

28 June 2024

Rogue Baron Plc.

("Rogue Baron" or the "Company")

**Half Year Report
for the six month period ended 31 March 2024**

The first half of Rogue Baron's fiscal year 2024 was a pivotal period for the Company. By year-ended September 2023, the Company had 226 cases of Shinju remaining in inventory, all of which were sold between October 15th and December 18th. During this time, and afterwards, the Company engaged in discussions about a significant investment deal with regards to Shinju. Over the past six months, a substantial amount of the Company's time and energy was dedicated to finalising this deal, redefining the strategy for Shinju, and preparing for future progress.

In March 2024, the Company made the announcement of a substantial investment from Pronghorn, a spirits investment group backed by Diageo. Pronghorn has committed to injecting USD1,000,000 into Shinju Spirits Inc. The investment comprises USD750,000 in cash and USD250,000 in business enhancement services, aimed at bolstering the growth and sales of Shinju.

Following the investment, Pronghorn will hold 22.23% of Shinju Spirits, on a fully diluted basis, after exercise of the warrants, and Rogue Baron will own 60.50%. The remaining shares in Shinju Spirits Inc. are held by certain employees who have been issued stock in lieu of cash for services rendered.

This investment, coupled with their expertise and guidance, is expected to significantly accelerate the Shinju brand's growth. It aims to position Shinju as one of Rogue's key objectives: developing the Shinju brand to a point where it becomes an attractive buyout target. The investment has allowed the Company to restart production on the next round of inventory, which will include the new label into the US market. For the past three months the Company has been working with Pronghorn on a more focused sales strategy which we believe will expedite Shinju's sales growth and take the Brand to another level.

This infusion of capital and partnership instills unprecedented confidence in the Company's future prospects. It not only provides Shinju Spirits with the necessary financial resources to achieve its forthcoming objectives, but also pairs the Shinju brand with a partner possessing a deep understanding of the industry and capable of providing substantial market support.

Rogue Baron's strategic vision has always been to develop distinct brands within specific categories of the spirits industry, and build and position them as attractive buyout targets. Success in the spirits industry relies on two key elements: adequate capitalisation and forging the right partnerships. Historically, the Company has had either one or the other, but not both simultaneously. The recent investment from Pronghorn marks a pivotal moment where Rogue Baron and its Shinju brand have secured both. Now with the ability to launch multiple brands, following Shinju and working off each other, their growth should collectively accelerate, enhancing the potential of each brand, and possibly the entire portfolio, as a buyout target.

Leveraging this support, Rogue Baron is committed to continuing the expansion of Shinju Spirits. Concurrently, the Company is now poised to launch its other brands and strategically explore new opportunities within the Spirits Industry—areas of opportunity that can provide considerable upside, limited risk, and the potential for significant revenue generation.

Shinju is leading the way for Rogue Baron's portfolio, establishing a strategic advantage for the Company. With Shinju setting the precedent, Rogue Baron will look to raise additional funds to launch its other brands and capitalise on the momentum created by Shinju.

The past four years have been primarily dedicated to Shinju's growth and market expansion, utilising a significant portion of the Company's capital and managerial resources. With the strategic capital partnership now secured for Shinju, by raising additional funds Rogue Baron will be well-positioned to diversify its focus towards additional opportunities, further facilitating the Company's growth and expansion.

These interim results have not been audited or reviewed by the Company's auditor.

The Directors of the Company accept responsibility for the contents of this announcement.

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ROGUE BARON PLC
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2024

	<i>Note</i>	Unaudited Period ended 31 March 2024 US\$'000	Unaudited Period ended 31 March 2023 US\$'000
Revenue		33	164
Cost of sales		(35)	(104)
Gross profit		(2)	60
Share based payments		(3)	-
Expenses paid in shares		(30)	-
Expenses paid in shares of subsidiary		(333)	
Other administrative expenses		(90)	(277)
Exchange differences movement		(18)	(47)
Total administrative expenses		(474)	(324)
(Loss)/profit from operations		(476)	(264)
Finance costs		-	-
Loss before taxation		(476)	(264)

Tax charge	<u>-</u>	<u>-</u>
Loss after taxation	(476)	(264)
Other comprehensive income for the period		
Exchange difference on translating foreign operations	(3)	(10)
Total comprehensive loss for the year, attributable to owners of the company	<u>(479)</u>	<u>(274)</u>
Total comprehensive loss attributable to		
Non-controlling shareholders	(89)	-
Equity holders of the parent	<u>(390)</u>	<u>(274)</u>
	<u>(479)</u>	<u>(274)</u>
Loss per share		
Basic and diluted earnings per share (cents) - attributable to the shareholders of the Company	3 (0.35)	(0.29)
Basic and diluted earnings per share (cents) - attributable to the NCI	<u>(0.08)</u>	<u>-</u>

ROGUE BARON PLC
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

		Unaudited 31 March 2024	Audited 30 September 2023
Assets	<i>Note</i>	US\$'000	US\$'000
Non-current			
Goodwill		1,239	1,239
Intangible assets	4	2,352	2,352
		<u>3,591</u>	<u>3,591</u>
Current			
Inventories		509	498
Trade and other receivables		331	312
Cash and cash equivalents		766	19
		<u>1,606</u>	<u>829</u>
Total current assets		1,606	829
Total assets		5,197	4,420
Liabilities			
Current			
Trade and other payables		704	675
Loans payable	5	203	184
		<u>907</u>	<u>859</u>
Total current liabilities and total liabilities		907	859
Equity			
Issued share capital	6	167	128
Share premium	6	6,758	6,675
Share based payment reserve		8	5
Exchange and other reserves		(422)	(229)
Retained deficit		(3,378)	(2,991)
		<u>3,133</u>	<u>3,588</u>
Equity attributable to the equity holders of the Company		3,133	3,588
Non-controlling interest		1,157	(27)
		<u>4,290</u>	<u>3,561</u>
Total equity		4,290	3,561
Total equity and liabilities		5,197	4,420

ROGUE BARON PLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2024

	Share capital	Share premium account	Exchange and other reserves	Share based payment reserves	Retained earnings	Total equity attributable to the owners of the company	Non-controlling interest	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Balance at 1 October 2022	119	6,627	(242)	4	(2,354)	4,154	(27)	4,127
Share issue	-	-	-	-	-	-	-	-
Transactions with owners	-	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	(264)	(264)	-	(264)
Exchange difference on translating foreign operations	-	-	(10)	-	-	(10)	-	(10)
Balance at 31 March 2023	119	6,627	(252)	4	(2,618)	3,380	(27)	3,853
Issue of shares	9	54	-	-	-	63	-	63
Share issue costs	-	(6)	-	-	-	(6)	-	(6)
Share based payments	-	-	-	1	-	1	-	1
Transactions with owners	9	48	-	1	-	58	-	58
Loss for the period	-	-	-	-	(373)	(373)	-	(373)
Exchange difference on translating foreign operations	-	-	23	-	-	23	-	23
Balance at 30 September 2023	128	6,675	(229)	5	(2,991)	3,588	(27)	3,561
Issue of shares	39	116	-	-	-	155	-	155
Share issue costs	-	(33)	-	-	-	(33)	-	(33)
Share based payments	-	-	-	3	-	3	-	3
Transactions with owners	39	83	-	3	-	125	-	125
Loss for the period	-	-	-	-	(387)	(387)	(89)	(476)
Arising on issuing shares in subsidiary	-	-	(190)	-	-	(190)	1,273	1,083
Exchange difference on translating foreign operations	-	-	(3)	-	-	(3)	-	(3)
Balance at 31 March 2024	167	6,758	(422)	8	(3,378)	3,133	1,157	4,290

ROGUE BARON PLC
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2024

	Unaudited Period ended 31 March 2024	Unaudited Period ended 31 March 2023
	US\$'000	US\$'000
Operating activities		
Loss after tax	(476)	(264)
(Increase)/decrease in inventories	(11)	92
(Increase)/decrease in trade and other receivables	(19)	10
Expenses settled in shares	363	-
Share based payments	3	-
Increase in trade and other payables	48	156
Net cash (outflow)/inflow from operating activities	(92)	(6)
Financing activities		
Proceeds from issue of share capital	125	-
Share issue costs	(33)	-
Proceeds from issue of share capital in subsidiary	750	-
Loans received	13	-
Net cash inflow from financing activities	855	-
Net change in cash and cash equivalents	763	(6)
Cash and cash equivalents at beginning of period	19	43
Exchange difference on cash and cash equivalents	(16)	(4)
Cash and cash equivalents at end of period	766	33

ROGUE BARON PLC

NOTES TO THE INTERIM REPORT

FOR THE PERIOD ENDED 31 MARCH 2024

The financial information set out in this interim report does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The Company's statutory financial statements for the year ended 30 September 2023 have been completed and filed at Companies House.

1. ACCOUNTING POLICIES

Basis of preparation

The Company's ordinary shares are quoted on the Aquis Stock Exchange and the Company applies the Companies Act 2006 when preparing its annual financial statements.

The annual financial statements for the year ending 30 September 2024 will be prepared under International Financial Reporting Standards as adopted by the European Union (IFRS) and the principal accounting policies adopted remain unchanged from those adopted in preparing its financial statements for the year ended 30 September 2023.

The accounting policies have been applied consistently throughout the Group for the purposes of preparation of these condensed consolidated interim financial statements.

Segmental reporting

An operating segment is a distinguishable component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Executive Officer to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available.

The Chief Executive Officer reviews financial information for and makes decisions about the Group's performance as a whole. Revenue of \$33,000 was generated in USA in the period (2023: \$136,000) and revenue of \$Nil was generated in Europe (2023: \$28,00).

The Group expects to further review its segmental information during the forthcoming financial year.

Fees and Loans Settled in Shares

Where shares have been issued as consideration for services provided or loans outstanding, they are measured at fair value. The difference between the carrying amount of the financial liability (or part thereof) extinguished, and the fair value of the shares, is recognised in profit or loss.

2. TAXATION

No tax is due for the period as the Company has made a taxable loss. The Directors expect these losses to be available to offset against future taxable trading profits. The Group has not recognised any deferred tax asset at 31 March 2024 (31 March 2023: £nil) in respect of these losses on the grounds that it is uncertain when taxable profits will be generated by the Group to utilise any such losses.

3. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the loss attributable to ordinary shareholders divided by the weighted average number of shares in issue during the period. The impact of the options and warrants on the loss per share is anti-dilutive.

	Unaudited Period ended 31 March 2024 US\$'000	Unaudited Period ended 31 March 2023 US\$'000
Loss after taxation attributable to the shareholders of the Company	(387)	(264)
Loss after taxation attributable to the NCI	(89)	0
Loss after taxation - total	<u>(476)</u>	<u>(264)</u>
	Number	Number
Weighted average number of shares for calculating basic earnings per share	<u>109,293,741</u>	<u>90,043,076</u>
	Cents	Cents
Basic and diluted earnings per share (cents) - attributable to the shareholders of the Company	(0.35)	(0.29)
Basic and diluted earnings per share (cents) - attributable to the NCI	<u>(0.08)</u>	<u>0.00</u>

4. INTANGIBLE ASSETS

	Goodwill US\$'000	Brands & Licences US\$'000	Total US\$'000
Cost			
At 1 October 2022	1,464	2,352	3,816
At 31 March 2023	1,464	2,352	3,816
At 30 September 2023	<u>1,464</u>	<u>2,352</u>	<u>3,816</u>
At 31 March 2024	<u>1,464</u>	<u>2,352</u>	<u>3,816</u>
Amortisation and impairment			
At 1 October 2023	(225)	-	(225)
At 31 March 2023	(225)	-	(225)
At 30 September 2023	<u>(225)</u>	<u>-</u>	<u>(225)</u>
At 31 March 2024	<u>(225)</u>	<u>-</u>	<u>(225)</u>
Net book value at 31 March 2024	<u>1,239</u>	<u>2,352</u>	<u>3,591</u>
Net book value at 30 September 2023	<u>1,239</u>	<u>2,352</u>	<u>3,591</u>
Net book value at 31 March 2023	<u>1,464</u>	<u>2,352</u>	<u>3,816</u>

The Group owns several licences over liquor brands. The carrying value of intangible assets have been reviewed for impairment and no impairment was considered necessary.

5. LOANS

The movement in loans is shown below.

	Unaudited 31 March 2024	Audited 30 September 2023
Convertible loans	\$'000	\$'000
Balance at beginning of period	124	124
Foreign exchange	14	12
Balance at end of period	138	136
Non-convertible loans		
Balance at beginning of period	43	43
Interest	-	2
Loans received	13	-
Foreign exchange	1	3
Balance at end of period	62	48

6. SHARE CAPITAL

The movement in ordinary shares and share premium in the period was as follows:

	Number	Nominal amount (USD \$'000)	Share premium (USD \$'000)
As at 1 October 2022	90,043,076	119	6,627
Movement in period	-	-	-
At 31 March 2023	90,043,076	119	6,627
Shares issued for cash	6,666,667	9	54
Share issue costs	-	-	(6)
At 30 September 2023	96,709,743	128	6,675
Shares issued for cash	25,485,714	32	93
Shares issued in payment of creditors and services	5,290,806	7	23
Share issue costs	-	-	(33)
At 31 March 2024	127,486,263	167	6,758

7. ULTIMATE CONTROLLING PARTY

The Company has no ultimate controlling party