MAXRETS VENTURES PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2023

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for the year ended 31 October 2023

Company number
12237710 (England and Wales)

Directors
Dominic Andrew White, Non-executive Director
Monica Formenti, Non-executive Director
Luciano Maranzana, Non-executive Director (appointed 15 March 2024)

Company secretary
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Registered office
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AQUIS stock exchange corporate adviser
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Legal advisers to the company
Charles Russell Speechlys
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Independent auditor
MAH, Chartered Accountants
Statutory Auditor

Registrars
Share Registrars Limited
The Courtyard
17 West Street
Farnham GU9 7DR

Introduction

Maxrets Ventures plc (the "Company" or "Maxrets") is an investment company quoted on the Aquis Stock Exchange Growth Market ("AQSE"). The Company was incorporated on 1 October 2019 and its shares were admitted to trading on 30 December 2019.

Investing Strategy

The Board is following the stated investment strategy seeking out potential investments primarily in four sectors that include i) Life Sciences, ii) Fintech businesses and assets that utilise fintech technology, such as blockchain, iii) Impact Investing (Environmental and Renewables) iv) Retail.

The Board firmly continues to believe that, as a result of the current challenging global economic and geopolitical landscape, opportunities now exist to invest in or acquire distressed or out of favour assets which have become undervalued, or, assets which may benefit from consolidation.

The Company now follows a growth incubator / pre-IPO investment philosophy, whereby it will seek out early stage or undervalued later stage businesses with strong upside potential, with the objective of acquiring, funding, growing and selling-on the investments through the public markets at enhanced valuations.

The Board will not restrict the jurisdiction of investments since the application of technology is not constrained by geographic borders, however, the Board would expect that it will consider more investments in Europe than elsewhere.

The Company intends to invest directly or indirectly in public or private businesses. This investment may take the form of debt or equity and it is expected that any such investments will ordinarily seek capital growth over the medium term in preference to income.

Structure of Investments

The Company anticipates that investments will be made from the Company's own balance sheet and/or in partnership with other investing entities and will be expected to be in the form of equity and equity-related instruments, including convertible debt instruments, and debt. The Company may offer its ordinary shares and debt instruments in exchange for shares in investee businesses. The Company may invest in quoted or listed companies, that are publicly traded, and private companies. It may acquire investments directly or by way of holdings in intermediate holding or subsidiary entities. The Company may also invest in limited liability partnerships and other forms of legal entity. The Company may invest in majority or minority positions and will ensure that it has suitable investor protection rights, as determined by the Board. The Company may, where appropriate and deemed by the Directors to be in the Company's best interests, seek a position on the boards of investee companies to actively monitor and assist the business including helping to scale senior management, inform and refine strategy, drive key performance indicators and provide guidance on future financing.

The Company intends to realise value through exiting the investments over time and will have no fixed investment period.

Investments in the portfolio

Maxrets has two legacy investments in the Cannabis sector, both of which were made in 2021.

Clearly Brands Limited (formerly Clearly Supplements Limited)

The first investment in March 2021 was a £100,000 investment in Clearly Supplements Limited ("Clearly") a UK based company offering CBD products direct to customers. The investment was by way of a convertible loan note ("CLN") with a 5 per cent. coupon and a 12-month duration. The CLN was expected to convert at the time of a public listing at a 30 per cent. discount to the placing price at that time. Clearly was planning to seek its own stock market listing and their application was well progressed with the FCA and passed eligibility. However, given changes in market conditions they have decided not to proceed with a listing.

Clearly developed a range of products under the Clearly CBD brand. It also established a number of distribution channels which retail and direct sales. It focused on certain key market segments such as the fitness sector and, at the same time, had been looking to build a retail presence and to operate online.

Following its decision to not proceed with an IPO, it continues to seek a strategic private equity partnership. We believe that this initiative has proved to be difficult to achieve and all indications would suggest that the company continues to find trading challenging. As a result, we have now fully provided against the investment in these results.

Voyager Life Plc (formerly Voyager Life Limited)

The second investment was made in April 2021; an equity investment of £100,000 in Voyager Life Limited ("Voyager"), a health and wellness business focused on CBD and hemp seed oil, that has developed a range of products under the Voyager and Voyager Life brands, including oils, gummies, bath and skincare products.

On 30 June 2021, Voyager announced that it had completed its own IPO and admission to trading on The AQSE Growth Market, with the Company holding approximately 2.8% of the enlarged issued share capital of Voyager at the time of flotation.

Whilst Voyager Life plc has grown considerably since our initial equity investment, the company is still loss making. Voyager reported operating losses in the year ended 31 March 2023 of £1.1m and operating losses in the 6 months ended 30 September 2023 of £0.5m with cash balances of £0.5m. Voyager recently reported that it was unable to complete a recent fundraising in connection with a potential corporate acquisition. In the circumstances the Board believes that it is prudent to fully write down its investment in Voyager plc.

Investments during the year and outlook

The Board considered a number of investments in the year to 31 October 2023 two of which were progressed to the due diligence phase, however, it has yet to find suitably attractive businesses in the target sectors.

The pipeline of potential opportunities that fit within the investment strategy continues to expand and the Board remains confident that it will deliver a transformative acquisition or business combination in the current period. The Company is likely to raise additional capital in due course in connection with any transaction.

The Board has a wide experience in venture, pre-IPO and private equity investing. Between them they have grown a number of businesses through to sale and to listing on public markets in sectors that include technology, retail, real estate, and life sciences. The intention is to add an advisory board to the Company to enhance knowledge in specific business areas based on the next investments made.

Dominic White
Non-executive Chairman
30 April 2024

The Directors present their strategic report on Maxrets Ventures plc (the "Company") for the year ended 31 October 2023.

Principal Activity

Maxrets Ventures plc is an investment company quoted on the Aquis Stock Exchange Growth Market ("AQSE"). Its shares were admitted to trading on AQSE on 30 December 2019.

The Company's principal activity is investing with a private equity style strategy in technology driven businesses. During the year, the company was registered under the name Greencare Capital Plc. On 31 January 2023, the name of the company was changed to Maxrets Ventures Plc.

Business Review

The Statement of Comprehensive Income and Statement of Financial Position for the year are set out on pages 18 and 19 respectively. A review of developments affecting the Company during the year and of its prospects for the future appear in the Non-executive Chairman's Statement on page 2.

Key Performance Indicators

The Key Performance Indicators ("KPIs") for the Company are listed as follows:

	2023	2022
(Loss) per share (pence)	(3.24)	(3.78)
Cash and cash equivalents	£15,000	£411,000

Future developments

The Non-executive Chairman's Statement on page 4 provides information on the outlook for the Company.

Principal risks and uncertainty

The Company's strategy is to follow an appropriate risk policy, which effectively manages exposures related to the achievement of business objectives. The Board is responsible for approving the Company's strategy and determining the appropriate level of risk. The key risks which the Company faces are detailed as follows:

Business and investment performance risk

Business performance risk is the risk that the Company may not perform as expected either due to internal factors or due to competitive pressures in the markets in which they operate. The Company seeks investments in companies with growth potential. The Directors identify suitable investment opportunities in accordance with the investment strategy.

By their nature, smaller businesses, whether quoted or unquoted, are more volatile than larger, more established businesses and are less robust to withstand economic pressures. There is a risk that the Company's investments may encounter circumstances that result in a loss of value which could in turn damage the Company's share price.

Principal risks and uncertainty (continued)

Business and investment performance risk (continued)

The Board is of the view that obtaining timely information on the position of its investments is the most effective and appropriate management tool and to reduce this risk, the Board has put in place monitoring reports on the performance of, and regular dialogue with the boards of the Company's investments.

Valuation risk

Valuation risk is the risk that the value of the investment when made was overstated. The Board seeks to mitigate this risk by conducting its own due diligence on the history and prospects of investment targets, including sourcing independent valuations and opinions. The risk is further mitigated by seeking investments where there is a high valuation margin (valuation per share compared to price paid per share) and the increased prospect of early returns.

Market conditions

Market conditions, especially in the context of the war in Ukraine, broken out throughout the year under review, may have a negative impact on the Company's ability to make investments in suitable entities which generate acceptable returns, or to disinvest in a timely manner such that acceptable returns can be realised.

This risk is mitigated by selecting quoted investments listed on liquid markets and unquoted investments where due diligence has indicated near-term liquidity events.

Foreign exchange

The Company has issued Euro-denominated bonds and has made Euro-denominated investments. This may give rise to exposure to movements in the exchange rate between the Euro and GBP. This risk is mitigated by virtue of the bond liability and invested assets providing a natural hedge, and management will seek at all times to mitigate any latent exposure by active currency management. The Company is monitoring matters and seeking advice from foreign exchange specialists as to how to mitigate the risks arising if and when they may occur, and would consider using derivatives to lock-out exposures.

Financial sanctions on Russia

Worldwide financial sanctions on Russia are likely to lead to increased market volatility and could make it more difficult to do business in Europe. However, the likely future impact is difficult to assess at this stage but the Company will continue to monitor the situation closely.

Promotion of the Company for the benefit of the members as a whole

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interest of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and
- Consider the impact of the Company's operations on the community and the environment.

The Directors believe that the application of S172 requirements can be demonstrated in relation to some of the key decisions made and actions taken during the year.

Category	How the Directors have engaged	Impact of action
Shareholders and investors	The Directors have communicated regularly with shareholders and investors via public announcements, its Annual General Meeting held in June 2023 and the publication of an interim statement.	The Company's investor base remain supportive of the Company's mission and objectives in the long term.
Suppliers	The Company has focused on developing long term and mutually beneficial relationships with its suppliers.	Relationships have been maintained with all suppliers in place at the beginning of the period.
Employees	Whilst the Company is small, it makes sure that it works closely with its employees and directors, keeping them all closely and regularly informed of all developments at the Company.	Employees and Directors are committed to the Company's mission and objectives.

The Company is an early-stage investment company quoted on a minor exchange and its members will be fully aware, through detailed announcements, shareholder meetings and financial communications, of the Board's broad and specific intentions and the rationale for its decisions. The Company pays its employees and creditors promptly and keeps its costs to a minimum to protect shareholders funds. When selecting investments, issues such as the impact on the community and the environment have actively been taken into consideration.

This strategic report was approved by the Board of directors on 30 April 2024 and signed on its behalf by:

Dominic White
Non-executive Chairman

The Directors present their report and the audited financial statements of the Company for the year to 31 October 2023.

Directors

The Directors of the Company during the year and up to the date of signature of the financial statements were:

Martin Walton	Independent Non-executive Director (resigned 15 March 2024)
Dominic White	Non-executive Chairman
Monica Formenti	Non-executive Director
Luciano Maranzana	Non-executive Director (appointed 15 March 2024)

The Directors' biographies can be found on page 11.

Dividends

The Directors do not recommend payment of a dividend for the year ended 31 October 2023 (2022: £nil).

Directors' remuneration

The total remuneration of the Directors for the year was as follows:

	Fees £
Martin Walton	28,000
Dominic White	72,000
Monica Formenti	60,000
	160,000

Pensions

The Company had no pension schemes in place during the years under review.

Directors' interests

The Directors had no interests in the shares of the Company at the end of the year.

Option scheme

All the options have now lapsed/been forfeited and therefore the amount previously charged to the share based payment reserve has been reclassified to retained earnings.

Energy and carbon report

The company met the statutory de minimis exemption as their energy usage in the UK is less than 40,000 kWh in the current or prior year. No disclosures have therefore been made.

Future developments

The Non-executive Chairman's Statement on page 4 provides information on the outlook of the Company.

Substantial shareholdings

As far as the Directors are aware, as at 30 April 2024, the following shareholders are interested in 3% or more of issued share capital of the Company.

Shareholder	Number of Ordinary Shares of 1p each	% of Issued Share Capital
E Value One Limited	8,000,000	54.1%
Eight Capital Partners plc	2,560,000	17.3%
Carolina Filippini	500,000	3.4%

Going concern

As an investment business, the company has limited operating cash flow and is dependent upon its existing cash balance and the performance of its existing investments for its working capital requirements. The company has full discretion over the deployment of capital for new investment opportunities, provided it is in line with its stated investment policy. The company closely manages all of the legal fees and other due diligence costs of all potential investments.

Post period end, the directors have put in place cost saving initiatives and now expect the annual operating costs of the business to be circa £0.28 million, significantly lower than prior years. As at the date of this report, the Company has received all of the £0.13 million of VAT recoverable from HMRC that was included in other receivables as at 31 October 2023 and has approximately £32,000 in cash. In addition, the Company's major shareholder, E Value One Limited, has stated its intent to support the Company, if needed, such that it can meet its obligations as they fall due in the next 12 months, although this is not a guarantee. As a result of the above factors, the directors have prepared the accounts on a going concern basis.

The described conditions indicate the existence of material uncertainties that may cast doubt on the Company's ability to continue as a going concern and the Company may therefore be unable to realise their assets and discharge their liabilities in the ordinary course of business. These financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

Statement of directors' responsibilities

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with U.K. Adopted International Accounting Standard (IFRS and applicable law).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit and loss for that period.

Statement of directors' responsibilities (continued)

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Accounting Standards, have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of disclosure of information to auditors

Each Director in office at the date of approval of this Directors' report confirms that:

- So far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The Director has taken all the steps that he ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Independent auditor

MAH, Chartered Accountants have been appointed as auditors for the year ended 31 October 2023 and have expressed their willingness to continue in office as auditor and will be proposed for reappointment at the next Annual General Meeting.

This report was approved by the Board of Directors on 30 April 2024 and signed on behalf of the Board by.

Dominic White
Non-executive Chairman
30 April 2024

Board of Directors

As at the date of this report, the Board of Directors comprised:

Dominic White
Non-executive Chairman

Dominic White is a Chartered Surveyor and a member of the Institute of Chartered Financial Analysts with more than 25 years' experience in the investment sector, He has held a number of Board level investment positions at international institutions including Security Capital European Realty, Henderson Global Investors and Cordea Savills Investment Management. Dominic has acquired and managed more than £3bn of assets in the UK and Europe across multiple sectors, in funds, joint ventures, corporates and numerous regulated entities. He has operated in both public and private capital markets. Dominic has held Board executive and non-executive roles at several number of public companies, including Limitless Earth plc and Energiser Investments plc and is currently a Non-executive Director of both Eight Capital Partners plc and Dispensa Group plc.

Monica Formenti
Non-executive Director

Monica qualified as a Lawyer in 2009 in Milan, Italy, and has practiced corporate and commercial law for a number of multi-national organisations since then. She is currently a director of an international corporate advisory firm in Milan, providing wide-ranging advice on all legal matters relating to corporate and civil law, including corporate governance, commercial agreements, M&A and corporate finance. Previously she worked for 11 years at PPG Industries Inc based in Milan, part of a multinational organisation operating in the chemicals industry as Head of its Legal Department. This included dealing with all legal and corporate/compliance issues, commercial contracts and other regulatory matters including the management of shareholder meetings.

Luciano Maranzana
Non-executive Director (appointed 15 March 2024)

Luciano has over 30 years' experience, primarily in real estate management where has held several leading positions such as Managing Director, in Italy and Spain for UK property group, Hammerson plc, and as Fund Manager at Pirelli Real Estate Sgr. where he was responsible for a quoted real estate fund, launching, structuring and managing the property portfolio, investor relations, and liquidity investments/divestments. Luciano was a Managing Director of Valore Reale Sgr Spa, a closed-end real estate fund management company with 20 funds underwritten and fully invested with combined assets under management of more than 1.8 billion Euro, and Director of Negentropy Capital Partners Italia, a London-based alternative investment management and advisory company focused on opportunistic credit and real estate assets.

Opinion

We have audited the financial statements of Maxrets Ventures plc (the 'company') for the period ended 31 October 2023 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2023 and of its loss for the period then ended;
- have been properly prepared in accordance with and UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard as applied to listed entities, 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.

Material uncertainty relating to going concern

We draw attention to Note 2 in the financial statements, which indicates that the company had a cash balance of £15,000 at the year end. As stated in Note 2, these events or conditions, along with the other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

- Reviewing the cash flow forecasts prepared by management for the period up to April 2025, providing challenge to key assumptions and reviewing for reasonableness;
- A comparison of actual results for the period to past budgets to assess the forecasting ability/accuracy of management;
- Reviewing post-year end RNS announcements and held discussions with management on expenditure plans; and
- Assessing the adequacy of going concern disclosures within the financial statements.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Materiality

The materiality for the financial statements as a whole was set at £12,100. This has been determined with reference to the benchmark of the company's gross expenses, which we consider to be an appropriate measure based on the activities of the company during the year. Materiality represents 2.5% of total expenditure as presented on the face of the Statement of Comprehensive Income.

An overview of the scope of our audit

We tailored the scope of our audit to ensure that we were able to give our audit opinion on the financial statements of Maxrets Ventures plc taking into account the nature of the company's activities, the company's risk profile, the accounting processes and controls, and the environment in which the company operates.

We designed our audit to ensure that we obtain sufficient and appropriate audit evidence in respect of:

- The significant transactions and balances;
- Other items, which, irrespective of size, are perceived as carrying a significant level of audit risk whether through susceptibility to fraud, or other reasons;
- The appropriateness of the going concern assumption used in the preparation of the financial statements.

Key audit matters

We identified the key audit matters described below as that which were the most significant in the audit of the financial statements of the current period. Key audit matters include the most significant assessed risks of material misstatement, including those risks that had the greatest effect on our overall audit strategy, the allocation of resources in the audit and the direction of the efforts of the audit team.

In addressing this matter, we have performed the procedures below which were designed to address the matter in the context of the financial statements as a whole and in forming our opinion thereon. Consequently, we do not provide a separate opinion on this individual matter.

Key audit matter & description of risk	How the matter was addressed in the audit and key observations arising with respect to that risk
Going concern The company has used going concern basis of preparation in its accounting policies. However, there is significant judgement required as to whether the company can continue to operate as a going concern.	We evaluated management's assessment about going concern and challenged the judgement made by management, as described in Note 2. As part of our procedures we: • Reviewed the company's environment, controls and management's assessment of the company's ability to continue as a going concern. • Reviewed the cashflow forecasts and assumptions made and the data sources. Based on our procedures we concluded that the going concern basis of preparation is appropriate. (See also Material uncertainty relating to going concern above).
Valuation of unquoted investments The value for unquoted investments is reliant on third party financial information and projections. Due to the nature of the unquoted investments, there is a lack of observable inputs and therefore the key risk is considered to be the fair value of investments. We therefore identify the valuation of unquoted investments held for trading as high risk.	 We obtained an understanding of the methodologies used by management to determine the fair value of unquoted investments. We reviewed and checked the estimates and calculations for fair value and reviewed the latest information regarding business performance and fundraising activities. The adequacy of disclosures in the financial statements in respect of the methodologies, assumptions and fair value hierarchy was reviewed.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and the application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and company in this regard to be those arising from:
    - Aquis rules;
    - Companies Act 2006;
    - Employment Law;
    - Anti-Bribery Money Laundering Regulations; and
    - QCA compliance
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and company with those laws and regulations. These procedures included, but were not limited to:
    - review of legal and professional fees to understand the nature of the costs and the existence of any noncompliance with laws and regulations;
    - discussion with management regarding potential non-compliance; and
    - review of minutes of meetings of those charged with governance and RNS
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the potential for management bias was identified in relation to the going concern of the group and company and as noted above, we addressed this by challenging the assumptions and judgements made by management when auditing that significant accounting estimate.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Auditor's responsibilities for the audit of the financial statements (continued)

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Mohammed Haque
(Senior Statutory Auditor)
for and on behalf of
MAH, Chartered Accountants
Statutory Auditor

2nd Floor
154 Bishopsgate
London
EC2M 4LN

30 April 2024

Maxrets Ventures Plc
Statement of Comprehensive Income
For the year ended 31 October 2023

	Note	2023 £'000	2022 £'000
Administrative expenses		(484)	(564)
Operating loss	4	(484)	(564)
Interest income	6	6	5
Loss before tax		(478)	(559)
Taxation	7	-	-
Loss for the financial year		(478)	(559)
Other comprehensive income for the year		-	-
Total comprehensive loss		(478)	(559)
Earnings/(loss) per share (pence) from continuing operations attributable to owners of the Company – Basic & Diluted	8	(3.24)	(3.78)

The notes on pages 22 to 35 form part of these financial statements.

Maxrets Ventures Plc

Statement of Financial Position

As at 31 October 2023

	Note	2023 £'000	2022 £'000
Non-current assets			
Financial assets	15	-	95
		-	95
Current assets			
Trade and other receivables	10	133	130
Cash and cash equivalents	9	15	411
Total current assets		148	541
Total assets		148	636
Current liabilities			
Trade and other payables	11	129	139
Total current liabilities		129	139
Net assets		19	497
Capital and reserves			
Share capital	12	148	148
Share premium	13	1,587	1,587
Share based payment reserve	13	108	121
Retained earnings	13	(1,824)	(1,359)
Total equity		19	497

The financial statements were approved by the Board of Directors on 30 April 2024 and signed on its behalf by:

Dominic White
Non-executive Chairman
30 April 2024

Company number 12237710

The notes on pages 22 to 35 form part of these financial statements.

Maxrets Ventures Plc
Statement of Changes in Equity
For the year ended 31 October 2023

	Share capital	Share premium	Share based payment reserve	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000
As at 31 October 2021	148	1,587	115	(800)	1,050
Loss for the year	-	-	-	(559)	(559)
Total Comprehensive Expense	-	-	-	(559)	(559)
Share based payments	-	-	6	-	6
Total Transactions with Owners	-	-	6	-	6
As at 31 October 2022	148	1,587	121	(1,359)	497
Loss for the year	-	-	-	(478)	(478)
Total Comprehensive Expense	-	-	-	(478)	(478)
Forfeiture of share options (Note 14)	-	-	(13)	13	-
Total Transactions with Owners	-	-	(13)	13	-
As at 31 October 2023	148	1,587	108	(1,824)	19

The notes on pages 22 to 35 form part of these financial statements.

Maxrets Ventures Plc
Statement of Cash Flows
For the year ended 31 October 2023

	2023	2022
	£'000	£'000
Cash from operating activities		
Loss before tax	(478)	(559)
Adjustments for:		
Interest income	-	(5)
Share based payment charge	-	6
Change in value of financial assets	95	69
(Increase)/decrease in other receivables	(3)	(63)
Increase/(decrease) in trade and other payables	(10)	85
Net cash used in operating activities	(396)	(467)
Cash flows from financing activities		
Proceeds from issue of shares (net of issue costs)	-	-
Net cash from financing activities	-	-
Cash flows from investing activities		
Purchase of investments	-	-
Net cash from investing activities	-	-
Net cash flow for the year	(396)	(467)
Cash and cash equivalents at beginning of year	411	878
Cash and cash equivalents at end of year	15	411
Net change in cash and cash equivalents	(396)	(467)

The notes on pages 22 to 35 form part of these financial statements.

1. General information

Maxrets Ventures plc (the 'Company') is a public limited company limited by shares and was incorporated in England on 1 October 2019 with company number 12237710. Its registered office is 5 Fleet Place, London, EC4M 7RD.

The Company's shares are traded on the Aquis Stock Exchange Growth Market under ticker MAX and ISIN number GB00BJBYK814.

The Company's investment strategy during the year was investing with a private equity style strategy in technology driven businesses, as further disclosed in the Chairman's statement.

The financial statements present the year to 31 October 2023. During the year, the company was registered under the name Greencare Capital plc. On 31 January 2023, the name of the company was changed to Maxrets Ventures plc.

2. Accounting policies

Basis of preparation

The financial statements of Maxrets Ventures plc have been prepared in accordance with U.K. Adopted International Financial Reporting Standards in conformity with the Companies Act 2006 ('Adopted IFRS').

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of listed investments at fair value.

The financial statements are presented in Pounds Sterling, which is the Company's presentation and functional currency, and are presented and rounded in £1,000s unless otherwise stated.

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment and complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

New and amended standards adopted by the Company

The company adopted the following accounting standards and amendments during the year, with no significant impact:

IFRS 3	Business Combinations (amendments);
IAS 16	Property, Plant and Equipment (amendments);
IAS 37	Onerous Contracts (amendments).

2. Accounting policies (continued)

New and amended standards adopted by the Company (Continued)

The following new standards, amendments to standards and interpretations have been issued but have not been adopted. The following amendments are effective for annual reporting periods on or after 1 January 2023.

The new standards include:

IAS 1	Presentation of Financial Statements (amendments);
IAS 8	Definition of Accounting Estimates (amendments);
IAS 12	Deferred Tax related to Assets and Liabilities arising from a single transaction (amendments);
IFRS 17	Insurance Contracts (new standard);
IAS 12	International Tax Reform – Pillar Two Model Rules (amendments).

The following amendments are effective for annual reporting periods on or after 1 January 2024.

IFRS 16	Lease Liability in a Sale and Leaseback (amendments);
IAS 1	Classification of Liabilities as Current or Non-current (amendments); and
IAS 7 / IFRS 7	Supplier Finance Arrangements (amendments).

The directors anticipate that the adoption of these standards and interpretations in future periods will have no material effect on the financial statements of the Company.

Going concern

As at 31 October 2023, the Company held cash of £15,000. As an investment business, the company has limited operating cash flow and is dependent upon its existing cash balance and the performance of its existing investments for its working capital requirements. The company has full discretion over the deployment of capital for new investment opportunities, provided it is in line with its stated investment policy. The company closely manages all of the legal fees and other due diligence costs of all potential investments.

Post period end, the directors have put in place cost saving initiatives and now expect the annual operating costs of the business to be circa £0.28 million, significantly lower than prior years. As at the date of this report, the Company has received all of the £0.13 million of VAT recoverable from HMRC that was included in other receivables as at 31 October 2023 and has approximately £32,000 in cash. In addition, the Company's major shareholder, E Value One Limited, has stated its intent to support the Company, if needed, such that it can meet its obligations as they fall due in the next 12 months, although this is not a guarantee. As a result of the above factors, the directors have prepared the accounts on a going concern basis.

The described conditions indicate the existence of material uncertainties that may cast doubt on the Company's ability to continue as a going concern and the Company may therefore be unable to realise their assets and discharge their liabilities in the ordinary course of business. These financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

2. Accounting policies (continued)

Income tax
Income tax expense represents the sum of the tax currently payable and deferred tax. Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been substantively enacted by the balance sheet date in the countries where the Company operates and generates taxable income. Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow deferred tax assets to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Provisions
A provision is recognised when the Company has a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2. Accounting policies (continued)

Financial instruments
A financial instrument is recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Company's contractual rights to the cash flows from the financial assets expire or if the Company transfers the financial assets to another party without retaining control or substantially all risks and rewards of the asset. Regular purchases and sales of financial assets are accounted for at trade date, i.e. the date that the Company commits itself to purchase or sell the asset. Financial liabilities are derecognised if the Companies obligations specified in the contract expire or are discharged or cancelled.

Financial liabilities
Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs. As at the balance sheet date, the Company did not have any financial liabilities in the category of financial liabilities at fair value through profit or loss.

Subsequent measurement
Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when liabilities are derecognised, and through the amortisation process.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

Investments
The Company measures its equity investments as financial assets at fair value though the profit or loss.

Fair value measurement
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 presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

2. Accounting policies (continued)

Fair value measurement (continued)
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

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

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Financial assets held at amortised cost
Initial recognition and measurement
Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue.

Subsequent measurement
Financial assets cost are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Derecognition
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Impairment of financial assets
Financial assets are assessed for indications of impairment at each reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the asset have been negatively affected.

The company recognises an allowance for expected credit losses, or an ECL, for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all cash flows that the company expect to receive, discounted at an approximation of the original effective interest rate.

2. Accounting policies (continued)

Impairment of financial assets (continued)
ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Impairment losses and any subsequent reversals of impairment losses are adjusted against the carrying amount of the receivable and are recognised in profit or loss.

Share Capital
Share Capital consists of one class of ordinary shares.
Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Ordinary shares bestow full rights on shareholders.

Warrants
Warrants are an option to acquire shares between two future dates at a fixed price. They are occasionally issued to third parties that invest in the Company's equity and are granted at the time of that equity investment.

There is a notional cost of the warrants expensed through the income statement in the period in which the warrants are granted, based on the fair value of the option and recalculated for each subsequent accounting period. The fair value itself is determined using the Black-Scholes model.

If the warrant options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

Cash and cash equivalents
Cash and cash equivalents comprise cash at hand and current balances at banks.

Foreign currencies
Functional and presentation currency
The financial statements are presented in Pound sterling, which is the Company's presentation and functional currency.

Transactions and balances
Transactions in foreign currencies are converted into the functional currency on initial recognition, using the exchange rates approximating to those ruling at the transaction dates. At each period end foreign currency monetary items are translated using the rates ruling as of that date. Non-monetary assets and liabilities are not retranslated. All exchange differences are recognised in profit or loss.

3. Critical accounting estimates and judgements

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

Critical judgements in applying the entity's accounting policies

Carrying value of investments

The Company is required to make judgments over the carrying value of investments in unquoted companies where fair values cannot be readily established and evaluate the size of any impairment required.

It is important to recognise that the carrying value of such investments cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately. Management's significant judgement in this regard is that the value of their investment represents their cost less previous impairment.

Further details relating to management's assessment of the carrying value of unlisted investments can be found in the Strategic Report. Management have concluded that there are indications of impairment to the value of the investments following this assessment, and subsequently an impairment loss of £95,000 has been recognised during the year (2022: £69,000). At the reporting date, the carrying value of investments were £nil (2022: £95,000), as set out in Note 15.

4. Operating loss

The operating loss is stated after charging/(crediting):

	2023 £'000	2022 £'000
Auditors' remuneration:		
Audit fees	12	12
Other taxation services	-	-
Share based payments	-	6
Gain on foreign exchange	(6)	-
Fair value adjustment	95	69

The Operating loss includes lower Administrative expenses of £484,000 in this financial year (2022: £564,000) relating in part to non-recurring due diligence costs on an aborted investment transaction in the prior year. The fair value adjustment relates to the change in fair value of the Company's investments.

5. Staff costs

	2023	2022
The average number of persons (including executive directors) employed by the Company during the year:	3	3

	2023 £'000	2022 £'000
Wages and salaries (including directors)	-	74
Social security costs	-	9
	-	83

Director's remuneration

	2023 £'000	2022 £'000
Salaries and fees	160	161

The directors have been included as employees in the employee number note above. They are not employees of the company, but receive a fee for their work which is included in the salaries and fees disclosure above.

6. Finance income

	2023 £'000	2022 £'000
Interest income	6	5

7. Taxation

	2023 £'000	2022 £'000
Taxation	-	-
Reconciliation of tax charge		
Loss on ordinary activities before taxation	(478)	(559)
Current tax on loss of the year at standard rate of UK corporation tax of 22.5% (2022: 19%)	(108)	(106)
Expenses not deductible for tax purposes	-	14
Losses carried forward	108	92
Tax in the income statement	-	-

The Company has tax losses of approximately £1.76m (2022: £1.28m) to carry forward against future profits. The Directors have not recognised a deferred tax asset of £0.44m (2022: £0.24m) on the losses to date due to the uncertainty of recovery.

The UK government announced in its budget on 3 March 2021, that the UK corporation tax rate will increase to an effective rate of 25% from 1 April 2023. This effective tax rate is calculated by the following: a tax rate of 25% for Company's with profits over £250,000; or a tax rate of 19% for company's profits up to £50,000 and a tax rate of 26.5% for the remaining profits between £50,000 and £250,000.

7. Taxation (continued)

Income taxes in the Statement of comprehensive income are measured at 22.5% (blended average) and deferred taxes at the Statement of Financial Position date are measured at 25%.

8. Earnings per share

	2023 £'000	2022 £'000
Earnings		
Loss for the period	(478)	(559)
Number of shares		
Weighted average number of shares for basic earnings per share	14,792,374	14,792,374
- Weighted average number of outstanding warrants	1,806,606	1,806,606
Weighted average number of ordinary shares for diluted earnings per share	16,598,980	16,598,980
Earnings per share		
(Losses) per share (pence) - Basic and diluted	(3.24)	(3.78)

The diluted EPS is the same as the Basic EPS as there is a loss for each of the years concerned.

9. Cash and cash equivalents

	2023 £'000	2022 £'000
Cash at bank	15	411

10. Trade and other receivables

	2023 £'000	2022 £'000
Other receivables	129	100
Prepayments	4	30
	133	130

The directors consider that the carrying amount of receivables is not materially different to their fair value.

11. Trade and other payables

	2023 £'000	2022 £'000
Trade payables	115	124
Accruals and other payables	14	15
	129	139

12. Share capital

	2023 £'000	2022 £'000
14,792,374 Allotted, issued and fully paid Ordinary shares	148	148

13. Reserves

The Company's reserves are as follows:

- The share capital comprises the issued ordinary shares of the company at par.
- The share premium represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.
- The share option and warrant reserve arise from the requirement to value share options and warrants in existence at the grant date (see Note 14).
- Retained earnings include all current and prior period results as disclosed in the statement of comprehensive income.

14. Share option and warrant reserve

The share option and warrant reserve are made up as follows:

Share options

Share options outstanding and their weighted average exercise price are as follows:

	Number	Weighted average exercise price (pence)
Outstanding at 1 November 2022	349,090	27.5p
Forfeited	(349,090)	27.5p
Outstanding at 31 October 2023	-	-

Vesting criteria for options granted under the Scheme were the following:

Amount vesting	Time conditions	Performance criteria
50% ("Tranche one")	On the business day following the first calendar year following the date of grant	the NAV on the Tranche One Vesting Date not being less than the NAV on the Grant Date
50% ("Tranche two")	On the business day following the second calendar year following the date of grant	the NAV on the Tranche Two Vesting Date being a minimum of 10% higher than the NAV on the Grant Date

The fair value was estimated as at the issue date using a Black-Scholes model, considering the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

	2020	2021
Exercise price (pence)	27.5p	30.5p
Number of warrants	567,272	360,000
Expected volatility	30%	30%
Risk free interest (%)	0.43%	0.59%
Time to expiration at date of grant (i.e. life of options) in years	2	2

The total expense for the year in respect of the share options issued was £nil (2022: £6,000).

All the options have now lapsed/been forfeited and therefore the amount previously charged to the share based payment reserve has been reclassified to retained earnings.

14. Share option and warrant reserve (continued)

Warrants

The Company has in issue 1,808,606 investor warrants which expire December 2024.

Warrants outstanding and their weighted average exercise price are as follows:

	Number	Weighted average exercise price (pence)
Outstanding at 1 November 2022	1,808,606	25p
Issued	-	-
Outstanding at 31 October 2023	1,808,606	25p

The fair value is estimated as at the issue date using a Black-Scholes model, considering the terms and conditions upon which the warrants were granted. The following table lists the inputs to the model:

	2020
Exercise price (pence)	25p
Number of warrants	1,808,606
Expected volatility	30%
Risk free interest (%)	0.568%
Time to expiration at date of grant (i.e. life of warrants) in years	5

15. Financial instruments

The carrying values of the Company's financial assets and liabilities are summarised below:

	2023 £'000	2022 £'000
Carrying amount of financial assets		
Measured at amortised cost		
Cash and bank balances	15	411
Other receivables	129	100
Measured at fair value through profit and loss		
Financial assets	-	95
Carrying amount of financial liabilities		
Measured at amortised cost		
Trade and other payables	129	139

	2023 £'000	2022 £'000
Non-current assets		
Investments held at fair value		
Listed investments	-	40
Unlisted investments	-	55
	-	95

15. Financial instruments (continued)

Categories of Financial assets at fair value

Financial assets at fair value		
Fair value through profit and loss (FVTPL)		
- Listed investments	-	40
- Unlisted investments	-	55
	-	95
Changes in value of financial instruments at fair value for the year		
Charge to the Statement of Comprehensive Income	95	69

During the year, the Directors' considered the fair value of the Company's investments to be £nil, and subsequently the Company has recognised a reduction in fair value of £95,000 within administrative expenses in the Statement of comprehensive income (2022: £69,000).

Valuation techniques and assumptions applied for the purposes of measuring fair value
The fair value of financial assets is determined using level 1 and level 2 of fair value hierarchy as outlined in the accounting policies note.

The Company raises finance through equity issues and places surplus cash on short term deposits, in addition to its principal activity. The Company has no borrowings facilities. The main risk associated with the company's financial instruments is market price risk. The policies for managing this risk are kept under review by the directors.

Credit risk:
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on its investments and cash. In accordance with the Company's policy, the Board of Directors monitor the Company's exposure to credit risk on an ongoing basis.

Liquidity risk:
Liquidity risk arises from the Company's management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, it seeks to maintain cash balances to meet expected requirements for a period of at least 90 days.

Market risk:
Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The Company's sensitivity to these items is set out below.

Interest rate risk:
The Company invests its surplus cash in a spread of fixed rate short term bank deposits to minimise risk and maximise flexibility. In doing so it limits its exposure to fluctuations in interest rate that re inherent in such markets. Overall, the risk is not considered to be significant.

15. Financial instruments (continued)

Currency risk
The Company's holds Euro denominated currency to the total of €14,000 (2022: €11,000), which expose the Company to the risk that the exchange rate of the Euro against the pound will change in a manner which adversely impacts the Company's net profit and net assets attributable to shareholders. A 10% increase in the Euro exchange rate against the pound would result in an decrease in the Company's loss before tax of approximately £1,000. A 10% decrease in exchange rates against the pound would have an equal and opposite effect.

16. Related party transactions

Eight Capital Partners plc
Shareholder in common
Eight Capital Partners plc owns 20.6% of the Company. The CEO and controlling shareholder of Eight Capital Partners plc is Dominic White. Eight Capital Partners plc charged the Company support service fees of £18,000 (2022: £38,000). At the year end, the amounts due to Eight Capital Partners plc amounted to £11,000 (2022: £nil).

Maximum Return System Ltd
Shareholders in common
The CEO and ultimate controlling party of Maximum Return System Ltd is Dominic White. During the year, Maximum Return System Ltd charged the Company rent of £12,000 (2022: £12,000). No balance was outstanding at the year end (2022: £nil).

Bradshaw Consulting Ltd
Director in common
The director and ultimate controlling party of Bradshaw Consulting Ltd ("Bradshaw") is Martin Walton. During the year, Bradshaw charged the Company Directors fees of £28,000 (2022: £28,000). At the year end, the amounts due to Bradshaw amounted to £6,000 (2022: £nil).

MONFOR SA
Director in common
The CEO and ultimate controlling party of MONFOR SA is Monica Formenti. During the year, MONFOR charged the Company management and director services of £81,000 (2022: £nil). At the year end, the amounts due to MONFOR amounted to £19,000 (2022: £nil).

Innovative Finance S.r.l
Company under common control
Innovative Finance S.r.l ("Innovative") is a wholly owned subsidiary of Eight Capital Partners plc. During the year, Innovative charged the Company consultancy fees of £96,000 (2022: £nil). At the year end, the amounts due to Innovative amounted to £nil (2022: £nil).

Dispensa Group plc
Shareholder in common
The CEO and controlling shareholder of Dispensa Group plc ("Dispensa") is Dominic White. During the year, the Company recognised a gain of £8,000 (2022: £nil) in regards to a bond subscribed at a discount value from Dispensa. At the year end, there was no balance due to/from Dispensa (2022: £nil).

16. Related party transactions (continued)

Key management personnel compensation
Key management are considered to be the directors of the Company. Details of their remuneration and equity holdings are disclosed in the Directors Report.

17. Capital risk management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. It also includes maintaining an optimum capital structure to reduce the cost of capital. Capital is regarded as total equity, as recognised in the Statement of financial position.

At the reporting date, the Company had 14,792,374 allotted, issued and fully paid Ordinary 1p shares in circulation, with a nominal value of £148,000 (2022: £148,000) as set out in Note 12. The Company also had share premium of £1,587,000 (2022: £1,587,000). At the reporting date, the Company had total equity of £19,000 (2022: £497,000).

The Company had no significant borrowings at the reporting date (2022: £nil), and the Company is not subject to any externally imposed capital requirements.

18. Ultimate controlling entity

E Value One Limited owns 54.1% of the issued share capital and is the immediate parent company. The ultimate parent entity is Maximum Return Systems Group LLP. The company is ultimately controlled by Dominic White.