Individual and Consolidated Financial Statements

Forbes Resources Brazil Holding S.A.

December 31, 2024
with Independent Auditor's Report

Forbes Resources Brazil Holding S.A.

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A free translation from Portuguese into English of Independent Auditor's Report on financial statements prepared in Brazilian currency in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as "IFRS accounting standards"

Independent auditor's report on individual and consolidated financial statements

To the
Shareholders, Board of Directors and Officers of
Forbes Resources Brazil Holding S.A.
Nova Lima - MG

Opinion

We have audited the individual and consolidated financial statements of Forbes Resources Brazil Holding S.A. (the "Company"), identified as individual and consolidated, respectively, which comprise the statement of financial position as at December 31, 2024, and the related statements of profit or loss, of comprehensive income (loss), of changes in equity, and of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the individual and consolidated financial position of the Company as at December 31, 2024, its individual and consolidated financial performance, and its individual and consolidated cash flows for the year then ended, in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as "IFRS accounting standards".

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of individual and consolidated financial statements" section of our report. We are independent of the Company and its subsidiary in accordance with the relevant ethical principles set forth in the Code of Professional Ethics for Accountants, the professional standards issued by Brazil's National Association of State Boards of Accountancy (CFC), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Significant uncertainty related to continuity of business operations

We draw attention to Note 1.3 to the individual and consolidated financial statements, which indicates that the Company incurred in a loss of R$167,695 thousand, individual and consolidated, throughout the year ended December 31, 2024, and as per the statement of financial position as at that date, the Company's current liabilities exceeded total current assets by R$615,313 thousand and R$569,775 thousand, individual and consolidated, respectively. As mentioned in Note 1.3, these events or conditions, together with other matters described in Note 1.3, indicate the existence of significant uncertainty that may raise significant doubt as to the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Responsibilities of the executive board and those charged with governance for the individual and consolidated financial statements

The executive board is responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as "IFRS accounting standards", and for such internal control as the executive board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the individual and consolidated financial statements, the executive board is responsible for assessing 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 executive board either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's and its subsidiary's financial reporting process.

Auditor's responsibilities for the audit of the individual and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the individual and consolidated 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 Brazilian and International Standards on Auditing 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 financial statements.

As part of an audit in accordance with Brazilian and International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identified and assessed the risks of material misstatement of the individual and consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained 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.
- Obtained 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 Company's and its subsidiary's internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the executive board.

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- Concluded on the appropriateness of the executive board's 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 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 individual and consolidated 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 Company to cease to continue as a going concern.
- Evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Belo Horizonte, April 29, 2025.

ERNST & YOUNG
Auditores Independentes S/S Ltda.
CRC SP-015199/O

Daniel Cruz Arantes Campos
Accountant CRC MG-091263/O

Forbes Resources Brazil Holding S.A.

Statements of financial position

December 31, 2024 and 2023

(In thousands of reais)

		Consolidated		Individual	
Assets	Note	2024	2023	2024	2023
Current assets					
Cash and cash equivalents	7	32,973	19,793	7,375	2,244
Accounts receivable	9	14,761	17,450	-	-
Inventories	11	51,621	51,279	-	-
Leases	18.1	384	350	-	-
Income and social contribution taxes	20.1	6,345	3,929	-	-
Taxes and contributions	20.4	4,653	2,610	292	-
Prepaid expenses		6,454	2,003	-	-
Intercompany loans	10.1	1,914	1,077	1,914	1,006
Other current assets		14,540	4,088	16	1,090
		133,645	102,579	9,597	4,340
Noncurrent assets					
Restricted deposits	8	19,267	19,596	-	-
Deferred tax assets	20.1	49,457	89,634	-	24,900
Tax and contributions	20.4	13,871	10,706	-	-
Intercompany loans	10.1	22,616	490	22,616	490
Leases	18.1	2,478	2,291	-	-
Other noncurrent assets		259	-	893	-
Investments	12	-	-	261,063	210,320
Property, plant and equipment	13.1	147,345	165,516	-	-
Intangible assets	13.2	54,381	55,668	-	-
		309,674	343,901	284,572	235,710
Total assets		443,319	446,480	294,169	240,050

The explanatory notes are an integral part of the individual and consolidated financial statements.

Forbes Resources Brazil Holding S.A.

Statements of financial position

December 31, 2024 and 2023

(In thousands of reais)

		Consolidated		Individual	
Liabilities and equity	Note	2024	2023	2024	2023
Current Liabilities					
Trade accounts payable	14	55,198	36,039	67	218
Loans and financing	17	494,239	312,879	494,239	312,879
Advances from customers	16	624	39,028	-	-
Lease liability	18.2	3,787	3,535	-	-
Income and social contribution taxes	20.1	5,851	3,106	-	-
Taxes and contributions	20.4	52,785	41,935	84	173
Labor and social obligations		6,121	8,164	-	-
Contingent consideration for acquisition of subsidiary	15	24,125	14,041	24,125	14,041
Intercompany loans	10.2	47,964	-	106,395	-
Provision for decommissioning of areas	19	5,287	14,256	-	-
Other liabilities		7,439	6,145	-	-
		703,420	479,128	624,910	327,311
Noncurrent Liabilities					
Trade accounts payable	14	584	-	-	-
Contingent consideration for acquisition of subsidiary	15	51,371	67,437	51,371	67,437
Deferred tax liability	20.1	7,403	-	7,403	-
Lease liability	18.2	3,342	1,121	-	-
Provision for decommissioning of areas	19	45,997	75,543	-	-
Income and social contribution taxes	20.1	10,579	10,042	-	-
Taxes and contributions	20.4	18,987	21,064	-	-
Intercompany loans	10.2	19,799	53,325	46,369	113,068
Provision for contingencies	25	16,942	6,418	-	-
Other liabilities		779	168	-	-
		175,783	235,118	105,143	180,505
Equity	21				
Subscribed capital		1	1	1	1
Unpaid capital		(1)	(1)	(1)	(1)
Accumulated loss		(435,461)	(267,766)	(435,461)	(267,766)
Other comprehensive Income (loss)		(423)	-	(423)	-
		(435,884)	(267,766)	(435,884)	(267,766)
Total liabilities and equity		443,319	446,480	294,169	240,050

The explanatory notes are an integral part of the individual and consolidated financial statements.

	Note	Consolidated		Individual	
		2024	2023	2024	2023
Revenue	22	540,096	421,017	-	-
Cost of goods sold	23.1	(404,473)	(479,607)	-	-
Gross profit		135,623	(58,590)	-	-
Expenses					
Selling	23.2	(3,631)	(5,530)	-	-
General and administrative	23.3	(73,776)	(58,912)	(9,506)	(5,324)
Equity method	12	-	-	51,166	(126,812)
Other operating income (expenses)	23.4	(10,516)	(21,377)	(9,020)	(20,667)
		(87,923)	(85,819)	32,640	(152,803)
Income (loss) before finance income (costs) and taxes		47,700	(144,409)	32,640	(152,803)
Net finance income (costs)	24	(155,023)	(144,866)	(168,033)	(118,660)
Finance costs		(252,228)	(203,878)	(229,313)	(170,313)
Finance income		97,205	59,012	61,280	51,653
Losses before taxes		(107,323)	(289,275)	(135,393)	(271,463)
Income and social contribution taxes	18	(60,372)	42,712	(32,302)	24,900
Current income and social contribution taxes		(12,795)	-	-	-
Deferred income and social contribution taxes		(47,577)	42,712	(32,302)	24,900
Loss for the year		(167,695)	(246,563)	(167,695)	(246,563)

The explanatory notes are an integral part of the individual and consolidated financial statements.

	Consolidated		Individual	
	2024	2023	2024	2023
Loss for the year	(167,695)	(246,563)	(167,695)	(246,563)
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:				
Foreign exchange differences on translation of subsidiary's statement of financial position	(423)	-	(423)	-
Total comprehensive income (loss)	(168,118)	(246,563)	(168,118)	(246,563)

The explanatory notes are an integral part of the individual and consolidated financial statements.

Forbes Resources Brazil Holding S.A.

Statements of Changes in Equity

December 31, 2024 and 2023

(In thousands of reais)

	Subscribed capital	Unpaid capital	Accumulated losses	Other comprehensive income (loss)	Total Equity
Balances as of December 31, 2022	1	(1)	(21,203)	-	(21,203)
Loss for the year	-	-	(246,563)	-	(246,563)
Balances as of December 31, 2023	1	(1)	(267,766)	-	(267,766)
Loss for the year	-	-	(167,695)	-	(167,695)
Foreign exchange differences on translation of subsidiary's statement of financial position	-	-	-	(423)	(423)
Balances as of December 31, 2024	1	(1)	(435,461)	(423)	(435,884)

The explanatory notes are an integral part of the individual and consolidated financial statements.

Forbes Resources Brazil Holding S.A.

Individual and Consolidated Statements of Cash Flows

December 31, 2024 and 2023

(In thousands of reais)

	Consolidated		Individual	
	2024	2023	2024	2023
Cash flow from operating activities				
Net income (loss) for the year	(167,695)	(246,563)	(167,695)	(246,563)
Equity pickup	-	-	(59,724)	94,325
Provision for decommissioning of areas	5,168	(18,994)	-	-
Fair value adjustment of contingent consideration for the acquisition of subsidiary	8,052	20,667	8,052	20,667
Provision for obsolescence and net realizable value	(3,133)	3,838	-	-
Provision for contingencies	7,361	4,034	-	-
Depreciation and amortization	59,161	107,503	8,558	32,487
Finance income (costs)	162,125	150,954	171,573	118,838
Write-off of assets	1,631	15,064	-	-
Other	(188)	-	-	-
Deferred income and social contribution taxes	60,372	(42,712)	32,302	(24,900)
	132,851	(6,209)	(6,934)	(5,146)
(Increase) decrease in operating assets and liabilities:				
Trade accounts receivable	2,689	3,560	-	-
Inventories	2,791	(17,591)	-	-
Taxes recoverable	(7,594)	(1,912)	(292)	-
Restricted deposits	329	12,281	-	-
Other assets	(10,705)	(3,025)	182	524
Prepaid expenses	(4,451)	(2,003)	-	-
Trade accounts payable	18,173	(12,094)	(151)	218
Payment of environmental remediation costs	(13,766)	(10,145)	-	-
Labor and social obligations	(2,043)	7,119	-	-
Tax obligations	(4,502)	40,841	(89)	(3,473)
Other liabilities and advance from customers	(36,914)	43,678	-	-
	(55,993)	60,709	(350)	(2,731)
Taxes paid	(12,926)	(10,834)	(982)	(1,767)
Net cash (used in) from operating activities	63,932	43,666	(8,266)	(9,644)
Cash flow from investment activities				
Acquisitions of property, plant and equipment and intangible assets	(35,141)	(95,673)	-	-
Intercompany loans granted	(18,690)	(20,167)	(18,694)	(20,167)
Intercompany loan proceeds	72	45,056	-	45,127
Receipt of lease principal and interest	391	399	-	-
Payment of contingent consideration for acquisition of subsidiary	(14,034)	(1,313)	(14,034)	(1,313)
Net cash used in investing activities	(67,402)	(71,698)	(32,728)	23,647
Cash flow from financing activities				
Loans and financing raised	424,104	70,314	424,104	70,314
Amount paid for costs related to the issuance of debentures	(15,343)	-	(15,343)	-
Increase in share capital in subsidiary	-	-	-	(58,378)
Intercompany loans	-	33,218	25,258	54,433
Amortization of loans - principal	(290,357)	(45,054)	(290,357)	(45,054)
Amortization of intercompany loans - principal	-	-	-	(1,157)
Amortization of leases - principal	(3,720)	(2,759)	-	-
Payment of interest on loans and leases	(116,963)	(39,452)	(116,466)	(38,839)
Net cash from (used in) financing activities	(2,279)	16,267	27,196	(18,681)
Increase (decrease) in cash and cash equivalents	(5,749)	(11,765)	(13,798)	(4,678)
Cash and cash equivalents at beginning of year	19,793	31,558	2,244	6,922
Cash and cash equivalents at end of year	32,973	19,793	7,375	2,244
Effects of net foreign exchange differences on cash and cash equivalents	18,929	-	18,929	-
Increase (decrease) in cash and cash equivalents	(5,749)	(11,765)	(13,798)	(4,678)

The explanatory notes are an integral part of the individual and consolidated financial statements.

1 Operations

1.1 The Company and its operations

Forbes Resources Brasil Holding S.A. (the "Company"), a subsidiary of Forbes & Manhattan Resources Inc., is a closely-held corporation established on July 15, 2022, with main offices in Nova Lima, state of Minas Gerais (MG), primarily engaged in holding interests in other business companies or non-business companies, as a shareholder, partner or member, in Brazil or abroad.

The Company holds control over Paraná Xisto S.A. ("PX "), a closely-held corporation located in the city of São Mateus do Sul, state of Paraná, which is primarily engaged in: (i) mining, refining, processing, selling, distributing, importing, exporting, transporting and storing oil from wells, shale or other rocks, their byproducts, related products and biofuels; (ii) producing, distributing and selling utilities such as steam, water, compressed air and industrial gases; and (iii) performing any other activities related to the Company's corporate purpose, including the provision of services.

With an installed capacity of 6,000 barrels/day, the Company, through the activities of its investee PX Energy, produces mainly: fuel oils, LPG, fuel gas, naphtha, sulfur, and paving inputs. In the fertilizer sector, it produces Shale Water

1.2 Incorporation of subsidiary abroad

On July 24, 2024, Forbes & Manhattan group established PX Energy Canada Inc. ("PX Canada" or "subsidiary"), headquartered in Toronto, Ontario, M5R 1J2, Canada, as a wholly owned subsidiary of the controlled entity Paraná Xisto S.A. and an indirect subsidiary of the Company.

As of December 31, 2024, PX Canada does not have assets to be measured at fair value.

1.3 Company's economic and financial position

For the year ended December 31, 2024, the Company reported a loss of R$167,695 in both the individual and consolidated financial statements (a loss of R$246,563 as of December 31, 2023, in both the individual and consolidated statements), and working capital deficit of R$615,313 and R$569,775 in the individual and consolidated financial statements, respectively (working capital deficit of R$376,549 and R$322,971 in the consolidated and individual financial statements, respectively, as of December 31, 2023), and capital deficiency of R$435,884 (capital deficiency of R$367,776 as of December 31, 2023).

Since acquiring control of Paraná Xisto S.A. in 2022, the Forbes & Manhattan group has been structuring the Group's operations in Brazil to ensure efficiency, strong cash generation in future periods, and the maintenance of leverage levels appropriate to the business and industry segment.

According to Management's assessment, the use of the going concern assumption in the preparation of the financial statements is supported by the short- and long-term cash flow projections of the consolidated operations and sales contracts currently under negotiation.

As of December 31, 2024, the Company did not meet certain financial covenants related to its outstanding debenture agreement. As a result, the debt related to the debenture agreement is presented as current liabilities in the financial statements. Regarding the potential early maturity of the debt, the Group's Management intends to pursue capital cure as provided in the contractual clauses and negotiate with debenture holders to avoid acceleration of the debt. All shares of Paraná Xisto S.A., a wholly owned subsidiary of the Company, are pledged as collateral under the referred debt agreement.

Management believes that the assumptions used to estimate the Company's finance income (costs) are prudent; however, any changes in the macroeconomic environment may adversely affect the Company's ability to meet its short-term obligations. Should the Company's cash generation, together with its current cash reserves, be insufficient to finance its short-term liabilities, Management will proactively seek financial support from shareholders or other forms of capital inflow.

In conclusion, based on the Company's current cash balance and Management's expectations regarding operational cost control, potential capital inflows, cash generation from operations, and the anticipated success of negotiations to avoid early maturity of the debt with debenture holders, the financial statements do not include any adjustments that may result from the inability to continue as a going concern for at least the next 12 months from the financial statement date.

The individual and consolidated financial statements have been prepared under the assumption of the normal continuity ("going concern") of the Company's operations.

2 Commitments and guarantees

On April 24, 2024, the contract for the placement of an international debenture ("bond") by the Company was executed. The contract in the total amount of US$ 80,000 was executed between the Company and Nordic Trustee AS, a company headquartered in Norway. Subsidiary Paraná Xisto S.A. is the guarantor of this instrument, since all of its shares were given as collateral in the aforementioned debenture contract.

3 Basis of preparation and presentation of individual and consolidated financial statements

The individual and consolidated financial statements are presented in accordance with the accounting practices adopted in Brazil, which include the pronouncements issued by the Accounting Pronouncements Committee (CPC), and in compliance with the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as "IFRS accounting standards".

All relevant information specific to the individual and consolidated financial statements, and only that information, is being disclosed, and corresponds to that used by Management in its management.

The individual and consolidated financial statements have been prepared using historical cost as the basis of value, except where otherwise indicated. The main accounting practices applied in the preparation of the individual and consolidated financial statements are presented in the respective explanatory notes.

In the preparation of these individual and consolidated financial statements, Management used judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. The actual results may differ from these estimates. The estimates and judgments relevant to the financial statements that require a higher level of judgment and complexity are disclosed in note 5.

The Company's board of directors authorized the disclosure of these individual and consolidated financial statements on April 29, 2025.

3.1 Consolidation

As of December 31, 2024 and 2023, the Company holds a 100% equity interest in the share capital of Paraná Xisto S.A., its sole subsidiary. Paraná Xisto S.A., which in turn, holds a 100% equity interest in the share capital of PX Energy Canada Inc.

The Company consolidates the financial information of the entities it controls. Control is obtained when the Company is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect these returns through its power over the investee. The consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ends when the Company loses control of the subsidiary. The assets, liabilities, revenues, and expenses of an acquired or disposed subsidiary during the fiscal year are included in the consolidated financial statements from the date the Company obtains control until the date the Company ceases to control the subsidiary.

The accounting policies of the subsidiaries are aligned with the policies adopted by the Company. Additionally, the fiscal year of the subsidiaries ends on December 31, just like the Company's fiscal year.

In the parent company's individual financial statements, the subsidiary's P&L for the year are recognized through the equity method.

Intergroup balances and transactions, as well as any unrealized revenues or expenses derived from intergroup transactions, are eliminated in the preparation of the consolidated financial statements.

A change in the shareholding of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Company loses control of a subsidiary, it derecognizes the related assets (including identified intangibles measured using the acquisition method), liabilities, non-controlling interests, and other equity components, while any resulting gain or loss is recognized in the income statement.

3.2 Functional currency

The Company's functional currency is the Brazilian Real, which is the currency of its main economic operating environment.

4 Material accounting policy information

For better understanding the basis of recognition and measurement applied in the preparation of the financial statements, the accounting practices are presented in the respective explanatory notes.

4.1 Financial instruments

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity.

4.1.1 Financial assets

a) Initial recognition and measurement

A financial asset is recognized when the entity becomes a party to the contractual provisions of the instrument.

Except for trade receivables that do not contain a significant financing component and financial assets measured at fair value, on initial recognition, financial assets are measured at fair value plus or minus transaction costs that are directly attributable to the acquisition or issuance of such assets.

b) Classification and subsequent measurement

Financial assets are classified as subsequently measured at amortized cost, at fair value through other comprehensive income or at fair value through profit or loss based on both: the entity's business model for managing the financial assets; and the contractual cash flow characteristics of the financial asset, as follows:

Amortized cost: a financial asset (debt financial instrument) whose contractual cash flow results only from the payment of principal and interest on the principal on specific dates and whose business model aims to hold the asset in order to receive its contractual cash flows; Fair value through other comprehensive income: financial asset (debt financial instrument) whose contractual cash flow results only from the receipt of principal and interest on the principal on specific dates and whose business model aims at both the receipt of the contractual cash flows of the asset and its sale, as well as investments in equity instruments not held for trading or contingent consideration, which upon initial recognition, the Company irrevocably elected to present subsequent changes in the fair value of the investment in other comprehensive income; and

Fair value through profit or loss: all other financial assets. This category generally includes derivative financial instruments.

4.1.2 Financial liabilities

a) Initial recognition and measurement

A financial liability is recognized when the entity becomes a party to the contractual provisions of the instrument.

Except for financial liabilities measured at fair value, on initial recognition, financial liabilities are measured at fair value plus or minus transaction costs that are directly attributable to the acquisition or issuance of such liabilities.

b) Classification and subsequent measurement

Financial liabilities are classified as subsequently measured at amortized cost, except in certain circumstances, which include certain financial liabilities at fair value through profit or loss.

Financing is measured at amortized cost using the effective interest method.

When financial liabilities measured at amortized cost have their contractual terms modified and such modification is not substantial, their accounting balances will reflect the present value of their cash flows under the new terms, using the original effective interest rate. The difference between the accounting balance of the instrument remeasured upon the non-substantial modification of its terms and its accounting balance immediately prior to such modification is recognized as a gain or loss in profit or loss for the period.

The Company has not had any substantial modification that has altered the cash flow of its financial liabilities measured at amortized cost, therefore, they reflect the present value of their cash flows.

4.2 Current versus noncurrent classification

Assets and liabilities are presented by the Company in the statement of financial position and classified as current and noncurrent. An asset is classified as current when:

• It is expected to be realized, or is intended to be sold or consumed, in the normal course of the entity's operating cycle;
• It is held primarily for the purpose of being traded;
• It is expected to be realized within 12 months after the statement of financial position date; and
• It is cash or cash equivalents, unless their exchange or use to settle a liability is prohibited for at least 12 months after the statement of financial position date.

All other assets are classified as noncurrent.

A liability is classified as noncurrent when:

• It is expected to be settled during the entity's normal operating cycle;
• It is held primarily for the purpose of being traded;
• It is expected to be settled within 12 months after the statement of financial position date; or
• The entity does not have an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

All other liabilities are classified as noncurrent.

4.3 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the assumption that the transaction to sell the asset or transfer the liability will occur: (i) in the principal market for the asset or liability; or (ii) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Company.

The fair value of an asset or liability is measured based on the assumptions that market participants would use when pricing an asset or liability, assuming that market participants act in their best economic interests.

The fair value measurement of a non-financial asset takes into account the ability of the market participant to generate economic benefits by using the asset for its best possible use or by selling it to another market participant that would use the asset for its best possible use.

The Company uses valuation techniques that are appropriate in the circumstances and for which there is sufficient data available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy described below, based on the lowest-level information that is significant to the measurement of fair value as a whole:

• Level 1 - Quoted market prices (unadjusted) in active markets for identical assets or liabilities.
• Level 2 - Valuation techniques for which the lowest-level information that is significant to the measurement of fair value is directly or indirectly observable.
• Level 3 - Valuation techniques for which the lowest-level information that is significant to the measurement of

fair value is not observable.

For assets and liabilities recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels of the hierarchy by reassessing the categorization (based on the lowest-level information that is significant to the measurement of fair value as a whole) at the end of each reporting period. For fair value disclosure purposes, the Company determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

4.4 Business combination

Business combinations are accounted for using the acquisition method. The cost of the acquisition is measured based on the total consideration (transferred and to be transferred), which in turn is measured as the fair value at the transaction date, considering any non-controlling interest. For each business combination, the Company evaluates whether to measure the noncontrolling interest at fair value or based on a proportion of the equity interest considering the fair value of the assets acquired and liabilities assumed. The costs incurred in the transactions are recorded in the income statement under general and administrative expenses.

When the Company acquires a business, the assets acquired and liabilities assumed are evaluated in order to assess their correct classification and designation based on the contractual terms and economic conditions preceding the acquisition date.

4.5 Foreign currency conversion

The individual and consolidated financial statements are presented in Brazilian Reais (R$), which is the functional currency of the parent company. Each entity in the Group determines its own functional currency, and in those whose functional currencies are different from the Brazilian Reais, the financial statements are translated into Brazilian Reais at the reporting date.

Transactions in foreign currency are initially recorded at the exchange rate of the functional currency in effect on the transaction date.

Monetary assets and liabilities denominated in foreign currency are translated using the closing exchange rate at the reporting date.

All differences are recorded in the income statement, except for the foreign exchange differences in the translation of the subsidiary's statement of financial position. This difference is recognized as other comprehensive income. Tax charges and effects attributed to the foreign exchange differences in these monetary items are also recognized in other comprehensive income.

Non-monetary items measured at historical cost in a foreign currency are translated using the average exchange rate for the period presented. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates prevailing at the dates the fair value was measured. Gains or losses arising on the translation of non-monetary items measured at fair value are treated in accordance with the recognition applicable to the gain or loss on the change in the fair value of the item (i.e. translation differences for items whose fair value gain or loss is recognized in other comprehensive income or profit or loss for the period are also recognized in other comprehensive income or profit or loss for the period, respectively).

5 Relevant estimates and judgements

The preparation of financial statements requires the use of estimates and judgments for certain transactions that are reflected in the recognition and measurement of assets, liabilities, revenues and expenses. The assumptions used are based on historical data and other factors considered relevant and are periodically reviewed by Management. Actual results may differ from the estimated amounts.

Below is information on estimates that require a high level of judgment or complexity in their application and that may materially affect the Company's financial position and results.

5.1 Assumptions for asset impairment tests

The carrying amounts of the Company's non-financial assets other than inventories and deferred income and social contribution taxes are reviewed at each reporting date to determine whether there is any indication of impairment. If such an indication occurs, the recoverable amount of the asset is determined.

The recoverable amount of an asset or cash-generating unit (CGU) is the higher of its value in use (VIU) and its fair value less selling costs (VLJMV). Given the nature of the Company's activities, information on the fair value of an asset is generally difficult to obtain unless negotiations with potential buyers or similar transactions are available.

Projections related to key assumptions are derived from the business and management plan for the first five years and are consistent with the strategic plan for subsequent years. Such projections are based on estimated quantities of recoverable minerals, production levels, operating costs, capital requirements and market information, such as independent macroeconomic forecasts, industry and expert analyses.

The Company's price forecasting model is based on a non-linear relationship between variables that aim to represent the fundamentals of market supply and demand.

Changes in the economic environment may result in changes in assumptions and, consequently, the recognition of impairment losses in certain assets or CGUs. Changes in the economic and political environment may also result in higher country risk projections, leading to an increase in the discount rates used in impairment tests.

The recoverable amount of certain assets may not substantially exceed their carrying amounts and, for this reason, it is reasonably possible that impairment losses will be recognized in these assets in the coming years due to the observation of a different reality in relation to the assumptions made.

5.2 Estimates related to legal proceedings and contingencies

These estimates are made individually or by grouping cases with similar arguments and essentially take into account factors such as the analysis of the requests made by the authors, the robustness of the existing evidence, case law precedents in similar cases and doctrine on the subject.
Arbitration, legal and administrative decisions in actions against the company, new case law and changes in the set of existing evidence may result in changes in the probability of an outflow of resources and their measurements through analysis of their grounds.

In connection with the divestment process to which the Company was subject in 2022, legal discussions prior to the business combination remained under the responsibility of the former controlling shareholder. Additionally, in accordance with the Share Purchase and Sale Agreement and Other Covenants, any questions arising from events in which the triggering event occurred before (and including) the Closing Date of the business combination will be the responsibility of the former controlling shareholder.

5.3 Cost estimates for environmental areas recovery obligations

Estimates of costs for environmental recovery obligations of mines are made based on current information on expected costs and recovery plans. Calculations of these estimates are complex and involve significant judgments. The provision reflects the present value of future cash flows required to settle the recovery obligation, based on current legal standards and available technology. Annually, at the end of the year, future recovery costs are reviewed and all changes are reflected in the present value of the recovery provision. Further information on decommissioning of areas is presented in Note 19.

5.4 Deferred taxes on profits

The Company makes judgments to determine the recognition and value of deferred taxes in the financial statements. Deferred tax assets are recognized if it is probable that future taxable income will exist. Determining the recognition of deferred tax assets requires the use of estimates contained in the Company's Strategic Plan, to be approved annually. This plan contains the main assumptions that support the measurement of future taxable income.

The changes in deferred income and social contribution taxes are presented in Note 20.

5.5 Expected credit losses

The allowance for expected credit losses (ECL) for financial assets is based on assumptions of default risk, determination of whether or not a significant increase in credit risk has occurred, recovery factor, among others. To this end, the company uses judgments in these assumptions, in addition to information on payment delays and assessments of the financial instrument based on external risk classifications and internal assessment methodologies.

5.6 Leases

The Company uses the incremental interest rate to discount cash flows from lease payments, considering the rate that the Company would have to pay when borrowing, for a similar term and with similar collateral, the resources necessary to obtain the asset with a value similar to the right-of-use asset in a similar economic environment.

6 New standards and interpretations

6.1 New or revised pronouncements applied for the first time in 2024

The Group has first applied certain standards and amendments, which are effective for annual periods beginning on or after January 1, 2024 (except where otherwise indicated). The Group has decided not to early adopt any other standards, interpretations or amendments that have been issued but are not yet effective.

Norm	Description	Effective date
Supplier finance arrangements – Amendments to IAS 7 and IFRS 7	The amendments to IAS 7 (equivalent to IFRS 3 (R2) - Statement of Cash Flows) and IFRS 7 (equivalent to IFRS 40 (R1) - Financial Instruments: Disclosures) clarify the characteristics of supplier financing arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to help users of financial statements understand the effects of supplier financing arrangements on an entity's liabilities, cash flows and liquidity risk exposure..	These changes did not have a significant impact on the Company's individual and consolidated financial statements.

6.2 Standards issued but not yet in effect

The new and amended standards and interpretations issued but not yet in effect as of the date of issuance of the Company's individual and consolidated financial statements are described below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

a) IFRS 18: Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 (equivalent to IFRS 26 (R1) - Presentation of Financial Statements). IFRS 18 introduces new requirements for presentation within the income statement, including specified totals and subtotals. In addition, entities are required to classify all income and expenses within the income statement into one of five categories: operating, investing, financing, income taxes and discontinued operations, of which the first three are new.

The standard also requires disclosure of performance measures defined by management, subtotals of income and expenses, and includes new requirements for the aggregation and disaggregation of financial information based on the identified "functions" of the Primary Financial Statements (PFS) and the explanatory notes.

In addition, narrow-scope amendments have been made to IAS 7 (equivalent to CPC 03 (R2) - Statement of Cash Flows), which include changing the starting point for determining cash flows from operations using the indirect method from "profit or loss for the period" to "operating profit or loss" and removing the optionality for the classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18 and the amendments to the other standards are effective for reporting periods beginning on or after 1 January 2027, with early application permitted and required to be disclosed, although in Brazil early adoption is not permitted. IFRS 18 will be applied retrospectively.

The Group is currently working to identify all the impacts that the amendments will have on the primary financial statements and explanatory notes to the financial statements.

b) IFRS 19: Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10 (CPC 36 (R3) – Consolidated Financial Statements), must not have a public accountability and must have a parent (final or intermediate) that prepares consolidated financial statements, available for public use, that comply with IFRS accounting standards.

IFRS 19 will be effective for reporting periods beginning on or after 1 January 2027, with earlier application permitted.

The Group is currently working to identify all the impacts that the amendments will have on the primary financial statements and notes to the financial statements.

c) Amendments to CPC 18 (R3) - Investment in Associates, Subsidiaries and Jointly Controlled Ventures and ICPC 09 - Individual Financial Statements, Separate Financial Statements, Consolidated Financial Statements and Application of the Equity Method.

In September 2024, the Accounting Pronouncements Committee (CPC) issued amendments to Technical Pronouncement CPC 18 (R3) and Technical Interpretation ICPC 09 (R3), with the aim of aligning Brazilian accounting standards with international standards issued by the IASB.

The update to Technical Pronouncement CPC 18 includes the application of the equity method (MEP) for measuring investments in subsidiaries in the Individual Financial Statements, reflecting the change in international standards that now allow this practice in the Separate Financial Statements. This convergence harmonizes the accounting practices adopted in Brazil with international ones, without generating material impacts in relation to the standard currently in force, focusing only on wording adjustments and updating of normative references.

ICPC 09, in turn, does not directly correspond to IASB standards and was therefore out of date, requiring changes to align its wording in order to adjust it to updates subsequent to its issuance and currently observed in the documents issued by the CPC.

The changes are effective for financial reporting periods beginning on or after January 1, 2025. The Group is currently working to identify all the impacts that the changes will have on the primary financial statements and explanatory notes to the financial statements.

d) Amendments to CPC 02 (R2) – Effects of Changes in Exchange Rates and Conversion of Financial Statements and CPC 37 (R1) – Initial Adoption of International Accounting Standards

In September 2024, the Accounting Pronouncements Committee (CPC) issued the Review of Technical Pronouncement No. 27, which includes changes brought about by the Lack of Exchangeability issued by the IASB, with changes to Technical Pronouncement CPC 02 (R2) - Effects of Changes in Exchange Rates and Conversion of Financial Statements and CPC 37 (R1) - Initial Adoption of International Accounting Standards.

The amendments seek to define the concept of exchangeable currency and provide guidance on procedures for non-exchangeable currencies, determining that convertibility should be assessed on the measurement date based on the purpose of the transaction. If the currency is not exchangeable, the entity should estimate the exchange rate that reflects market conditions. In situations with multiple rates, the one that best represents the settlement of cash flows should be used.

The pronouncement also highlights the importance of disclosures about non-exchangeable currencies, so that users of financial statements understand the financial impacts, risks involved and criteria used to estimate the exchange rate. The amendments are effective for financial reporting periods beginning on or after January 1, 2025. The Group is currently working to identify all the impacts that the amendments will have on the primary financial statements and notes to the financial statements.

7 Cash and cash equivalents

	Consolidated		Individual	
	2024	2023	2024	2023
Cash and Banks	32,973	1,015	7,375	-
Financial investments	-	18,778	-	2,244
Total	32,973	19,793	7,375	2,244

The balance of cash and cash equivalents includes cash in hand, available bank deposits and short-term financial investments with high liquidity, which meet the definition of cash and cash equivalents recommended in accounting practice. During the fiscal year 2024, the Company obtained a return of 11.2% on its financial investments (13.23% in 2023).

Accounting practice

They represent cash, available bank deposits and short-term financial investments with high liquidity, readily convertible into a known amount of cash and with an insignificant risk of change in value.

8 Restricted deposits

	Consolidated	
	2024	2023
Restricted deposits	19,267	19,596
Total	19,267	19,596

Paraná Xisto S.A., a subsidiary of the Company, maintains deposits in financial institutions to comply with the requirements of ANP Resolution No. 854/2021. These investments have restricted cash characteristics and are only moved annually, based on the ANP's review of the amount of the subsidiary's environmental liabilities and determination of the amount to be maintained as a restricted deposit.

To comply with the requirements of ANP Resolution 854/2021, the Company had a letter of guarantee with Banco Safra, in the amount of R$35,648 as of December 31, 2023, which was updated to R$27,935 in 2024, through a contractual addendum. Therefore, the Company maintained the amount of R$19,267 deposited as collateral for the letter as of December 31, 2024. In 2024, the monthly yield on deposits was 102% of the CDI (100% of the CDI in 2023).

9 Accounts receivable

	Consolidated	
	2024	2023
Accounts receivable	14,761	17,450
Total	14,761	17,450

The aging list of trade accounts receivable is shown below:

	Consolidated	
	2024	2023
Amounts not yet due	13,782	14,758
Past due		
Up to three months	979	2,692
Total	14,761	17,450

The Company and its subsidiary have no history of losses on trade receivables and, therefore, as of December 31, 2024 and 2023, no allowance for expected credit losses on trade receivables has been recognized.

Accounting practice

Accounts receivable are initially recognized at the fair value of the consideration to be received, which is unconditional from a customer (i.e., only the passage of time is required for the payment of the consideration to become due), and subsequently measured at amortized cost.

The Company recognizes an allowance for expected credit losses (ECL) for short-term accounts receivables using a provision matrix.

The Company bases this on unadjusted historical credit loss experience when such information represents the best reasonable and supportable information, or adjusted based on currently observable data to reflect the effects of current and future conditions, provided such data is available without undue cost or effort.

In general, for other receivables, the Company recognizes a provision equal to the 12-month ECL; however, when the credit risk of the financial instrument increases significantly from its initial recognition, the provision is recognized at an amount equal to the lifetime ECL.

When assessing a significant increase in credit risk, the Company compares the risk of default on the financial instrument at the reporting date with the risk of default on the financial instrument at its initial recognition date.

Regardless of the assessment of a significant increase in credit risk, the Company presumes that the credit risk of a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, except when reasonable and supportable information available demonstrates otherwise.

The Company assumes that the credit risk of accounts receivables has not increased significantly since initial recognition when they are considered to have low credit risk at the reporting date. Low credit risk is determined based on external credit ratings and internal assessment methodologies.

In the absence of a dispute or other issues that may result in suspension of collection, the Company considers default to have occurred when the counterparty fails to fulfill its legal obligation to pay its debts when due or, depending on the instrument, when the payment under the contract is past due for 90 (ninety) days or more.

ECL is the weighted average of historical credit losses, adjusted for their respective default risks, as applicable to the weightings. Credit loss on a financial asset is measured as the difference between all contractual cash flows due to the Company and all cash flows the Company expects to receive, discounted at the original effective interest rate.

10 Related parties

10.1 Consolidated

Transactions with related parties are segregated between loans and checking account between the companies and the amounts are as follows:

	Consolidated				Individual			
	Receivable		Payable		Receivable		Payable	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Loans	24,325	1,567	67,558	53,325	24,325	1,496	152,764	113,068
Checking account	205	-	205	-	205	-		
Total	24,530	1,567	67,763	53,325	24,530	1,496	152,764	113,068
Current	1,914	1,077	47,964	-	1,914	1,006	106,395	-
Noncurrent	22,616	490	19,799	53,325	22,616	490	46,369	113,068

Receivable loans

The breakdown of receivable loans is as follows:

	Issuance	Maturity	Currency	Rate p.a.	12/31/2024	12/31/2023
Samas Klub	12/20/2023	12/19/2024	BRL	11.75%	-	72
F&M Resources INC	11/29/2022	11/29/2024	USD	7.38%	771	602
F&M Resources INC	12/16/2022	12/16/2024	USD	7.39%	516	403
F&M Resources INC	01/06/2023	01/06/2025	USD	7.41%	232	180
F&M Resources INC	02/07/2023	02/07/2025	USD	7.44%	188	147
F&M Resources INC	02/24/2023	02/24/2025	USD	7.45%	179	140
F&M Resources INC	06/23/2023	06/23/2025	USD	7.87%	28	23
F&M Resources INC	01/02/2024	01/02/2026	USD	7.48%	3,130	-
F&M Resources INC	04/26/2024	04/26/2026	USD	7.32%	6,506	-
F&M Resources INC	05/13/2024	05/13/2026	USD	8.26%	1,630	-
F&M Resources INC	06/06/2024	06/06/2026	USD	8.24%	1,622	-
F&M Resources INC	07/01/2024	07/01/2026	USD	8.22%	1,613	-
F&M Resources INC	08/01/2024	08/01/2026	USD	7.67%	1,598	-
F&M Resources INC	08/22/2024	08/22/2026	USD	7.64%	1,591	-
F&M Resources INC	09/19/2024	09/19/2026	USD	7.60%	1,582	-
F&M Resources INC	10/18/2024	10/18/2026	USD	7.68%	1,572	-
F&M Resources INC	11/04/2024	11/04/2026	USD	7.75%	1,567	-
F&M Resources INC	Checking account	-	USD	0.00%	205	-
Total					24,530	1,567
Current					1,914	1,077
Noncurrent					22,616	490

Changes in receivable loans in the year are as follows:

	Consolidated	
	12/31/2024	12/31/2023
Opening balance	1,567	28,190
(+) Loans granted	18,694	20,167
(+) Interest incurred	780	1,414
(+/-) Foreign exchange differences	3,561	(3,148)
(-) Repayment of principal	(72)	(45,056)
Closing balance	24,530	1,567

Payable loans

The breakdown of payable loans is as follows:

	Issuance	Maturity	Currency	Rate p.a.	12/31/2024	12/31/2023
F&M Resources INC	07/14/2023	07/14/2025	USD	8.01%	11,727	8,501
F&M Resources INC	07/26/2023	07/26/2025	USD	8.06%	20,756	15,038
F&M Resources INC	08/14/2023	08/14/2025	USD	8.39%	3,461	2,499
F&M Resources INC	12/20/2023	12/20/2025	USD	7.49%	12,020	8,734
F&M Resources INC	11/04/2022	11/04/2026	USD	7.58%	19,799	18,553
Total					67,763	53,325
Current					47,964	-
Noncurrent					19,799	53,325

Changes in payable loans in the year are as follows:

	12/31/2024	12/31/2023
Opening balance	53,325	16,463
(+) Loans received	-	33,218
(+) interest incurred	4,331	3,031
(+/-) Foreign exchange differences	10,107	613
Closing balance	67,763	53,325

10.2 Individual

Payable loans

The breakdown of payable loans is as follows:

					Individual	
	Issuance	Maturity	Currency	Rate p.a.	12/31/2024	12/31/2023
F&M Resources INC	07/14/2023	07/14/2025	USD	8.01%	11,727	8,501
F&M Resources INC	07/26/2023	07/26/2025	USD	8.06%	20,756	15,038
F&M Resources INC	08/14/2023	08/14/2025	USD	8.39%	3,461	2,499
F&M Resources INC	11/04/2022	11/04/2026	USD	7.75%	19,799	18,553
F&M Resources INC	12/20/2023	12/20/2025	USD	7.49%	12,021	8,734
Paraná Xisto	09/28/2023	09/28/2025	BRL	0.00%	29,905	29,906
Paraná Xisto	12/27/2023	12/27/2025	BRL	0.00%	28,525	28,525
Paraná Xisto	01/02/2024	01/02/2026	BRL	0.00%	1,019	-
Paraná Xisto	04/26/2024	04/26/2026	BRL	0.00%	5,256	-
Paraná Xisto	05/15/2024	05/15/2026	BRL	0.00%	1,324	-
Paraná Xisto	06/05/2024	06/05/2026	BRL	0.00%	1,528	-
Paraná Xisto	07/02/2024	07/02/2026	BRL	0.00%	1,834	-
Paraná Xisto	02/15/2024	02/15/2026	BRL	0.00%	14,297	-
Paraná Xisto	Checking account	-	BRL	0.00%	1,312	1,312
Total					152,764	113,068
Current					106,395	-
Noncurrent					46,369	113,068

Changes in payable loans in the year are as follows:

	Individual	
	12/31/2024	12/31/2023
Opening balance	113,068	56,780
(+) Loans received	25,258	54,433
(+) Interest incurred	4,331	3,040
(+/-) Foreign exchange differences	10,107	-
(-) Repayment of principal	-	(1,157)
(-) Repayment of interests	-	(28)
Closing balance	152,764	113,068

The loan agreements entered into between the Company and other Group companies are executed under terms agreed between the parties, which may differ from the terms that would have been established had the same transactions been conducted with other market participants.

a) Key management personnel compensation

The compensation of the Statutory Executive Board consists of monthly salaries and benefits (life insurance, health care, pharmacy, meal voucher, food voucher, and fuel voucher), aiming to align with the average amounts of the selected market as well as with the practices adopted in the current market benefits package. The Company does not have a non-statutory executive board and does not compensate its board members. The statutory executive board of the Group is centralized in the subsidiary, Paraná Xisto, which is responsible for paying the compensation and benefits to the statutory executive officers. Key management personnel compensation by category is as follows:

	Consolidated	
	12/31/2024	12/31/2023
Fixed compensation and charges	4,304	3,336
Variable compensation	397	139
Total	4,701	3,475

11 Inventories

		Consolidated	
		12/31/2024	12/31/2023
Finished goods	(i)	8,427	14,937
Finished goods held by third parties	(ii)	3,600	8,521
In-process products	(iii)	3,377	5,312
Materials and supplies	(iv)	36,922	26,347
Provision for inventory obsolescence		(705)	(2,238)
Provision for adjustments to net realizable value		-	(1,600)
Total		51,621	51,279

(i) Includes fuel oil, LPG, sulfur, naphtha, shale water and fuel gas
(ii) Includes OTE fuel oil and naphtha stored in third-party tanks. In 2023, the subsidiary Paraná Xisto entered into a lease agreement for storage tanks to store fuel oil at Terin, located at the Port of Paranaguá (PR).
(iii) Shale oil and oily water
(iv) Includes operating materials and sludge acquired from third parties

The provision for inventory obsolescence at the end of the fiscal year is as follows:

	Consolidated	
	2024	2023
Opening balance of the provision	(2,238)	-
Recognition	(705)	(2,238)
Reversal	2,238	-
Closing balance of the provision	(705)	(2,238)

The provision for adjustments to net realizable value at the end of the fiscal year is as follows:

	Consolidated	
	2024	2023
Opening balance	(1,600)	-
Recognition	2,657	(1,600)
Reversal	(1,057)	-
Closing balance	-	(1,600)

Crude oil inventories may be marketed in their raw state, as well as consumed in the production process of their by-products.

Work-in-process products are composed of product streams that have already gone through at least one processing unit but still need to be processed, treated, or converted to be made available for sale.

Materials and supplies mainly represent production inputs and operating materials that will be used in the Company's activities and are presented at average purchase cost.

Inventories are adjusted to their realizable value by means of provisions for adjustment to market value and other provisions, when necessary. The classification of losses due to obsolescence and provisions for adjustment to realizable value in the statement of profit or loss are presented under cost of goods sold.

Accounting practice

Inventories are measured at their weighted average cost of purchase or production and are adjusted to their net realizable value when the latter is lower than the items' carrying amount.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and expenses necessary to make the sale. Changes in selling prices after the reporting date are considered in the calculation of net realizable value to the extent that they confirm the conditions existing at the reporting date.

Materials and supplies are measured at average purchase cost, provided that such cost does not exceed replacement cost.

Provisions for obsolescence of materials and supplies are determined with reference to specific inventory items, through periodic reviews to determine the extent of any need for a provision. The classification of obsolescence losses in the statement of profit or loss is presented under cost of goods sold.

12 Investments

As at December 2024 and 2023, The Company's investments are as follows:

Subsidiary	Type	12/31/2024 Equity interests	12/31/2023 Equity interests
Paraná Xisto S.A.	Direct subsidiary	100%	100%

The breakdown of the Company's investment balances at the end of the fiscal year is presented below.

	2024	2023
Investments measured using the equity method		
Paraná Xisto S.A.	179,216	119,914
Fair value adjustment to property, plant and equipment	50,251	51,789
Fair value adjustment to intangible assets	31,596	38,617
Total	261,063	210,320

Changes in the investment in the subsidiary in the fiscal year are as follows:

	12/31/2023	Equity pickup	Depreciation and amortization of surplus value	Foreign exchange differences on translation of subsidiary's statement of financial position (*)	12/31/2024
Paraná Xisto S.A.	210,320	59,724	(8,558)	(423)	261,063
	210,320	59,724	(8,558)	(423)	261,063

(*) Equity pickup calculated on operating income (expenses) of the indirect subsidiary PX Energy Canada Inc., from the company's incorporation on July 24, 2024.

	12/31/2022	Equity pickup	Capital contribution	Depreciation and amortization of surplus value	12/31/2023
Paraná Xisto SA.	278,754	(94,325)	58,378	(32,487)	210,320
	278,754	(94,325)	58,378	(32,487)	210,320

The table below presents a summary of the financial information of the subsidiary measured using the equity method:

Paraná Xisto S.A.	Interests %	Current assets	Noncurrent assets	Total assets	Current liabilities	Noncurrent liabilities	Total liabilities	Equity
12/31/2024	100%	182,477	231,781	414,258	136,942	98,100	238,180	179,216
12/31/2023	100%	99,130	287,847	386,977	152,706	114,356	267,062	119,915

Paraná Xisto S.A.	Interests %	Net revenue	Expenses	Net income/loss	Equity
12/31/2024	100%	540,096	(56,386)	77,846	77,846
12/31/2023	100%	421,017	(86,034)	(94,325)	(94,325)

13 Property, plant and equipment and intangible assets

13.1 Property, plant and equipment

The consolidated property, plant and equipment is presented as follows:

	Land	Buildings and improvements	Machinery and equipment	Assets under construction	Stripping costs	Right-of-use assets	Advance payments	Total
Balance as of December, 31 2022	30,923	59,223	100,008	6,465	-	4,792	-	201,411
Additions	-	-	1,620	70,651	-	2,196	-	74,467
Write-offs	-	-	(9,059)	-	-	-	-	(9,059)
Transfers	-	(2,404)	76,202	(73,798)	-	-	-	-
Depreciation	-	(2,573)	(95,570)	-	-	(3,160)	-	(101,303)
Balance as of December, 31 2023	30,923	54,246	73,201	3,318	-	3,828	-	165,516
Cost	30,923	57,254	193,207	3,318	-	7,663	-	292,365
Accumulated depreciation	-	(3,008)	(120,006)	-	-	(3,835)	-	(126,849)
Balance as of December, 31 2023	30,923	54,246	73,201	3,318	-	3,828	-	165,516
Additions	-	-	2,877	20,106	5,195	6,193	8	34,379
Write-offs	-	-	(293)	-	-	-	-	(293)
Transfers	-	-	7,421	(9,005)	-	-	-	(1,584)
Depreciation	-	(2,921)	(44,447)	-	-	(3,305)	-	(50,673)
Balance as of December, 31 2024	30,923	51,325	38,759	14,419	5,195	6,716	8	147,345
Cost	30,923	57,254	203,212	14,419	5,195	13,856	8	324,867
Accumulated depreciation	-	(5,929)	(164,453)	-	-	(7,140)	-	(177,522)
Balance as of December, 31 2024	30,923	51,325	38,759	14,419	5,195	6,716	8	147,345
Useful life in years	-	18-21	2	-	-	1-5		

Accounting practice

Property, plant and equipment are stated at acquisition or buildup cost, which also includes directly attributable costs necessary to place the asset into working condition, and, when applicable, net of accumulated depreciation and impairment losses. As of December 31, 2024 and 2023, no indicators of impairment of property, plant and equipment were identified.

Expenditures on major planned maintenance carried out to restore or maintain the original performance standards of industrial units are recognized in property, plant and equipment when the campaign period exceeds twelve months and the campaigns are foreseeable. These expenditures are depreciated over the expected period until the next major maintenance. Maintenance expenditures that do not meet these criteria are recognized as expenses or cost of goods sold in the statement of profit or loss, depending on the asset's allocation and use.

Spare parts and replacement components with a useful life greater than one year and that can only be used in connection with items of property, plant and equipment are recognized and depreciated together with the main asset.

Borrowing costs directly attributable to the acquisition or construction of assets are capitalized as part of the cost of such assets.

Development costs are capitalized only if development costs can be measured reliably, if the product or process is technically and commercially viable, if future economic benefits are probable, and if the Company has the intention and sufficient resources to complete development and to use or sell the asset. In 2024, the subsidiary Paraná Xisto began the development of a new mine called Rio das Pedras, which is not yet in operation. Development costs incurred in fiscal year 2024 amounted to R$ 5,195.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The Company reviews the estimated residual value and expected useful life of the assets at least annually. In particular, the Company considers the impact of health, safety, and environmental legislation in assessing the estimated residual value and expected useful life of the assets.

Right-of-use assets are presented as part of property, plant and equipment and, based on the useful lives of their respective underlying assets and the characteristics of the lease agreements (term, transfer of asset, or exercise of purchase option), are depreciated on a straight-line basis over the contractual periods.

The residual value, useful life, and depreciation methods of the assets are reviewed at the end of each fiscal year and adjusted prospectively when applicable.

13.2 Intangible assets

Intangible assets are presented as follows:

	Mining rights	Software	Intangible assets under development	Total
Balance as of July, 15 2022 (incorporation date)	-	-	-	-
Business combination	45,641	4	-	45,645
Depreciation	(1,173)	(1)	-	(1,174)
Balance as of December, 31 2022	44,468	3	-	44,471
Additions	-	-	23,402	23,402
Write-offs	-	(6,005)	-	(6,005)
Transfers	-	22,847	(22,847)	-
Amortization	(5,851)	(349)	-	(6,200)
Balance as of December, 31 2023	38,617	16,496	555	55,668
Cost	45,641	16,846	555	63,042
Accumulated amortization	(7,024)	(350)	-	(7,374)
Balance as of December, 31 2023	38,617	16,496	555	55,668
Additions	-	776	6,179	6,955
Write-offs	-	(1,338)	-	(1,338)
Transfers	-	7,780	(6,196)	1,584
Amortization	(7,021)	(1,467)	-	(8,488)
Balance as of December, 31 2024	31,596	22,247	538	54,381
Cost	45,641	24,064	538	70,243
Accumulated amortization	(14,045)	(1,817)	-	(15,862)
Balance as of December, 31 2024	31,596	22,247	538	54,381
Useful life in years	27	1-25	-	

Accounting practice

Intangible assets are measured at historical acquisition cost or at fair value when acquired in a business combination, net of accumulated amortization and, if applicable, accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

Amortization is calculated using the straight-line method based on the estimated useful life of the assets, which is reviewed at each statement of financial position date.

There were no indicators that the carrying amount of intangible assets exceeded their recoverable amount as of December 31, 2024 and 2023.

14 Trade accounts payable

	Consolidated		Individual	
	2024	2023	2024	2023
Domestic	54,132	34,036	67	218
Foreign	1,650	2,003	-	-
Total	55,782	36,039	67	218
Current	55,198	36,039	67	218
Noncurrent	584	-	-	-

15 Contingent consideration for the acquisition of a subsidiary

	Individual and consolidated	
	12/31/2024	12/31/2023
Current	24,125	14,041
Noncurrent	51,371	67,437
Total	75,496	81,478

As part of the acquisition agreement of Paraná Xisto, an additional payment (contingent consideration) was agreed to be paid annually to the former owner of Paraná Xisto over a five-year period. This payment will be determined based on the additional volumes of oily sludge purchased by Paraná Xisto from the seller and is linked to the future price of fuel oil. This contingent consideration was classified as a financial liability and measured at fair value, taking into account the projected volume of oily sludge purchases for the remaining term of the contract and the future price of fuel oil.

Changes in contingent consideration for the acquisition of the subsidiary in the fiscal year are as follows:

	Individual and consolidated	
	12/31/2024	12/31/2023
Opening balance	81,478	62,124
Payments	(14,034)	(1,313)
Fair value adjustment recognized in profit or loss	8,052	20,667
Closing balance	75,496	81,478

16 Advances from customers

		Consolidated	
		12/31/2024	12/31/2023
16	Advances from customers	624	39,028
Total		624	39,028

These amounts refer to advanced or upfront payments from third-party customers, linked to the sale of products or provision of services. Changes in advances from customers are as follows:

	Consolidated	
	12/31/2024	12/31/2023
Opening balance	39,028	-
Additions	443	39,028
Recognized as revenue in the year	(38,847)	-
Closing balance	624	39,028

17 Loans and financing

The breakdown of the Company's loans as of December 31, 2024 and 2023 is as follows:

							Individual and consolidated	
	Counterparty	Issuance	Nominal value (USD)	Maturity	Currency	Rate p.a.	12/31/2024	12/31/2023
1st. issuance of debentures	LCM – Lumina	10/19/2022	50,000	03/31/2025	USD	12.50%	-	236,002
3rd. issuance of debentures	LCM – Lumina	07/25/2023	15,000	03/31/2025	USD	12.50%	-	76,877
1st. issuance of debentures	Nordic AS	04/24/2024	80,000		USD	16%	494,239	
Total							494,239	312,883
Current							494,239	312,883

On July 23, 2024, the Company fully settled the liability related to the 1st and 3rd issuance of debentures with LCM Lumina.

On April 24, 2024, the Company issued debentures in the amount of US$ 80,000, with Nordic Trustee AS, a company based in Norway, as the counterparty. Paraná Xisto S.A. is the guarantor of this instrument, since all of Xisto's shares and the credit rights of its receivables were pledged as collateral under the contract.

Changes in loans in the fiscal year are as follows:

	Individual and consolidated	
	12/31/2024	12/31/2023
Opening balance	312,879	216,510
(+) Loans raised	424,104	70,314
(+) Interest incurred	61,226	124,913
(+/-) Foreign exchange differences	122,412	(14,993)
(-) Principal repayments	(290,357)	(45,054)
(-) Interest payments	(123,569)	(38,811)
(-) Issuance costs	(15,343)	-
(+) Amortized issuance costs	2,887	-
Closing balance	494,239	312,879

Below are the main financial covenant clauses of the outstanding debentures:

- Interest coverage ratio (EBITDA / (interest expense on debentures – finance income) greater than 1.3x
- Available cash flow greater than US$ 10,000 at the fiscal year-end date.

As of December 31, 2024, the Company did not meet the financial ratios described above and, as a result, reclassified and is presenting the entire debt balance as current liabilities.

18 Leases (Consolidated)

18.1 Lease receivables (lessor)

As of December 31, 2024 and 2023, changes in the lease contract recognized as an asset by the subsidiary are presented as follows:

					Consolidated
	Balances as of 12/31/2023	Receipts	Interest income	Remeasurements	Balances as of 12/31/2024
Lease receivables	2,641	(391)	352	260	2,862
Total	2,641	(391)	352	260	2,862
Current	350				384
Noncurrent	2,291				2,478

	Balances as of 12/31/2022	Receipts	Interest income	Balances as of 12/31/2023
Lease receivables	2,699	(399)	341	2,641
Total	2,699	(399)	341	2,641
Current	377			350
Noncurrent	2,322			2,291

The finance lease receipts are detailed as follows:

	12/31/2024	12/31/2023
2024	-	350
2025	384	307
2026	338	270
2027	297	237
2028	261	1,477
2029 onwards	1,582	-
As of December 31, 2024	2,862	2,641

The finance lease is represented by the lease agreement for the research and development facilities owned by the subsidiary Paraná Xisto, entered into with Petrobras, and has a term of 20 years, with installments due monthly.

18.2 Lease liability (lessee)

As of December 31, 2024 and 2023, changes in lease contracts recognized as liabilities are as follows:

	Consolidated		
	Boiler	Computer and peripherals	Total
As of December 31, 2022	3,041	2,178	5,219
New contracts	1,760	-	1,760
Remeasurements	436	-	436
Principal repayment	(2,220)	(539)	(2,759)
Interest payment	(521)	(120)	(641)
Accrued interest	521	120	641
As of December 31, 2023	3,017	1,639	4,656
New contracts	6,148	-	6,148
Remeasurements	-	45	45
Principal repayment	(3,435)	(285)	(3,720)
Interest payment	(314)	(183)	(497)
Accrued interest	314	183	497
As of December 31, 2024	5,730	1,399	7,129
Current	3,257	530	3,787
Noncurrent	2,473	869	3,342

As of December 31, 2023, the lease contract cash flows by maturity are as follows:

	12/31/2024	12/31/2023
2024	-	3,535
2025	3,787	382
2026	2,871	337
2027	352	298
2028 onwards	119	104
	7,129	4,656

Accounting practice

For contracts in which the Company is the lessee

Lease liabilities are measured at the present value of lease payments, excluding projected future inflation, and take into account taxes recoverable, non-cancelable terms, and extension options when reasonably certain.

The payment flows are discounted using the Company's nominal incremental financing rate, as the interest rates implicit in third-party lease contracts are typically not readily determinable.

Remeasurements of the lease liability generally reflect changes resulting from contractual indices or rates, as well as changes in lease terms due to new expectations concerning extensions or terminations.

Interest incurred updates the lease liability and is classified as a financial expense, while payments reduce the carrying amount of the liability.

Payments associated with short-term leases (with a term of 12 months or less) or variable lease payments are recognized as expenses over the lease term.

For contracts in which the Company is the lessor

When the Company is the lessor under a contract classified as a finance lease, a receivable is recognized in an amount equal to the net investment in the lease, which consists of the lease payments receivable and any unguaranteed residual value for which the Company is responsible, discounted at the interest rate implicit in the lease.

Credit loss on a financial asset is measured as the difference between all contractual cash flows due to the Company and all cash flows the Company expects to receive, discounted at the original effective interest rate.

19 Provision for decommissioning of areas

The subsidiary Paraná Xisto has legal obligations related to the remediation of areas impacted by oil shale mining activities and to ensure the safe future use of the project area. The rehabilitation of degraded areas is systematically conducted throughout the operational life of the mines. As a result, the damage caused during mine preparation for the start of production is largely remediated in the subsequent years.

	Consolidated	
	12/31/2024	12/31/2023
Provision for decommissioning of areas	39,437	73,213
Provision for environmental expenses	11,847	16,586
Total	51,284	89,799
Current	5,287	14,256
Noncurrent	45,997	75,543

As of December 31, 2023, the provisioned balance refers to amounts recognized by the subsidiary for environmental compensation obligations assumed by the Company in the course of its operations, in compliance with Resolution 854/2021 of the National Agency of Petroleum, Natural Gas and Biofuels (ANP), which aims to ensure the environmental remediation of areas impacted by mining activities.

	Consolidated	
	2024	2023
Opening balance	89,799	104,348
(+) Provision for decommissioning of areas	5,168	-
(-) Payments made for environmental remediation	(13,766)	(10,145)
(-) Reversal of provision for decommissioning of areas	-	(18,994)
Provision/Reversal of NPV adjustment for decommissioning of areas	(29,917)	14,590
Closing balance	51,284	89,799

Changes in the provision between December 31, 2024 and 2023 reflect the periodic reassessment process of expected future expenditures by Management and the best estimate of disbursements to be made by the Company for the recovery of decommissioned areas, in addition to environmental remediation expenses incurred concurrently with the Company's production process. Changes in the provision due to the passage of time and revisions of estimated future expenditures are reviewed and adjusted by the Company at each year-end.

Accounting practice

The recognition of legal obligations for environmental remediation of areas impacted by oil shale mining activities occurs as the mine development and production activities are carried out. The environmental damage substantially originates from the production phase of the mines and considering that overburden removal takes place almost concurrently with shale extraction, the recognition of the provision for related environmental remediation is recorded as part of production costs. Estimates are reviewed periodically based on current information on costs and expected remediation plans.

As of December 31, 2024 and 2023, the asset corresponding to the environmental liability was fully depreciated, and consequently, changes in the estimated costs for environmental remediation incurred during 2024 and 2023 were recognized in liabilities with a corresponding impact on profit or loss.

The effects of the present value adjustment of the provision are recognized as finance income (costs).

20 Taxes

20.1 Income and social contribution taxes

								Consolidated
	Current assets		Noncurrent assets		Current liabilities		Noncurrent liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023
Income tax	4,548	2,723	-	-	-	-	-	-
Social contribution	1,797	1,206	-	-	-	-	-	-
	6,345	3,929	-	-	-	-	-	-
Installments								
Income tax paid in installments	-	-	-		4,430	2,401	8,084	7,762
Social contribution paid in installments	-		-		1,421	705	2,495	2,280
	-	-	-	-	5,851	3,106	10,579	10,042
Deferred tax								
Income tax	-	-	36,366	65,907	-	-	5,117	-
Social contribution	-		13,091	23,727	-	-	2,495	-
	-	-	49,457	89,634	-	-	7,403	-
Total	6,345	3,929	49,457	89,634	5,851	3,106	17,982	10,042

20.2 Reconciliation of income and social contribution taxes

The reconciliation of taxes calculated at nominal rates and the amount of taxes recognized is presented as follows:

	Consolidated		Individual	
	2024	2023	2024	2023
Loss before taxes	(107,323)	(289,275)	(135,395)	(271,463)
Income and social contribution tax credit at nominal rates (34%	36,490	98,353	46,034	92,297
Adjustments to determine the effective tax rate:				
Deferred tax asset not recognized on income and social contribution tax losses	(64,756)	(53,412)	(67,756)	(35,327)
Equity pickup	-	-	20,306	(32,070)
Permanent differences	(1,262)	(2,219)	-	-
Amortization of surplus value (*)	(30,738)	-	(30,738)	-
Other	(106)	(10)	-	-
Adjusted income and social contribution taxes	(60,372)	42,712	(32,302)	24,900
Income and social contribution taxes - current	(12,795)	-	-	-
Income and social contribution taxes - deferred	(47,577)	42,712	(32,302)	24,900
Total	(60,372)	42,712	(32,302)	24,900
Effective income and social contribution tax rate	56.3%	14.8%	23.9%	9.2%

(*) The amortization of surplus value is a permanent difference since the Company will not claim its deductibility for tax purposes.

20.3 Deferred income and social contribution taxes

The table below shows the breakdown of consolidated deferred tax assets as of December 31.

	Consolidated	
	12/31/2024	12/31/2023
Leases	(2,830)	70
Depreciation difference	17,595	21,260
Provision for decommissioning of areas	17,437	30,532
Right of use	3,836	1,559
Provision for contingencies	5,761	2,182
Provision for inventory losses	240	1,305
Amortization of surplus value	(27,828)	-
Interest and foreign exchange differences	20,425	24,900
Other provisions	7,418	7,826
Total	42,054	89,634
Deferred tax assets	42,054	89,634

Management considers that deferred tax assets will be realized in proportion to the realization of temporary differences—income, expenses, and the final resolution of future events—both based on projections. As of December 31, 2024 and 2023, the Company did not recognize deferred tax assets on tax loss carryforwards. The consolidated tax loss carryforward balance as of December 31, 2024 was R$ 303,576 (R$ 67,315 as of December 31, 2023).

Accounting practice

Income and social contribution tax expenses for the year are recognized in the statement of profit or loss unless they relate to items directly recognized in equity, and include both current and deferred taxes. These taxes are calculated based on rates of 15%, plus a 10% surtax on taxable profit computed on the Company's accounting records ('lucro real') for income tax purposes, and 9% on taxable profit ('lucro real') for social contribution purposes, considering the offsetting of income and social contribution tax losses, limited to 30% of taxable profit ('lucro real') for the year.

Current income and social contribution taxes

These are calculated based on taxable profit determined according to applicable legislation and the rates in effect at the end of the reporting period. Uncertainties regarding the treatment of income taxes are assessed periodically, taking into account the likelihood of acceptance by the tax authority.

Current income and social contribution taxes are presented net when there is a legally enforceable right to offset recognized amounts and when there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

Deferred income and social contribution taxes

Deferred taxes are generally recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts, and are measured using the rates expected to apply in the period in which the asset is realized or the liability is settled, based on rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for all deductible temporary differences, including unused tax losses and credits, to the extent that it is probable that taxable income will be available against which the deductible temporary difference can be used, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction other than a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred income and social contribution taxes are presented net when there is a legally enforceable right to offset current tax assets against current tax liabilities, and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities that intend to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

20.4 Other taxes and contributions

	Consolidated							
	Current assets		Noncurrent assets		Current liabilities		Noncurrent liabilities	
	2024	2023	2024	2023	2024	2023	2024	2023
State VAT (ICMS)	687	604	1,840	662	17,543	15,123	-	-
Federal contribution taxes on gross revenue for Social Integration Program (PIS) and for Social Security Financing (COFINS)	-	-	12,031	10,044	956	2,727	-	-
Royalties	-	-	-	-	1,495	1,225	-	-
Tax on Financial Transactions (IOF)	-	-	-	-	-	525	-	-
ICMS paid in installments	-	-	-	-	30,441	18,999	18,987	21,064
Withholding Income Tax	2,864	2,006	-	-	1,741	-	-	-
Other	1,102	-	-	-	609	3,336	-	-
Total	4,653	2,610	13,871	10,706	52,785	41,935	18,987	21,064

21. Equity

21.1 Subscribed capital

As of December 31, 2024 and 2023, subscribed capital in the amount of R$1,000.00 is represented by 1,000 common registered no-par value shares, as follows:

Capital subscription on July 18, 2022 – R$1,000.00 – corresponding to 1,000 shares.

There were no changes in capital during the year ended December 31, 2024 and 2023.

Accounting practice

Capital is represented by common shares. Incremental costs directly attributable to the issuance of shares are presented as a deduction from equity, as capital transactions, net of tax effects.

21.2 Income reserves

Legal reserve

The legal reserve is constituted annually by allocating 5% of the net income for the year and may not exceed 20% of the Company's capital. The purpose of the legal reserve is to ensure the integrity of capital and may only be used to offset losses or increase capital through a resolution made at the shareholders' meeting.

As of December 31, 2024 and 2023, no legal reserve was set up since the Company reported losses in both years.

21.3 Dividends

Net income for the year, adjusted in accordance with applicable legislation, shall be allocated as follows, subject to approval by the General Shareholders' Meeting:
(i) a portion corresponding to 5% (five percent) of net income shall be allocated to the legal reserve, which shall not exceed 20% (twenty percent) of the Company's capital;
(ii) a portion of the remaining net income may be allocated to contingency reserves, with the purpose of offsetting, in future periods, a decrease in income arising from contingencies rated as probable loss;
(iii) a portion of the net income resulting from government grants or donations for investment may be allocated to the tax incentive reserve;
(iv) any portion of the contingency reserve constituted in previous years and related to actual or unrealized losses, if any, must be reversed;
(v) from the remaining balance, after the deductions and reversals indicated and as provided by applicable legislation, a portion corresponding to 25% (twenty-five percent) shall be distributed to shareholders as mandatory dividends;
(vi) all or part of the remaining balance, after deductions, reversals, and payment of mandatory dividends, may be retained to execute the capital budget, if the proposal to do so is approved by the Company's management; and
(vii) any remaining balance, if applicable, must be distributed to shareholders as additional dividends.

No dividends were paid by the Company during the fiscal years ended December 31, 2024 and 2023, as the Company recorded losses in both years.

21.4 Other Comprehensive Income (Loss)

Due to the translation of the financial statements of its indirect subsidiary, whose functional currency is the Canadian Dollar, other comprehensive income (loss) was recognized.
Foreign currency transactions are initially recorded at the functional currency exchange rate in effect on the transaction date. Monetary assets and liabilities denominated in foreign currency are translated using the closing exchange rate on the reporting date.

All differences are recorded in the statement of profit or loss, except for the foreign exchange variation arising from the translation of the subsidiary's statement of financial position. This difference is recognized in other comprehensive income (loss).

Charges and tax effects related to the foreign exchange differences on these monetary items are also recognized in other comprehensive income.

22. Sales revenue

	Consolidated	
	12/31/2024	12/31/2023
Gross sales revenues	730,516	560,793
(-) Sales returns	(4,122)	(3,086)
(-) Commercial discounts	(17,977)	(745)
Sales taxes (*)	(168,321)	(135,945)
Net sales revenues	540,096	421,017
Net revenue by product		
Shale oil	420,240	328,506
Shale gas	29,698	23,429
Naphtha	57,163	50,736
Liquefied petroleum gas (LPG)	21,448	8,369
Sulfur	11,149	9,857
Shale water	398	120
Total	540,096	421,017

(*) Includes PIS, COFINS and ICMS.

Accounting practice

The Group evaluates contracts with customers that will be subject to revenue recognition and identifies the distinct goods and services promised in each contract.

Performance obligations are defined as promises to transfer a product or service (or a group of products or services) that is distinct, or a series of distinct products or services that are substantially the same and have the same pattern of transfer to the customer.

The Group measures revenue at the amount of consideration it expects to be entitled to in exchange for transferring the promised goods or services to the customer, excluding amounts collected on behalf of third parties. Transaction prices are based on contractually stated prices, which reflect the Company's pricing methodologies and policies based on market parameters.

The Group grants rebates to customers based on contractual clauses when pre-determined volume thresholds are reached. These rebates are considered a form of variable consideration and are estimated and recognized as a reduction in revenue at the time the sale is recognized, taking into account the likelihood that customers will achieve the pre-determined volumes that entitle them to such rebates. The rebates granted are presented as deductions from gross revenue in the statement of profit or loss for the year.

Revenue is recognized when a good is transferred—that is, when the customer obtains control over it—thus satisfying the performance obligation. This generally occurs at specific points in time upon delivery of the product.

23. Costs and expenses by nature

23.1 Cost of goods sold and services rendered

	Consolidated	
Cost of goods sold	12/31/2024	12/31/2023
Raw materials, supplies, contracted services, and other	(257,884)	(241,603)
Idle capacity costs	-	(60,854)
Depreciation	(57,694)	(105,119)
Royalties	(16,042)	(11,589)
Freight	(7,242)	(10,967)
Storage	(12,980)	(6,132)
Provision for inventory losses	(735)	(3,838)
Personnel expenses	(48,491)	(29,012)
Asset write-offs	(293)	(9,059)
Other	(3,112)	(1,434)
Total	(404,473)	(479,607)

Accounting practice

The cost of goods and services sold for the goods sold includes the recording of production costs—comprising the cost of direct materials and labor, and a proportional share of indirect manufacturing overhead based on the normal operating capacity of the respective products sold—and includes royalty costs arising from shale production.

23.2 Selling expenses

	Consolidated	
	12/31/2024	12/31/2023
Personnel	(2,298)	(1,337)
Contracted services	(1,026)	(2,761)
Depreciation	(25)	(98)
Other	(282)	(1,334)
Total	(3,631)	(5,530)

23.3 General and administrative expenses

	Consolidated		Individual	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Professional services	(37,898)	(28,851)	(9,506)	(5,324)
Personnel expenses	(21,462)	(17,474)	-	-
Asset write-offs	(1,338)	(6,005)		
Rentals	(3,695)	(1,142)	-	-
Depreciation and amortization	(1,442)	(2,286)	-	
Utilities and services	(818)	(794)	-	-
General expenses	(2,048)	(2,360)	-	-
Maintenance	(5,075)	-	-	-
Total	(73,776)	(58,912)	(9,506)	(5,324)

23.4 Other operating income (expenses), net

	Consolidated		Individual	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Rental income	3,777	188	-	-
Fair value adjustment – contingent consideration for the acquisition of subsidiary	(8,052)	(20,667)	(8,052)	(20,667)
Provision for contingencies	(7,361)	(4,034)	-	-
Other	1,120	3,136	(968)	-
Total	(10,516)	(21,377)	(9,020)	(20,667)

24 Net finance income (costs)

	Consolidated		Individual	
Finance income	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Foreign exchange gains	51,804	49,988	49,785	49,988
Income from financial investments	7,102	6,133	3,540	227
Interest income from leases	352	341	-	-
Interest income from loans	859	1,414	852	1,414
Present value adjustment income – provision for decommissioning of areas	29.917	-	-	-
Other finance income	7,171	1,136	7,103	24
	97,205	59,012	61,280	51,653
Finance costs				
Present value adjustment expenses – provision for decommissioning of areas	-	(14,590)	-	-
Lease finance costs	(497)	(641)	-	-
Interest expenses	(83,388)	(143,777)	(68,459)	(128,477)
Foreign exchange losses	(161,499)	(38,750)	(159,448)	(38,750)
IOF expenses	(886)	(2,745)	(886)	(2,745)
Other	(5,958)	(3,375)	(520)	(341)
	(252,228)	(203,878)	(229,313)	(170,313)
Net finance income (costs)	(155,023)	(144,866)	(168,033)	(118,660)

25 Provision for contingencies

The Group recognizes provisions in amounts sufficient to cover losses considered probable and for which a reliable estimate can be made.

Legal proceedings that represent present obligations for which the outflow of resources is not probable, or for which a sufficiently reliable estimate of the amount cannot be made, are not recognized but are disclosed, unless the likelihood of an outflow is remote.

As of December 31, 2024, labor lawsuits for which the likelihood of loss is considered probable by management and its internal and external legal advisors totaled R$ 593.

In 2024, the Group recognized a provision for tax risks in the amount of R$ 6,768 (R$ 4,034 in 2023), related to the payment of ICMS tax on triangular oil sales operations involving inventories stored at third-party locations. Based on opinions and technical assessments from the Company's legal advisors, in the event of legal disputes regarding this matter, the likelihood of loss and disbursement by the Company is deemed probable, and thus, the corresponding amount was recognized as a contingent tax liability.

Finally, the Company is involved in other legal proceedings for which Management, based on the assessment of its internal and external legal advisors, has not recognized provisions for contingencies. As of December 31, 2024, neither the parent company nor the consolidated group had any cases for which the likelihood of loss was considered possible (R$ 1,941 as of December 31, 2024, in the subsidiary).

The amounts of provision for contingencies are shown below.

	Consolidated		
	Labor	Tax	Total
Balance as of December 31, 2023	-	6,418	6,418
Balance as of December 31, 2024	593	16,349	16,942

Changes in the provision for contingencies during the fiscal year are as follows:

	Consolidated	
	12/31/2024	12/31/2023
Opening balance	6,418	-
Additions	7,361	4,034
Monetary adjustments	3,163	2,384
Closing balance	16,942	6,418

Accounting practice

The Company recognizes provisions for losses referring to legal and administrative proceedings when, based on technical assessments from its legal advisors and Management's judgment, the disbursement of future cash is considered probable and the other conditions for recognizing a provision are met.

Contingent liabilities with a probable risk of loss that cannot be reliably measured, and those with a possible risk of loss, are disclosed in the notes to the financial statements.

Contingent assets are not recognized, but are disclosed in the notes to the financial statements when the inflow of economic benefits is probable. If the inflow of economic benefits is virtually certain, the related asset is no longer considered contingent and its recognition is appropriate.

26 Risk Management and Financial Instruments

26.1 Financial Instruments

The Group engages in operations involving financial instruments. Management of these instruments is carried out through operational strategies and internal controls aimed at ensuring liquidity and profitability. The control policy consists of ongoing monitoring of the contractual conditions in comparison with current market conditions.

As of December 31, 2024, the Group did not engage in investments for speculation purposes. The results are in line with the policies and strategies defined by the Group's Management. During fiscal years 2024 and 2023, no embedded derivatives were identified in the Group's operations.

All financial instrument transactions are recognized in the individual and consolidated financial statements, as shown below,

26.2 Measurement of Financial Instruments

The Company's financial instruments are measured at amortized cost, except for the contingent consideration from the acquisition of a subsidiary, which is measured at fair value as disclosed in Note 15. The fair values of these financial instruments are equivalent to their carrying amounts.

	Consolidated		Individual	
Assets	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Cash and cash equivalents	32,973	19,793	7,375	2,244
Accounts receivable	14,761	17,450	-	-
Related parties	24,530	1,567	24,530	1,496
Leases	2,862	2,641	-	-
Other assets	14,796	4,088	906	1,090
Restricted deposits	19,267	19,596	-	-
Total	109,189	65,135	32,811	4,830

	Consolidated		Individual	
Liabilities	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Trade accounts payable	55,782	36,039	67	218
Lease liabilities	7,129	4,656	-	-
Loans and Financing	494,239	312,879	494,239	312,879
Contingent consideration for the acquisition of subsidiary	75,496	81,478	75,496	81,478
Related parties	67,763	53,325	152,764	113,068
Other liabilities	8,218	6,313	-	-
Total	708,627	494,690	722,566	507,643

26.3 Risk management

The Company's risk management is conducted by its executive officers, based on the corporate risk management policy established by the parent company. This policy aims to ensure a proper balance between growth and return objectives and the Company's level of exposure to risks—whether inherent to its own operations or arising from the external environment in which it operates—so that, through the effective allocation of the Company's physical, financial, and human resources, the Company can achieve its strategic goals.

The Company's operations are subject to the following risk factors:

26.3.1 Credit risk

The credit risk management policy aims to minimize the possibility of non-collection of sales made and amounts invested, deposited, or guaranteed with financial institutions and counterparties, by conducting credit analysis, granting, and management using quantitative and qualitative parameters.

The Company is exposed to credit risk from financial institutions in relation to cash management. Management believes the credit risks associated with cash and cash equivalents are reduced due to operations being conducted with Brazilian financial institutions with recognized liquidity.

26.3.2 Liquidity risk

The Company primarily uses its resources for working capital expenditures. Historically, its needs have been met through internally generated funds, short-term debt, sales transactions, and capital contributions from the parent company when necessary. These sources of funds, combined with the Company's financial position, are expected to continue supporting compliance with the capital requirements established at the corporate level. All of the Company's financial liabilities have maturities of less than one year, except for lease obligations, loans, and loan agreements.

26.4 Market risk

26.4.1 Interest rate risk

This arises from the possibility that the Company may incur gains or losses due to fluctuations in interest rates applicable to its financial assets and liabilities. As of December 31, 2024, the Company had no material exposure to interest rate risk, since its financing agreements carry fixed interest rates.

26.4.2 Oil and Derivatives Price Risk

The Company is exposed to the risk of fluctuations in international oil prices. This commodity is affected by macroeconomic and geopolitical factors beyond the Company's control.

26.4.3 Currency Risk

The Company is exposed to currency risk in foreign operations due to differences in the currencies involved in loans, borrowings, and intercompany agreements, primarily in USD – U.S. dollars. Foreign exchange rate risk refers to changes in foreign exchange rates that could cause the Company to incur unexpected losses, resulting in a reduction of assets or an increase in liabilities. As of December 31, 2024, the Company had the following net exposure to foreign exchange differences in assets and liabilities from transactions denominated in foreign currency (USD):

Consolidated	12/31/2024
Intercompany receivables	24,530
Loans and borrowings	(494,239)
Trade payables	(10,276)
Intercompany payables	(67,763)
Net foreign exchange exposure	(547,748)

Sensitivity analysis

Based on the financial instruments denominated in U.S. dollars as of December 31, 2024, the Company performed a sensitivity analysis for a potential appreciation (depreciation) of the exchange rate (R$/USD) by 25% and 50%. The balances considering the exchange rate variations are presented in the table below.

		Alta do US$		Queda do US$	
	12/31/2024	25%	50%	-25%	-50%
Exchange rate fluctuation (US$)	(547,748)	(684,685)	(821,622)	(410,811)	(273,874)

27. Events after the reporting period

As disclosed in Note 17, the Company did not comply with certain financial covenants that are part of the aforementioned agreement. As of the date of approval of these individual and consolidated financial statements, the Group's Management had not obtained a waiver from the debenture holders regarding the acceleration of the debt, which is secured by 100% of the shares of the subsidiary.