162
Right-of-use assets – motor vehicles	3 115	–	(915)	–	–	984	(988)	2 196
Office building	1 383	–	–	–	–	–	(206)	1 177
Leasehold improvements								
Office equipment	2	–	–	–	–	–	(2)	–
Furniture and fixtures	2 336	–	–	–	–	7 257	(866)	8 727
Total	**1 371 748**	**127**	**(915)**	**(3 055)**	**238 962**	**288 439**	**(18 174)**	**1 877 132**

1. *The Group derecognised a leased motor vehicle with a book value of R0.9 million which was stolen during the year. The loss on derecognition of this leasing arrangement is reconciled in note 15.*
2. *The reversal of rehabilitation costs is outlined in note 17.*
3. *Plant and machinery and motor vehicles totalling R322.1 million were brought into use during the year, resulting in transfers out of assets under construction to plant and machinery (R315.1 million) and motor vehicles (R7.0 million).*
4. *Costs amounting to R239.0 million were transferred from exploration and development costs due to the commercial viability of the extraction of LNG being demonstrable.*

Pledge of assets

Tetra4 concluded finance agreements with the DFC on 20 August 2019 and the IDC on 17 December 2021 (see note 14). All physical assets are held as security for the debt under these agreements. Physical assets have a carrying amount of R1.6 billion as at 28 February 2025 (2024: prior year security comprised assets under construction and land totalling R1.3 billion), representing 100% (2024: 100%) of each of these asset categories.

Additions

Additions include foreign exchange differences attributable to the DFC loan and interest capitalised as part of borrowing costs in line with the Group's policy. These costs and exchange differences were capitalised within assets under construction. In the prior year additions also included non-cash additions to right-of-use assets.

The Group's capitalisation policy for borrowing costs is provided in note 1.15 and borrowings are disclosed in note 14. Borrowing costs amounting to R13.2 million (2024: R107.3 million) were capitalised to assets under construction, representing 19% (2024: 79%) of borrowing costs incurred during the year.

3. PROPERTY, PLANT AND EQUIPMENT CONTINUED

A reconciliation of additions to exclude the impact of capitalised borrowing costs (inclusive of foreign exchange differences) and non-cash additions to right-of-use assets is provided below:

Figures in Rand Thousands	Notes	2025	2024
Additions as shown above		110 017	288 439
Capitalised interest attributable to the DFC loan	28	(13 512)	(32 927)
Unrealised foreign exchange gains/(losses) attributable to the DFC loan	28	36 704	(16 548)
Capitalised interest attributable to the IDC loan	28	(9 979)	(23 398)
Capitalised interest attributable to the SBSA bridge loan	28	–	(30 798)
Capitalised interest attributable to the AIRSOL debentures	28	–	(3 648)
Net movement in accruals attributable to assets under construction	18	(17 749)	54 422
Non-cash additions to right-of-use assets		–	(13 668)
Additions as reflected in the cash flow statement		**105 481**	**221 874**

Capital commitments

Capital commitments attributable to assets under construction are disclosed in note 29.

Revalued property

On 6 February 2024 the Group revalued its land on two farm properties in the Free State by R0.13 million (R0.11 million net of taxation). The properties were revalued to their market value by an independent valuer using the comparable sales method which relied on level 3 inputs as per the IFRS 13 requirements for determining fair value. The comparable sales method assumes that the market value of property should be the average of similar properties that have been sold in the area. The net gain on revaluation was recognised against the revaluation reserve (see note 26.1) during the prior year.

The significant unobservable input is the average price per hectare which was R8 810 at 6 February 2024. Significant increases/(decreases) in the estimated price per hectare in isolation would result in a significantly higher/(lower) fair value on a linear basis. A 10% increase/(decrease) in the average price per hectare would result in an increase/(decrease) in the fair value of the land by R0.4 million. The total land size is 408.5897 hectares. Management determined that the effect of changes in fair values between the last valuation date (6 February 2024) and 28 February 2025 was immaterial. This conclusion was reached based on a high-level assessment performed using information obtained from a Windeed search on prices of similar properties in the area.

If the land was stated on the historical cost basis, the net book value would be as follows:

Figures in Rand Thousands	2025	2024
Cost	2 777	2 777
Net book value	**2 777**	**2 777**

Land is not depreciated.

Leased assets

On 1 September 2023 Renergen concluded an agreement to lease the head office from its landlord under a 5.75-year lease. The lease will terminate on 31 May 2029. The lease is reflected on the statement of financial position as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

The lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. The Group is prohibited from selling or pledging the underlying leased assets as security. The corresponding lease liabilities' disclosures for the right-of-use assets are provided in note 15.

4. INTANGIBLE ASSETS

Figures in Rand Thousands	2025			2024		
	Cost	Accumulated amortisation	Net book value	Cost	Accumulated amortisation	Net book value
Acquired intangible assets						
Exploration and development costs	–	–	–	56 031	(32)	55 999
Computer software	9 568	(5 820)	3 748	9 568	(3 907)	5 661
Internally developed intangible assets						
Development costs – Cryo-Vacc™	17 070	–	17 070	17 070	–	17 070
Development costs – Helium Tokens System	3 482	–	3 482	3 482	–	3 482
Total	**30 120**	**(5 820)**	**24 300**	**86 151**	**(3 939)**	**82 212**

RECONCILIATION OF INTANGIBLE ASSETS

Figures in Rand Thousands	2025				
	At 1 March 2024	Additions – separately acquired	Transfers[1]	Amortisation	At 28 February 2025
Exploration and development costs	55 999	26 969	(82 968)	–	–
Computer software	5 661	–	–	(1 913)	3 748
Development costs – Cryo-Vacc™	17 070	–	–	–	17 070
Development costs – Helium Tokens System	3 482	–	–	–	3 482
Total	**82 212**	**26 969**	**(82 968)**	**(1 913)**	**24 300**

[1] *Costs amounting to R83.0 million were transferred to property, plant and equipment due to the commercial viability of the extraction of LNG being demonstrable.*

Figures in Rand Thousands	2024					
	At 1 March 2023	Additions – separately acquired	Additions – internally developed	Transfers[1]	Amortisation	At 29 February 2024
Exploration and development costs	217 427	77 534	–	(238 962)	–	55 999
Computer software	5 274	2 921	–	–	(2 534)	5 661
Development costs – Cryo-Vacc™	15 666	–	1 404	–	–	17 070
Development costs – Helium Tokens System	3 475	–	7	–	–	3 482
Total	**241 842**	**80 455**	**1 411**	**(238 962)**	**(2 534)**	**82 212**

[1] *Costs amounting to R239.0 million were transferred to property, plant and equipment due to the commercial viability of the extraction of LNG being demonstrable.*

A reconciliation of additions to exclude the impact of accruals is provided below:

Figures in Rand Thousands	Note	2025	2024
Additions as shown above		26 969	81 866
Net movement in accruals	18	(327)	–
Additions as reflected in the cash flow statement		**26 642**	**81 866**

Exploration and development costs

These are costs incurred by Tetra4 in exploring for gas and carrying out related development activities pursuant to its exploration and production rights (reference 24/04/07PR) in the Free State Province, South Africa.

Exploration and development costs are transferred to PPE (as a development asset) as soon as the commercial viability of the extraction of LNG (or other gas) is demonstrable. Exploration and development costs are not amortised and the depreciation of development assets commences upon transfer to PPE. All exploration and development costs were transferred to PPE during the current financial year and there were no exploration and development cost as at 28 February 2025.

4. INTANGIBLE ASSETS CONTINUED

Impairment of exploration and development costs – 2024

A Reserve and Resource Evaluation Report ("Evaluation Report") was completed as at 28 February 2023 by Sproule Incorporated ("Sproule"), an independent sub-surface consultancy based in Calgary, Canada (the report was completed and issued in August 2023). The evaluation was both an engineering and an economic update, based on technical and economic data supplied by Tetra4, and has an effective date of 28 February 2023. Material changes to this Evaluation Report compared to the last one completed in 2021 were reservoir category changes; updates to capital expenditure and operating costs, currency exchange rates, and methane and helium prices; and updates to the field development plan. The impairment assessment as at 29 February 2024 was based on the Evaluation Report (as at 28 February 2023) and Management did not obtain an updated Evaluation Report due to the available headroom.

The independent Reserve and Resource estimates and associated economics contained in the Evaluation Report were prepared in accordance with SEC rules and guidance as well as generally accepted geoscience and petroleum engineering and evaluation principles. Proved Plus Probable Helium and Methane Reserves ("2P Gas Reserves") measured at 372.9 billion cubic feet ("BCF") as at 28 February 2023 (2021: 420.5 BCF) with a net present value of R42.12 billion (2021: R31.0 billion).

The net present value above equates to the recoverable amount which was determined using value-in-use calculations where future estimated cash flows attributable to the 2P Gas Reserves were discounted at 10% (2021: 15%). In order to determine whether the Group's exploration and evaluation assets were impaired as at 29 February 2024 the carrying amount of these assets of R56.0 million was compared to the recoverable amount of R42.12 billion which resulted in no impairment charge being recognised for the year. Management concluded that the impairment assessment was not sensitive to a change in the recoverable amount or other factors due to the significant headroom of R42.06 billion, being the difference between the carrying amount of exploration and evaluation assets of R56.0 million and their recoverable amount of R42.12 billion.

The recoverable amount of R42.12 billion was determined from value-in-use calculations based on cash flow projections from formally approved budgets covering a 15-year period from commencement of operations, which takes into account the life of the VGP. The key assumptions used included: (i) estimated future production based on 2P Gas Reserves accordingly probability weighted; (ii) hydrocarbon prices estimated to be reasonable using empirical data, current prices and prices used in making its exploration and development decisions; and (iii) future operating and development costs as estimated by Tetra4 and reviewed for reasonableness by Sproule.

Methane prices	A methane price of R357/MMbtu which was held constant over the life of the project (2021: R250/MMbtu which was escalated at the South African CPI of 3.2% per annum (as reported in the March 2021 StatsSA Statistical Survey) and was held constant once the initial price had doubled).
Helium prices	The initial helium price of R5 904/Mcf which was held constant over the life of the project (2021: R3 555/Mcf (US$237/Mcf) was escalated at the average US CPI of 2.4% per annum and was held constant once the initial price had doubled).
Discount rate	10% (2021: 15%). The discount rate was aligned with that used by other market participants in the USA where the Company intends to complete the Nasdaq IPO, previously prepared in accordance with the Society of Petroleum Engineers ("SPE"), Petroleum Resources Management System ("PRMS") guidance.

Development costs – Cryo-Vacc™

These development costs comprise expenditure incurred during the internal development of Cryo-Vacc™ vaccine storage units. No amortisation was recognised during the year as the storage units have not yet been brought into use. Development costs include costs that meet the criteria in note 1.4 and are directly attributable to the development of the storage units. At 28 February 2025 the development costs are not impaired based on an assessment performed by Management. No research and development costs were incurred during the year under review (2024: nil).

Development costs – Helium Tokens System

These development costs comprise expenditure incurred during the internal development of the helium tokens system. Once fully developed, these tokens will be traded and will allow holders to purchase helium from Tetra4. No amortisation was recognised during the year as the tokens system has not yet been brought into use. Development costs include costs that meet the criteria in note 1.4 and are directly attributable to the development of the tokens. At 28 February 2025 any impairment attributed to the helium tokens system would be immaterial (2024: immaterial).

5. SEGMENTAL ANALYSIS

The Group has identified reportable segments that are used by the Group Executive Committee (chief operating decision-maker) to make key operating decisions, allocate resources and assess performance. For management purposes the Group is organised and analysed as follows:

a) Corporate Head Office

Corporate Head Office is a segment where all investment decisions are made. Renergen is an investment holding company focused on investing in prospective green projects. Green projects entail pursuing knowledge and practices that can lead to more environmentally friendly and ecologically responsible decisions and lifestyles which can help protect the environment and sustain its natural resources for current and future generations.

5. SEGMENTAL ANALYSIS CONTINUED

b) Tetra4

Tetra4 explores for, produces and sells LNG and, subsequent to year-end, it also commenced selling LHe. It operates in the Gauteng Province, Free State Province and Mpumalanga Province in the town of Evander. Tetra4's current customer base is in South Africa.

c) Cryovation

Cryovation developed the ground-breaking Cryo-Vacc™ technology, which enables the safe transportation of vaccines and biologics at extremely low temperatures without the need for electrical power. The Cryovation business model is undergoing refinement and further development with insights from experts from various fields with the intention of exploring several modifications that will improve the overall concept and operational performance to enhance its appeal for the more niche biologics and gene-therapy market internationally.

d) Renergen US

Renergen US was incorporated on 16 August 2022 and assists with various fundraising and business development activities of the Group in the US market. Renergen US commenced operations in the prior year.

With the exception of Renergen US which carries out its operations in the United States of America ("USA"), all of the Group's segments are in South Africa. Therefore no additional geographical information is provided. For the year under review all sales of the Group were made by Tetra4 to two South African customers (2024: three South African customers).

The analysis of reportable segments as at 28 February 2025 is set out below:

		2025						
Figures in Rand Thousands	Notes	Corporate Head Office	Tetra4	Cryovation	Renergen US	Total	Eliminations	Consolidated
Revenue		–	52 113	–	–	52 113	–	52 113
External	19	–	52 113	–	–	52 113	–	52 113
Depreciation and amortisation	20, 22	(4 015)	(58 542)	–	–	(62 557)	–	(62 557)
Share-based payment expenses	12	(2 398)	(717)	–	–	(3 115)	–	(3 115)
Employee costs	22	(7 065)	(19 813)	–	(7 397)	(34 275)	6 786	(27 489)
Consulting and advisory fees	22	(9 642)	(3 513)	(77)	(73)	(13 305)	362	(12 943)
Listing costs	22	(3 184)	–	–	–	(3 184)	–	(3 184)
Computer and IT expenses	22	(1 006)	(5 609)	–	–	(6 615)	913	(5 702)
Legal and professional fees	22	(6 063)	(4 026)	–	–	(10 089)	77	(10 012)
Audit fees	22	(1 341)	(862)	(50)	–	(2 253)	191	(2 062)
Security	22	–	(9 990)	–	–	(9 990)	–	(9 990)
Selling and distribution expense	22	–	(10 942)	–	–	(10 942)	–	(10 942)
Repairs and maintenance	22	(153)	(28 928)	–	–	(29 081)	3	(29 078)
Insurance	22	–	(12 257)	–	–	(12 257)	–	(12 257)
Management fees charged to Tetra4		32 634	–	–	–	32 634	(32 634)	–
Management fees charged by Renergen US		(10 950)	(22 646)	–	–	(33 596)	33 596	–
Net foreign exchange gains/(losses)	22	2 701	(12 558)	–	–	(9 857)	–	(9 857)
Interest income	23	982	9 802	–	–	10 784	–	10 784
Imputed interest	24	–	(6 245)	–	–	(6 245)	–	(6 245)
Interest expense	24	(34 804)	(40 070)	–	–	(74 874)	–	(74 874)
Taxation	25	11 244	39 907	–	–	51 151	–	51 151
Loss for the year		**(50 268)**	**(196 508)**	**(220)**	**260**	**(246 736)**	**(192)**	**(246 928)**
Total assets		**2 023 518**	**2 280 297**	**16 824**	**4 405**	**4 325 044**	**(1 975 870)**	**2 349 174**
Total liabilities		**(342 700)**	**(898 888)**	**(5 927)**	**(747)**	**(1 248 262)**	**13 697**	**(1 234 565)**

5. SEGMENTAL ANALYSIS CONTINUED

		2024						
Figures in Rand Thousands	Notes	Corporate Head Office	Tetra4	Cryovation	Renergen US	Total	Eliminations	Consolidated
Revenue		–	28 952	–	–	28 952	–	28 952
External	19	–	28 952	–	–	28 952	–	28 952
Depreciation and amortisation	20, 22	(1 991)	(17 978)	–	–	(19 969)	–	(19 969)
Share-based payment expenses	12	(6 275)	(1 767)	(32)	–	(8 074)	–	(8 074)
Employee costs	22	(5 188)	(18 954)	(835)	(704)	(25 681)	–	(25 681)
Consulting and advisory fees	22	(7 692)	(3 910)	(80)	(82)	(11 764)	–	(11 764)
Listing costs	22	(1 979)	–	–	–	(1 979)	–	(1 979)
Computer and IT expenses	22	(291)	(5 118)	(1)	–	(5 410)	–	(5 410)
Marketing and advertising	22	(3 842)	(602)	–	(62)	(4 506)	–	(4 506)
Legal and professional fees	22	(1 652)	(1 982)	–	–	(3 634)	–	(3 634)
Audit fees	22	(1 648)	(528)	(50)	–	(2 226)	–	(2 226)
Security	22	–	(7 459)	–	–	(7 459)	–	(7 459)
Selling and distribution expense	22	–	(7 910)	–	–	(7 910)	–	(7 910)
Repairs and maintenance	22	–	(17 022)	–	–	(17 022)	–	(17 022)
Net foreign exchange losses	22	(2 998)	(11 732)	–	–	(14 730)	–	(14 730)
Interest income	23	1 817	9 074	–	–	10 891	(38)	10 853
Imputed interest	24	–	(5 495)	–	–	(5 495)	–	(5 495)
Interest expense	24	(1 088)	(16 202)	–	–	(17 290)	38	(17 252)
Taxation	25	3 864	33 335	–	–	37 199	–	37 199
Loss for the year		**(36 051)**	**(70 997)**	**(1 092)**	**(1 652)**	**(109 792)**	**–**	**(109 792)**
Total assets		**2 129 216**	**2 374 343**	**16 818**	**5 117**	**4 525 494**	**(1 816 367)**	**2 709 127**
Total liabilities		**(438 246)**	**(951 143)**	**(5 704)**	**(1 848)**	**(1 396 941)**	**8 917**	**(1 388 024)**

The disaggregation of revenue by customer for the year ended 28 February 2025 is as follows:

- Customer A: R51.1 million or 98.1% (2024: R26.3 million or 90.7%);
- Customer B: R1.0 million or 1.9% (2024: R2.5 million or 8.6%); and
- Customer C: Rnil (2024: R0.2 million or 0.7%).

Therefore R52.1 million or 100% (2024: R28.8 million or 99.3%) of the Group's revenue depended on the sales of LNG to two customers. This revenue is reported under the Tetra4 operating segment.

Inter-segment balances are eliminated upon consolidation and are reflected in the "eliminations" column. There are no inter-segment revenues. The nature of the Group's revenue and its disaggregation are provided in note 19.

6. DEFERRED TAX

	2025				
Figures in Rand Thousands	At 1 March 2024	Recognised in profit or loss	At 28 February 2025	Deferred tax asset	Deferred tax liability
Property, plant and equipment	(305 723)	(53 261)	(358 984)	–	(358 984)
Intangible assets	2 089	(7 109)	(5 020)	–	(5 020)
Lease liabilities	(117)	439	322	322	–
Finance lease receivables	(3 029)	(1 326)	(4 355)	–	(4 355)
Provisions	12 989	(94)	12 895	12 895	–
Deferred revenue	4 251	(175)	4 076	4 076	–
S24c allowance (future expenditure)	(716)	–	(716)	–	(716)
Unutilised tax losses	380 691	112 677	493 368	493 368	–
Total	**90 435**	**51 151**	**141 586**	**510 661**	**(369 075)**

	2024				
Figures in Rand Thousands	At 1 March 2023	Recognised in profit or loss	At 29 February 2024	Deferred tax asset	Deferred tax liability
Property, plant and equipment	(186 700)	(119 023)	(305 723)	–	(305 723)
Intangible assets	(41 473)	43 562	2 089	2 089	–
Lease liabilities	(223)	106	(117)	–	(117)
Finance lease receivables	(1 827)	(1 202)	(3 029)	–	(3 029)
Provisions	12 773	216	12 989	12 989	–
Deferred revenue	4 075	176	4 251	4 251	–
S24c allowance (future expenditure)	(716)	–	(716)	–	(716)
Unutilised tax losses	267 327	113 364	380 691	380 691	–
Total	**53 236**	**37 199**	**90 435**	**400 020**	**(309 585)**

The losses incurred by the Group are mainly attributable to its subsidiary, Tetra4. Phase 1 of the plant is now operating but has not reached nameplate capacity, and Tetra4 is producing and selling LNG under long-term contracts. Tetra4 also commenced selling LHe in March 2025 following the commissioning of the helium facility during the year under review.

As at 28 February 2025 the Group recognised a deferred tax asset attributable to estimated tax losses totalling R1 827.3 million (2024: R1 410.0 million). These tax losses do not expire unless the tax entity concerned ceases to operate for a period longer than a year. The tax losses are available to be off-set against future taxable profits. For tax years ending on or after 31 March 2023 companies with assessed losses will be entitled to set off a maximum of 80% of their assessed losses (subject to a minimum of R1.0 million) against taxable income in a specific year. Tax losses for which no deferred tax asset was recognised as at 28 February 2025 totalled R696.0 million (2024: R529.9 million).

A Group net deferred taxation asset of R141.6 million (2024: R90.4 million) has been recognised as it is estimated that future profits will be available against which the assessed losses can be utilised based on the latest financial projections prepared by Management. The key assumption used is the Group reaching nameplate capacity in the next financial year. Once achieved, the Group will move into a profitable, self-sustaining position from the revenue generated from the sale of LNG and LHe that will be produced from future operations, and the leasing of storage and related infrastructure to customers under eight-year contracts which came into effect during the 2023 financial year. Expected future profits (based on forecasts to 2043) underpin the valuation of the exploration and development assets amounting to R42.12 billion (2024: R42.12 billion) (see note 4).

7. RESTRICTED CASH

Figures in Rand Thousands	2025	2024
Non-current		
Environmental rehabilitation cash guarantee	15 086	8 838
Eskom Holdings SOC Limited ("Eskom") cash guarantee	7 993	8 405
	23 079	**17 243**
Current		
DFC	29 824	66 969
IDC	19 673	20 331
Debt Service Reserve Accounts ("DSRAs")	**49 497**	**87 300**
Total	**72 576**	**104 543**

Environmental rehabilitation cash guarantee

The Group has an obligation to manage the negative environmental impact associated with its operational activities in the Free State. In this regard, the Group has recognised a rehabilitation provision of R44.3 million (2024: R40.5 million) as disclosed in note 17. Cash totalling R15.1 million (2024: R8.8 million) is held in a restricted cash deposit account which has been ring-fenced for use towards the settlement of the environmental rehabilitation obligation. Tetra4 does not have access to this account due to restrictions on the use of the funds imposed by a third party. Interest earned on the cash deposit account is reinvested. This restricted cash has been classified as a non-current asset as the rehabilitation programme is not expected to commence in the next 12 months.

Eskom cash guarantee

The Eskom cash guarantee represents amounts held as security for the due payment of electricity accounts and as an early termination guarantee.

DSRAs

DFC

As part of the terms of the DFC finance agreement (see note 14) Tetra4 is required at any given date to reserve in a US-dollar-denominated bank account the sum of all payments of principal, interest and fees required to be made to the DFC within the next six months. Should Tetra4 default on any payments due and payable, the DFC reserves the right to fund the settlement of amounts due from this bank account. The bank account is restricted and all interest earned accrues to Tetra4. This interest is recorded in interest income on the statement of profit or loss and other comprehensive loss.

Refer to note 14 for the event of default relating to the DSRA requirements for the DFC loan.

IDC

Similar to the terms of the DFC finance agreement, Tetra4 is also required to reserve in a Rand-denominated bank account the sum of all payments of principal, interest and fees required to be made to the IDC within the next six months. Should Tetra4 default on any payments due and payable, the IDC reserves the right to fund the settlement of amounts due from this bank account. The bank account is restricted and all interest earned accrues to Tetra4. This interest is recorded in interest income on the statement of profit or loss and other comprehensive loss.

The DSRAs are held as security for the DFC and IDC loans (see note 14). Foreign exchange losses amounting to R2.8 million (2024: R2.3 million foreign exchange gains) were recognised during the year under review with respect to the DFC DSRA.

8. FINANCE LEASE RECEIVABLES

Figures in Rand Thousands	2025	2024
Finance lease receivables	43 799	48 948
Total	**43 799**	**48 948**

The classification of the above finance lease receivables between long-term and short-term is as follows:

Non-current		
Finance lease receivables	37 683	42 979
Current		
Finance lease receivables	6 116	5 969
Total	**43 799**	**48 948**

Finance lease arrangements

During the 2023 financial year Tetra4 entered into finance leasing arrangements, as a lessor, with two customers for certain equipment and infrastructure required for the delivery, storage, utilisation and conversion of LNG to natural gas. The average term of finance leases entered into is eight years. Generally, these lease contracts provide for the transfer of the ownership of the leased assets to the lessees upon the fulfilment of contract provisions, including but not limited to the settlement of all amounts due to Tetra4 under the lease contracts. Tetra4's finance lease arrangements do not include variable payments or lease modifications. The average effective interest rate contracted approximates 9.2% per annum.

The Directors of the Company estimate the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime ECLs using the simplified approach as the lessees are also the Group's only trade debtors (see note 1.6). None of the finance lease receivables at the end of the reporting period are considered to be impaired (2024: nil) given that there are no historical loss events and that the most recent assessment of market conditions (LNG prices and demand factors) and engagement with customers did not indicate any anticipated future events which could impact the settlement of amounts owed. Accordingly, any ECL allowance recognised would not be material.

The maturity analysis of finance lease receivables including the undiscounted lease payments to be received is as follows:

Figures in Rand Thousands	2025	2024
Amounts receivable under finance leases:		
Year 1	10 300	11 241
Year 2	10 300	10 376
Year 3	10 300	10 376
Year 4	10 300	10 376
Year 5	10 300	10 376
Year 6 onwards	7 723	17 293
Total undiscounted lease payments receivable	**59 223**	**70 038**
Less: unearned interest income	(15 424)	(21 090)
Net investment in the lease	**43 799**	**48 948**
Undiscounted lease payments analysed as:		
Recoverable after 12 months	48 923	58 797
Recoverable within 12 months	10 300	11 241
	59 223	**70 038**
Net investment in the lease analysed as:		
Recoverable after 12 months	37 683	42 979
Recoverable within 12 months	6 116	5 969
	43 799	**48 948**

8. FINANCE LEASE RECEIVABLES CONTINUED

The movements in finance lease receivables were as follows:

	2025				
Figures in Rand Thousands	At 1 March 2024	Interest income	Repayments – capital	Repayments – interest	At 28 February 2025
Finance lease receivables	48 948	5 210	(5 149)	(5 210)	43 799
Total	**48 948**	**5 210**	**(5 149)**	**(5 210)**	**43 799**

	2024					
Figures in Rand Thousands	At 1 March 2023	Lease remeasure-ment	Interest income	Repayments – capital	Repayments – interest	At 29 February 2024
Finance lease receivables	54 559	(11)	5 746	(5 600)	(5 746)	48 948
Total	**54 559**	**(11)**	**5 746**	**(5 600)**	**(5 746)**	**48 948**

The following table presents the amounts included in profit or loss:

Figures in Rand Thousands	Notes	2025	2024
Loss on remeasurement of finance lease receivables	22	–	(11)
Interest income – finance lease receivables	23	5 210	5 746
Total		**5 210**	**5 735**

9. TRADE AND OTHER RECEIVABLES

Figures in Rand Thousands	2025	2024
Financial instruments		
Trade receivables[1]	8 438	1 941
	8 438	**1 941**
Non-financial instruments		
Value-added taxation	1 904	13 759
Deposits	2 142	2 523
Prepayments[2]	13 541	14 486
	17 587	**30 768**
Total trade and other receivables	**26 025**	**32 709**

1. *The increase in trade receivables is attributable due to the overall increase in LNG sales during the year which impacted trade receivables that were outstanding at year-end.*
2. *Prepayments include advance payments for property damage and business interruption insurance for the LNG plant.*

Trade receivables are generally on 30-day terms and are not interest-bearing.

CATEGORISATION OF TRADE AND OTHER RECEIVABLES

Trade and other receivables are categorised as follows in accordance with IFRS 9: Financial Instruments.

Figures in Rand Thousands	2025	2024
At amortised cost	8 438	1 941
Non-financial instruments	17 587	30 768
Total	**26 025**	**32 709**

The Group applies a simplified approach of recognising lifetime ECLs for trade receivables as these items do not have a significant financing component (see note 1.6). None of the trade receivables at the end of the reporting period are considered to be impaired (2024: nil) given that there are no historical loss events and that the most recent engagement with customers did not indicate any anticipated future events which could impact the settlement of amounts owed. Management has also taken into account the short period exposed to credit risk in making the ECL assessment. Trade receivables due as at 28 February 2025 were settled in March 2025.

The carrying values of the Group's trade and other receivables are denominated in the following currencies:

Figures in Rand Thousands	2025	2024
Euros	2 901	–
South African Rands	23 124	32 709
Total	**26 025**	**32 709**

For purposes of the cash flow statement the movement in trade and other receivables comprises:

Figures in Rand Thousands	2025	2024
Trade and other receivables at the beginning of the year	32 709	31 657
Effect of creditors with debit balances	2 901	(5 043)
Trade and other receivables at the end of the year	(26 025)	(32 709)
Movement in trade and other receivables as per the cash flow statement	**9 585**	**(6 095)**

10. CASH AND CASH EQUIVALENTS

Figures in Rand Thousands	2025	2024
Cash and cash equivalents consist of:		
Cash at banks and on hand	11 152	24 711
Short-term deposits	17 165	446 364
Total	**28 317**	**471 075**

Cash at banks earns interest at floating rates. Short-term deposits are made for varying periods (less than three months) depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. The Group's cash and cash equivalents are primarily denominated in South African Rands. The amounts denominated in Australian Dollars at 28 February 2025 are immaterial (2024: R0.3 million). The amounts denominated in US Dollars at 28 February 2025 are immaterial (2024: immaterial). The Group banks with financial institutions with a ba2 Moody's standalone credit rating.

11. STATED CAPITAL

Figures in Thousands	2025	2024
Authorised		
500 000 000 no par value shares (number)	500 000	500 000
Reconciliation of number of shares issued		
Balance at 1 March	147 529	144 748
Issue of shares – ordinary shares issued for cash	7 376	2 580
Issue of shares – share incentive scheme, non-cash	142	201
Balance at 28/29 February	**155 047**	**147 529**

Figures in Rand Thousands	2025	2024
Reconciliation of stated capital		
Balance at 1 March	1 170 059	1 134 750
Issue of shares	42 558	35 309
Issue of shares – ordinary shares issued for cash	39 316	32 581
Issue of shares – share incentive scheme, non-cash	3 242	2 728
Share issue costs[1]	(2 315)	–
Balance at 28/29 February	**1 210 302**	**1 170 059**

1. *Share issue costs for the year were unpaid as at 28 February 2025.*

Shares issued for cash comprise:

Nature	Date	Number of shares issued '000	Issue price Rand	Value of shares issued R'000[1]
2025				
Issue of shares on the Johannesburg Stock Exchange	28 January 2025	7 376	5.33	39 316
Total		**7 376**		**39 316**
2024				
Issue of shares on the Johannesburg Stock Exchange	17 May 2023	545	18.30	10 000
Exercise of options[2]	Various	2 035	11.10	22 581
Total		**2 580**		**32 581**

1. *The value of shares issued is impacted by rounding.*
2. *Shares were issued to numerous parties consisting of existing and new domestic and international institutions and investors. Issue price represents the average exercise price of the options exercised during the year.*

12. EQUITY-SETTLED SHARE-BASED PAYMENTS

EMPLOYEE BONUS SHARE SCHEME

Shares were granted to Executive Directors, Senior Management and general employees of the Group on the dates specified below pursuant to the Bonus Share Scheme approved by shareholders in September 2017. All shares vest after three years of employment with the Group and there are no other vesting conditions. Shares granted to participants which have not yet vested lapse if the Director or employee leaves the Group. Vesting dates for shares issued under the Bonus Share Scheme are as follows:

Grant date	Vesting date
1 March 2020	1 March 2023
1 July 2021	1 July 2024
1 March 2022	1 March 2025

The fair value per share on grant date relates to the 30-day volume weighted average price ("VWAP") per share on the JSE on the grant date.

Reconciliation of shares granted to date:

	2025			2024		
	Number of shares granted '000	Fair value per share at grant date Rand[1]	Value of shares at grant date R'000	Number of shares granted '000	Fair value per share at grant date Rand[1]	Value of shares at grant date R'000
Balance at the beginning of the year	268		7 973	470		10 701
Vested shares for the year	(141)	22.78	(3 242)	(202)	13.55	(2 728)
Executive Directors	(106)	22.78	(2 425)	(160)	13.55	(2 161)
Senior Management	(11)	22.78	(260)	(26)	13.55	(356)
General employees	(24)	22.78	(557)	(16)	13.55	(211)
Balance at the end of the year[2]	**127**		**4 731**	**268**		**7 973**

1. *Numbers presented are impacted by rounding.*
2. *Forfeitures, awards granted and weighted average exercise price are all nil (2024: nil).*

12. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

ASX listing

Renergen granted share options to its ASX lead adviser, corporate adviser and Non-executive Director pursuant to the ASX IPO on 6 June 2019.

On 6 June 2019, 1.0 million share options with a strike price of AUD0.96 per option were granted to Dr David King, a Non-executive Director. A quarter (250 000) of these share options vested annually after every year of completed service. These share options lapsed on 26 July 2024.

On 6 June 2019, 3.4 million share options with a strike price of AUD0.96 per option and 1.7 million share options with a strike price of AUD0.80 per option were granted to the lead and corporate advisers. These share options vested on the grant date.

No share options were exercised during the year. In the prior year the ASX lead adviser and corporate adviser exercised 1.2 million share options (at AUD0.96 or an average of R11.83) and 0.8 million share options (at AUD0.80 or an average of R10.03), respectively. These movements are summarised in the table below.

Reconciliation of share options granted to date to the ASX lead adviser, corporate adviser and Non-executive Director:

	2025				2024			
	Number of share options granted '000	Fair value per share option at grant date Rand	Value of share options R'000	Weighted average exercise price Rand[1]	Number of shares awarded '000	Fair value per share option at grant date Rand	Value of shares R'000	Weighted average exercise price Rand[1]
Balance at 1 March	1 000		209	12.04	3 035		2 829	11.36
Exercised during the year[2]	–		–	–	(2 035)		(2 620)	11.08
ASX lead adviser	–	–	–	–	(1 190)	1.03	(1 226)	11.83
Corporate adviser	–	–	–	–	(845)	1.65	(1 394)	10.03
Lapsed during the year	(1 000)		(209)	12.04	–		–	–
Non-executive Director	(1 000)	0.21	(209)	12.04	–		–	–
Balance outstanding at 28/29 February	**–**		**–**	**–**	**1 000**		**209**	**12.04**
Exercisable at 28/29 February	**–**		**–**	**–**	**1 000**		**209**	**12.04**

[1] *Exercise prices are denominated in Australian Dollars and have been translated into South African Rand at the prevailing exchange rate at each year-end date or on the date that the share options were exercised.*
[2] *Refer to note 11 for shares issued for cash during the year.*

The fair value at grant date of all share options awarded was determined using the Monte Carlo Method.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

			Exercise price		Number of share options	
	Grant date	Expiry date	2025 Rand[1]	2024 Rand[1]	2025 '000	2024 '000
Non-executive Director	6 June 2019	26 July 2024	–	12.04	–	1 000
Total					**–**	**1 000**

[1] *Exercise prices are denominated in Australian Dollars and have been translated into South African Rand at the prevailing exchange rate at each year-end date.*

12. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

Equity-settled Share Appreciation Rights Plan ("SAR Plan")

The share options below were granted pursuant to the SAR Plan approved by shareholders in July 2021 (see note 1.7). Awards will be subject to the fulfilment of both predetermined performance conditions and continued employment. The share options are categorised into tiers, each of which will be linked to separate performance conditions and performance periods as follows:

Tier	Award price Rand	Performance period Years	Share price performance condition which must be achieved Rand	Share price percentage growth from award date[1]	Estimated market cap at achievement of share price performance hurdle Rand[2]
1	37.50	2	75	231%	8 813 105 025
2	50.00	3	100	341%	11 750 806 700
3	62.50	4	125	452%	14 688 508 375
4	75.00	5	150	562%	17 626 210 050

1. *Calculated on a 30-day VWAP as at 31 May 2021 (R22.65).*
2. *Calculated as share price which must be achieved multiplied by the number of shares in issue at the time the SAR Plan was adopted (117 508 067 shares).*

All awards are subject to malus and clawback, meaning unvested awards can be reduced or cancelled (by application of malus) and exercised and settled awards can be recouped (by application of clawback), should a trigger event occur during the holding period. The trigger events include but are not limited to:

- a material misstatement of the financial results resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any member of the Group;
- the fact that any information used to determine the quantum of an incentive was based on error or inaccurate or misleading information;
- action or conduct of a participant which, in the reasonable opinion of the Board, amounts to serious misconduct or gross negligence; or
- events or behaviour of a participant, or the existence of events attributable to a participant, which led to the censure of the Company or a member of the Group by a regulatory authority or have had a significant detrimental impact on the reputation of the Company.

There were no new SAR Plan awards during the year under review. In the prior year 0.9 million additional share options were awarded to Senior Management and general employees, 1.0 million share options lapsed upon termination of employment of participants and 0.9 million share options lapsed upon expiry date for Executive Directors and select Senior Management. On 18 December 2023, 2.2 million share options previously granted to Senior Management and general employees were reissued to more closely align to the Phase 2-scheduled turn-on date.

Reconciliation of share options granted to date under the SAR Plan:

	2025				2024			
	Number of share options granted '000	Fair value per share option at grant date Rand	Value of share options R'000	Weighted average exercise price Rand	Number of shares awarded '000	Fair value per share option at grant date Rand	Value of shares R'000	Weighted average exercise price Rand
Balance at 1 March	9 488		12 127	1.02	10 554		16 231	61.29
Granted during the year								
Executives, Senior Management and general employees	–		–	–	904		1 892	56.25
Tier 1	–	–	–	–	226	4.64	1 050	37.50
Tier 2	–	–	–	–	226	2.20	498	50.00
Tier 3	–	–	–	–	226	1.14	258	62.50
Tier 4	–	–	–	–	226	0.38	86	75.00
Lapsed during the year								
Executives, Senior Management and general employees	(1 795)		(3 779)	51.73	(1 970)		(5 996)	49.77
Tier 1	(45)	4.64	(209)	37.50	(1 094)	4.64	(5 074)	37.50
Tier 2	(1 563)	2.20	(3 439)	50.00	(194)	2.20	(427)	50.00
Tier 3	(80)	1.14	(91)	62.50	(309)	1.14	(353)	62.50
Tier 4	(107)	0.38	(40)	75.00	(373)	0.38	(142)	75.00
Total shares awarded to date	**7 693**		**8 348**	**–**	**9 488**		**12 127**	**1.02**
Exercisable at 28/29 February	**–**		**–**	**–**	**–**		**–**	**–**

12. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

The fair value at grant date of all share options awarded was determined using the Monte Carlo Method. The significant inputs into the model are provided below:

		Tier 1	Tier 2	Tier 3	Tier 4
Spot price	(Rand)	30.14	30.14	30.14	30.14
Volatility	(%)	52.6	39.5	32.9	26.3
Risk-free rate	(%)	5	5	5	5
Option life	(Years)	2	3	4	5
Strike price	(Rand)	37.50	50.00	62.50	75.00
Dividend yield	(%)	0	0	0	0

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

			Exercise price		Number of share options	
	Grant date	Expiry date	2025 Rand	2024 Rand	2025 '000	2024 '000
Tier 2	17 Dec 2021	17 Dec 2024	50.00	50.00	–	1 350
Tier 3	17 Dec 2021	17 Dec 2025	62.50	62.50	1 836	1 836
Tier 4	17 Dec 2021	17 Dec 2026	75.00	75.00	2 322	2 322
Tier 2	1 Mar 2022 – Feb 2023	17 Dec 2024	50.00	50.00	–	150
Tier 3	1 Mar 2022 – Feb 2023	17 Dec 2025	62.50	62.50	250	250
Tier 4	1 Mar 2022 – Feb 2023	17 Dec 2026	75.00	75.00	400	400
Tier 1	18 Dec 2023	17 Dec 2025	37.50	37.50	489	534
Tier 2	18 Dec 2023	17 Dec 2026	50.00	50.00	623	686
Tier 3	18 Dec 2023	17 Dec 2027	62.50	62.50	819	899
Tier 4	18 Dec 2023	17 Dec 2028	75.00	75.00	954	1 061
Total					**7 693**	**9 488**

RECONCILIATION OF SHARE-BASED PAYMENTS RESERVE

Figures in Rand Thousands	2025	2024
Balance at the beginning of the year	26 445	21 099
Bonus share scheme – share-based payments expense for Renergen participants charged to profit or loss[1]	1 456	757
Executive Directors	1 302	621
Senior Management	134	88
General employees	20	48
Bonus share scheme – share-based payments expense for Tetra4 participants[1]	450	1 767
Executive Directors	–	1 262
Senior Management	92	47
General employees	358	458
SAR Plan[1]	1 209	5 550
Renergen	943	4 297
Tetra4	266	1 221
Cryovation	–	32
Shares which lapsed during the year[1]	–	–
Vested shares issued during the year	(3 242)	(2 728)
Balance at the end of the year	**26 318**	**26 445**

1. *Total share-based payments expenses amount to R3 115 000 for the year (2024: R8 074 000).*

13.1 SUBSIDIARIES

Figures in Rand Thousands	Notes	Country of registration	Principal place of business	% Holding		Carrying amount in the separate financial statements of the Company	
				2025	2024	2025	2024
Tetra4		South Africa	South Africa	94.5%	94.5%	1 944 785	1 790 068
Balance at 1 March						1 790 068	630 006
Conversion of loan to equity						–	1 412 705
Disposal of 2.85% interest						–	(285 000)
Purchase of Tetra4 shares[1]						154 000	–
Equity contribution relating to share-based payments	12					717	1 767
Other equity contribution[2]						–	30 590
Cryovation		South Africa	South Africa	100%	100%	12 382	12 382
Balance at 1 March						12 382	12 350
Equity contribution relating to share-based payments	12					–	32
Renergen US		USA	USA	100%	100%	5 000	5 000
Balance at 1 March						5 000	–
Equity contribution relating to initial investment						–	5 000
Total						**1 962 167**	**1 807 450**

1. *On 31 August 2024, 21 October 2024 and 29 January 2025 Renergen subscribed a total of 13 216 additional Tetra4 ordinary shares for a total cash consideration of R154.0 million. According to the Subscription and Shareholders' Agreement between MGE and Tetra4, the shareholding percentage in Tetra4 will remain unchanged until 31 December 2025. As such, Renergen's ownership interest in Tetra4 remains at 94.5%.*
2. *Prior year other equity contribution refers to capitalised interest totalling R15.7 million and expenses recharged to Tetra4 totalling R14.9 million. Previously these transactions were allocated to the Tetra4 loan account. Due to the conversion of the Tetra4 loan to equity the transactions were allocated to the investment account.*

The other equity contribution attributable to Tetra4 is comprised of the following:

Figures in Rand Thousands	2025	2024
Interest treated as an equity contribution in Tetra4	–	15 679
Expenses paid on behalf of Tetra4[3]	–	14 911
Total	**–**	**30 590**

3. *Expenses paid on behalf of Tetra4 mainly comprised employee costs, advisory costs and legal costs.*

The Company's interests in subsidiaries are outlined in the table above and the proportion of ownership interest held equals the voting rights held by the Company. A description of the Cryovation, Renergen US and Tetra4 operations is provided in note 5.

Renergen has two share schemes under which its shares are granted to Executives, Senior Management and other employees who can influence the growth of the Group – the Bonus Share Scheme implemented in 2017 and the SAR Plan implemented in December 2021 pursuant to approvals obtained from shareholders. This note should be read together with note 12.

All entities within the Group are consolidated. There are no unconsolidated structured entities.

13.2 NON-CONTROLLING INTEREST

Tetra4, a 94.5%-owned subsidiary of the Company, has a material NCI. Tetra4 is the only subsidiary of the Company with a NCI.

On 27 February 2024 the Company disposed of a 2.85% interest in Tetra4 to Mahlako Gas Energy ("MGE"). The fair value of the consideration received was R285.0 million. On the same day MGE acquired a further 2.65% interest in Tetra4 by subscribing for shares in Tetra4 for R265.0 million (fair value of consideration). The carrying amount of Tetra4's net assets on 27 February 2024 was R1 399.4 million. The net assets attributable to a 5.5% interest on that date amounted to R77.0 million. Accordingly, the Group recognised an increase in NCI of R77.0 million and an increase in equity attributable to equity holders of Renergen amounting to R473.0 million in that year.

On 31 August 2024, 21 October 2024 and 29 January 2025 Renergen subscribed a total of 13 216 additional Tetra4 ordinary shares for a total cash consideration of R154.0 million. According to the Subscription and Shareholders' Agreement between MGE and Tetra4, the shareholding percentage in Tetra4 will remain unchanged until 31 December 2025. As such, NCI's ownership interest in Tetra4 remains at 5.5%, resulting in an increase in NCI.

Tetra4's summarised financial information, before intra-group eliminations, is presented below together with amounts attributable to NCI.

Figures in Rand Thousands	2025	2024
Summarised statement of profit or loss and other comprehensive loss (100%)		
Revenue	52 113	28 952
Costs of sales	(80 173)	(18 885)
Gross (loss)/profit	**(28 060)**	**10 067**
Other operating income	227	9 778
Share-based payments expense	(717)	(1 767)
Other operating expenses	(171 352)	(109 787)
Operating loss	**(199 902)**	**(91 709)**
Interest income	9 802	9 074
Interest expense and imputed interest	(46 315)	(21 697)
Taxation	39 907	33 335
Loss for the year	**(196 508)**	**(70 997)**
Other comprehensive income for the year	–	110
Total comprehensive loss for the year	**(196 508)**	**(70 887)**
Summarised statement of financial position (100%)		
Non-current assets	2 181 907	2 064 920
Current assets	98 390	309 423
Non-current liabilities	(113 235)	(805 632)
Current liabilities	(785 653)	(145 511)
Summarised cash flows (100%)		
Cash flows used in operating activities	(100 105)	(14 560)
Cash flows used in investing activities	(99 936)	(307 633)
Cash flows generated from financing activities	29 249	470 219
Net (decrease)/increase in cash and cash equivalents	**(170 792)**	**148 026**

Tetra4 did not declare a dividend during the year under review (2024: Rnil). Tetra4's operations are included under the Tetra4 segment (see note 5).

The comprehensive loss attributed to the NCI is outlined below:

	2025				2024		
Figures in Rand Thousands	**NCI in subsidiary**	**Total comprehensive loss allocated to NCI**	**NCI share of equity contribution**	**Accumulated NCI**	**NCI in subsidiary**	**Total comprehensive income allocated to NCI**	**Accumulated NCI**
Tetra4	**5.5%**	**10 808**	**(9 329)**	**75 977**	**5.5%**	**(487)**	**77 456**

14. BORROWINGS

Figures in Rand Thousands	2025	2024
Held at amortised cost		
Molopo Energy Limited ("Molopo")	53 205	46 960
DFC	546 393	624 181
IDC	160 590	173 437
SBSA	169 159	333 798
AIRSOL	137 595	57 753
Total	**1 066 942**	**1 236 129**

The classification of the above borrowings between long term and short term is as follows:

Non-current		
Molopo	53 205	46 960
DFC	–	540 957
IDC	–	160 742
	53 205	748 659
Current		
DFC	546 393	83 224
IDC	160 590	12 695
SBSA	169 159	333 798
AIRSOL	137 595	57 753
	1 013 737	487 470
Total	**1 066 942**	**1 236 129**

Movements in the Group's borrowings are analysed in note 28.

Molopo

Tetra4 entered into a R50.0 million loan agreement with Molopo on 11 April 2014. The loan term was for a period of 10 financial years and six months commencing on 1 July 2014 (repayable on 31 August 2024). During this period the loan was unsecured and is interest free. The loan was discounted on initial recognition and the unwinding of the discount applied on initial recognition was recognised in borrowing costs as imputed interest.

As the loan was not repaid on 31 August 2024 it now accrues interest at the prime lending rate plus 2% (13.00% on 28 February 2025). The loan can only be repaid when Tetra4 declares a dividend and utilises a maximum of 36% of the distributable profits in order to pay the dividend. It is not expected that the loan or interest will be repaid in the next 12 months given the unavailability of distributable profits based on Tetra4's most recent forecasts. As such, the loan is classified as long term. The loan accrued interest amounting to R6.2 million for the year (at an average rate of 13.33%) (2024: R4.0 million (at an average rate of 12.75%)). The Molopo loan outstanding on 28 February 2025 amounted to R53.2 million (2024: R47.0 million).

On 14 November 2024 Molopo initiated legal proceedings against Tetra4 in the High Court of South Africa, Gauteng Local Division, Johannesburg, by issuing a summons alleging a breach of contract when Renergen sold the 5.5% stake in Tetra4 to MGE. The claim pertains to a written loan agreement concluded between Molopo, as the lender, and Tetra4, as the borrower, on or about 11 April 2014. As a consequence, Molopo has purported to cancel the loan agreement, which cancellation is disputed by Tetra4 on the basis that the investment by MGE did not constitute a payment by Tetra4 to its parent in the sale. According to the Lead Times Bulletin for the High Court in Gauteng the soonest hearing date is estimated to only take place in four years and nine months, hence the loan continues to be classified as non-current.

DFC

Tetra4 entered into a US$40.0 million finance agreement with the DFC on 20 August 2019 ("Facility Agreement"). The first drawdown of US$20.0 million took place in September 2019, the second drawdown of US$12.5 million in June 2020 and the final drawdown of US$7.5 million on 28 September 2021. Tetra4 shall repay the loan in equal quarterly instalments of US$1.08 million (R19.9 million using the rate at 28 February 2025) on each payment date which began on 1 August 2022 and will end on 15 August 2031. The loan is secured by a pledge of the Group's assets under construction, land and the DSRA disclosed in notes 3 and 7.

Interest

The first drawdown of $20.0 million attracts interest of 2.11% per annum. Interest on the second and final drawdowns is 1.49% and 1.24% per annum, respectively.

Interest is payable by Tetra4 to the DFC quarterly on 15 February, 15 May, 15 August and 15 November of each year (repayment dates) for the duration of the loan. Qualifying interest attributable to assets under construction, within PPE, is capitalised in line with the Group policy. Interest incurred during the year totalled US$0.5 million (R9.9 million) (2024: US$0.6 million (R11.7 million)).

14. BORROWINGS CONTINUED

Guarantee fee

A guarantee fee of 4% per annum is payable by Tetra4 to the DFC on any outstanding loan balance. The guarantee fee is payable quarterly on the repayment dates. Tetra4 incurred guarantee fees totalling US$1.2 million (R22.6 million) during the year under review (2024: US$1.4 million (R26.6 million)).

Commitment fee

A commitment fee of 0.5% per annum is payable by Tetra4 to the DFC on any undisbursed amounts under the Facility Agreement. Commitment fees were payable quarterly on the repayment dates. Tetra4 did not pay any commitment fees as there were no undrawn amounts during the year under review (2024: Rnil).

Facility fee

A once-off facility fee of US$0.4 million (R4.8 million) was paid by Tetra4 to the DFC prior to its first drawdown on 26 September 2019.

Maintenance fee

An annual maintenance fee of US$0.04 million is payable by Tetra4 to the DFC for the duration of the loan term and is payable on 15 November of each year (commenced on 15 November 2020). The maintenance fee covers administrative costs relating to the loan. Tetra4 incurred maintenance fees amounting to US$0.04 million (R0.6 million) during the year under review (2024: US$0.04 million (R0.7 million)).

Non-payment of quarterly DFC repayments

To preserve cash resources prior to completing the fundraising for Phase 1C, the Company engaged with the DFC and sought their approval beforehand to not remit the quarterly instalment due on 15 February 2025 which would have covered principal, interest and guarantee payments. Furthermore, the Company requested the DFC for exemption from maintaining the required funds in the DSRA. The non-payment of the quarterly repayment, deviation from the DSRA requirements and failure to make required notifications therefore resulted in default events under the terms of the loan agreement. Whilst the DFC was agreeable to the requests made by the Company and subsequently provided a default waiver after the reporting period (see note 35), effectively resolving cross-default issues related to the SBSA and IDC loan, the default event existed as at 28 February 2025. Under IFRS Accounting Standards liabilities must be classified as current if an entity lacks an unconditional right to defer settlement for at least 12 months after the reporting period (see waiver conditions below). As such, both the DFC and IDC loans were classified as current as at 28 February 2025. Other default events on the DFC loan as at 28 February 2025 included the following:

- reporting defaults arising from changes of ownership and changes in material contracts; and
- the reporting default arising from the Molopo litigation. The Group's response to the Molopo litigation is outlined on page 15.

The conditional waiver provided by the DFC on 9 April 2025 (see note 35) stipulates the following:

- Settlement of the outstanding quarterly repayment and remediation of the DSRA requirements by 31 May 2025.
- No action or judgment is taken against Tetra4 with respect to the Molopo litigation.
- Successful completion of the construction of the VGP within agreed timelines.
- Sufficient equity contributions by Renergen to Tetra4 within the agreed timelines.
- Successful verification of the change in ownership.

The default on the DFC loan resulted in cross-defaults on the IDC and SBSA loans. As highlighted above, the Company secured waivers from the DFC, effectively resolving cross-default issues related to the SBSA and IDC loan. Like the DFC loan, the IDC loan was classified as current as at 28 February 2025. The SBSA loan, which is due within 12 months, was already classified as current.

Debt covenants

The following debt covenants apply to the DFC loan:

a) Tetra4 is required to maintain at all times (i) a ratio of all interest-bearing debt to EBITDA of not more than 3.0 to 1; (ii) a ratio of current assets to current liabilities of not less than 1 to 1; and (iii) a reserve tail ratio of not less than 25%.

b) Tetra4 is required to maintain at all times (i) a ratio of cash flow for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, to debt service for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, of not less than 1.30 to 1; and (ii) a ratio of cash flow for the most recently completed four (4) consecutive full fiscal quarters, taken as a single accounting period, to debt service for the next succeeding four (4) consecutive full fiscal quarters of not less than 1.3 to 1.

c) Tetra4 is required to ensure that the DSRA (note 7) is funded in the aggregate of all amounts due to the DFC within the next six months.

The covenants in (a) and (b) will apply from 15 August 2025. As of 28 February 2025 Tetra4 did not meet covenant (c). On 9 April 2025 the DFC provided a waiver to address this default as set out above. Tetra4, however, believes that it will be able to comply with the covenants throughout the tenure of the loan.

"Reserve tail ratio" means, for any calculation date, the quotient obtained by dividing (a) all of the borrower's remaining proved reserves as of such calculation date by (b) all of the borrower's proved reserves as of the date of this agreement.

14. BORROWINGS CONTINUED

IDC

Tetra4 entered into a R160.7 million loan agreement with the IDC on 17 December 2021. An amount of R158.8 million was drawn down on 22 December 2021 and is repayable in 102 equal monthly payments which commenced in July 2023. The loan terms included a 12-month interest capitalisation and an 18-month capital repayment moratorium. The loan accrues interest at the prime lending rate plus 3.5% (14.5% on 28 February 2025) and is secured by a pledge of Tetra4's assets under construction, land and the DSRA disclosed in notes 3 and 7. The IDC loan outstanding on 28 February 2025 amounted to R160.6 million (2024: R173.4 million) and interest accrued during the year amounted to R25.5 million (2024: R27.2 million). Qualifying interest attributable to assets under construction, within PPE, is capitalised in line with the policy of the Group.

Debt covenants

The following debt covenants apply to the IDC loan.

a) Tetra4 is required to maintain the same financial and reserve tail ratios, and a DSRA as mentioned under the DFC loan.
b) In addition, Tetra4 shall not make any shareholder dividend distribution, repay any shareholders' loans and/or pay any interest on shareholders' loans or make any payments whatsoever to its shareholders without the IDC's prior written consent, if:
   - Tetra4 is in breach of any term of the loan agreement; or
   - the making of such payment would result in a breach of any one or more of the financial ratios above.

The covenants in (a) will apply from 15 August 2025. Tetra4 was in compliance with the covenant under (b) above for the year and believes that it will be able to comply with the covenants throughout the tenure of the loan. Tetra4 maintains a DSRA with respect to the IDC loan.

SBSA

Renergen obtained a R155.0 million secured loan from SBSA on 30 August 2024 ("SBSA Loan"). The first drawdown of R103.3 million occurred on 31 August 2024 and the second drawdown of R51.7 million occurred on 17 October 2024. Proceeds were used to fund the working capital and expansion of the VGP. Part of the proceeds of the SBSA Loan were also used to pay transaction costs attributable to the loan arrangement.

The SBSA Loan accrues interest at a rate linked to three-month JIBAR plus a variable margin (JIBAR plus the margin equated to 20.70% on 28 February 2025). Interest is compounded and capitalised to the principal amount owing. The SBSA Loan is repayable on the earlier of the receipt of proceeds from the proposed Renergen Nasdaq IPO or 30 August 2025.

The SBSA Loan is secured by a third ranking pledge of Tetra4's assets and shares held by Renergen in Tetra4. In addition, CRT Investments Proprietary Limited ("CRT") an associate of Mr Nicholas Mitchell, and MATC Investments Holdings Proprietary Limited ("MATC") an associate of Mr Stefano Marani, have entered into cession and pledge agreements ("Pledges") with SBSA, in terms of which CRT and MATC have pledged and ceded as security, which remains in CRT and MATC's possession unless called, collectively 17 314 575 Renergen ordinary shares ("Pledged Shares"), to and in favour of SBSA. CRT and MATC's potential liability under the security given in respect of such financial obligation is capped at the lower of the value of the Pledged Shares or R155.0 million.

The Molopo litigation and the need to procure the requisite equity injection by 24 January 2025 resulted in events of default with respect to the SBSA loan agreement. SBSA provided a waiver for the Molopo litigation default event but reserves all its rights with respect to the default on the equity injection. To date, no further remedies have been requested by SBSA due to the progress achieved in securing funding for the VGP. The SBSA Loan outstanding on 28 February 2025 amounted to R169.2 million (2024: R333.8 million) and interest accrued during the year amounted to R16.5 million (2024: R30.8 million). In light of the agreed forbearance of the DFC payment for the quarterly instalment for February 2025, a waiver was sought from SBSA and was issued to Tetra4 on 28 February 2025 in respect of the technical cross-default provisions.

AIRSOL

Renergen entered into a US$7.0 million unsecured convertible debenture subscription agreement ("Subscription Agreement") with AIRSOL, an Italian wholly-owned subsidiary of SOL S.p.A, on 30 August 2023 for the subscription by AIRSOL in Renergen debentures in two tranches of US$3.0 million ("Tranche 1") and US$4.0 million ("Tranche 2"). Tranche 1 proceeds were received on 30 August 2023 and on 18 March 2024 AIRSOL subscribed for Tranche 2 debentures and Renergen received US$4.0 million (R74.6 million). This transaction is linked to the Nasdaq IPO.

The debentures initially had a maturity date of 28 February 2025, which has been extended to 31 August 2025, and accrue interest at a rate of 13% per annum, calculated and compounded semi-annually on the outstanding principal amount. Interest is payable on 28 February and 31 August of each year during the term of the debentures.

On maturity the debentures can be settled in cash or converted to shares in Renergen at a conversion rate to be determined by dividing the outstanding principal amount by the conversion price. The conversion price has been agreed as follows:

- If the Nasdaq IPO has not been completed before the maturity date of the debentures, the conversion price will be 90% of the 30-day volume weighted average traded price of Renergen shares on the Johannesburg Stock Exchange.
- If the Nasdaq IPO has occurred before the maturity date of the debentures and the shares to be issued are Renergen shares admitted to trading on the JSE, the conversion price will be 90% of the Rand equivalent of the deemed US$ price per share applicable in the IPO.
- If the Nasdaq IPO has occurred before the maturity date of the debentures and the shares to be issued are Renergen American Depositary Shares ("ADSs"), the conversion price will be 90% of the Rand equivalent of the US$ issue price per ADS.

Debentures outstanding on 28 February 2025 amounted to US$7.5 million (R137.6 million) (2024: US$3.0 million (R57.8 million)) and interest accrued during the year amounted to US$0.9 million (R16.5 million) (2024: US$0.2 million (R3.6 million)).

The debentures have been classified as short term as they have a maturity date of 31 August 2025. They do not have an equity component as they are convertible into variable number of shares.

15. LEASE LIABILITIES

Figures in Rand Thousands	2025	2024
Non-current	10 011	11 613
Current	1 769	1 815
Total	**11 780**	**13 428**

The maturity analysis of lease liabilities is as follows:

Lease payments		
Due within one year	3 086	3 534
Due within two to three years	11 285	6 902
Due within four to five years	1 160	7 668
Due over five years	–	961
	15 531	**19 065**
Finance charges	(3 751)	(5 637)
Net present value	**11 780**	**13 428**

The lease liabilities relate to the lease of certain motor vehicles and the head office building. The net book value of the right-of-use assets as at 28 February 2025 is R10.5 million (2024: R13.8 million) (see note 3). The lease term for motor vehicles is five years and 5.75 years for the head office building. Details relating to the head office lease are provided in note 3.

There were no breaches or defaults on contracts during the current or prior year.

The expenses relating to lease payments not included in the measurement of the lease liabilities are as follows:

Figures in Rand Thousands	2025	2024
Leases of low-value assets	118	275
Total	**118**	**275**

As at 28 February 2025 the Group was committed to leases of low-value assets and total commitments at that date were R0.1 million (2024: R0.2 million). Payments made during the year relating to low-value leases totalled R0.1 million (2024: R0.3 million).

A reconciliation for the related right-of-use assets is provided in note 3 and the interest expense on leases is disclosed in note 24.

The movements in lease liabilities are outlined below:

	2025				
Figures in Rand Thousands	At 1 March 2024	Interest expense	Interest paid	Lease payments	At 28 February 2025
Lease liabilities	13 428	1 918	(1 918)	(1 648)	11 780
Total	**13 428**	**1 918**	**(1 918)**	**(1 648)**	**11 780**

	2024						
Figures in Rand Thousands	At 1 March 2023	Derecognition	New leases	Interest expense	Interest paid	Lease payments	At 29 February 2024
Lease liabilities	2 292	(831)	13 668	998	(998)	(1 701)	13 428
Total	**2 292**	**(831)**	**13 668**	**998**	**(998)**	**(1 701)**	**13 428**

During the prior year the Group derecognised a leased motor vehicle with a book value of R0.9 million which was stolen. A reconciliation for the loss on derecognition of leasing arrangement is reconciled below:

Figures in Rand Thousands	Notes	2024
Carrying amount of right-of-use asset derecognised	3	(915)
Carrying amount of the lease liability derecognised		831
Insurance recovery		10
Loss on derecognition of leasing arrangement	**27**	**(74)**

16. DEFERRED REVENUE

Figures in Rand Thousands	2025	2024
Balance at 1 March	15 743	15 093
Foreign exchange (gains)/losses	(648)	650
Balance at 28/29 February	**15 095**	**15 743**

Tokens to the value of $0.8 million (R15.0 million at transaction date) (3 556 units at a price of $225 (R4 206) per unit) were issued during the 2023 financial year. The tokens have no expiry date. When a token is redeemed revenue relating to the transaction is recognised at the original value at which the token was issued.

For purposes of the cash flow statement, the movement in deferred revenue excludes the foreign exchange (gains)/losses as these exchange differences are unrealised.

17. PROVISIONS

RECONCILIATION OF PROVISIONS

	2025			2024			
Figures in Rand Thousands	At 1 March 2024	Unwinding of discount	At 28 February 2025	At 1 March 2023	Reversals	Unwinding of discount	At 29 February 2024
Non-current							
Environmental rehabilitation	40 452	3 883	44 335	37 564	(655)	3 543	40 452
Current							
Environmental rehabilitation	–	–	–	2 400	(2 400)	–	–
Total	**40 452**	**3 883**	**44 335**	**39 964**	**(3 055)**	**3 543**	**40 452**

Prior year decreases in expected costs with respect to the rehabilitation provision were recorded against the rehabilitation asset within PPE (see note 3).

ENVIRONMENTAL REHABILITATION

The Group has production and exploration rights on land in the Free State (South Africa). Exploration is currently ongoing and a provision of R44.3 million (2024: R40.5 million) has been recognised with respect to the rehabilitation of this land. This amount is based on an estimate of the costs to be incurred to address the following:

- disturbed infrastructure areas;
- existing production wells and all exploration wells;
- general surface rehabilitation;
- monitoring; and
- latent/residual environmental risk related to resealing wells.

The Group recognises the rehabilitation provision at the present value of estimated future cash flows associated with the rehabilitation, discounted at a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

Gross cost to rehabilitate

The Group estimates that, based on current environmental and regulatory requirements, the total undiscounted rehabilitation cost is approximately R59.5 million (2024: R48.8 million). The discount rate applied in determining the rehabilitation obligation as at 28 February was 10.0% (2024: 9.6%).

This note should be read together with notes 3 and 7.

18. TRADE AND OTHER PAYABLES

Figures in Rand Thousands	2025	2024
Financial instruments		
Trade payables	70 206	53 367
Accrued expenses	22 035	19 918
	92 241	**73 285**
Non-financial instruments		
Accrued leave pay	4 172	3 995
Accrued bonuses	–	4 445
Other	–	547
	4 172	**8 987**
Total	**96 413**	**82 272**

The carrying values of the Group's trade and other payables are denominated in the following currencies:

US Dollars	19 292	31 189
Australian Dollars	349	224
Euros	2 041	3 562
South African Rands	74 731	47 297
Total	**96 413**	**82 272**

For purposes of the cash flow statement the movement in trade and other payables comprises:

Trade and other payables at the beginning of the year	(82 272)	(92 313)
Eliminated in the cash flow statement:		
Accruals attributable to		
– share issue costs	(2 315)	2 208
– leave pay	(209)	(906)
– bonuses	4 064	–
– audit fees	(1 127)	100
– Non-executive Directors' fees	(918)	(474)
– assets under construction	(17 749)	54 422
– intangible assets	(327)	–
Net foreign exchange losses	(420)	(2 962)
Exchange differences on translation of foreign operations	318	(74)
Reclassification between debtors and creditors	(2 901)	5 043
Trade and other payables at the end of the year	96 413	82 272
Movement in trade and other payables as per the cash flow statement	**(7 443)**	**47 316**

19. REVENUE

Figures in Rand Thousands	2025	2024
Revenue from contracts with customers		
Sale of LNG	52 113	28 952
Total	**52 113**	**28 952**

All of the Group's revenue is recognised when products are delivered to the destination specified by the customer and the customer has gained control of the products through their ability to direct the use of and obtain substantially all the benefits from the products.

This note should be read together with note 5 which provides details on the concentration of revenue.

20. COST OF SALES

Figures in Rand Thousands	2025	2024
Employee costs	5 215	1 701
Plant depreciation	34 237	1 522
Fuel and lubricants	11 977	2 269
Plant waste disposal	–	78
Movement in inventory	(902)	(1 631)
Utilities	29 646	14 946
Total	**80 173**	**18 885**

21. OTHER OPERATING INCOME

Figures in Rand Thousands	2025	2024
Profit on disposal of property, plant and equipment (note 3)	120	–
Gain on remeasurement of financial liability (note 28)	–	9 571
Other income	107	207
Total	**227**	**9 778**

22. OTHER OPERATING EXPENSES

Figures in Rand Thousands	2025	2024
Operating expenses by nature		
Consulting and advisory fees	12 943	11 764
Listing costs	3 184	1 979
Employee costs[1]	27 489	25 681
Pension costs – defined contribution plans	3 383	1 031
Depreciation and amortisation[2]	28 320	18 447
Computer and IT expenses	5 702	5 410
Security	9 990	7 459
Selling and distribution expense[3]	10 942	7 910
Net foreign exchange losses	9 857	14 730
Loss on derecognition of leasing arrangement	–	74
Loss on remeasurement of finance lease receivables	–	11
Insurance[4]	12 257	3 643
Travel and accommodation	2 292	2 388
Repairs and maintenance[5]	29 078	17 022
Office expenses	3 047	4 343
Health and safety	3 528	3 848
Audit fees	2 062	2 226
Legal and professional fees[6]	10 012	3 634
Other operating costs	7 574	10 328
Directors' fees – Non-executive	1 571	2 793
Executive Directors' remuneration[7]	13 565	2 147
Total	**196 796**	**146 868**

1. *Excludes employee costs amounting to R5.2 million (2024: R1.7 million) attributable to the processing of gas sold which are included in cost of sales.*
2. *Refer to the depreciation reconciliation provided in note 27.*
3. *Increase attributable to increased LNG operations relative to the prior year.*
4. *The increase in insurance is due to assets brought into use during the year for which the insurance expense is no longer capitalised.*
5. *The increase in repairs and maintenance costs is attributable to an increase in machine uptime and machine hours.*
6. *The increase in legal and professional fees is due to advisory fees for the Nasdaq IPO and for the legal matters outlined in the Litigation section on page 15.*
7. *Directors' fees amounting to R6.7 million (2024: R15.2 million) were capitalised to assets under construction (note 3) during the year under review.*

23. INTEREST INCOME

Figures in Rand Thousands	2025	2024
Interest income – cash and cash equivalents	5 574	4 210
Interest income – finance lease receivables	5 210	5 746
Interest income – South African Revenue Service	–	897
Total	**10 784**	**10 853**

Interest received as presented in the statement of cash flows comprises:

Interest income – cash and cash equivalents	5 574	4 210
Interest income – finance lease receivables	5 210	5 746
Interest income – South African Revenue Service	–	897
Interest received per the statement of cash flows	**10 784**	**10 853**

24. INTEREST EXPENSE AND IMPUTED INTEREST

Figures in Rand Thousands	Notes	2025	2024
Interest – leasing arrangements	15	1 918	998
Interest – borrowings	28	74 439	15 521
Imputed interest – rehabilitation provision	17	3 883	3 543
Interest – suppliers		869	2 682
Interest – other		10	3
Total		**81 119**	**22 747**

Interest paid as presented in the statement of cash flows comprises:

Interest – leasing arrangements	1 918	998
Interest – suppliers and other	879	2 685
Interest paid on leasing and other arrangements per the statement of cash flows	**2 797**	**3 683**

25. TAXATION

Figures in Rand Thousands	2025	2024
Major components of the tax income		
Deferred		
Originating and reversing temporary differences	51 151	37 199
Total	**51 151**	**37 199**
Reconciliation of effective tax rate		
Accounting loss before taxation	(298 079)	(146 991)
Tax at the applicable tax rate of 27% (2024: 27%)	80 481	39 688
Tax effect of:		
Non-deductible expenses		
– Share-based payments	(841)	(2 180)
– Imputed interest expense	(2 735)	144
– Penalties	(29)	(46)
– Listing fees	(530)	–
– Legal	(3 196)	–
– Bursaries	–	(295)
Current year losses for which no deferred tax asset has been recognised	(38 778)	(25 544)
Special oil and gas allowances[1]	15 731	25 303
Increase in rehabilitation guarantee	1 048	132
Other	–	(3)
Total	**51 151**	**37 199**

1. *See note 1.8.*

26. OTHER RESERVES

Figures in Rand Thousands	2025	2024
Revaluation reserve	702	702
Foreign currency translation reserve	244	(74)
Balance at the end of the year	**946**	**628**

26.1 REVALUATION RESERVE

Balance at the beginning of the year	702	598
Revaluation during the year	–	104
Balance at the end of the year	**702**	**702**

Details pertaining to the revaluation of properties are provided in note 3.

26.2 FOREIGN CURRENCY TRANSLATION RESERVE

Balance at the beginning of the year	(74)	–
Foreign exchange gains/(losses) arising on translation of foreign operation	318	(74)
Balance at the end of the year	**244**	**(74)**

The foreign currency translation reserve is used to recognise foreign exchange differences arising on the translation of the Company's foreign subsidiary (Renergen US) with a currency other than the presentation currency.

27. CASH USED IN OPERATIONS

Figures in Rand Thousands	Notes	2025	2024
Loss after taxation		(246 928)	(109 792)
Cash adjustments			
Interest income – cash and cash equivalents	23	(5 574)	(5 107)
Interest income – finance lease receivables	23	(5 210)	(5 746)
Interest expense – suppliers and other	24	879	2 685
Interest expense – borrowings	24, 28	68 194	10 026
Interest expense – leasing arrangements	24	1 918	998
Movement in restricted cash	7	–	(12 556)
Non-cash adjustments			
Taxation		(51 151)	(37 199)
Imputed interest – borrowings	24, 28	6 245	5 495
Imputed interest – rehabilitation provision	17	3 883	3 543
Depreciation and amortisation[1]		62 557	20 708
Share-based payments expense	12	3 115	8 074
Loss on lease remeasurement	8	–	11
Profit on disposal of PPE	21	(120)	–
Loss on derecognition of leasing arrangement	15	–	74
Gain on remeasurement of financial liability	21	–	(9 571)
Increase/(reversal) of audit fee accrual		1 127	(100)
Increase in Non-executive Directors' fees accrual		918	474
Increase in leave pay accrual		209	906
Reversal of bonus accrual		(4 064)	–
Net foreign exchange losses		7 198	17 482
Changes in working capital			
Inventory		(1 125)	(1 926)
Finance lease receivables	8	5 149	5 600
Trade and other receivables	9	9 585	(6 095)
Trade and other payables	18	(7 443)	47 316
Total		**(150 638)**	**(64 700)**

1. *A reconciliation of the depreciation and amortisation charges of the Group is provided below.*

Depreciation and amortisation comprises:			
Depreciation of PPE	3	60 644	18 174
Amortisation of intangible assets	4	1 913	2 534
Depreciation and amortisation as shown above		**62 557**	**20 708**

Depreciation and amortisation is recorded within these line items in the statement of profit or loss and other comprehensive loss:

Operating expenses		28 320	19 186
Depreciation and amortisation	22	28 320	18 447
Repairs and maintenance	22	–	739
Cost of sales	20	34 237	1 522
Depreciation and amortisation as shown above		**62 557**	**20 708**

28. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	2025						
		Non-cash movements		Cash movements			
Figures in Rand Thousands	At 1 March 2024	Interest[1]	Foreign exchange gains[2]	Additions	Repayments – capital[3]	Repayments – interest[3]	At 28 February 2025 (note 14)
Molopo	46 960	6 245	–	–	–	–	53 205
DFC	624 181	33 196	(26 072)	–	(59 464)	(25 448)	546 393
IDC	173 437	25 470	–	–	(12 847)	(25 470)	160 590
SBSA	333 798	16 491	–	155 000	(303 000)	(33 130)	169 159
AIRSOL	57 753	16 528	(3 218)	74 640	–	(8 108)	137 595
Total	**1 236 129**	**97 930**	**(29 290)**	**229 640**	**(375 311)**	**(92 156)**	**1 066 942**

1. *The Group capitalises interest which qualifies as borrowing costs attributable to the construction of qualifying assets. The interest presented above will therefore not correspond to amounts shown within the additions reconciliation for cash flow purposes as shown in note 3. An analysis of the interest expense between interest which was capitalised or expensed is provided below.*
2. *Foreign exchange gains reflect the impact of the strengthening of the Rand against the US Dollar. Qualifying foreign exchange gains amounting to R36.7 million were capitalised to assets under construction within PPE (see note 3). Foreign exchange gains presented above therefore will not correspond to amounts shown within the additions reconciliation for cash flow statement purposes as shown in note 3.*
3. *Repayments of capital, interest and fees attributable to the DFC loan, IDC loan, SBSA loan and AIRSOL debentures are in line with loan terms (see note 14). The Group shows repayments of interest under financing activities (see note 1.15).*

	2024							
		Non-cash movements			Cash movements			
Figures in Rand Thousands	At 1 March 2023	Remeasure-ment[1]	Interest[2]	Foreign exchange losses[3]	Additions	Repayments – capital[4]	Repayments – interest[4]	At 29 February 2024 (note 14)
Molopo	51 036	(9 571)	5 495	–	–	–	–	46 960
DFC	678 180	–	38 933	27 884	–	(81 883)	(38 933)	624 181
IDC	181 799	–	27 189	–	–	(8 362)	(27 189)	173 437
MaxiConcepts Proprietary Limited (“MaxiConcepts”)	–	–	229	–	15 000	(15 000)	(229)	–
SBSA	–	–	30 798	–	303 000	–	–	333 798
AIRSOL	–	–	3 648	1 781	55 972	–	(3 648)	57 753
Total	**911 015**	**(9 571)**	**106 292**	**29 665**	**373 972**	**(105 245)**	**(69 999)**	**1 236 129**

1. *The remeasurement arose due to a change in the determination of the loan repayment date. The gain on remeasurement of this financial liability was recognised in other income in the statement of profit or loss and other comprehensive loss.*
2. *Interest on the Molopo loan is imputed interest representing the unwinding of the discount applied on initial recognition of the loan. The Group capitalises interest which qualifies as borrowing costs attributable to the construction of qualifying assets. The interest presented above will therefore not correspond to amounts shown within the additions reconciliation for cash flow purposes as shown in note 3. An analysis of the interest expense between interest which was capitalised or expensed is provided below.*
3. *Foreign exchange losses reflect the impact of the weakening of the Rand against the US Dollar. Qualifying foreign exchange losses amounting to R16.5 million were capitalised to assets under construction within PPE (see note 3). Foreign exchange losses presented above therefore will not correspond to amounts shown within the additions reconciliation for cash flow statement purposes as shown in note 3.*
4. *Repayments of capital, interest and fees attributable to the DFC loan, IDC loan, MaxiConcepts loan and AIRSOL debentures are in line with loan terms (see note 14). The Group shows repayments of interest under financing activities (see note 1.15).*

28. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES CONTINUED

A reconciliation of the interest which has been recognised in the statement of profit or loss and other comprehensive loss is provided below:

Figures in Rand Thousands	Notes	2025	2024
Interest as shown above		97 930	106 292
DFC interest capitalised within PPE	3	(13 512)	(32 927)
IDC interest capitalised within PPE	3	(9 979)	(23 398)
SBSA interest capitalised within PPE	3	–	(30 798)
AIRSOL interest capitalised within PPE	3	–	(3 648)
Interest on borrowings as presented in profit or loss	**24**	**74 439**	**15 521**

Interest on borrowings which has been recognised in the statement of profit or loss and other comprehensive loss comprises interest on the following borrowings:

Molopo		6 245	5 495
DFC		19 684	6 006
IDC		15 491	3 791
SBSA		16 491	–
AIRSOL		16 528	–
MaxiConcepts		–	229
Interest on borrowings as presented in profit or loss	**24**	**74 439**	**15 521**

29. COMMITMENTS AND CONTINGENT LIABILITIES

29.1 CONTINGENT LIABILITIES

Management has assessed the likelihood of outflows in respect of the litigations disclosed in the Directors' Report as remote. Accordingly, there are no contingent liabilities as at 28 February 2025 attributable to any of the Group companies (2024: nil).

29.2 COMMITMENTS

	2025			2024		
Figures in Rand Thousands	Spent to date	Contractual commitments	Total approved	Spent to date	Contractual commitments	Total approved
Capital equipment, construction and drilling costs	158 931	81 957	240 888	349 175	122 451	471 626
Total	**158 931**	**81 957**	**240 888**	**349 175**	**122 451**	**471 626**

The Board approved total project costs amounting to R1.9 billion (2024: R1.7 billion) relating to the construction of the VGP. At 28 February 2025 the Group had contractual commitments totalling R82.0 million (2024: R122.5 million) for the procurement of capital equipment and services. As at the end of the reporting period there were no other material contractual commitments to acquire capital equipment.

30. RELATED PARTIES

RELATIONSHIPS

Subsidiaries	See note 13.1
Shareholders with significant influence	CRT Investments Proprietary Limited MATC Investment Holdings Proprietary Limited
Companies controlled by Directors	CRT Investments Proprietary Limited MATC Investment Holdings Proprietary Limited Luhuhi Investments Proprietary Limited

There were no transactions or balances with companies controlled by Directors or shareholders with significant influence during the year under review except for as disclosed under the SBSA loan in note 14 (security provided for the DFC borrowings by companies owned by Mr Stefano Marani and Mr Nicholas Mitchell) (2024: Rnil).

Key Management personnel include Executive and Non-executive Directors and members of the Executive Committee. Refer to the Directors' Report for more details. Remuneration of key Management personnel is disclosed in note 31.

31. DIRECTORS' AND PRESCRIBED OFFICER'S EMOLUMENTS

	NON-EXECUTIVES					
	2025			2024		
Figures in Rand Thousands	Directors' Board fees	Committee fees	Total	Directors' Board fees	Committee fees	Total
Fees paid to Non-executive Directors:						
David King	779	121	900	859	–	859
Mbali Swana	289	211	500	319	211	530
Luigi Matteucci[1]	134	78	212	319	212	531
Thembisa Skweyiya[2]	18	15	33	319	89	408
Dumisa Hlatshwayo	289	179	468	319	68	387
Total	**1 509**	**604**	**2 113**	**2 135**	**580**	**2 715**

1. *Retired on 26 July 2024.*
2. *Resigned on 10 April 2024.*

	EXECUTIVES			
	2025		2024	
Figures in Rand Thousands	Total annual guaranteed package	Total	Total annual guaranteed package	Total
Remuneration paid to Executive Directors:				
Stefano Marani	9 719	9 719	7 366	7 366
Brian Harvey	4 404	4 404	4 155	4 155
Nick Mitchell	6 132	6 132	5 785	5 785
Total	**20 255**	**20 255**	**17 306**	**17 306**

	PRESCRIBED OFFICER							
	2025				2024			
Figures in Rand Thousands	Package	Medical aid	Pension	Total annual guaranteed package	Package	Medical aid	Pension	Total annual guaranteed package
Remuneration paid to Prescribed Officer:								
Leonard Eiser	2 646	83	159	2 888	2 521	75	50	2 646
Total	**2 646**	**83**	**159**	**2 888**	**2 521**	**75**	**50**	**2 646**

The Prescribed Officer is a member of the Executive Committee and is part of the Group's key Management.

Post-employment and termination benefits

The Group introduced a defined contribution retirement scheme in July 2023 to improve the employee value proposition. Payments made with respect to the pension scheme are provided in note 22.

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

CATEGORIES OF FINANCIAL INSTRUMENTS

Categories of financial assets

		Amortised cost	
Figures in Rand Thousands	**Notes**	**2025**	**2024**
Restricted cash	7	72 576	104 543
Trade and other receivables	9	8 438	1 941
Cash and cash equivalents	10	28 317	471 075
Total		**109 331**	**577 559**

The carrying values of the financial assets disclosed above approximate their fair values.

Categories of financial liabilities

		Amortised cost	
Figures in Rand Thousands	**Notes**	**2025**	**2024**
Trade and other payables	18	92 241	73 285
Borrowings	14	1 066 942	1 236 129
Total		**1 159 183**	**1 309 414**

The carrying values of the financial liabilities disclosed above approximate their fair values.

PRE-TAX GAINS AND LOSSES ON FINANCIAL INSTRUMENTS

Gains on financial assets

		Amortised cost	
Figures in Rand Thousands	**Note**	**2025**	**2024**
Recognised in profit or loss			
Interest income	23	5 574	4 210
Total		**5 574**	**4 210**

Gains and (losses) on financial liabilities

		Amortised cost	
Figures in Rand Thousands	**Notes**	**2025**	**2024**
Recognised in profit or loss			
Net foreign exchange losses	22	(9 857)	(14 730)
Interest – borrowings	24	(74 439)	(15 521)
Interest – suppliers and other	24	(879)	(2 685)
Total		**(85 175)**	**(32 936)**

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

CAPITAL RISK MANAGEMENT

The Group's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for all other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Group is targeting a long-term capital structure of a maximum of 34% equity funding and 66% debt funding, taking into consideration the development of Phase 2. Given the amortisation profile of our material debt, this ratio will reduce over time.

The Group's borrowings and equity are disclosed in notes 14 and 11, respectively. Debt covenants relating to loans are disclosed in note 14.

Figures in Rand Thousands	Notes	2025	2024
Stated capital	11	1 210 302	1 170 059
Borrowings	14	1 066 942	1 236 129
Total		**2 277 244**	**2 406 188**

The Group's capital structure as at 28/29 February of each year was as follows:

Equity	53%	49%
Debt	47%	51%

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT

Overview

The Group is exposed to a variety of financial risks: market risk (including price risk, currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. Overall responsibility for the establishment and oversight of the risk management framework rests with the Board of Directors ("Board"). The Board, through the Group Executive Committee, is responsible for the development, monitoring and communication of the processes for managing risk across the Group. The Group's overall risk management programme ensures that business risks are systematically identified, assessed and reduced to acceptable levels, whether they are insurable or not, without unduly affecting the Group's competitiveness and flexibility. The Group maintains an integrated, enterprise-wide risk management programme and risks are monitored, measured, assessed and reported to the Board on a quarterly basis. Through this process the Board reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets to manage financial risks.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales and cash held on its behalf by counterparties. Credit risk in this regard is managed on a Group basis as well as on an individual company basis to ensure that counterparty default risk is reduced to an acceptable level. Financial assets exposed to credit risk include restricted cash (note 7), cash and cash equivalents (note 10), trade and other receivables (note 9) and finance lease receivables (note 8).

Cash and cash equivalents and restricted cash

The Group only deposits cash with major banks with high-quality credit standing and limits exposure to any one counterparty. The Group's cash is held with financial institutions with a ba2 Moody's credit rating.

Trade receivables and lease receivables

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. These procedures include third-party credit checks which assist to assess the short-term liquidity and financial position of each prospective customer. Credit limits are also established for each customer which represent the maximum open amount without requiring approval from the Group Executive Committee.

The maximum credit risk exposure of the Group is the carrying values of trade and other receivables, restricted cash, cash and cash equivalents and the finance lease receivables disclosed in notes 9, 7, 10 and 8, respectively. These financial assets and related carrying values are listed below.

		2025			
Figures in Rand Thousands	**Notes**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost**	**Leases**
Finance lease receivables	8	43 799	–	–	43 799
Trade and other receivables	9	8 438	–	8 438	–
Restricted cash	7	72 576	–	72 576	–
Cash and cash equivalents	10	28 317	–	28 317	–
Total		**153 130**	**–**	**109 331**	**43 799**

		2024			
Figures in Rand Thousands	**Notes**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost**	**Leases**
Finance lease receivables	8	48 948	–	–	48 948
Trade and other receivables	9	1 941	–	1 941	–
Restricted cash	7	104 543	–	104 543	–
Cash and cash equivalents	10	471 075	–	471 075	–
Total		**626 507**	**–**	**577 559**	**48 948**

At 28 February 2025 the Group's exposure to credit risk is not material for reasons highlighted above (also see notes 8 and 9) (2024: Rnil).

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT CONTINUED

Liquidity risk

Liquidity risk arises from the Group's management of working capital, commitments, and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. Management manages cash flows on a Group basis through an ongoing review of future commitments against available cash and credit facilities. Rolling cash flow forecasts are prepared monthly and spending is monitored for compliance with internal targets. The Group also seeks to reduce liquidity risk by fixing interest rates (and hence cash flows) on a portion of its long-term borrowings; this is further discussed in the "interest rate risk" section below.

An event of default was triggered when Tetra4 did not pay the required quarterly instalment for February 2025 with regards to the DFC loan. Furthermore, Renergen defaulted on the provisions of the SBSA loan agreement with respect to the requirement to procure the requisite equity injection by 24 January 2025. Refer to note 14 for further details regarding these events. The assumptions and judgements which impact the Group's ability to settle or meet its obligations in the normal course of business within the timelines outlined below are provided in note 36.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

		2025							
Figures in Rand Thousands	**Notes**	**Within 3 months**	**Within 4 – 6 months**	**Within 7 – 12 months**	**1 to 3 years**	**3 to 5 years**	**Over 5 years**	**Total**	**Carrying amount**
Non-current liabilities									
Borrowings	14	–	–	–	–	86 779	–	86 779	53 205
Lease liabilities	15	–	–	–	7 595	4 586	–	12 180	9 848
Current liabilities									
Borrowings	14	876 142	146 155	–	–	–	–	1 022 297	1 013 737
Trade and other payables	18	92 241	–	–	–	–	–	92 241	92 241
Lease liabilities	15	813	813	1 724	–	–	–	3 351	1 932
Total		**969 196**	**146 968**	**1 724**	**7 595**	**91 365**	**–**	**1 216 848**	**1 170 963**

		2024							
Figures in Rand Thousands	**Notes**	**Within 3 months**	**Within 4 – 6 months**	**Within 7 – 12 months**	**1 to 3 years**	**3 to 5 years**	**Over 5 years**	**Total**	**Carrying amount**
Non-current liabilities									
Borrowings	14	–	–	–	260 098	332 424	370 006	962 528	748 659
Lease liabilities	15	–	–	–	6 902	7 668	961	15 531	11 613
Current liabilities									
Borrowings	14	373 191	40 917	137 540	–	–	–	551 648	487 470
Trade and other payables	18	73 285	–	–	–	–	–	73 285	73 285
Lease liabilities	15	884	884	1 766	–	–	–	3 534	1 815
Total		**447 360**	**41 801**	**139 306**	**267 000**	**340 092**	**370 967**	**1 606 526**	**1 322 842**

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT CONTINUED

Market risk

Market risk arises from the Group's use of interest-bearing and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk). The Group's financial assets and liabilities affected by market risk include trade and other receivables (note 9), cash and cash equivalents (note 10), restricted cash (note 7), deferred revenue (note 16), trade and other payables (note 18) and borrowings (note 14).

Foreign currency risk

The Group's operations expose it to foreign currency risk arising from purchases of goods and services, the acquisition of debt and cash held in currencies other than the South African Rand. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. During the year under review the Group transacted in currencies including the US Dollar, Australian Dollar and Euro, however the Group is mostly exposed to transactions and balances denominated in US Dollars (see table below). The Group reviews foreign currency exposure, including exposures arising from commitments on a monthly basis. The Group will in future rely on its ability to generate revenue in US Dollars (from Phase 2 of the VGP) which will be utilised to repay debt and other obligations denominated in this currency. In addition, the Group is also exploring foreign currency hedging strategies following the commissioning of Phase 1 of the VGP.

Included in the statement of financial position are the following carrying values denominated in currencies other than the Rand:

		2025			
Figures in Rand Thousands	**Notes**	**USD**	**AUD**	**Euro**	**Total**
Restricted cash	7	29 824	–	–	29 824
Trade and other receivables	9	–	–	2 901	2 901
Cash and cash equivalents	10	4	10	–	14
Trade and other payables	18	(19 292)	(349)	(2 041)	(21 682)
Deferred revenue	16	(15 095)	–	–	(15 095)
Borrowings	14	(683 988)	–	–	(683 988)
Total		**(688 547)**	**(339)**	**860**	**(688 026)**

		2024			
Figures in Rand Thousands	**Notes**	**USD**	**AUD**	**Euro**	**Total**
Restricted cash	7	66 969	–	–	66 969
Cash and cash equivalents	10	4	333	–	337
Trade and other payables	18	(31 189)	(224)	(3 562)	(34 975)
Deferred revenue	16	(15 743)	–	–	(15 743)
Borrowings	14	(681 934)	–	–	(681 934)
Total		**(661 893)**	**109**	**(3 562)**	**(665 346)**

32. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT CONTINUED

A variation in the exchange rate, with all other variables held constant, would impact the Group's post-tax loss and equity as follows:

Figures in Rand Thousands	2025	2024
Weakening of the Rand against the US Dollar by 5%	(34 427)	(33 095)
Strengthening of the Rand against the US Dollar by 5%	34 427	33 095

Balances denominated in Australian Dollar and Euros are not material and therefore a sensitivity analysis is not provided.

Figures in Rand	2025	2024
Year-end exchange rates		
US Dollar	18.4536	19.2456
Australian Dollar	11.5380	12.5417
Euro	19.2271	20.8555

Price risk

The Group is exposed to the risk of fluctuations in the prices of helium and LNG. The Group manages this risk through the use of contract-based prices with its customers which mitigates the volatility that may arise. As the Group's operations grow it will consider options available to hedge its price risk exposure and is currently exploring the use of helium tokens under development (see note 4) as one way to manage this risk. At 28 February 2025 the Group's exposure to price risk is not material (2024: immaterial).

The Group is not exposed to equity price risk.

Interest rate risk

The Group's interest rate risk arises from the interest-bearing borrowings disclosed in note 14. The DFC and AIRSOL borrowings expose the Group to fair value interest rate risk as they are secured at fixed interest rates. The IDC, Molopo and SBSA borrowings expose the Group to cash flow interest rate risk as they are secured at variable interest rates. The Group manages its interest rate risk by having a balanced portfolio of borrowings at fixed and variable rates, and also by monitoring interest rates on a regular basis.

A variation in the interest rate, with all other variables held constant, would impact the Group's post-tax loss and equity as follows:

Figures in Rand Thousands	2025	2024
USD borrowings – DFC and AIRSOL		
A 2% increase in the interest rate	(13 680)	(13 639)
A 2% decrease in the interest rate	13 680	13 639
Rand borrowings – IDC, Molopo and SBSA		
A 5% increase in the interest rate	(19 148)	(27 710)
A 5% decrease in the interest rate	19 148	27 710

Management of risk associated with leased assets

All lease agreements set out the terms for the use, maintenance, transfer and relocation of leased assets. Tetra4 is responsible for maintaining or appointing a service provider to maintain all leased assets. The relocation of leased assets requires authorisation from Tetra4. The Group also regularly assesses the physical security over all leased assets.

Concentration risk

The Group is subject to concentration risk as it had two LNG customers (see note 5) during the year ended 28 February 2025. In order to manage concentration risk the Group is in discussions with various potential new customers for the remainder of the Phase 1 LNG production. The Group also has one LHe customer and sales commenced in March 2025.

33. LOSS PER SHARE

		2025	2024
Loss per share			
Basic and diluted	(cents)	(159.10)	(75.10)
Loss attributable to equity holders of Renergen used in the calculation of the basic and diluted loss per share	(R'000)	(236 120)	(110 273)
Weighted average number of ordinary shares used in the calculation of the basic loss per share	**(000's)**	**148 412**	**146 833**
Issued shares at the beginning of the year	(000's)	147 529	144 748
Effect of shares issued during the year (weighted)	(000's)	883	2 085
Add: Dilutive share options		–	–
Weighted average number of ordinary shares used in the calculation of the diluted loss per share	**(000's)**	**148 412**	**146 833**

The share options and bonus scheme shares have not been included in the weighted average number of shares used to calculate the diluted loss per share or the diluted headline loss per share as they are anti-dilutive. These options are anti-dilutive because of the loss position of the Group.

		2025	2024
Headline loss per share			
Basic and diluted	(cents)	(159.15)	(75.07)
Reconciliation of headline loss			
Loss attributable to equity holders of Renergen	(R'000)	(236 120)	(110 273)
Loss on derecognition of leasing arrangement	(R'000)	–	74
Profit on disposal of PPE	(R'000)	(120)	–
Adjustments attributable to NCI	(R'000)	7	(4)
Tax effects	(R'000)	30	(19)
Headline loss	**(R'000)**	**(236 203)**	**(110 222)**

The headline loss has been calculated in accordance with Circular 1/2023 issued by the South African Institute of Chartered Accountants.

34. NET ASSET VALUE PER SHARE

		Note	2025	2024
Number of shares in issue	(000's)	11	155 047	147 529
Net assets	(R'000)		1 114 609	1 321 103
Total equity	(R'000)		1 114 609	1 321 103
Tangible net assets	(R'000)		1 090 309	1 238 891
Total equity	(R'000)		1 114 609	1 321 103
Intangible assets	(R'000)		(24 300)	(82 212)
Net asset value per share	**(Rand)**		**7.19**	**8.95**
Tangible net asset value per share	**(Rand)**		**7.03**	**8.40**

35. EVENTS AFTER THE REPORTING PERIOD

Commercial LHe sales

On 14 March 2025 Renergen announced that Tetra4 had commenced sales of LHe to a customer.

Fundraising

Renergen has entered into an exclusive arrangement to negotiate a transaction with a third party. As part of those negotiations Renergen has received an initial inflow of US$10 million – US$5 million was received on 1 April 2025 and the balance on 8 April 2025. To the extent the negotiations proceed as planned, additional funding will be extended to Renergen.

DFC waiver

The DFC provided a default waiver to Tetra4 in April 2025 (see note 14).

High court ruling in the Company's favour against NERSA

On 2 May 2025 the High Court found that the Company does not require a NERSA licence for trading in gas (such as methane and helium) when such trading occurs outside the piped gas industry, i.e. not involving the national pipeline grid or downstream market regulated by NERSA. In addition, the judgment clarified that the Gas Act, 48 of 2001 regulates only hydrocarbon gases transported by pipeline, and does not cover noble gases like helium. Thus, helium production and trading are outside NERSA's regulatory reach.

36. GOING CONCERN

The financial statements presented have been prepared on a going concern basis, which assumes the Group will be able to discharge its liabilities as they fall due. The following circumstances existed as at 28 February 2025:

- The Group was in default of the terms of the DFC, IDC and SBSA loan agreements. The default events are outlined in note 14 ("Default Events"). Details pertaining to the waivers granted post 28 February 2025 are also contained in this note.
- The Group's current liabilities exceed its current assets by R998.8 million impacted mainly by the classification of the DFC, IDC and SBSA loans as current liabilities as fully set out in note 14.
- The Group requires funding for the VGP to complete Phase 1 operations to nameplate capacity and for the development of Phase 2 of the VGP.

In conducting its most recent going concern assessment, Management has considered the period up to 30 April 2026 ("Assessment Period") as it has assessed that the Default Events will be remedied during the Assessment Period and that key funding initiatives will be concluded during this period. The Group has reviewed its cash flow projections for the Assessment Period ("Cash Forecast") and has performed stress testing of the base case projections. The stress case scenarios include downward variations in the selling prices of LNG and helium (20%), delays in operating at Phase 1 nameplate capacity and a 10% increase in operating costs. Management has also considered volatilities in the exchange rates, interest rates and energy prices in determining the Cash Forecast.

The Cash Forecast is underpinned by the following key assumptions:

- The availability of funding to settle amounts owed to the DFC under the terms of the waiver granted and under the terms of the original agreement. In this regard, to date, the Group has concluded an exclusive arrangement to negotiate a transaction with a third party. As part of those negotiations, in April 2025, the Group received an initial inflow of US$10.0 million (see note 35). To the extent the negotiations proceed as planned, additional funding estimated at US$20.0 million will be extended to the Group.
- The Company's plans to complete the Nasdaq IPO have not changed and it still anticipates raising R2.9 billion (US$150.0 million) during the Assessment Period. The production and sale of LHe by Tetra4 were key milestones required to provide new investors with the comfort to proceed with this initiative. Shareholder approval for the issue of shares for the Nasdaq IPO was obtained on 11 April 2023; however, the Nasdaq IPO is dependent on market conditions which will determine whether it is completed during the Assessment Period. The Nasdaq IPO is also subject to Securities and Exchange Commission and exchange control approvals, as well as shareholder re-approval in terms of the ASX rules.
- The Group expects to obtain debt funding amounting to US$795.0 million from the DFC and SBSA, which includes the refinancing of Phase 1 debt, and is subject to the fulfilment of conditions precedent and other standard conditions. Management is confident that the approvals will be obtained shortly after these conditions are satisfied by the Group.
- The Group is also anticipating funding from various funding initiatives, which involve debt, equity and hybrid instruments. These initiatives are also geared towards both alleviating short-term funding requirements as well as long-term commitments.

The Group continues to regularly monitor its liquidity position as set out in note 32 as part of its ongoing risk management programme. Various initiatives have come to fruition since 28 February 2025 which have resulted in cash inflows as well as increasing the certainty of future cash inflows including but not limited to the receipt of US$10.0 million as highlighted above.

After consideration of the Cash Forecast, the outcome of the stress testing performed and the developments after the reporting date, the Group has concluded that the going concern basis of preparation is appropriate. Management is cognisant of the following material uncertainties that exist which may cast doubt about the Group's ability to realise its assets and discharge its liabilities in the normal course of business and continue as a going concern:

- The Group's ability to conclude the funding initiatives outlined above within the Assessment Period.
- The Group's ability to remedy the Default Events within the times set out in the DFC waiver.
- The Group's ability to secure regulatory and other approvals required to conclude the Nasdaq IPO and other funding initiatives.

The Board has a reasonable expectation that funding initiatives and the remediation of Default Events will be concluded within the Assessment Period, and that the approvals required will be obtained. This will enable the Group to have adequate resources to meet its obligations and continue its operations in the normal course of business for the Assessment Period.

Separate Financial Statements 2025

Statement of Financial Position

as at 28 February

Figures in Rand Thousands	Notes	2025	2024
ASSETS			
Non-current assets		**2 005 258**	**1 841 309**
Property, plant and equipment[1]	3	18 108	20 320
Intangible assets	4	142	142
Investments in subsidiaries	5	1 962 167	1 807 450
Loans to subsidiaries	6	5 771	5 571
Deferred taxation	7	19 070	7 826
Current assets		**18 261**	**287 907**
Trade and other receivables	8	4 509	3 712
Cash and cash equivalents	9	13 752	284 195
Total assets		**2 023 519**	**2 129 216**
EQUITY AND LIABILITIES			
Stated capital	10	1 808 701	1 768 458
Share-based payments reserve	11	26 318	26 445
Accumulated loss		(154 201)	(103 933)
Total equity		**1 680 818**	**1 690 970**
LIABILITIES			
Non-current liabilities		**9 411**	**10 833**
Lease liabilities	12	9 411	10 833
Current liabilities		**333 290**	**427 413**
Borrowings	13	306 754	391 551
Loan from subsidiary	6	3 209	3 347
Lease liabilities	12	1 590	1 305
Trade and other payables	14	21 737	31 210
Total liabilities		**342 701**	**438 246**
Total equity and liabilities		**2 023 519**	**2 129 216**

1. *Includes right-of-use assets as presented in note 3.*

Statement of Changes in Equity

for the year ended 28 February

Figures in Rand Thousands	Notes	Stated capital	Share-based payments reserve	Accumulated loss	Total equity
Balance at 1 March 2023		**1 733 149**	**21 099**	**(67 882)**	**1 686 366**
Loss for the year		–	–	(36 051)	(36 051)
Total comprehensive loss for the year		**–**	**–**	**(36 051)**	**(36 051)**
Issue of shares	10	35 309	(2 728)	–	32 581
Share-based payments expense	11	–	8 074	–	8 074
Balance at 29 February 2024		**1 768 458**	**26 445**	**(103 933)**	**1 690 970**
Loss for the year		–	–	(50 268)	(50 268)
Total comprehensive loss for the year		**–**	**–**	**(50 268)**	**(50 268)**
Issue of shares	10	42 558	(3 242)	–	39 316
Share issue costs	10	(2 315)	–	–	(2 315)
Share-based payments expense	11	–	3 115	–	3 115
Balance at 28 February 2025		**1 808 701**	**26 318**	**(154 201)**	**1 680 818**

Notes	10	11		

Statement of Profit or Loss and Other Comprehensive Loss

for the year ended 28 February

Figures in Rand Thousands	Notes	2025	2024
Revenue	15.1	32 634	–
Operating income	15.2	2 701	–
Share-based payments expense	11	(2 398)	(6 275)
Operating expenses	16	(60 627)	(34 369)
Operating loss		**(27 690)**	**(40 644)**
Interest income	17	982	1 817
Interest expense	18	(34 804)	(1 088)
Loss before taxation		**(61 512)**	**(39 915)**
Taxation	19	11 244	3 864
Loss for the year		**(50 268)**	**(36 051)**
Total comprehensive loss for the year		**(50 268)**	**(36 051)**

Statement of Cash Flows

for the year ended 28 February

Figures in Rand Thousands	Notes	2025	2024
Cash flows from operating activities			
Cash used in operations	20	(37 206)	(23 959)
Interest received	17	982	1 817
Net cash used in operating activities		**(36 224)**	**(22 142)**
Cash flows from investing activities			
Investment in property, plant and equipment	3	(1 803)	(7 257)
Proceeds from part-disposal of interest in Tetra4	5	–	285 000
Investments in subsidiaries	5	(154 000)	(19 911)
Loans granted to subsidiaries	23	(200)	(353 318)
Net cash used in investing activities		**(156 003)**	**(95 486)**
Cash flows from financing activities			
Ordinary shares issued for cash	10	39 316	32 581
Share issue costs	10	–	(2 208)
Repayment of borrowings – capital	21	(303 000)	(15 000)
Repayment of interest on borrowings	21	(41 238)	(3 877)
Proceeds from borrowings	21	229 640	373 972
Payment of lease liabilities – capital	12	(1 137)	(546)
Interest paid on leasing and other arrangements	18	(1 785)	(859)
Net cash (used in)/from financing activities		**(78 204)**	**384 063**
Total cash movement for the year		(270 431)	266 435
Cash and cash equivalents at the beginning of the year		284 195	18 520
Effects of exchange rate changes on cash and cash equivalents		(12)	(760)
Total cash and cash equivalents at the end of the year	**9**	**13 752**	**284 195**

1. BASIS OF PREPARATION

The financial statements of the Company for the year ended 28 February 2025 have been prepared in accordance with IFRS Accounting Standards, the South African Financial Reporting Requirements, the JSE Listings Requirements and in a manner required by the Companies Act. The accounting policies applied in the preparation of these financial statements of the Company are consistent in all material respects with those used in the prior financial year, except for the adoption of new standards, interpretations and amendments to published standards which became effective for the first time for the financial year ended 28 February 2025. Note 2 discloses the impact of new standards, interpretations and amendments to published standards on the financial statements of the Company.

These financial statements have been prepared under the historical cost convention; are presented in the functional currency of the Company, being the South African Rand ("Rand"); and are rounded to the nearest thousand ("R'000"), except where otherwise stated.

Going concern

The financial statements of the Company have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. Refer to note 27 for further disclosures on going concern matters.

1.1 SIGNIFICANT JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

JUDGEMENTS

Any judgement about the future is based on information available at the time at which the judgement is made. Subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made.

Going concern (note 27)

Management's assessment of the Company's ability to continue as a going concern involved making a judgement that the funding initiatives outlined in note 27 will be completed during the assessment period.

Recognition of deferred tax assets (notes 1.6 and 7)

After determining that future taxable income will be available against which deductible temporary differences and tax losses carried forward can be utilised, Management exercises its judgement to further establish a percentage to limit the amount of the deferred tax asset that can be recognised.

ESTIMATES AND ASSUMPTIONS

Impairment of investments in subsidiaries (note 5)

In assessing impairment, Management estimates the recoverable amount of each asset or cash-generating unit ("CGU") based on expected future cash flows and uses an interest rate to discount them.

Estimation uncertainty relates to assumptions about commodity prices, future operating and capital costs, interest rates, exchange rates, inflation rates and the determination of a suitable discount rate.

Commodity prices, interest rates, inflation rates and exchange rates – these are benchmarked against external sources of information. Where existing sales contracts are in place, the effects of such contracts are considered in determining future cash flows.

Future operating and capital costs – operating costs and capital expenditure are based on financial budgets covering a three-year period. Cash flow projections beyond three years are based on the life-of-asset plan, as applicable, and internal management forecasts. Cost assumptions incorporate management experience and expectations.

Taxation (notes 7 and 19)

The Company's tax position involves an estimation of tax outcomes. Where such outcomes are different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

1.2 INVESTMENTS IN SUBSIDIARIES

Subsidiaries are entities controlled by Renergen. Renergen controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investments in subsidiaries are carried at cost less any accumulated impairment.

1.3 IMPAIRMENT OF NON-FINANCIAL ASSETS

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

In assessing value in use the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Future cash flows are based on detailed budgets and forecast calculations which generally cover a period of three years. For longer periods a long-term growth rate is calculated and applied to projected future cash flows after the third year. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified an appropriate valuation model is used.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its CGUs.

Impairment charges are included in profit or loss within other operating expenses, except to the extent they reverse gains previously recognised in other comprehensive income or loss.

A previously recognised impairment charge is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment charge was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment charge been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

1.4 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on trade date when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

FINANCIAL ASSETS

Classification

The Company classifies its financial assets as financial assets at amortised cost. At 28 February 2025 and 29 February 2024 the Company did not have financial assets at fair value through profit or loss ("FVTPL") or at fair value through other comprehensive income ("FVOCI").

Financial assets at amortised cost

These assets arise principally from the provision of products to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. Except for those trade receivables measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable) that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest method, less an allowance for impairment.

The Company's financial assets measured at amortised cost comprise trade and other receivables (note 8), cash and cash equivalents (note 9) and loan to subsidiary (note 6) in the statement of financial position.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within interest expense and interest income, except for the impairment of financial assets which is presented within other operating expenses.

Trade and other receivables

The Company's trade receivables do not contain a significant financing component and are accounted for as outlined above.

Cash and cash equivalents

In the statement of financial position and the statement of cash flows, cash and cash equivalents include cash on hand and at banks, short-term deposits and other short-term highly liquid investments with original maturities of three months or less. The Company does not have overdraft facilities.

Loan to subsidiary

The loan to subsidiary is included in non-current assets as Management expects the loan to be repaid later than 12 months after the reporting period.

Impairment of financial assets

Trade receivables

The Directors of the Company estimate the loss allowance on trade receivables (consisting of management fees charged to Tetra4) at the end of the reporting period at an amount equal to lifetime expected credit losses ("ECLs") using the simplified approach. The expected loss rates are based on the payment profile for management fees over the past 12 months to determine Tetra4's ability to settle the amount outstanding. The ECL rates also take into account forward-looking information which includes financial plans and budgets of Tetra4 which indicate the expected financial performance and financial position of Tetra4. ECLs are recognised in profit or loss within other operating expenses. When a subsequent event causes the amount of impairment charge to decrease, the decrease in impairment charge is reversed through profit or loss.

On confirmation that the trade receivable will not be collectible, the gross carrying value of the trade receivable is written off against the associated allowance and if the associated allowance is not sufficient, the remaining trade receivable is written off in profit or loss within other operating expenses.

The Company provides 30-day credit terms to Tetra4. The Company monitors increases in credit risk associated with trade receivables by regularly reviewing the payment profile of Tetra4 and taking into account information acquired from regular engagement with the subsidiary. Payments by Tetra4 after 30 days but before 90 days signify an increase in credit risk. Trade receivables are considered to be in default when they are 90 days past due or if any other event has occurred that represents a serious threat to the going concern basis of the subsidiary.

A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred, including but not limited to financial difficulty or default of payment. The Company will write off a financial asset when there is no reasonable expectation of recovering it after considering whether all means to recovery the asset have been exhausted or the counterparty has been liquidated and the Company has assessed that no recovery is possible.

Other financial assets at amortised cost (cash and cash equivalents and loan to subsidiary)

Impairment provisions for cash and cash equivalents and loan to subsidiary are recognised based on a forward-looking ECL model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those assets where the credit risk has not increased significantly since initial recognition of the financial asset, 12-month ECLs are recognised. For those for which credit risk has increased significantly, lifetime ECLs are recognised. For those that are determined to be credit impaired, lifetime ECLs are recognised.

The Company deposits cash with banks and financial institutions with high credit standing which are independently rated. An increase in credit risk would be determined with reference to downgrades in these credit ratings.

The loan to subsidiary currently does not have repayment terms. The Company exercises judgement to determine whether there has been a significant increase in credit risk and considers factors such as outcomes of various projects undertaken by the subsidiary which influence its ability to settle amounts owed to the Company. Forward-looking information also considered by the Company includes the ability of the subsidiary to raise adequate funding for projects and projected commodity prices which impact operations. It is not expected that the loan to subsidiary will be settled in the next three years. An increase in credit risk will arise when the subsidiary fails to secure adequate funding for projects undertaken. The loan to subsidiary would be considered to be in default if it is 90 days past due or if any other event has occurred that represents a serious threat to the going concern basis of the subsidiary; however, there are no fixed loan repayment terms and the loan is not expected to be settled in the next three years.

The Company would write off the loan to subsidiary in profit or loss within other operating expenses if information indicates that the subsidiary is in severe financial difficulty and there is no realistic prospect of recovery. This would likely occur when a project or key operations is no longer viable.

FINANCIAL LIABILITIES

Classification

The Company classifies its financial liabilities as financial liabilities at amortised cost. At 28 February 2025 and 29 February 2024 the Company did not have financial liabilities at FVTPL or derivative financial instruments.

Financial liabilities at amortised cost

The Company's financial liabilities at amortised cost primarily arise from transactions with lenders and suppliers. The Company's financial liabilities at amortised cost comprise borrowings (note 13), trade and other payables (note 14) and loan from subsidiary (note 6).

Borrowings

Borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. All interest-related charges are reported in profit or loss within interest expense.

Interest-bearing borrowings are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables and other short-term monetary liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Derecognition of financial assets and liabilities

The Company derecognises a financial asset on trade date when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or have expired.

On derecognition of a financial asset or financial liability in its entirety, the difference between the carrying amount of the financial asset or financial liability and the sum of the consideration received or receivable/paid or payable is recognised in profit or loss within other operating expenses or other operating income depending on whether a gain or loss is recognised.

The recovery of financial assets previously written off is recorded in other operating income in profit or loss.

1.5 SHARE-BASED PAYMENTS

Long-term employee benefits – Bonus Shares

The Company operates an equity-settled compensation plan where the Governance, Ethics, Transformation, Social and Compensation Committee ("GETSC") makes an award of forfeitable Renergen shares to the Executive Directors, Prescribed Officers, Senior Management and general employees of the Company. These are referred to as Bonus Shares. This plan has no cash settlement alternatives. The number of Bonus Shares awarded depends on the individual's annual bonus that has been deferred. The Bonus Shares vest after three years' service from grant date. This is the only vesting condition pertaining to the Bonus Shares. The terms and conditions of the Bonus Shares, after vesting are the same as those traded publicly.

The fair value of the equity-settled instruments is measured by reference to the fair value of the equity instrument granted. Fair value is based on a 30-day volume weighted average ("VWAP") market price of the equity-settled instrument granted. The grant date fair value of the equity-settled instruments is recognised as an employee benefit expense over the vesting period, with a corresponding increase in the share-based payment reserve.

Renergen also awards these Bonus Shares to employees, Senior Management and Executives of Tetra4 and Cryovation who participate in the Bonus Share Scheme. The investments in Tetra4 and Cryovation are therefore increased by the share-based payments expenses attributable to the Bonus Share Scheme shares granted to employees of these companies which are treated as an equity contribution. This note should be read together with note 11.

The Bonus Shares grant the holder a right to acquire shares for no consideration.

Share options

ASX listing

As part of the ASX listing, Renergen granted share options to transaction advisers and an Australian Non-executive Director. The fair value was measured at grant date and spread over the period that the option holder was unconditionally entitled to the options, except when the service was completed at grant date in which case the expense was recognised immediately in profit or loss. The fair value of the options granted was measured using the Monte Carlo Method, taking into account the terms and conditions under which the options were granted. The amount recognised as an expense with a corresponding increase in equity was adjusted at each reporting date to reflect the actual number of share options that vest or are expected to vest. Where an option lapses (other than by forfeiture when vesting conditions are not satisfied) it is treated as if it had vested on the date it lapses and any expense not yet recognised for the option is recognised immediately.

The vesting of share options awarded to the Non-executive Director occurred annually after each year of completed service (over a four-year period). These were the only vesting condition attributable to these share options. The share options awarded to the Non-executive Director grant him the right to acquire shares at a specific price.

The share options awarded to the lead and corporate advisers vested on grant date. The share options awarded to the lead and corporate advisers grant them the right to acquire shares at a specific price.

Share Appreciation Rights Plan

The Company operates an equity-settled Share Appreciation Rights Plan ("SAR Plan") where the GETSC makes a once-off award of forfeitable Renergen share options to the Executive Directors, Prescribed Officers, Senior Management and general employees of the Company who can influence the growth of the Company. The terms and conditions of the shares issued after vesting and after exercising the share options under the plan, are the same as those traded publicly.

The fair value of the share appreciation rights share options granted is measured using the Monte Carlo Method, taking into account the terms and conditions under which the options were granted. The grant date fair value of the share options is recognised as an employee benefit expense over the vesting period, with a corresponding increase in the share-based payment reserve.

Share options awarded under the SAR Plan will vest subject to the achievement of performance conditions which are predetermined and linked to the growth of Renergen's share price, with participants having five years from the award date to achieve any or all performance conditions. For participants to be able to exercise their options, the share price will be required to achieve and sustain the target share price for a 30-day period. Both the vesting and exercise of the share options awarded under the plan are subject to continued employment of a participant.

Renergen also awards these SAR Plan shares to employees, Senior Management and Executives of Tetra4 and Cryovation who participate in the SAR Plan. The investments in Tetra4 and Cryovation are therefore increased by the share-based payments expenses attributable to the SAR Plan shares granted to employees of these companies which are treated as an equity contribution. This note should be read together with note 11.

The GETSC reviews the progress on the achievement of performance conditions on a monthly basis throughout the performance period.

1.6 TAX

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability.

Current tax liabilities/(assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither accounting profit nor taxable profit/(tax loss) and is not part of a business combination or the initial recognition of goodwill.

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction affects neither accounting profit nor taxable profit/(tax loss) and is not part of a business combination.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deductions applicable to oil and gas companies

The Tenth Schedule of the South African Income Tax Act permits special tax allowances for companies involved in the exploration of oil and gas. This incentivises companies to pursue oil and gas exploration and creates fiscal certainty for companies involved in oil and gas activities in South Africa. The Tenth Schedule provides a 200%/150% super tax deduction for capital expenditure incurred for exploration and post-exploration respectively, in terms of an oil and gas right, which can be applied against the taxable income of the Company to reduce its tax liability in the year in which the expenditure is incurred. These deductions also affect the tax bases of assets when determining the deferred tax of the Company.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period.

Current tax and deferred taxes are charged or credited to other comprehensive income or loss or equity if they relate to items that are credited or charged, in the same or a different period, to other comprehensive income or loss or equity.

1.7 LEASES

Company as lessee

The Company assesses whether a contract contains a lease at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability in the statement of financial position, except for short-term leases with a term of 12 months or less and leases of low-value assets with a value of R100 000 or less. For these leases the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The lease liability is initially measured at the present value of the future lease payments from the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets are initially recognised at cost, which comprises the amount of the initial measurement of the corresponding lease liability, adjusted for any lease incentive received and any initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease over the shorter of the useful life of the right-of-use asset or the end of the lease term (see table below). When a purchase option is included in the lease terms the asset is depreciated over its estimated useful life.

ITEM	DEPRECIATION METHOD	USEFUL LIFE
Right-of-use – head office building	Straight line	5.75 years

1.8 TRANSLATION OF FOREIGN CURRENCIES

Transactions and balances

Foreign currency income and expenses are translated into the functional currency using the spot rate on transaction date and assets and liabilities are translated at the closing rate of the relevant month. Gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at closing rates, are recognised in profit or loss, with the exception of exchange differences accounted for as part of borrowing costs as disclosed in note 1.9. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.9 BORROWING COSTS

Borrowing costs are expensed in the period in which they are incurred. Previously borrowing costs were recharged to Tetra4. These charges were treated as an equity contribution as set out in note 5.

The Company has elected to present repayments of interest on borrowings within financing activities which is permissible under IAS 7: Statement of Cash Flows.

1.10 REVENUE

The Company derives revenue from contracts with customers as defined in IFRS 15: Revenue from Contracts with Customers from providing management services to its subsidiary, Tetra4. Revenue is recognised at a point in time when the performance obligations have been satisfied, which is once the management services have been provided to Tetra4. There are no other performance obligations.

Revenue is measured at the fair value of the consideration received or receivable, after deducting value-added tax. The consideration received or receivable for the services represents a recovery of costs incurred by the Company in managing the affairs of Tetra4.

Tetra4 is afforded 30-day terms to settle all management fee invoices.

2. NEW STANDARDS AND INTERPRETATIONS

2.1 STANDARDS AND INTERPRETATIONS EFFECTIVE AND ADOPTED IN THE CURRENT YEAR

In the current year the Company has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations.

Classification of Liabilities as Current or Non-Current – Amendments to IAS 1

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

The adoption of these amendments did not have a material impact on the classification of liabilities recorded by the Company.

2.2 STANDARDS AND INTERPRETATIONS NOT YET EFFECTIVE

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Company's accounting periods beginning on or after 1 March 2025 or later periods but which the Company has not early adopted. These new standards, amendments and interpretations to existing standards are listed below. The Company is evaluating the impact of these standards, amendments and interpretations and will adopt the applicable standards on 1 March of each year that the standards, amendments and interpretations become effective.

Lack of Exchangeability – Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates (adoption date 1 March 2025)

The amendment specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (adoption date 1 March 2026)

The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9: Financial Instruments. Matters identified include derecognition of financial liabilities, classification of financial assets and disclosures.

Annual Improvements to IFRS Accounting Standards (adoption date 1 March 2026)

This cycle of annual improvements addresses the following:

- Hedge Accounting by a First-time Adopter (Amendments to IFRS 1: First-time Adoption of International Financial Reporting Standards);
- Disclosure of Deferred Difference between Fair Value and Transaction Price (Amendments to Guidance on implementing IFRS 7);
- Gain or Loss on Derecognition (Amendments to IFRS 7);
- Introduction and Credit Risk Disclosures (Amendments to Guidance on implementing IFRS 7);
- Derecognition of Lease Liabilities (Amendments to IFRS 9);
- Transaction Price (Amendments to IFRS 9);
- Determination of a "De Facto Agent" (Amendments to IFRS 10); and
- Cost Method (Amendments to IAS 7).

Presentation and Disclosure in Financial Statements – New accounting standard IFRS 18 (adoption date 1 March 2027)

The new standard sets out requirements for the presentation and disclosure of information in the financial statements. The standard will change the disclosure and layout of the Company's statement of profit or loss, will require improved labelling as well as aggregation and disaggregation of information in the financial statements, and will require the disclosure of management-defined performance measures in the notes to the financial statements.

3. PROPERTY, PLANT AND EQUIPMENT

	2025			2024		
Figures in Rand Thousands	Cost	Accumulated depreciation	Net book value	Cost	Accumulated depreciation	Net book value
Right-of-use asset – head office building	12 684	(3 305)	9 379	12 684	(1 101)	11 583
Furniture and fixtures	605	(602)	3	605	(595)	10
Leasehold improvements						
Office equipment	–	–	–	142	(142)	–
Furniture and fixtures	12 124	(3 398)	8 726	10 321	(1 594)	8 727
Total	**25 413**	**(7 305)**	**18 108**	**23 752**	**(3 432)**	**20 320**

RECONCILIATION OF PROPERTY, PLANT AND EQUIPMENT ("PPE")

	2025			
Figures in Rand Thousands	At 1 March 2024	Additions	Depreciation	At 28 February 2025
Right-of-use asset – head office building	11 583	–	(2 204)	9 379
Furniture and fixtures	10	–	(7)	3
Leasehold improvements				
Furniture and fixtures	8 727	1 803	(1 804)	8 726
Total	**20 320**	**1 803**	**(4 015)**	**18 108**

	2024			
Figures in Rand Thousands	At 1 March 2023	Additions	Depreciation	At 29 February 2024
Right-of-use asset – head office building	–	12 684	(1 101)	11 583
Furniture and fixtures	30	–	(20)	10
Leasehold improvements				
Office equipment	2	–	(2)	–
Furniture and fixtures	2 336	7 257	(866)	8 727
Total	**2 368**	**19 941**	**(1 989)**	**20 320**

3. PROPERTY, PLANT AND EQUIPMENT CONTINUED

Additions

Prior year additions included non-cash additions to right-of-use assets with respect to the head office building which is leased under a 5.75-year lease agreement. The lease commenced on 1 September 2023 and will terminate on 31 May 2029. The lease is reflected on the statement of financial position as part of PPE and lease liabilities in line with IFRS 16.

Leasehold improvements were made to the new office building in the form of the acquisition of furniture and the installation of fixtures to bring the office building to use. These improvements are included as additions for 2025 and 2024 above.

A reconciliation of additions to exclude the impact of non-cash additions to right-of-use assets is provided below:

Figures in Rand Thousands	2025	2024
Additions as shown above	1 803	19 941
Non-cash additions to right-of-use assets – head office building	–	(12 684)
Additions as reflected in the cash flow statement	**1 803**	**7 257**

Leased assets

Leased asset details are as provided above. The corresponding lease liabilities' disclosures for the right-of-use assets are provided in note 12.

Capital commitments and pledged assets

None of the Company's assets are pledged as security for borrowings and there are no capital commitments attributable to PPE as at 28 February 2025 (2024: Rnil).

4. INTANGIBLE ASSETS

	2025			2024		
Figures in Rand Thousands	Cost	Accumulated amortisation	Net book value	Cost	Accumulated amortisation	Net book value
Internally developed intangible assets						
Development costs – Cryo-Vacc™	25	–	25	25	–	25
Development costs – Helium Tokens System	117	–	117	117	–	117
Total	**142**	**–**	**142**	**142**	**–**	**142**

RECONCILIATION OF INTANGIBLE ASSETS

There were no movements in intangible assets during the prior year nor the year under review.

5. INVESTMENTS IN SUBSIDIARIES

Figures in Rand Thousands	Notes	Country of registration	Principal place of business	% Holding		Carrying amount	
				2025	2024	2025	2024
Tetra4		South Africa	South Africa	94.5%	94.5%	1 944 785	1 790 068
Balance at 1 March						1 790 068	630 006
Conversion of loan to equity						–	1 412 705
Disposal of 2.85% interest						–	(285 000)
Purchase of Tetra4 shares[1]						154 000	–
Equity contribution relating to share-based payments	11					717	1 767
Other equity contribution[2]						–	30 590
Cryovation		South Africa	South Africa	100%	100%	12 382	12 382
Balance at 1 March						12 382	12 350
Equity contribution relating to share-based payments	11					–	32
Renergen US		USA	USA	100%	100%	5 000	5 000
Balance at 1 March						5 000	–
Equity contribution relating to initial investment						–	5 000
Total						**1 962 167**	**1 807 450**

1. On 31 August 2024, 21 October 2024 and 29 January 2025 Renergen purchased a total of 13 216 additional Tetra4 ordinary shares for a total of R154.0 million. According to the Subscription and Shareholders' Agreement between MGE and Tetra4, the shareholding percentage in Tetra4 will remain unchanged until Renergen raises sufficient equity to fund the Phase 2 budget. As such, Renergen's ownership interest remains at 94.5%.
2. The other equity contribution is analysed below.

The other equity contribution attributable to Tetra4 is comprised of the following:

Figures in Rand Thousands	2025	2024
Interest treated as an equity contribution in Tetra4	–	15 679
Expenses paid on behalf of Tetra4[3]	–	14 911
Total	**–**	**30 590**

3. Prior year expenses paid on behalf of Tetra4 mainly comprised employee costs, advisory costs and legal costs.

Amounts shown as investments in subsidiaries in the statement of cash flows comprise:

Figures in Rand Thousands	2025	2024
Expenses paid on behalf of Tetra4	–	14 911
Equity contribution relating to initial investment in Renergen US	–	5 000
Purchase of Tetra4 shares	154 000	–
Total	**154 000**	**19 911**

The Company's interests in subsidiaries are outlined in the table above and the proportion of ownership interest held equals the voting rights held by the Company.

Renergen has two share schemes under which shares are granted to Executives, Senior Management and other employees who can influence the growth of the Company – the Bonus Share Scheme implemented in 2017 and the SAR Plan implemented in December 2021 pursuant to approvals obtained from shareholders. The shares granted to employees, Senior Management and Executives of Tetra4 and Cryovation who participate in the Bonus Share Scheme or the SAR Plan are Renergen shares. The investments in Tetra4 and Cryovation are therefore increased by the share-based payments expenses attributable to the Bonus Share Scheme and SAR Plan shares granted to employees of these companies which are treated as an equity contribution. This note should be read together with note 11.

Prior year disposal of 5.5% interest in Tetra4

On 27 February 2024 the Company disposed of a 2.85% interest in Tetra4 to MGE. The fair value of the consideration received was R285.0 million. On the same day MGE acquired a further 2.65% interest in Tetra4 by subscribing for shares in Tetra4 for R265.0 million (fair value of consideration).

In accordance with the shareholder's agreement with MGE, the Company has undertaken to fund Tetra4 with a total of USD297 500 000 and ZAR450 000 000. This funding will be provided through the Company's subscription for ordinary shares, which is expected to be raised via its proposed initial public offering and subsequent equity capital raising on Nasdaq or through other means.

6. LOANS TO/(FROM) SUBSIDIARIES

Figures in Rand Thousands	2025	2024
NON-CURRENT		
Loans to subsidiaries		
Cryovation[1]	5 771	5 571
Total	**5 771**	**5 571**
CURRENT		
Loan from subsidiary		
Renergen US[2]	(3 209)	(3 347)
Total	**(3 209)**	**(3 347)**

1. *The loan is interest free, is unsecured and has no fixed repayment terms. The loan is denominated in South African Rands. This loan is not expected to be repaid within the next 12 months. The Company determines the loss allowance attributable to the loan advanced to Cryovation based on 12-month ECLs as credit risk has not increased significantly since initial recognition. As at 28 February 2025 Management has assessed that ECLs attributable to the loan to Cryovation would be immaterial due to the loan outstanding being immaterial (2024: immaterial).*
2. *The loan from Renergen US is interest free, is unsecured and has no fixed repayment terms. The loan is denominated in US Dollars.*

A reconciliation of the movements in loans to/(from) subsidiaries is provided in note 23.

7. DEFERRED TAXATION

	2025				
Figures in Rand Thousands	**At 1 March 2024**	**Recognised in profit or loss**	**At 28 February 2025**	**Deferred tax asset**	**Deferred tax liability**
PPE	171	–	171	171	–
Accrual for bonuses and other accruals	1 056	(708)	348	348	–
Lease liabilities	149	289	438	438	–
Unutilised tax losses	6 450	11 663	18 113	18 113	–
Total	**7 826**	**11 244**	**19 070**	**19 070**	**–**

	2024				
Figures in Rand Thousands	**At 1 March 2023**	**Recognised in profit or loss**	**At 29 February 2024**	**Deferred tax asset**	**Deferred tax liability**
PPE	177	(6)	171	171	–
Accrual for bonuses and other accruals	1 031	25	1 056	1 056	–
Lease liabilities	–	149	149	149	–
Unutilised tax losses	2 753	3 697	6 450	6 450	–
Total	**3 961**	**3 865**	**7 826**	**7 826**	**–**

As at 28 February 2025 the Company recognised a deferred tax asset attributable to estimated tax losses totalling R67.1 million (2024: R23.9 million). These tax losses do not expire unless the tax entity concerned ceases to operate for a period longer than a year. The tax losses are available to be off-set against future taxable profits. For tax years ending on or after 31 March 2023 companies with assessed losses will be entitled to set off a maximum of 80% of their assessed losses (subject to a minimum of R1.0 million) against taxable income in a specific year. Tax losses for which no deferred tax asset was recognised as at 28 February 2025 totalled R44.7 million (2024: R15.9 million).

A net deferred taxation asset of R19.1 million (2024: R7.8 million) has been charged, reflecting the estimation that future profits will be generated from management fees to subsidiaries. These profits are expected to be sufficient to utilise the assessed losses, as indicated by the latest financial projections prepared by Management.

8. TRADE AND OTHER RECEIVABLES

Figures in Rand Thousands	2025	2024
Financial instruments		
Trade receivables[1]	3 646	–
	3 646	**–**
Non-financial instruments		
Value-added taxation[2]	–	2 468
Deposits	863	1 244
	863	**3 712**
Total trade and other receivables	**4 509**	**3 712**

1. *Renergen began charging management fees to Tetra4 during the year under review.*
2. *Current year value-added taxation payable is included in note 14.*

Trade receivables are generally on 30-day terms and are not interest bearing.

CATEGORISATION OF TRADE AND OTHER RECEIVABLES

Trade and other receivables are categorised as follows in accordance with IFRS 9: Financial Instruments.

Figures in Rand Thousands	2025	2024
Financial instruments	3 646	–
Non-financial instruments	863	3 712
Total	**4 509**	**3 712**

All trade and other receivables are denominated in South African Rands.

The Company applies a simplified approach of recognising lifetime ECLs for trade receivables as these items do not have a significant financing component (see note 1.4). None of the trade receivables at the end of the reporting period are considered to be impaired (2024: Rnil) based on the payment profile for management fees over the past 12 months and the expected future financial position of Tetra4. Management has also taken into account the short period of exposure to credit risk in making the ECL assessment.

For purposes of the cash flow statement the movement in trade and other receivables comprises:

Figures in Rand Thousands	2025	2024
Trade and other receivables at the beginning of the year	3 712	2 759
Trade and other receivables at the end of the year	(4 509)	(3 712)
Total	**(797)**	**(953)**

9. CASH AND CASH EQUIVALENTS

Figures in Rand Thousands	2025	2024
Cash and cash equivalents consist of:		
Cash at banks and on hand	3 635	13 103
Short-term deposits	10 117	271 092
Total	**13 752**	**284 195**

Cash at banks earns interest at floating rates. Short-term deposits are made for varying periods (less than three months) depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates. Cash and cash equivalents are mainly denominated in South African Rands. At 28 February 2025 amounts denominated in Australian Dollars are immaterial (2024: R0.3 million) and there are no other currency exposures.

The Company banks with financial institutions with a ba2 Moody's standalone credit rating.

10. STATED CAPITAL

Figures in Thousands	2025	2024
Authorised		
500 000 000 no par value shares (number)	500 000	500 000
Reconciliation of number of shares issued		
Balance at 1 March	147 529	144 748
Issue of shares – ordinary shares issued for cash	7 376	2 580
Issue of shares – share incentive scheme, non-cash	142	201
Balance at 28/29 February	**155 047**	**147 529**

RECONCILIATION OF STATED CAPITAL

Figures in Rand Thousands	2025	2024
Balance at 1 March	1 768 458	1 733 149
Issue of shares	42 558	35 309
Issue of shares – ordinary shares issued for cash	39 316	32 581
Issue of shares – share incentive scheme, non-cash	3 242	2 728
Share issue costs[1]	(2 315)	–
Balance at 28/29 February	**1 808 701**	**1 768 458**

1. *Share issue costs for the year were unpaid as at 28 February 2025.*

Shares issued for cash comprise:

Nature	Date	Number of shares issued '000	Issue price Rand	Value of shares issued R'000[1]
2025				
Issue of shares on the Johannesburg Stock Exchange	28 January 2025	7 376	5.33	39 316
Total		**7 376**		**39 316**
2024				
Issue of shares on the Johannesburg Stock Exchange	17 May 2023	545	18.30	10 000
Exercise of options[2]	Various	2 035	11.10	22 581
Total		**2 580**		**32 581**

1. *The value of shares issued is impacted by rounding.*
2. *Shares were issued to numerous parties consisting of existing and new domestic and international institutions and investors. Issue price represents the average exercise price of the options exercised during the year.*

11. EQUITY-SETTLED SHARE-BASED PAYMENTS

EMPLOYEE BONUS SHARE SCHEME

Shares were granted to Executive Directors, Senior Management and general employees of the Group on the dates specified below pursuant to the Bonus Share Scheme approved by shareholders in September 2017. All shares vest after three years of employment with the Group and there are no other vesting conditions. Shares granted to participants which have not yet vested lapse if the Director or employee leaves the Group. Vesting dates for shares issued under the Bonus Share Scheme are as follows:

Grant date	Vesting date
1 March 2020	1 March 2023
1 July 2021	1 July 2024
1 March 2022	1 March 2025

The fair value per share on grant date relates to the 30-day volume weighted average price ("VWAP") per share on the JSE on the grant date.

11. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

Reconciliation of shares granted to date:

	2025			2024		
	Number of shares granted '000	Fair value per share at grant date Rand[1]	Value of shares at grant date R'000	Number of shares granted '000	Fair value per share at grant date Rand[1]	Value of shares at grant date R'000
Balance at the beginning of the year	268		7 973	470		10 701
Vested shares for the year	(141)	22.78	(3 242)	(202)	13.55	(2 728)
Executive Directors	(106)	22.78	(2 425)	(160)	13.55	(2 161)
Senior Management	(11)	22.78	(260)	(26)	13.55	(356)
General employees	(24)	22.78	(557)	(16)	13.55	(211)
Balance at the end of the year[2]	**127**		**4 731**	**268**		**7 973**

1. *Numbers presented are impacted by rounding.*
2. *Forfeitures, awards granted and weighted average exercise price are all nil (2024: nil).*

ASX listing

Renergen granted share options to its ASX lead adviser, corporate adviser and Non-executive Director pursuant to the ASX IPO on 6 June 2019.

On 6 June 2019, 1.0 million share options with a strike price of AUD0.96 per option were granted to Dr David King, a Non-executive Director. A quarter (250 000) of these share options vested annually after every year of completed service. These share options lapsed on 26 July 2024.

On 6 June 2019, 3.4 million share options with a strike price of AUD0.96 per option and 1.7 million share options with a strike price of AUD0.80 per option were granted to the lead and corporate advisers. These share options vested on the grant date.

No share options were exercised during the year. In the prior year the ASX lead adviser and corporate adviser exercised 1.2 million share options (at AUD0.96 or an average of R11.83) and 0.8 million share options (at AUD0.80 or an average of R10.03), respectively. These movements are summarised in the table below.

Reconciliation of share options granted to date to the ASX lead adviser, corporate adviser and Non-executive Director:

	2025				2024			
	Number of share options granted '000	Fair value per share option at grant date Rand	Value of share options R'000	Weighted average exercise price Rand[1]	Number of shares awarded '000	Fair value per share option at grant date Rand	Value of shares R'000	Weighted average exercise price Rand[1]
Balance at 1 March	1 000	–	209	12.04	3 035	–	2 829	11.36
Exercised during the year[2]	–	–	–	–	(2 035)	–	(2 620)	11.08
ASX lead adviser	–	–	–	–	(1 190)	1.03	(1 226)	11.83
Corporate adviser	–	–	–	–	(845)	1.65	(1 394)	10.03
Lapsed during the year	(1 000)		(209)	12.04	–	–	–	–
Non-executive Director	(1 000)	0.21	(209)	12.04	–	–	–	–
Balance outstanding at 28/29 February	**–**		**–**	**–**	**1 000**		**209**	**12.04**
Exercisable at 28/29 February	**–**		**–**	**–**	**1 000**		**209**	**12.04**

1. *Exercise prices are denominated in Australian Dollars and have been translated into South African Rand at the prevailing exchange rate at each year-end date or on the date that the share options were exercised.*
2. *Refer to note 10 for shares issued for cash during the year.*

The fair value at grant date of all share options awarded was determined using the Monte Carlo Method.

11. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

	Grant date	Expiry date	2025 Rand[1]	2024 Rand[1]	2025 '000	2024 '000
Non-executive Director	6 June 2019	26 July 2024	–	12.04	–	1 000
Total					**–**	**1 000**

[1] *Exercise prices are denominated in Australian Dollars and have been translated into South African Rand at the prevailing exchange rate at each year-end date.*

Equity-settled Share Appreciation Rights Plan ("SAR Plan")

The share options below were granted pursuant to the SAR Plan approved by shareholders in July 2021 (see note 1.5). Awards will be subject to the fulfilment of both predetermined performance conditions and continued employment. The share options are categorised into tiers, each of which will be linked to separate performance conditions and performance periods as follows:

Tier	Award price Rand	Performance period Years	Share price performance condition which must be achieved Rand	Share price percentage growth from award date[1]	Estimated market cap at achievement of share price performance hurdle Rand[2]
1	37.50	2	75	231%	8 813 105 025
2	50.00	3	100	341%	11 750 806 700
3	62.50	4	125	452%	14 688 508 375
4	75.00	5	150	562%	17 626 210 050

[1] *Calculated on a 30-day VWAP as at 31 May 2021 (R22.65).*
[2] *Calculated as share price which must be achieved multiplied by the number of shares in issue at the time the SAR Plan was adopted (117 508 067 shares).*

All awards are subject to malus and clawback, meaning unvested awards can be reduced or cancelled (by application of malus) and exercised and settled awards can be recouped (by application of clawback), should a trigger event occur during the holding period. The trigger events include but are not limited to:

- a material misstatement of the financial results resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any member of the Group;
- the fact that any information used to determine the quantum of an incentive was based on error or inaccurate or misleading information;
- action or conduct of a participant which, in the reasonable opinion of the Board, amounts to serious misconduct or gross negligence; or
- events or behaviour of a participant, or the existence of events attributable to a participant, which led to the censure of the Company or a member of the Group by a regulatory authority or have had a significant detrimental impact on the reputation of the Company.

There were no new SAR Plan awards during the year under review. In the prior year 0.9 million additional share options were awarded to Senior Management and general employees, 1.0 million share options lapsed upon termination of employment of participants and 0.9 million share options lapsed upon expiry date for Executive Directors and select Senior Management. On 18 December 2023, 2.2 million share options previously granted to Senior Management and general employees were reissued to more closely align to the Phase 2-scheduled turn-on date.

11. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

Reconciliation of share options granted to date under the SAR Plan:

	2025				2024			
	Number of share options granted '000	Fair value per share option at grant date Rand	Value of share options R'000	Weighted average exercise price Rand[1]	Number of shares awarded '000	Fair value per share option at grant date Rand	Value of shares R'000	Weighted average exercise price Rand[1]
Balance at 1 March	9 488		12 127	1.02	10 554		16 231	61.29
Granted during the year								
Executives, Senior Management and general employees	–		–	–	904		1 892	56.25
Tier 1	–	–	–	–	226	4.64	1 050	37.50
Tier 2	–	–	–	–	226	2.20	498	50.00
Tier 3	–	–	–	–	226	1.14	258	62.50
Tier 4	–	–	–	–	226	0.38	86	75.00
Lapsed during the year								
Executives, Senior Management and general employees	(1 795)		(3 779)	51.73	(1 970)		(5 996)	49.77
Tier 1	(45)	4.64	(209)	37.50	(1 094)	4.64	(5 074)	37.50
Tier 2	(1 563)	2.20	(3 439)	50.00	(194)	2.20	(427)	50.00
Tier 3	(80)	1.14	(91)	62.50	(309)	1.14	(353)	62.50
Tier 4	(107)	0.38	(40)	75.00	(373)	0.38	(142)	75.00
Total shares awarded to date	**7 693**		**8 348**	**–**	**9 488**		**12 127**	**1.02**
Exercisable at 28/29 February	**–**		**–**	**–**	**–**		**–**	**–**

The fair value at grant date of all share options awarded was determined using the Monte Carlo Method. The significant inputs into the model are provided below:

		Tier 1	Tier 2	Tier 3	Tier 4
Spot price	(Rand)	30.14	30.14	30.14	30.14
Volatility	(%)	52.6	39.5	32.9	26.3
Risk-free rate	(%)	5	5	5	5
Option life	(Years)	2	3	4	5
Strike price	(Rand)	37.50	50.00	62.50	75.00
Dividend yield	(%)	0	0	0	0

11. EQUITY-SETTLED SHARE-BASED PAYMENTS CONTINUED

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

			Exercise price		Number of share options	
	Grant date	Expiry date	2025 Rand	2024 Rand	2025 '000	2024 '000
Tier 2	17 Dec 2021	17 Dec 2024	50.00	50.00	–	1 350
Tier 3	17 Dec 2021	17 Dec 2025	62.50	62.50	1 836	1 836
Tier 4	17 Dec 2021	17 Dec 2026	75.00	75.00	2 322	2 322
Tier 2	1 Mar 2022 – Feb 2023	17 Dec 2024	50.00	50.00	–	150
Tier 3	1 Mar 2022 – Feb 2023	17 Dec 2025	62.50	62.50	250	250
Tier 4	1 Mar 2022 – Feb 2023	17 Dec 2026	75.00	75.00	400	400
Tier 1	18 Dec 2023	17 Dec 2025	37.50	37.50	489	534
Tier 2	18 Dec 2023	17 Dec 2026	50.00	50.00	623	686
Tier 3	18 Dec 2023	17 Dec 2027	62.50	62.50	819	899
Tier 4	18 Dec 2023	17 Dec 2028	75.00	75.00	954	1 061
Total					**7 693**	**9 488**

RECONCILIATION OF SHARE-BASED PAYMENTS RESERVE

Figures in Rand Thousands	2025	2024
Balance at the beginning of the year	26 445	21 099
Bonus share scheme – share-based payments expense for Renergen participants charged to profit or loss[1]	1 456	757
Executive Directors	1 302	621
Senior Management	134	88
General employees	20	48
Bonus share scheme – share-based payments expense for Tetra4 participants[1]	450	1 767
Executive Directors	–	1 262
Senior Management	92	47
General employees	358	458
SAR Plan[1]	1 209	5 550
Renergen	943	4 297
Tetra4	266	1 221
Cryovation	–	32
Shares which lapsed during the year[1]	–	–
Vested shares issued during the year	(3 242)	(2 728)
Balance at the end of the year	**26 318**	**26 445**

1. *Total share-based payments expenses amount to R3 115 000 for the year under review (2024: R8 074 000). Share-based expenses totalling R717 000 (2024: R1 767 000) are recorded as equity contributions for Tetra4 (and Cryovation in the previous year), respectively. See note 5.*

12. LEASE LIABILITIES

Figures in Rand Thousands	2025	2024
Non-current	9 411	10 833
Current	1 590	1 305
Total	**11 001**	**12 138**

The maturity analysis of lease liabilities is as follows:

Lease payments		
Due within one year	2 820	2 896
Due within two to three years	10 775	6 370
Due within four to five years	961	7 225
Due over five years	–	961
	14 556	**17 452**
Finance charges	(3 555)	(5 314)
Net present value	**11 001**	**12 138**

The lease liability relates to the lease of the head office building. The Company entered into a lease for head office space under a 5.75-year lease agreement which commenced 1 September 2023 (lease will terminate on 31 May 2029). The net book value of the right-of-use assets as at 28 February 2025 is R9.4 million (2024: R11.6 million).

There were no breaches or defaults on the lease contract during the current period.

The Company had no leases of low-value assets as at 28 February 2025 (2024: Rnil).

A reconciliation for the related right-of-use asset is provided in note 3 and the interest expense on leases is disclosed in note 18.

The movements in lease liabilities are outlined below:

	2025				
Figures in Rand Thousands	At 1 March 2024	Interest expense	Interest paid	Lease payments	At 28 February 2025
Lease liabilities	12 138	1 774	(1 774)	(1 137)	11 001
Total	**12 138**	**1 774**	**(1 774)**	**(1 137)**	**11 001**

	2024					
Figures in Rand Thousands	At 1 March 2023	New leases	Interest expense	Interest paid	Lease payments	At 29 February 2024
Lease liabilities	–	12 684	857	(857)	(546)	12 138
Total	**–**	**12 684**	**857**	**(857)**	**(546)**	**12 138**

13. BORROWINGS

Figures in Rand Thousands	2025	2024
Held at amortised cost		
SBSA	169 159	333 798
AIRSOL	137 595	57 753
Total	**306 754**	**391 551**

The classification of the above borrowings is as follows:

Current		
SBSA	169 159	333 798
AIRSOL	137 595	57 753
Total	**306 754**	**391 551**

Movements in the Group's borrowings are analysed in note 21.

SBSA

Renergen obtained a R155.0 million secured loan from SBSA on 30 August 2024 ("SBSA Loan"). The first drawdown of R103.3 million occurred on 31 August 2024 and the second drawdown of R51.7 million occurred on 17 October 2024. Proceeds were used to fund the working capital and expansion of the Virginia Gas Project ("VGP"). Part of the proceeds of the SBSA Loan was also used to pay transaction costs attributable to the loan arrangement.

The SBSA Loan accrues interest at a rate linked to three-month JIBAR plus a variable margin (JIBAR plus the margin equated to 20.70% on 28 February 2025). Interest is compounded and capitalised to the principal amount owing. The SBSA Loan is repayable on the earlier of the receipt of proceeds from the proposed Renergen Nasdaq IPO or 30 August 2025.

The SBSA Loan is secured by a third ranking pledge of Tetra4's assets and shares held by Renergen in Tetra4. In addition, CRT Investments Proprietary Limited ("CRT") an associate of Mr Nicholas Mitchell, and MATC Investments Holdings Proprietary Limited ("MATC") an associate of Mr Stefano Marani, have entered into cession and pledge agreements ("Pledges") with SBSA, in terms of which CRT and MATC have pledged and ceded as security, which remains in CRT and MATC's possession unless called, collectively 17 314 575 Renergen ordinary shares ("Pledged Shares"), to and in favour of SBSA. CRT and MATC's potential liability under the security given in respect of such financial obligation is capped at the lower of the value of the Pledged Shares or R155.0 million.

The Molopo litigation and the need to procure the requisite equity injection by 24 January 2025 resulted in events of default with respect to the SBSA loan agreement. SBSA provided a waiver for the Molopo litigation default event but reserves all its rights with respect to the default on the equity injection. To date, no further remedies have been requested by SBSA due to the progress achieved in securing funding for the VGP. The SBSA Loan outstanding on 28 February 2025 amounted to R169.2 million (2024: R333.8 million) and interest accrued during the year amounted to R16.5 million (2024: R30.8 million). In light of the agreed forbearance of the DFC payment for the quarterly instalment for February 2025, a waiver was sought from SBSA and was issued to Tetra4 on 28 February 2025 in respect of the technical cross-default provisions.

AIRSOL Unsecured Convertible Debentures

Renergen entered into a US$7.0 million unsecured convertible debenture subscription agreement ("Subscription Agreement") with AIRSOL, an Italian wholly-owned subsidiary of SOL S.p.A, on 30 August 2023 for the subscription by AIRSOL for Renergen debentures in two tranches of US$3.0 million ("Tranche 1") and US$4.0 million ("Tranche 2"). Tranche 1 proceeds were received on 30 August 2023 and on 18 March 2024 AIRSOL subscribed for Tranche 2 debentures and Renergen received US$4.0 million (R74.6 million). This transaction is linked to the Nasdaq IPO.

The debentures initially had a maturity date of 28 February 2025, which has been extended to 31 August 2025, and accrue interest at a rate of 13% per annum, calculated and compounded semi-annually on the outstanding principal amount. Interest is payable on 28 February and 31 August of each year during the term of the debentures.

On maturity the debentures can be settled in cash or converted to shares in Renergen at a conversion rate to be determined by dividing the outstanding principal amount by the conversion price. The conversion price has been agreed as follows:

- If the Nasdaq IPO has not been completed before the maturity date of the debentures the conversion price will be 90% of the 30-day volume weighted average traded price of Renergen shares on the Johannesburg Stock Exchange.
- If the Nasdaq IPO has occurred before the maturity date of the debentures and the shares to be issued are Renergen shares admitted to trading on the JSE, the conversion price will be 90% of the Rand equivalent of the deemed US$ price per share applicable in the IPO.
- If the Nasdaq IPO has occurred before the maturity date of the debentures and the shares to be issued are Renergen American Depositary Shares ("ADSs"), the conversion price will be 90% of the Rand equivalent of the US$ issue price per ADS.

Debentures outstanding on 28 February 2025 amounted to US$7.5 million (R137.6 million) (2024: US$3.0 million (R57.8 million)) and interest accrued during the year amounted to US$0.9 million (R16.5 million) (2024: US$0.2 million (R3.6 million)).

The debentures have been classified as short term as they have a maturity date of 31 August 2025. They do not have an equity component as they are convertible into variable number of shares.

14. TRADE AND OTHER PAYABLES

Figures in Rand Thousands	2025	2024
Financial instruments		
Trade payables	17 581	24 003
Accrued expenses	2 745	2 749
	20 326	**26 752**
Non-financial instruments		
Value-added taxation	123	–
Accrued leave pay	1 288	1 396
Accrual for bonuses	–	2 515
Other	–	547
	1 411	**4 458**
Total	**21 737**	**31 210**

The carrying values of the Company's trade and other payables are denominated in the following currencies:

US Dollars	7 900	20 130
Australian Dollars	349	224
South African Rands	13 488	10 856
Total	**21 737**	**31 210**

For purposes of the cash flow statement the movement in trade and other payables comprises:

Trade and other payables at the beginning of the year	(31 210)	(29 928)
Eliminated in the cash flow statement:		
Accruals attributable to		
– share issue costs	(2 315)	2 208
– leave pay	107	(95)
– bonuses	2 134	–
– audit fees	(627)	–
– Non-executive Directors' fees	(918)	(474)
Net foreign exchange losses	(643)	(869)
Trade and other payables at the end of the year	21 737	31 210
Movement in trade and other payables as per the cash flow statement	**(11 735)**	**2 052**

15.1 REVENUE

Figures in Rand Thousands	2025	2024
Management fees[1]	32 634	–
Total	**32 634**	**–**

[1] *Management fees charged to Tetra4 in accordance with the Shared Services Agreement.*

15.2 OTHER OPERATING INCOME

Figures in Rand Thousands	2025	2024
Net foreign exchange gains[1]	2 701	–
Total	**2 701**	**–**

[1] *The net foreign exchange gains above arose on translation of foreign creditors. Prior year net foreign exchange losses are disclosed in note 16.*

16. OTHER OPERATING EXPENSES

Figures in Rand Thousands	Note	2025	2024
Operating expenses by nature			
Consulting and advisory fees		9 642	7 692
Listing costs[1]		3 184	1 979
Employee costs[2]		7 065	5 188
Pension costs – defined contribution plans		1 182	397
Depreciation[3]	3	4 015	1 989
Computer and IT expenses		1 006	290
Marketing and advertising[4]		336	3 843
Management fees[5]		10 950	–
Net foreign exchange losses[6]		–	2 998
Audit fees		1 343	1 648
Legal and professional fees		6 061	1 652
Other operating costs		3 122	2 490
Executive Directors' remuneration[2]		10 608	1 410
Directors fees' – Non-executive		2 113	2 793
Total		**60 627**	**34 369**

1. *Increase attributable to advisory costs for the pending Nasdaq listing.*
2. *During the prior year costs incurred on behalf of Tetra4 were recovered via a loan account (note 23) resulting in a lower expense portion as the recovery was credited to the expense account. In the current year the recovery is via a separate management fee charge (note 15.1) resulting in a higher expense portion for employee costs and Executive Directors' remuneration.*
3. *The right-of-use asset was in use for a full year during the current year (lease commenced in September 2023) which had the effect of increasing the depreciation charge for the year.*
4. *The decrease is due to the cancellation of branding sponsorship and the deferral of marketing events as part of the cost-cutting initiative.*
5. *Management fees for time spent by a Renergen US employee on Renergen affairs.*
6. *Current year net foreign exchange gains are included in note 15.2.*

17. INTEREST INCOME

Figures in Rand Thousands	2025	2024
Interest income – cash and cash equivalents	982	1 817
Total	**982**	**1 817**

18. INTEREST EXPENSE

Figures in Rand Thousands	Notes	2025	2024
Interest – borrowings	21	33 019	229
Interest – leasing arrangements	12	1 774	857
Interest – other		11	2
Total		**34 804**	**1 088**

Interest paid as presented in the statement of cash flows comprises:

Interest – leasing arrangements	12	1 774	857
Interest – other		11	2
Interest paid on leasing and other arrangements per the statement of cash flows		**1 785**	**859**

19. TAXATION

Figures in Rand Thousands	2025	2024
Major components of the tax income		
Deferred		
Originating and reversing temporary differences	11 244	3 864
Total	**11 244**	**3 864**
Reconciliation of effective tax rate		
Accounting loss before taxation	(61 512)	(39 915)
Tax at the applicable tax rate of 27% (2024: 27%)	16 608	10 777
Tax effect of:		
Non-deductible expenses		
– Share-based payments	(648)	(1 694)
– Penalties	(29)	(21)
– Listing fees	(530)	–
– Legal	(2 780)	–
Current year losses for which no deferred tax asset has been recognised	(1 377)	(5 198)
Total	**11 244**	**3 864**

20. CASH USED IN OPERATIONS

Figures in Rand Thousands	Notes	2025	2024
Loss after taxation		(50 268)	(36 051)
Cash adjustments			
Interest income – cash and cash equivalents	17	(982)	(1 817)
Interest expense – other	18	11	2
Interest expense – borrowings	18	33 019	229
Interest expense – leasing arrangements	18	1 774	857
Non-cash adjustments			
Taxation		(11 244)	(3 864)
Depreciation	16	4 015	1 989
Share-based payments expense	11	2 398	6 275
(Reversal)/increase in leave pay accrual		(107)	95
Reversal of bonus accrual		(2 134)	–
Accrual for employee costs		–	3 755
Increase in audit fee accrual		627	–
Increase in Non-executive Directors' fees accrual		918	474
Net foreign exchange (gains)/losses		(2 701)	2 998
Changes in working capital			
Trade and other receivables	8	(797)	(953)
Trade and other payables	14	(11 735)	2 052
Total		**(37 206)**	**(23 959)**

21. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	2025						
		Non-cash movements		Cash movements			
Figures in Rand Thousands	At 1 March 2024	Interest[1]	Foreign exchange gains[2]	Additions	Repayments – capital[3]	Repayments – interest[3]	At 28 February 2025 (note 13)
SBSA	333 798	16 491	–	155 000	(303 000)	(33 130)	169 159
AIRSOL	57 753	16 528	(3 218)	74 640	–	(8 108)	137 595
Total	**391 551**	**33 019**	**(3 218)**	**229 640**	**(303 000)**	**(41 238)**	**306 754**

1. *A reconciliation of the interest expense between amounts recharged to Tetra4 and amounts shown in the interest expense (note 18) is presented below.*
2. *Foreign exchange gains reflect the impact of the strengthening of the Rand against the US Dollar.*
3. *Repayments of capital and interest attributable to the SBSA loan and the AIRSOL debentures are in line with loan terms. The Group shows repayments of interest under financing activities.*

	2024						
		Non-cash movements		Cash movements			
Figures in Rand Thousands	At 1 March 2023	Interest[1]	Foreign exchange losses[2]	Additions	Repayments – capital[3]	Repayments – interest[3]	At 29 February 2024 (note 13)
MaxiConcepts	–	229	–	15 000	(15 000)	(229)	–
SBSA	–	30 798	–	303 000	–	–	333 798
AIRSOL	–	3 648	1 781	55 972	–	(3 648)	57 753
Total	**–**	**34 675**	**1 781**	**373 972**	**(15 000)**	**(3 877)**	**391 551**

1. *The Company recharges interest incurred on debt acquired to construct the VGP to Tetra4. Following the equity conversion of the Tetra4 loan pursuant to the MGE Transaction this interest is now treated as an equity contribution. A reconciliation of the interest expense between amounts recharged to Tetra4 and amounts shown in the interest expense (note 18) is presented below.*
2. *Foreign exchange losses reflect the impact of the weakening of the Rand against the US Dollar.*
3. *Repayments of capital and interest attributable to the MaxiConcepts loan and the AIRSOL debentures are in line with loan terms. The Group shows repayments of interest under financing activities.*

A reconciliation of the interest which has been recognised in the statement of profit or loss and other comprehensive loss is provided below:

Figures in Rand Thousands	Notes	2025	2024
Interest as shown above		33 019	34 675
SBSA interest recharged to Tetra4		–	(30 798)
AIRSOL interest recharged to Tetra4		–	(3 648)
Interest on borrowings as presented in profit or loss	**18**	**33 019**	**229**

Interest on borrowings capitalised as presented in the Tetra4 loan and investment account:

Interest recharged to the Tetra4 loan account	23	–	18 770
Interest treated as an equity contribution in Tetra4	5	–	15 679
Total interest recharged or treated as an equity contribution		**–**	**34 449**

22. COMMITMENTS AND CONTINGENT LIABILITIES

22.1 CONTINGENT LIABILITIES

There are no contingent liabilities as at 28 February 2025 attributable to the Company (2024: nil).

22.2 COMMITMENTS

There are no commitments as at 28 February 2025 attributable to the Company (2024: nil).

23. RELATED PARTIES

RELATIONSHIPS

Subsidiaries	See note 5
Shareholders with significant influence	CRT Investments Proprietary Limited MATC Investment Holdings Proprietary Limited
Companies controlled by Directors	CRT Investments Proprietary Limited MATC Investment Holdings Proprietary Limited Luhuhi Investments Proprietary Limited

There were no transactions or balances with companies controlled by Directors or shareholders with significant influence during the year under review except for as disclosed under the SBSA loan in note 13 (2024: Rnil).

Key Management personnel include Executive and Non-executive Directors and members of the Executive Committee. Refer to the Directors' Report for more details. Remuneration of key Management personnel is disclosed in note 24.

RELATED PARTY TRANSACTIONS

Management fees

Figures in Rand Thousands	2025	2024
Management fees charged by Renergen US	(10 950)	–
Management fees charged to Tetra4 (revenue)	32 634	–
Total	**21 684**	**–**

RELATED PARTY BALANCES

Trade receivables/(payables) arising from management fees

Figures in Rand Thousands	2025	2024
Trade receivables – Tetra4	3 646	–
Trade payables – Renergen US	(950)	–
Total	**2 696**	**–**

Loans to/(from) subsidiaries

		2025			
Figures in Rand Thousands	Note	At 1 March 2024	Cash movements – advances	Non-cash movements – foreign exchange gains	At 28 February 2025
Cryovation		5 571	200	–	5 771
Renergen US		(3 347)	–	138	(3 209)
Total	**6**	**2 224**	**200**	**138**	**2 562**

		2024						
Figures in Rand Thousands	Note	At 1 March 2023	Cash movements – advances (costs recharged to subsidiaries)	Non-cash movements – interest recharged to Tetra4	Non-cash movement – equity conversion of loan	Non-cash movements – advances (costs recharged to subsidiaries)	Non-cash movements – foreign exchange gains	At 29 February 2024
Tetra4		1 044 213	350 692	18 770	(1 412 705)	(970)	–	–
Cryovation		1 975	2 626	–	–	970	–	5 571
Renergen US		–	–	–	–	(3 755)	408	(3 347)
Total	**6**	**1 046 188**	**353 318**	**18 770**	**(1 412 705)**	**(3 755)**	**408**	**2 224**

24. DIRECTORS' AND PRESCRIBED OFFICER'S EMOLUMENTS

	NON-EXECUTIVES					
	2025			2024		
Figures in Rand Thousands	Directors' Board fees	Committee fees	Total	Directors' Board fees	Committee fees	Total
Fees paid to Non-executive Directors:						
David King	779	121	900	859	–	859
Mbali Swana	289	211	500	319	211	530
Luigi Matteucci[1]	134	78	212	319	212	531
Thembisa Skweyiya[2]	18	15	33	319	89	408
Dumisa Hlatshwayo	289	179	468	319	68	387
Total	**1 509**	**604**	**2 113**	**2 135**	**580**	**2 715**

1. *Retired on 26 July 2024.*
2. *Resigned on 10 April 2024.*

	EXECUTIVES			
	2025		2024	
Figures in Rand Thousands	Total annual guaranteed package	Total	Total annual guaranteed package	Total
Remuneration paid to Executive Directors:				
Stefano Marani	9 719	9 719	7 366	7 366
Brian Harvey	4 404	4 404	4 155	4 155
Nick Mitchell	6 132	6 132	5 785	5 785
Total	**20 255**	**20 255**	**17 306**	**17 306**

	PRESCRIBED OFFICER							
	2025				2024			
Figures in Rand Thousands	Package	Medical aid	Pension	Total annual guaranteed package	Package	Medical aid	Pension	Total annual guaranteed package
Remuneration paid to Prescribed Officer:								
Leonard Eiser	2 646	83	159	2 888	2 521	75	50	2 646
Total	**2 646**	**83**	**159**	**2 888**	**2 521**	**75**	**50**	**2 646**

The Prescribed Officer is a member of the Executive Committee and is part of the Group's key Management.

Post-employment and termination benefits

The Group introduced a defined contribution retirement scheme in July 2023 to improve the employee value proposition. Payments made with respect to the pension scheme are provided in note 16.

25. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

CATEGORIES OF FINANCIAL INSTRUMENTS

Categories of financial assets

		Amortised cost	
Figures in Rand Thousands	Notes	2025	2024
Loans to subsidiaries	6	5 771	5 571
Trade and other receivables	8	3 646	–
Cash and cash equivalents	9	13 752	284 195
Total		**23 169**	**289 766**

The carrying values of the financial assets disclosed above approximate their fair values.

Categories of financial liabilities

		Amortised cost	
Figures in Rand Thousands	Notes	2025	2024
Trade and other payables	14	20 326	26 752
Loan from subsidiary	6	3 209	3 347
Borrowings	13	306 754	391 551
Total		**330 289**	**421 650**

The carrying values of the financial liabilities disclosed above approximate their fair values.

PRE-TAX GAINS AND LOSSES ON FINANCIAL INSTRUMENTS

Gains and (losses) on financial assets

		Amortised cost	
Figures in Rand Thousands	Notes	2025	2024
Recognised in profit or loss			
Interest income	17	982	1 817
Total		**982**	**1 817**

Gains and (losses) on financial liabilities

		Amortised cost	
Figures in Rand Thousands	Notes	2025	2024
Recognised in profit or loss			
Net foreign exchange gains/(losses)	15.2, 16	2 701	(2 998)
Interest expense – other	18	(11)	(2)
Interest expense – borrowings	18	(33 019)	(229)
Total		**(30 329)**	**(3 229)**

25 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for all other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. It manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company is targeting a long-term capital structure of a maximum of 80% equity funding and 20% debt funding, taking into consideration the capital raise and development of Phase 2.

The Company considers borrowings and equity as disclosed in notes 13 and 10, respectively as capital.

Figures in Rand Thousands	Notes	2025	2024
Stated capital	10	1 808 701	1 768 458
Borrowings	13	306 754	391 551
Total		**2 115 455**	**2 160 009**

The Group's capital structure as at 28/29 February of each year was as follows:

Equity	85%	82%
Debt	15%	18%

FINANCIAL RISK MANAGEMENT

Overview

The Company is exposed to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. Overall responsibility for establishment and oversight of the risk management framework rests with the Board of Directors ("Board"). The Board, through the Company Executive Committee, is responsible for the development, monitoring and communication of the processes for managing risk across the Company. The Company's overall risk management programme ensures that business risks are systematically identified, assessed and reduced to acceptable levels, whether they are insurable or not, without unduly affecting the Company's competitiveness and flexibility. The Company maintains an integrated, enterprise-wide risk management programme and risks are monitored, measured, assessed and reported to the Board on a quarterly basis. Through this process the Board reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets to manage financial risks.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is mainly exposed to credit risk from cash held on its behalf by counterparties, trade receivables arising from management fees charged to subsidiaries and loans advances to subsidiaries. Credit risk in this regard is managed to ensure that counterparty default risk is reduced to an acceptable level. Financial instruments of the Company exposed to credit risk include cash and cash equivalents (note 9), trade receivables (note 8) and loans to subsidiaries (note 6).

Cash and cash equivalents

The Company only deposits cash with major banks with high-quality credit standing and limits exposure to any one counterparty. The Company's cash is held with financial institutions with a ba2 Moody's credit rating.

Loans to subsidiaries

All loans to subsidiaries are approved by the Group Executive Committee and are subject to shareholder approvals which are granted and renewed annually. Loans are granted after an assessment has been performed of the Group company's ability to repay amounts advanced. In this regard, the Company assesses the respective Group company's cash flow forecasts and financial plans.

Trade receivables

Trade receivables are attributable to management fees charged to Tetra4. Renergen monitors the credit risk by regularly reviewing the payment profile of Tetra4 and taking into account information acquired from regular engagement with the subsidiary.

The maximum credit risk exposure of the Company is the carrying values of cash and cash equivalents, trade receivables and loans to subsidiaries disclosed in notes 9, 8 and 6, respectively. These financial instruments and related carrying values are listed below.

25 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT CONTINUED

Figures in Rand Thousands	Notes	2025			2024		
		Gross carrying amount	Credit loss allowance	Amortised cost	Gross carrying amount	Credit loss allowance	Amortised cost
Loans to subsidiaries	6	5 771	–	5 771	5 571	–	5 571
Trade receivables	8	3 646	–	3 646	–	–	–
Cash and cash equivalents	9	13 752	–	13 752	284 195	–	284 195
Total		**23 169**	**–**	**23 169**	**289 766**	**–**	**289 766**

At 28 February 2025 the Company's exposure to credit risk is not material for reasons highlighted above (also see notes 6, 8 and 9) (2024: Rnil).

Liquidity risk

Liquidity risk arises from the Company's management of working capital, and the finance charges and principal repayments on its debt instruments. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. Management manages cash flows through an ongoing review of future commitments against available cash and credit facilities. Rolling cash flow forecasts are prepared monthly and spending is monitored for compliance with internal targets. The Company also seeks to reduce liquidity risk by fixing interest rates (and hence cash flows) on a portion of its long-term borrowings, this is further discussed in the "interest rate risk" section below. The assumptions and judgements which impact the Company's ability to settle its obligations in the normal course of business within the timelines outlined below are provided in note 27.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

Figures in Rand Thousands	Notes	2025							
		Within 3 months	Within 4 – 6 months	Within 7 – 12 months	1 to 3 years	3 to 5 years	Over 5 years	Total	Carrying amount
Non-current liabilities									
Lease liabilities	12	–	–	–	7 085	4 386	–	11 471	9 247
Current liabilities									
Borrowings	13	169 159	146 155	–	–	–	–	315 314	306 754
Lease liabilities	12	747	747	1 591	–	–	–	3 085	1 754
Loan from subsidiary	6	–	–	3 209	–	–	–	3 209	3 209
Trade and other payables	14	20 326	–	–	–	–	–	20 326	20 326
Total		**190 232**	**146 902**	**4 800**	**7 085**	**4 386**	**–**	**353 405**	**341 290**

Figures in Rand Thousands	Notes	2024							
		Within 3 months	Within 4 – 6 months	Within 7 – 12 months	1 to 3 years	3 to 5 years	Over 5 years	Total	Carrying amount
Non-current liabilities									
Lease liabilities	12	–	–	–	6 370	7 225	961	14 556	10 833
Current liabilities									
Borrowings	13	333 798	1 824	59 577	–	–	–	395 199	391 551
Lease liabilities	12	724	724	1 448	–	–	–	2 896	1 305
Loan from subsidiary	6	–	3 347	–	–	–	–	3 347	3 347
Trade and other payables	14	26 752	–	–	–	–	–	26 752	26 752
Total		**361 274**	**5 895**	**61 025**	**6 370**	**7 225**	**961**	**442 750**	**433 788**

25 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT CONTINUED

FINANCIAL RISK MANAGEMENT CONTINUED

Market risk

Market risk arises from the Company's use of interest-bearing and foreign currency financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk). The Company's financial assets and liabilities affected by market risk include cash and cash equivalents (note 9), trade and other payables (note 14) and borrowings (note 13).

Foreign currency risk

The Company's operations expose it to foreign currency risk arising from purchases of goods and services, the acquisition of debt and cash held in currencies other than the South African Rand. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. During the year under review the Company transacted in currencies including the US Dollar and Australian Dollar; however, the Company is mostly exposed to transactions and balances denominated in US Dollars (see table below). The Company reviews foreign currency exposure, including exposures arising from commitments on a monthly basis. The Company will in future rely on the ability of its key subsidiary to generate revenue in US Dollars (from Phase 2 of the VGP) which will be utilised to repay debt and other obligations denominated in this currency. In addition, the Group is also exploring foreign currency hedging strategies as the operations of the Group evolve.

Included in the statement of financial position are the following carrying values denominated in currencies other than the Rand:

		2025			2024		
Figures in Rand Thousands	**Notes**	**USD**	**AUD**	**TOTAL**	**USD**	**AUD**	**TOTAL**
Trade and other payables	14	(7 900)	(349)	(8 249)	(20 130)	(224)	(20 354)
Cash and cash equivalents	9	–	10	10	–	333	333
Borrowings	13	(137 595)	–	(137 595)	(57 753)	–	(57 753)
Total		**(145 495)**	**(339)**	**(145 834)**	**(77 883)**	**109**	**(77 774)**

A variation in the exchange rate, with all other variables held constant, would impact the Company's post-tax loss and equity as follows:

Figures in Rand Thousands	**2025**	**2024**
Weakening of the Rand against the US Dollar by 5%	(7 275)	(3 894)
Strengthening of the Rand against the US Dollar by 5%	7 275	3 894

Balances denominated in Australian Dollar are not material and therefore a sensitivity analysis is not provided.

Figures in Rand	**2025**	**2024**
Year-end exchange rates		
US Dollar	18.4536	19.2456
Australian Dollar	11.5380	12.5417

The Company is not exposed to price and equity price risk.

Interest rate risk

The Company's interest rate risk arises from its borrowings disclosed in note 13. The AIRSOL borrowings expose the Company to fair value interest rate risk as it is secured at a fixed interest rate. The SBSA borrowings expose the Group to cash flow interest rate risk as it was secured at a variable interest rate. The Company manages its interest rate risk by monitoring interest rates on a regular basis.

A variation in the interest rate, with all other variables held constant, would impact the Company's post-tax loss and equity as follows:

Figures in Rand Thousands	**2025**	**2024**
USD borrowings – AIRSOL		
A 2% increase in the interest rate	(2 752)	(1 155)
A 2% decrease in the interest rate	2 752	1 155
Rand borrowings – SBSA		
A 2% increase in the interest rate	(3 383)	(6 676)
A 2% decrease in the interest rate	3 383	6 676

26 EVENTS AFTER THE REPORTING PERIOD

Commercial LHe sales

On 14 March 2025 Renergen announced that Tetra4 had commenced sales of LHe to a customer.

Fundraising

Renergen has entered into an exclusive arrangement to negotiate a transaction with a third party. As part of those negotiations Renergen has received an initial inflow of US$10 million – US$5 million was received on 1 April 2025 and the balance on 8 April 2025. To the extent the negotiations proceed as planned, additional funding will be extended to Renergen.

DFC waiver

The DFC provided a default waiver to Tetra4, a subsidiary of the Company, in April 2025 (see note 14 of the consolidated financial statements).

27. GOING CONCERN

The financial statements presented have been prepared on a going concern basis, which assumes the Company will be able to discharge its liabilities as they fall due. The following circumstances existed as at 28 February 2025:

- The Company was in default of the terms of the SBSA loan agreement. The Company's subsidiary, Tetra4 was in default of the terms of the DFC and IDC loan agreements. The default events are outlined in note 14 of the consolidated financial statements ("Default Events"). Details pertaining to the waivers granted post 28 February 2025 are also contained in this note.
- The Company's current liabilities exceed its current assets by R315.0 million, impacted mainly by the classification of the SBSA loan as a current liability as fully set out in note 13.
- The Company requires funding for the VGP to complete Phase 1 operations to nameplate capacity and for the development of Phase 2 of the VGP.

In conducting its most recent going concern assessment, Management has considered the period up to 30 April 2026 ("Assessment Period") as it has assessed that the Default Events will be remedied during the Assessment Period and that key funding initiatives will be concluded during this period. The Company has reviewed its cash flow projections for the Assessment Period ("Cash Forecast") and has performed stress testing of the base case projections. The stress case scenarios include downward variations in the selling prices of LNG and helium (20%), delays in operating at Phase 1 nameplate capacity and a 10% increase in operating costs. Management has also considered volatilities in the exchange rates, interest rates and energy prices in determining the Cash Forecast.

The Cash Forecast is underpinned by the following key assumptions:

- The availability of funding to settle amounts owed to the DFC under the terms of the waiver granted and under the terms of the original agreement. In this regard, to date, the Company has concluded an exclusive arrangement to negotiate a transaction with a third party. As part of those negotiations, in April 2025, the Company received an initial inflow of U$10.0 million (see note 26). To the extent the negotiations proceed as planned, additional funding estimated at US$20.0 million will be extended to the Group.
- The Company's plans to complete the Nasdaq IPO have not changed and it still anticipates raising R2.9 billion (US$150.0 million) during the Assessment Period. The production and sale of LHe by Tetra4 were key milestones required to provide new investors with the comfort to proceed with this initiative. Shareholder approval for the issue of shares for the Nasdaq IPO was obtained on 11 April 2023, however the Nasdaq IPO is dependent on market conditions which will determine whether it is completed during the Assessment Period. The Nasdaq IPO is also subject to Securities and Exchange Commission and exchange control approvals, as well as shareholder re-approval in terms of the ASX rules.
- The Company and Tetra4 expect to obtain debt funding amounting to US$795.0 million from the DFC and SBSA, which includes the refinancing of Phase 1 debt, and is subject to the fulfilment of conditions precedent and other standard conditions. Management are confident that the approvals will be obtained shortly after these conditions are satisfied by the Group.
- The Company is also anticipating funding from various funding initiatives, which involve debt, equity and hybrid instruments. These initiatives are also geared towards both alleviating short-term funding requirements as well as long-term commitments.

The Company continues to regularly monitor its liquidity position as set out in note 25 as part of its ongoing risk management programme. Various initiatives have come to fruition since 28 February 2025 which have resulted in cash inflows as well as increasing the certainty of future cash inflows including but not limited to the receipt of US$10.0 million as highlighted above.

After consideration of the Cash Forecast, the outcome of the stress testing performed and the developments after the reporting date, the Company has concluded that the going concern basis of preparation is appropriate. Management is cognisant of the following material uncertainties that exist which may cast doubt about the Company's ability to realise its assets and discharge its liabilities in the normal course of business and continue as a going concern:

- The Company's ability to conclude the funding initiatives outlined above within the Assessment Period to enable the resolution of the Default Events within the times set out in the DFC waiver and to raise adequate funding to bolster Phase 1 operations to nameplate capacity and for the development of Phase 2 of the VGP.
- The Company's ability to secure regulatory and other approvals required to conclude the Nasdaq IPO and other funding initiatives.

The Board has a reasonable expectation that funding initiatives and the remediation of Default Events will be concluded within the Assessment Period, and that the approvals required will be obtained. This will enable the Company to have adequate resources to meet its obligations and continue its operations in the normal course of business for the Assessment Period.

Shareholder Information

Company: *Renergen Limited*
Register date: *28 February 2025*
Issued share capital: *155 047 410*

	Number of shareholdings	%	Number of shares	%
Shareholder spread				
1 – 1 000 shares	30 221	80.41	4 649 525	3.00
1 001 – 10 000 shares	5 992	15.94	19 792 481	12.77
10 001– 100 000 shares	1 199	3.19	32 968 418	21.26
100 001 – 1 000 000 shares	153	0.41	38 337 617	24.73
1 000 001 shares and over	18	0.05	59 299 369	38.25
Total	**37 583**	**100.00**	**155 047 410**	**100.00**
Distribution of shareholders				
Banks/Brokers	64	0.17	12 557 148	8.10
Close Corporations	74	0.20	873 551	0.56
Endowment Funds	10	0.03	431 642	0.28
Individuals	36 193	96.30	67 950 493	43.83
Insurance Companies	33	0.09	1 520 875	0.98
Investment Companies	4	0.01	51 241	0.03
Medical Schemes	1	0.00	28 470	0.02
Mutual Funds	38	0.10	11 460 896	7.39
Other Corporations	135	0.36	287 707	0.19
Private Companies	461	1.23	28 842 967	18.60
Public Companies	5	0.01	3 856 492	2.49
Retirement Funds	185	0.49	22 803 069	14.71
Treasury Stock	1	0.00	107 050	0.07
Trusts	379	1.01	4 275 809	2.76
Total	**37 583**	**100.00**	**155 047 410**	**100.00**
Public/non-public shareholders				
Non-public shareholders	9	0.02	17 927 323	11.56
Directors, Associates and Prescribed Officers of the Company	8	0.02	17 820 273	11.49
Renergen stock	1	0.00	107 050	0.07
Public Shareholders	37 574	99.98	137 120 087	88.44
Total	**37 583**	**100.00**	**155 047 410**	**100.00**
Beneficial shareholders holding 5% or more				
Government Employees Pension Fund			10 018 565	6.46
MATC Investments Holdings Proprietary Limited			8 714 306	5.62
CRT Investments Proprietary Limited			8 600 269	5.55
Ye, J			7 972 500	5.14
Eskom Pension and Provident Fund			3 803 640	2.45
Total			**39 109 280**	**25.22**
Institutional shareholders holding 3% or more				
Mazi Asset Management			20 572 862	13.27
Anchor Capital			7 218 547	4.66
Excelsia Capital			2 849 163	1.84
Peresec Prime Brokers			1 914 341	1.23
Momentum Wealth			1 374 854	0.89
Total			**33 929 767**	**21.88**
Shareholder spread				
South Africa	34 974	93.06	114 481 205	73.84
Australasia	2 174	5.78	30 086 182	19.40
North America	14	0.04	5 684 623	3.67
Europe	22	0.06	2 587 313	1.67
Rest of the World	340	0.90	1 484 290	0.96
United Kingdom	29	0.08	708 150	0.46
Asia	30	0.08	15 647	0.01
Total	**37 583**	**100.00**	**155 047 410**	**100.00**

	Number of shares	%
Top 20 shareholders		
GOVERNMENT EMPLOYEES PENSION FUND MAZI CAPITAL PROPRIETARY LIMITED	9 537 058	6.15
MATC INVESTMENTS PROPRIETARY LIMITED (PLEDGE)	8 714 306	5.62
CRT INVESTMENTS PROPRIETARY LIMITED (PLEDGE)	8 600 269	5.55
IVANHOE MINES LIMITED	3 642 435	2.35
ESKOM PENSION AND PROVIDENT FUND	3 444 428	2.22
SBSA ITF ANCHOR BCI SA EQUITY FUND	2 759 669	1.78
PERESEC PRIME BROKERS PROPRIETARY LIMITED	1 914 341	1.23
FRB ITF PRIME WORLDWIDE FLEXIBLE QI	1 602 379	1.03
UBS SWITZERLAND AG – CLIENT ASSETS	1 336 500	0.86
AMBEKAR, RAJAY (MR)	1 178 054	0.76
GJ FILTER & SEUNS EIENDOMS BEPERK	1 100 000	0.71
SBSA ITF SKYBLUE BCI FLEXIBLE FUND	1 080 000	0.70
TITAN PREMIER INVESTMENTS PROPRIETARY LIMITED	1 035 809	0.67
ZOGHBY, STEPHEN MICHAEL (MR)	1 025 160	0.66
MUNICIPAL WORKERS RETIREMENT FUND – MAZI INVESTMENT	833 728	0.54
SBSA ITF CAPITA BCI EQUITY FUND	736 525	0.48
UNEMPLOYMENT INSURANCE FUND MAZI CAPITAL PROPRIETARY LIMITED	710 478	0.46
DCV ENTERPRISE PROPRIETARY LIMITED	680 304	0.44
VIDEOVISION INVESTMENTS PROPRIETARY LIMITED	618 316	0.40
OTTO, LOUANNE MARGARET (MRS)	599 347	0.39
	51 149 106	**32.99**

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