Spiritus Mundi plc

Annual Report and Financial Statements

For the financial year ended
30 September 2023

Registered number 13364657 (England and Wales)

Contents

Company Information

Directors	Zaccheus Chin Leng Peh	Non-Executive Chairman
	Simon Winson Ng	Non-Executive Director
	Wes Gordon Lawrence	Non-Executive Director
	Wong Fatt Heng	Non-Executive Director
	Rachel Stella Jan Maguire (resigned on 1 April 2023)	Non-Executive Director
	Timothy Mark Metcalfe (appointed on 1 April 2023)	Non-Executive Director
Company Secretary	Jaspal Sing Sekhon	
Registered Office	8th Floor, The Broadgate Tower 20 Primrose Street London EC2A 2EW United Kingdom	
Registered number	13364657 (England and Wales)	
Auditors	MHA 11 Merus Court Meridian Business Park Leicester LE19 1RJ United Kingdom	
Financial Adviser	Strand Hanson Limited 26 Mount Row London W1K 3SQ United Kingdom	
Legal Advisers	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW United Kingdom	
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom	
Financial PR	IFC Advisory Limited Birchin Court 20 Birchin Lane London EC3V 9DU United Kingdom	
Company website	www.spiritusmundiplc.com	

Chairman's Statement

Dear shareholder,

I have pleasure in presenting the financial statements for Spiritus Mundi plc ("Spiritus Mundi" or the "Company") covering the financial year ended 30 September 2023. Since 8 July 2022, the Company's ordinary shares had been admitted to the standard segment of the Official List of the FCA and started trading on the London Stock Exchange ("Admission").

Spiritus Mundi plc is a special purpose acquisition company that is seeking acquisition targets in Europe and Asia in the clinical diagnostics sector which include (but are not limited to):

- Clinical laboratory services (clinical lab);
- Clinical Diagnostics (PCR and blood test); and
- Digital Health (Healthcare IT platform).

During the financial year, the Directors have reviewed a number of potential acquisition targets in Europe and the Asia Pacific regions. These potential targets have encompassed a number of areas, but the greatest potential is being seen in the clinical laboratory and clinical diagnostic areas. The Directors are currently focused on progressing discussions with one potentially suitable target in particular and I look forward to updating shareholders at the appropriate time.

On behalf of the Board, I would like to thank all our shareholders for their continued support as we continue to focus on acquiring one or more businesses in our chosen areas to deliver attractive returns for shareholders.

Financial highlights from the financial year are detailed below.

Financial Highlights

- Net cash as at 30 September 2023 of £498,626 (30 September 2022: £941,539)
- Net assets as at 30 September 2023 of £425,847 (30 September 2022: £927,810)
- Operating loss and loss before tax of £537,979 (for the period from 28 April 2021 to 30 September 2022: £714,253)
- Basic and diluted loss per share of £0.01 (for the period from 28 April 2021 to 30 September 2022: £0.02)

Zaccheus Peh
Non-Executive Chairman
25 January 2024

Strategic Report

The Directors present the Strategic Report of the Company for the financial year ended 30 September 2023.

Review of Business in the Financial year

Strategy

Spiritus Mundi is focusing on acquisition opportunities in the clinical diagnostics sector which includes clinical laboratory services, clinical diagnostics companies and healthcare IT platforms. The Directors are in-charge of carrying out the Company's objectives, implementing its acquisition policy and financing and business strategies, as well as managing the Company as a whole. The Board shall examine and make decisions about all acquisitions, divestitures, and other strategic matters.

During the financial year, the Directors have reviewed a number of potential targets from Europe and Asia Pacific regions and are progressing one particular opportunity that encompasses activities in the clinical laboratory services and clinical diagnostics areas, currently focused on the Asia Pacific region, but with the potential to expand into other regions. Whilst there can be no certainty that an appropriate agreement can be reached with this potential target, the Directors continue to explore additional potential acquisition opportunities.

Financial review

The Company incurred a loss for the financial year ended 30 September 2023 of £537,979 (2022: £714,253), mainly from the Directors fees and professional fees required to operate the Company.

Cash flow

Net cash outflow for the financial year was £442,913 (2022: net inflow of £941,539 mainly from the issue of shares), made up of the loss for the financial year, less working capital changes.

As at 30 September 2023 the Company held £498,626 (2022: £941,539) in cash.

Key Performance Indicators

Other than continued monitoring and minimisation of all operating costs expenditure, there are no key performance indicators for the financial year ended 30 September 2023 as the Company has not completed an acquisition.

Strategic Report (continued)

Principal Risks and Uncertainties

The principal risks and the steps taken by Company to mitigate these risks are as follows:

The Company is a newly formed entity with no operating history

The Company was incorporated in April 2021 and had yet to complete a transaction as at 30 September 2023. Currently, there are no formal plans, arrangements or understandings with any prospective target company, business or asset regarding an acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes an acquisition.

There is no assurance that the Company will identify suitable acquisition opportunities in a timely manner and the current cash on hand is sufficient for the acquisition exercise

The success of the Company's business strategy is dependent on the Directors' ability to identify sufficient suitable acquisition opportunities. If the company cannot identify and/or complete an acquisition the Company may need to raise further working capital and/or consider winding up of the Company if it transpires that an acquisition strategy is no longer viable.

In addition, once a suitable target is identified, depending on the additional costs required for evaluating acquisitions and investments, the Company will have to raise further funds in order to complete the acquisition. The Company's ongoing operational costs, which does not include professional fees for acquisitions, is approximately £400,000 per annum and the cash on hand as at 30 September 2023 is £498,626 (31 December 2023: £417,806). This represent a material uncertainty as to the going concern status of the Company, although the Directors are confident that they will be able to identify a suitable target and raise further funds to complete the acquisition.

Due diligence risk

The Company intends to conduct such due diligence in relation to potential acquisitions. In doing so, the Company will rely on publicly available information and information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations. Such investigations may fail to reveal or highlight all relevant facts that may be necessary and, if that is the case, issues may arise following completion which could, if they are sufficiently material, result in a material adverse effect on the Company's operations.

The Company may face regulatory hurdles in its target market

The Company's chosen market, the clinical diagnostics sector, is highly regulated. Applicable regulations may include those governing the production, handling, transportation and distribution of chemicals, drugs and other similar products, and the authorisation and marketing of medical devised and in vitro (or other) diagnostic medical services. Any breach of these requirements, loss of required licences and authorisations, or any failure to obtain regulatory clearances or approvals for the target company's current or newly developed products and services, or service enhancements could negatively impact the Company's growth, income and profitability.

The target company or business may also be subject to laws and regulations governing government contracts, and failure to address these laws and regulations or comply with government penalties or debarment could lead to a reduction in revenue associated with these customers.

The Company's target market relies on favourable Government policy towards companies operating in the sector. Any government may change policy or introduce legislation that affects the Company and its target sector.

Strategic Report (continued)

Principal Risks and Uncertainties (continued)

The Company may face significant competition for acquisition opportunities

The Company may face competition in some or all acquisition opportunities that it may explore. Such competition may for example come from strategic buyers, other special purpose acquisition companies and public and private investment funds, many of which are well established and have extensive experience in identifying and completing acquisitions. These competitors may possess greater technical, financial, human and other resources, have higher risk tolerances and different sources of funding or are prepared to accept lower returns than the Company. The Company cannot assure Shareholders that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing any acquisition or may result in a successful acquisition being made at a significantly higher price than would otherwise have been the case.

In the event that the Company does not identify an acquisition, the Shareholders may be required to take action to wind up the Company

The Company has been incorporated to undertake the acquisition of a target company and/or business. In the event that the Company does not identify a target for acquisition or does not complete an acquisition in the two years post Admission, it may be necessary to wind up the Company. On any such wind up there can be no assurance as to there being any capital to return to shareholders and shareholders may lose the entire value of their investment.

It is the intention of the Directors that in the event that no acquisition has been announced by the second anniversary of Admission, shareholders will be consulted as to the on-going direction and activities of the Company.

On-going economic uncertainties and global events

The volatile economic situation arising from high inflationary and high interest rate market as well as geo-political unrest, amidst the gradual recovery from the COVID pandemic, may present a wide range of potential issues or complications for the Company, most of which are currently unascertainable.

Macroeconomic and global issues, such as those resulting from the ongoing hostilities between Russia and Ukraine, may affect the wider economic environment and make any acquisition opportunities available to the Company less attractive, or reduce the returns available to shareholders.

The heightened focus on healthcare and access to testing as a result of COVID-19, has increased the probability of changes to future government healthcare policy. Any changes to the legislation applicable to, or the regulatory status of, the Company, or the Company’s underlying investments, could affect the Company’s ability to provide returns to Shareholders.

Strategic Report (continued)

Key Personnel

The Company does not currently trade and has no employees other than the Directors. The Company has minimal environmental and social impact in its current state. The Directors will ensure that when the Company makes an acquisition, they have sufficiently considered the acquisition's potential impact on both the environment and its consideration of social corporate responsibilities and will ensure that appropriate safeguards are in place.

Analysis by gender at the end of the financial year/period

	As at 30 September 2023 Directors	**As at 30 September 2022 Directors**
Male	5	4
Female	-	1

There are no senior management or staff employed by the Company during the financial year/period.

Since the resignation of Rachel Stella Jan Maguire and the appointment of Timothy Mark Metcalfe on 1 April 2023, the Board comprised of 5 male Directors. The FCA Listing Rules require companies to report on whether they have met the targets on board diversity set out in the Parker Review's recommendations with respect to ethnic and cultural representations on UK boards. As at 30 September 2023, the Company had not met the gender diversity requirement that 40% of the individuals on the board are women, and that at least one of the senior positions on the board is a woman. The Company has however met the requirement for at least one director is from a minority background.

The Company recognises the benefits of having a diverse Board and the Directors come from a variety of geographic, ethnic and social backgrounds. All Board appointments were based on merit against a set of objective criteria, in terms of skills and experience required for the Board to be effective. The Board composition will be re-evaluated when an appropriate target company has been identified, to take into consideration the skills and expertise required for the nature of the target company and the Company's status as a publicly traded entity.

Section 172 Statement

Under section 172 of the Companies Act 2006 ("Section 172"), a director of a company must act in a way that they consider, in good faith, and would most likely promote the success of the company for the benefit of its members as a whole, taking into account the non-executive list of factors set out in Section 172.

Section 172 also requires directors to take into consideration the interests of other stakeholders set out in Section 172(1) in their decision making.

The Company, as a special purpose acquisition vehicle seeking an acquisition that: has yet to complete an acquisition; has no employees; and has a Board and business which came together in conjunction with the Company's Admission, has had relatively little interaction with its members and internal stakeholders during the financial year ended 30 September 2023 (the "Reporting Period").

Engagement with our members plays an essential role throughout our business. We are cognisant of fostering an effective and mutually beneficial relationship with our members. Our understanding of our members is factored into boardroom discussions and decisions regarding the potential long-term impacts of our strategic decisions.

Strategic Report (continued)

Section 172 Statement (continued)

Post the Reporting Period, the Directors have continued to have regard to the interests of the Company's stakeholders, including the potential impact of its future activities and acquisition strategy on the community, the environment and the Company's reputation, when making decisions. The Directors also continue to take all necessary measures to ensure the Company is acting in good faith and fairly between members and is promoting the success of the Company for its members in the long term.

As outlined above, the Company did not retain any employees during the Reporting Period and therefore this Section 172 statement does not make reference to how we consider their interests. The Company will monitor the need to incorporate the interests of employees in its decision making as the Company grows.

The table below acts as our Section 172 statement by setting out the key stakeholder groups, their interests and how the Company engages with them. Given the importance of stakeholder focus, long-term strategy and reputation to the Company, these themes are also discussed throughout this Annual Report.

Stakeholder	Their interests	How we engage
Investors	• Comprehensive review of financials • Business sustainability • High standard of governance • Success of the business • Ethical behaviour • Awareness of long-term strategy and direction	• Regular reports and analysis on investors and shareholders • Annual Report • Company website • Shareholder circulars • AGM • RNS announcements • The engagement of an investor relations adviser
Regulatory bodies	• Compliance with regulations • Company reputation • Insurance	• Company website • RNS announcements • Annual Report • Direct contact with regulators
Partners	• Business strategy • Application of acquisition strategy	• Meetings and negotiations • Reports and proposals • Dialogue with third party stakeholders where appropriate

Approved by the Board on 25 January 2024

Zaccheus Peh
Non-Executive Chairman
25 January 2024

Board of Directors

Chin Leng Zaccheus Peh (ZP), Founder and Non-Executive Chairman

Zaccheus has 16 years' experience in the healthcare industry, including development of clinical diagnostics, laboratory services and medical services. He is the founder of Restalyst, a cancer diagnostic company, growing it from a small one-product start-up into an innovative biomedical company that develops, manufactures and markets a range of clinical cancer diagnostic solutions across the Asia Pacific market. Restalyst holds patents to several clinical cancer diagnostic solutions.

Pursuing development opportunities in the healthcare sector pro-actively and capitalising on Restalyst's success, Zaccheus incorporated Reste Laboratories ("ResteLab") in 2016 as a service extension. Under Zaccheus' leadership, within a few years into operations, ResteLab secured work from several medical clinics in the eastern part of Singapore where the laboratory is located. In 2021, the laboratory expanded its facilities, establishing a 18,000 square feet laboratory in central Singapore.

Zaccheus's achievements have gained recognition in the healthcare industry, and leveraging on his strong social network, he has built a dynamic core management team consisting of industry experts who are working alongside him to expand ResteLab's footprint in Singapore and regionally. Zaccheus is committed to continuing development of ResteLab and intends ResteLab to be the leading service provider. Prior to setting up Restalyst, Zaccheus has over a decade worth of management experience in various sectors within several multinational companies and SMEs. In these roles, he was recognised for turning loss-making divisions or companies into profitable ones.

Dr Simon Winson Ng (SWN), Non-Executive Director

Winson is the Chief Investment Officer and Investment Committee member of Moonfare, a digital private markets platform, operating predominantly in Europe and Asia. He has over 20 years of experience in private equity, investments and investment banking. Prior to his current role, he spent six years with UBS Wealth Management as head of the private markets group and twelve years with the Government of Singapore Investment Corporation (GIC), a Singapore sovereign wealth fund, as a Senior Vice President of Private Equity where he managed significant commitments to a large number of private equity funds and executed a wide range of co-investments. During his tenure at the GIC, Winson led and oversaw Investment Committee approval for over US$500m in more than 16 co-investments and commitments of more than US$6bn to over 40 investment funds.

At GIC and UBS, Winson managed significant commitments to a large number of private equity funds and multiple co-investments globally. Winson's coverage included a wide representation of growth, mid-market and large buyout funds as well as funds in mezzanine, credit, infrastructure and the distressed space. He has extensive experience in over a dozen direct investments covering a wide range of sectors including TMT, engineering, paper and packaging, waste recycling, retail, insurance and infrastructure. He has served as an advisory board member for over 20 private equity funds. Earlier in his career Winson worked in investment banking and corporate finance in London with Robert Fleming Investment Bank, strengthening his knowledge and experience of the UK and the European markets.

Winson has not previously been a director of a listed entity, but he has been an advisory member and sat on the advisory board of many large private equity funds which invest in private companies and sometimes in public listed companies, including the likes of Apax, CVC and Carlyle Group. These boards do not opine on the investment decisions but do preside on the governance and conflicts that arise in the running of the private equity funds.

Board of Directors (continued)

Wesley Gordon Lawrence (WL), Non-Executive Director

Wesley has more than 35 years of experience in the pathology industry, which helped him build an extensive global network and a strong track record in building pathology assets.

Wesley is currently an industry consultant after retiring in 2019 as CEO of Healius Pathology (Specialist Diagnostics Services), a pathology business in Australia that is part of the ASX-listed Healius Limited group, with revenue of AUD1.2bn, 2,000 locations, 100 labs and 8,000 employees (2020) across Australia. Prior to this, Wesley was the CEO of Laverty Pathology, a provider of pathology and medical diagnostic services to doctors, specialists and hospitals throughout the state of New South Wales.

Wesley started his career in 1992 as a laboratory manager with QML Pathology, a Queensland medical diagnostic provider that operates 400 collection centres, 23 laboratories, 35 pathologists, and over 2,000 staff, offering a comprehensive range of diagnostic pathology tests for more than 15,000 patients per day. During his time at QML Pathology, Wesley was promoted to regional manager for central Queensland in 1999 and regional operations manager in 2002, a role he held until his departure in 2014.

Wong Fatt Heng (WFH), Non-Executive Director

Wong is, since 2019, the CEO of DIAN Diagnostics Group Co., Ltd, a China-based medical diagnostic service provider, trading on the Shenzhen Stock Exchange, with a market cap of approximately US$2.9bn and revenues of US$1.5bn (2020).

Wong started his career in 1982 as a medical technologist at the American Hospital in Singapore. In 1986 he joined the Roche Group where he spent 33 years working in various businesses across the Asia Pacific Region. Starting initially with Roche Diagnostics Asia Pacific, as product manager, he then was appointed as business unit head at Roche Diagnostics Shanghai Limited. After a secondment to Malaysia, he was appointed the General Manager in Roche Diagnostics Shanghai in 2006, a role he held for 13 years.

Wong has Bachelor of Applied Science in Medical Technology from the Curtin University and has been engaged by various academic institutions as visiting professor. For his contribution to the People’s Republic of China, in 2016 he was awarded the Chinese Government Friendship Award (the highest award for "foreign experts who have made outstanding contributions to the country's economic and social progress") by the State Administration of Foreign Experts Affairs and received the Honorary Citizen of Shanghai award for “bringing technologies into China that had benefited the medical community, cultivated talent in the field of bioscience and promoted the development of clinical laboratory research”.

Timothy Mark Metcalfe (TM), Non-Executive Director

Tim was appointed to the Board on 1 April 2023. He is an experienced corporate financier, having started his career in the City of London in 1994 and having spent nearly 30 years working at Robert Fleming & Co., N M Rothschild, Westhouse Securities, Northland Capital Partners and was Joint CEO of Zeus Capital, having grown it to be one of the leading fund raisers for small and mid-cap quoted companies in London, prior to being the co-founder, in 2015, of IFC Advisory, an investor relations and financial PR adviser to small and mid-cap companies.

Tim has extensive experience in advising small and mid-cap quoted companies on IPOs, fund raisings, M&A, strategy, investor relations and regulatory matters.

Tim is Senior Independent Non-Executive Director of The Investment Company plc, a London Main Market listed investment trust, and is Non-Executive Chairman of Nichols Cars Limited.

Board of Directors (continued)

Rachel Stella Jane Maguire (RSM), Non-Executive Director

Rachel Maguire is a NED and advisor with a finance qualification, bringing listed company experience of audit, risk, nominations and remuneration committees. She has a specialist focus on ESG, governance and stakeholder engagement.

As an entrepreneur, Rachel is founder and CEO of Arko Iris, a business consultancy advising organisations on best practice in investor relations, ESG and corporate governance. She has over 30 years' experience in financial services including 20 years of leadership positions in The City and capital markets. Previous roles include senior management positions at London Stock Exchange including Head of UK Business Development and Head of AIM (UK). Rachel's client experience includes FTSE 250 companies and global companies including Spectris, internationally-based MHP S.E and Euroclear.

Rachel sits on the Audit & Risk committee of the Royal Yachting Association and is an independent Trustee at the National Paralympic Heritage Trust where she chairs the Finance & Development Committee.

Rachel resigned on 1 April 2023.

Directors' Report

The Directors present their report with the audited financial statements of the Company for financial year ended 30 September 2023. A commentary on the business for the financial year is included in the Chairman's Statement on page 3. A review of the business is also included in the Strategic Report on pages 4 to 8.

Principal Activity

The Company's principal activity is to seek an acquisition in the clinical diagnostics sector.

Directors

The Directors who served, at any time during the financial year were as follows:

Director	Position	Appointed	Resigned
Zaccheus Peh (ZP)	Director	28 April 2021	-
	Non-Executive Chairman	1 July 2021	
Simon Winson Ng (SWN)	Non-Executive Director	1 July 2021	-
Wong Fatt Heng (WFH)	Non-Executive Director	8 July 2022	-
Wesley Gordon Lawrence (WL)	Non-Executive Director	8 July 2022	-
Rachel Stella Jan Maguire (RSM)	Non-Executive Director	8 July 2022	1 April 2023
Timothy Mark Metcalfe (TM)	Non-Executive Director	1 April 2023	-

Directors' Interest in Shares

The beneficial interest of the Directors in the ordinary share capital of the Company as at 30 September 2023 was:

	Holdings registered in name of Director		Holdings in which Director is deemed to have an interest	
No. of Ordinary Shares	No of shares	% of issued share capital	No of shares	% of issued share capital
Zaccheus Peh [(a)]	6,400,000	12.98	-	-
Simon Winson Ng	6,600,000	13.39	2,000,000 [(b)]	4.06
Wong Fatt Heng [(c)]	2,000,000	4.06	-	-
Wesley Gordon Lawrence	-	-	-	-
Timothy Mark Metcalfe [(d)]	795,440	1.61	620,522 [(e)]	1.26

(a) 6, 400,000 shares of Zaccheus Peh were held in nominee accounts
(b) Simon Winson Ng's deemed interest arises from 2,000,000 shares held by his family office and 2,000,000 warrants arising from IPO subscription.
(c) 2,000,000 shares of Wong Fatt Heng were held in nominee accounts
(d) 795,440 shares of Timothy Mark Metcalfe were held in a nominee account
(e) 620,522 shares held by Timothy Mark Metcalfe's wife, Jane Metcalfe, in a nominee account

The Directors' outstanding options and warrants to take up unissued ordinary shares of the Company at 30 September 2023 were:

	Number of Warrants Vested	Number of Options Vested
Zaccheus Peh	11,140,000*	-
Simon Winson Ng	3,300,000	750,000
Wong Fatt Heng	1,000,000	750,000
Wesley Gordon Lawrence	-	750,000
Timothy Mark Metcalfe	-	-
	15,440,000	2,250,000

* Included in the disclosure above, 1,140,000 warrants awarded arose from IPO subscriptions.

Directors' Report (continued)

Rachel Stella Jan Maguire has 750,000 options outstanding although she resigned as a Non-Executive Director on 1 April 2023.

In addition to the above, as detailed in note 11 to the financial statements, the Company is contractually committed to issue 10,000,000 additional share warrants to Zaccheus Peh on a successful Reverse Takeover acquisition being achieved.

At the date of the Listing, the Directors had undertaken that all shares held by Directors and Directors warrants and options are subject to a 12 month lock-in period from date of Listing followed by a subsequent 12 month period where they shall only be entitled to sell shares in such a manner that would not create a disorderly market in the shares.

Directors' third-party and pension scheme indemnity provisions

No qualifying third-party indemnity provision and/or qualifying pension scheme indemnity provision was in place for any of the directors at any time during the financial year or at the date of approval of the directors' report.

Employees

The Company has no employees. All Directors are considered to be non-executive.

Substantial Shareholders

As at 30 September 2023, the total number of issued ordinary shares with voting rights in the Company was 49,300,000. Details of the Company's capital structure and voting rights are set out in note 12 to the financial statements.

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at 22 January 2024.

Party Name	Number of Ordinary Shares	% of Share Capital
Pershing Nominees Limited **	18,621,924	37.77
The Bank of New York (Nominees) Limited **	8,705,000	17.66
Simon Winson Ng*	6,600,000	13.39
Zaccheus Peh*	6,400,000	12.98
Aurora Nominees Limited **	4,970,000	10.08
Wong Fatt Heng*	2,000,000	4.06

* directors
** the nominee companies have not notified the Board of any additional shareholders with more than 3% to the date of approval of the financial statements and the nominee companies do not hold any directors shares not already disclosed here.

Share Capital

During the financial year and after the financial year end, the company only has one class of shares, ordinary shares, which all rank pari passu with each other in relation to voting, dividend and capital rights, as discussed in note 12 of the financial statements.

All existing and new shares held by Directors, including any shares exercised under Directors Warrants and Options, were subjected to a 12 month lock-in period from date of Listing and followed by a subsequent 12 month period where they shall only be entitled to sell shares in such a manner that would not create a disorderly market in the shares. There are no other restrictions on any other shares.

Directors' Report (continued)

Financial instruments

Details of the use of the Company's financial risk management objectives and policies as well as exposure to financial risk are contained in the accounting policies and note 13 of the financial statements.

Greenhouse Gas (GHG) Emissions

Given the very nature of its operations during the financial year under review, the company has consumed less than 40,000kwh of electricity and gas in the financial year and is therefore exempt from the energy and carbon reporting requirement. Following a successful acquisition, the Company is aware it may be required to report, once trading has commenced following an acquisition.

Dividends and Dividend policy

The Directors do not propose a dividend in respect of financial year ended 30 September 2023 (2022: £Nil).

Further income generated by the Company is likely to be re-invested in the Company to implement its strategy. The Directors recognise the importance of dividends to investors and, as the Company's business matures, will keep under review the desirability of paying dividends. Before an acquisition, the Company will only pay dividends to the extent that to do so is in accordance with the Companies Act and all other applicable laws.

The Company intends to deliver returns for shareholders primarily from capital appreciation of the ordinary shares rather than distribution via dividends, as well as potentially through further complementary acquisitions. Any dividends paid are pursuant to the Company's dividend policy above.

Events subsequent to the financial year end

There have been no significant events since the end of the financial year.

Corporate Governance

The Directors exercise all powers over the Company's affairs and the Company does not have any other employees.

The Directors, who are all Non-Executive Directors are committed to maintaining high standards of corporate governance and recognise their responsibilities as directors of a public company.

The Board, so far as is practicable given the Company's size and nature, has adopted the QCA Code as its chosen corporate governance framework. However, at present due to the size of the Company, the Directors acknowledge that adherence to certain other provisions of the QCA Code may be delayed until such time as the Directors are able to fully adopt them following an acquisition.

In particular, action will be required in the following areas:

- given the Company's size, the Company has not appointed any executive or independent directors. As the Company grows, the Board will seek to appoint executive and independent directors, one of whom will be appointed as senior independent director;

- the Company, having not yet completed an acquisition, is considered by the Directors to be too small to currently have an audit committee, a remuneration committee or a nominations committee. As such the whole board, which is comprised only of non-executive directors, performs these roles. Appropriate committee will be established upon the completion of an acquisition along with incorporating terms of reference for them. Until then the whole Board acts in these capacities, which the Directors consider remains appropriate;

Directors' Report (continued)

Corporate Governance (continued)

- the QCA Code recommends that companies publish key performance indicators which align with strategy and feedback through regular meetings with shareholders and directors. The Company will not comply with this provision until after such time as it has made an acquisition; and
- given the Company's size, it has not yet developed a corporate and social responsibility policy. One will be put in place at the appropriate time.

The QCA Code identifies ten principles that focus on the pursuit of medium to long-term value for shareholders without stifling entrepreneurial spirit. Spiritus Mundi's adoption of the QCA principles are summarised in the table below.

No	QCA principle	Spiritus Mundi Application
1	Establish a strategy and business model which promote long-term value for shareholders	Spiritus Mundi is a special purpose acquisition company that is seeking acquisition targets in Europe and Asia in the clinical diagnostics sector to include (but not limited to): • Clinical laboratory services (clinical lab); • Clinical Diagnostics (PCR and blood test); and • Digital Health (Healthcare IT platform). The Directors believe there are attractive acquisition opportunities in these sectors. The Directors plan to use Spiritus Mundi as a vehicle to acquire one or more exciting businesses in these areas in order to generate attractive returns for shareholders. On 15 November 2023, the Company had also appointed Strand Hanson Limited as Financial Adviser to assist with the achievement of this objective.
2	Seek to understand and meet shareholder needs and expectations	The Board engages with shareholders and the broader investment community via a variety of channels and activities including the annual general meeting, updates to shareholders via reporting and the regulatory news service, and presentations. The Chairman is the primary contact for investor interaction, alongside IFC Advisory, the Company's retained investor relations adviser.
3	Take into account wider stakeholder and social responsibilities and their implications for long-term success	Spiritus Mundi's culture is one of openness and this includes seeking feedback and insights from the various stakeholders, in addition to the investor communications described under principle 2. At present the Company has no employees other than the Directors, but the Board is conscious of its wide social responsibilities and these will be a key consideration when assessing potential acquisition opportunities.

Directors' Report (continued)

Corporate Governance (continued)

No	QCA principle	Spiritus Mundi Application
4	Embed effective risk management, considering both opportunities and threats, throughout the organization	The Board is responsible for identifying the major business risks faced by the Company and for determining the appropriate course of action to manage those risks. The risks facing the Company are formally considered at Board meetings and by the Directors on an ongoing basis. The risks that the Board consider to be principal risks to the group's business and how they are mitigated are set out in the Strategic Report.
5	Maintain the board as a well-functioning, balanced team led by the chair	The QCA Code requires that boards have an appropriate balance between executive and non-executive directors and that each board should have at least two independent directors. Given the Company's size, the Company has not appointed any executive or independent directors. As the Company grows, the Board will seek to appoint executive and independent directors, one of whom will be appointed as senior independent director.
6	Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities	Details of the background and experience of the Directors of the company are set out in this report. These demonstrate that the Board collectively has the necessary skills and experiences, to execute the Company's strategy effectively. The Directors comprise those with extensive experience in the Company's chosen sectors of focus, a specialist in governance and stakeholder engagement and an investment specialist.
7	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	A board self-evaluation process led by the chairman will take place every two years, using a QCA-sponsored questionnaire and process. Low scoring or divergent scoring responses will be discussed, with gaps and actions for improvement identified.
8	Promote a corporate culture that is based on ethical values and behaviours	Given the Company's size, it has not yet developed a corporate and social responsibility policy. One will be put in place after the completion of an acquisition.

Directors' Report (continued)

Corporate Governance (continued)

No	QCA principle	Spiritus Mundi Application
9	Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	Formal board meetings are held periodically to review strategy, management and performance of the Company, with additional meetings between those dates convened as necessary, in particular to review any potential acquisition opportunities. Regular ad hoc discussions also take place between the directors to ensure that the Company is being appropriately managed and acquisition opportunities are appropriately reviewed. The Company is currently considered by the Directors to be too small to have an audit committee, a remuneration committee or a nominations committee established and the appointments to such committees will be revisited upon the completion of an acquisition along with incorporating terms of reference for them.
10	Communicate how the company is governed and is performing, by maintaining a dialog with shareholders and other relevant stakeholders	The Company's approach to investor and shareholder engagement is described under Principle 2 above. Annual reports, Annual General Meeting notices, regulatory announcements, and other governance-related materials are available from the Company's website.

The following table shows the attendance of all directors at Board Meetings and formal resolutions during the year:

	Scheduled Meeting	**Attended**
Zaccheus Peh	3	3
Simon Winson Ng	3	3
Wong Fatt Heng	3	3
Wesley Gordon Lawrence	3	3
Rachel Stella Jan Maguire (Resigned on 1 April 2023)	2	2
Timothy Mark Metcalfe (Appointed on 1 April 2023)	1	1

The Company's approach to dealing with the wider stakeholder group is also detailed in the S172 statement within the Strategic Report.

In line with the Company's adherence to the QCA Code and the Directors fiduciary duties, the Company will hold timely board meetings as issues arise which require the attention of the Board. The Board, led by the Chairman, is responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Directors' responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the shareholders, to whom they are accountable. The primary duty of the Directors is to act in the best interests of the Company and shareholders as a group at all times.

Directors' Report (continued)

Corporate Governance (continued)

The Board addresses issues relating to internal control and are responsible for establishing and monitoring systems of internal control. The Directors have implemented a system of internal controls commensurate to the size and nature of the Company and reviews the effectiveness of systems of control periodically. The Board is 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. It maintains an appropriate process for financial reporting to enable them to ensure that the Company financial statements comply with the Companies Act and other regulatory requirements. The Board has adopted a policy to ensure there are appropriate checks and balances in its bank authorisations and payment processes. Such a system can only provide reasonable, but not absolute, assurance against material misstatement or loss. The Board believes that the Company has internal control systems in place appropriate to the size and nature of its business.

In the year the Board met formally on occasions and these were supplemented by additional meetings between the Directors, where required, for the proper management of the Company. In the coming year, there are scheduled to be more formal Board meetings, supplemented by additional meetings throughout the year as required for the execution of the Company's strategy. Dialogue occurs regularly between Directors outside of scheduled meetings.

The Board is also responsible for identifying the major business risks faced by the Company and for determining the appropriate course of action to manage those risks. The Board considers any additional business risks and improvement to the control environment as matters arise and where required, especially in area where opinions and judgements are required, the Company has engaged professionals in certain subject matters to guide the Board accordingly. The Company currently engages the following external advisors:

- Hill Dickinson LLP – legal, company secretarial, governance and regulatory filings;
- Strand Hanson Limited – financial adviser; and
- IFC Advisory Limited – investor relations and financial public relations

Additionally, the Board has sought the advice of an independent valuer for the valuation of its warrants and options issued at the time of the Listing in the previous financial period.

The Directors do not believe the Company is of the size that warrants an internal audit function although this will be considered following an acquisition.

Going Concern and Long Term Viability Statement

The financial statements have been prepared on the assumption that the Company will continue as a going concern. Under this assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. In assessing whether the going concern assumption is appropriate, the Directors take into account all available information for the foreseeable future, in particular for the twelve months from the date of approval of the financial statements.

As set out in the Strategic Report on pages 4 to 8, the current activity of the Company is to explore acquisition opportunities and the Directors are currently focused on progressing discussions with one potentially suitable target. The success of the Company's business strategy is dependent on the Directors' ability to identify and complete the acquisition of a suitable target. If the Company cannot complete an acquisition, the Company may need to raise further working capital and/or consider winding up of the Company if it transpires that an acquisition strategy is no longer viable.

Directors' Report (continued)

Going Concern and Long Term Viability Statement (continued)

The Company's current ongoing operational costs, which do not include professional fees for acquisitions, are approximately £400,000 per annum and the cash on hand as at 30 September 2023 was £498,626. As at 31 December 2023 the Company has cash on hand of £417,806.

Whilst the current cash resources of the Company are expected to be sufficient to cover the ongoing operational costs of the Company, there are measures that can be taken to preserve the Company's cash resources if that is deemed necessary and appropriate in the future. These measures could include reducing the Director's remuneration, restricting travel and entertainment, and terminating service providers, subject to their notice periods, not deemed absolutely necessary to the continued operation of the Company as a publicly quoted entity on the Standard List of the London Stock Exchange.

In addition, if agreement is reached with a suitable target to progress a transaction the Company will have to raise funds in the foreseeable future to cover professional fees in connection with such a proposed acquisition and any future working capital needs for the Company and the target.

The Directors have sufficient confidence that such further funds can be raised and/or cost reduction measures implemented to continue to adopt the going concern basis in preparing the financial statements. However, the Directors have considered the above circumstances could give rise to a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments that may arise in the event that the Company is unable to complete a successful acquisition including raising if necessary adequate funds to facilitate this.

Listing Rule 9.8.4R

Listing Rule 9.8.4R requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. Other than Timothy Mark Metcalfe, who is a director of IFC Advisory which provides advisory services to the Company, the Directors confirm that there are no disclosures to be made in respect of Listing Rule 9.8.4R.

Auditor

Following a rebranding exercise on 15 May 2023 the trading name of the Company's independent auditors changed from MHA MacIntyre Hudson to MHA. The independent auditor of the Company, MHA, has expressed its willingness to continue in office and a resolution to reappoint the firm will be proposed at the Annual General meeting.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report alongside 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 prepared the financial statements in accordance with UK-adopted International Accounting Standards (UK adopted IFRS).

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 Company and of the profit or loss of the Company for that year. The Directors are also required to prepare financial statements in accordance with the Listing Rules and the Disclosure and Transparency and Guidance Rules of the FCA of the London Stock Exchange for companies whose share are admitted to the Standard Segment of the Official List.

Directors' Report (continued)

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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK adopted IFRS has 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 and the Directors' remuneration report comply with Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible to make a statement that they consider that the annual report and accounts, taken as a whole, is fair, balanced, and understandable and provides the information necessary for the shareholders to assess the Company's position and performance, business model and strategy.

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 the financial statements may differ from legislation in other jurisdictions.

The Directors have implemented a system of internal controls commensurate to the size and nature of the Company and reviews the effectiveness of systems of control periodically and will consider any additional business risks and improvement to the control environment as matters arise. The Directors do not believe the company is of the size that warrants an internal audit function although this will be considered following an acquisition.

The Board, as a whole, will be responsible for sourcing acquisitions and ensuring that opportunities are in conformity with the Company's strategy and culture. The Board will meet periodically to: (i) discuss possible acquisition opportunities for the Company; (ii) monitor the deal flow and acquisition in progress; and (iii) review the Company's strategy and ensure that it is up-to-date and appropriate for the Company and its aims.

Details of the Company's business model and strategy are included in the Chairman's Statement and Strategic Report.

Statement of Directors' responsibilities pursuant to Disclosure and Transparency Rules

Each of the Directors, whose names and functions are listed on page 9 to 11 confirm that, to the best of their knowledge and belief:

- the financial statements prepared in accordance with UK adopted IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and

- the Annual Report and financial statements, including the Chairman's Statement, the Strategic Report and the Directors' Report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

Directors' Report (continued)

Disclosure of Information to Auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The report of the Directors was approved by the Board on 25 January 2024 and signed on its behalf by:

Zaccheus Peh
Non-Executive Chairman
25 January 2024
Company number: 13364657

Directors' Remuneration Report

Background

The Board has not nominated members of the Board to the Nomination and Remuneration Committees as the Company is currently too small. The appointments to such committees will be revisited upon the completion of an acquisition along with incorporating terms of reference for them.

Directors' letter of appointment

Each of the Directors entered into Service Agreements with the Company and continue to be engaged under these agreements until termination or resignation on one month's notice or upon his/her re-election to the board.

The Agreements spell out the scope, role and responsibilities of each director and their required observation of the regulatory requirement as well as the compliance in corporate governance that are required to put in place to manage them.

Each of the Directors have agreed to devote such time as is necessary for the proper performance of their duties which is anticipated to be two days per month.

The current Directors' remuneration comprises a fixed gross annual fee and the Directors are reimbursed, on claim basis, for expenses incurred in the course of performing services for the Company.

In event of termination or loss of office, the directors are entitled only to payment of their basic fees in respect of their notice period.

Directors' emoluments and compensations

Particulars of directors' remuneration under the Companies Act 2006 required to be audited, are detailed in the tables below:

Directors' remuneration paid and/or expensed to Directors' remuneration for their services during financial year ended 30 September 2023 was as follows:

	Directors' Fees	**Share based Payment***	**Total**
	£	**£**	**£**
Zaccheus Peh	35,000	36,016	71,016
Simon Winson Ng	25,000	-	25,000
Wong Fatt Heng	25,000	-	25,000
Wesley Gordon Lawrence	25,000	-	25,000
Rachel Stella Jan Maguire (Resigned on 1 April 2023)	12,500	-	12,500
Timothy Mark Metcalfe (Appointed on 1 April 2023)	12,500	-	12,500
	135,000	36,016	171,016

* The share based payment relates to the vesting amount charged to profit and loss in respect of warrants and options issued or committed as at the time of the Listing in July 2022 which did not immediately vest at that time

There is no separate Remuneration Committee appointed at the date of this report.

Directors' Remuneration Report (continued)

Directors' emoluments and compensations (continued)

The Directors' outstanding options and warrants to take up unissued ordinary shares of the Company as at 30 September 2023 is disclosed in the Directors' Report. During the current financial year, no further options or warrants were issued. Rachel Stella Jan Maguire has 750,000 options outstanding although she resigned as a Non-Executive Director on 1 April 2023.

The Directors have undertaken that all shares held by Directors and Directors warrants and options are subject to a 12-month lock-in period from date of Listing followed by a subsequent 12-month period where they shall only be entitled to sell shares in such a manner that would not create a disorderly market in the shares.

Saved for warrants and options details disclosed above, there were no performance measures associated with any aspect of Directors' remuneration during the financial year. There were no bonus or incentive plans or any pension plans in place during the financial year. The Company does not pay contributions in relation to these Directors' Fees paid.

Approved on behalf of the Board of Directors by:

Zaccheus Peh
Non-Executive Chairman
25 January 2024
Company number: 13364657

Independent auditor's report to the members of Spiritus Mundi Plc

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Spiritus Mundi Plc. For the purposes of the table on page 26 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The "Company" is defined as Spiritus Mundi Plc. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

Opinion

We have audited the financial statements of Spiritus Mundi Plc for the year ended 30 September 2023. The financial statements that we have audited comprise:

- the Statement of Comprehensive Income
- the Statement of Financial Position
- the Statement of Cash Flows
- the Statement of Changes in Equity, and
- the notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the company's financial statements is applicable law and UK adopted International Accounting Standards ("UK adopted IFRS").

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2023 and of the Company's loss for the year then ended;
- have been properly prepared in accordance with UK adopted IFRS; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

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 public interest entities, and we have fulfilled our ethical responsibilities in accordance with those 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 your attention to note 2.2 of the financial statements which indicates that the company has yet to complete an acquisition and to continue as a going concern it will need to successfully complete an acquisition in 2024, which includes potentially raising additional funds to facilitate such a transaction. As stated in note 2.2, these events or conditions along with other matters as set forth in note 2.2 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 basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Consideration of the inherent risks associated with the company being a Special Purpose Acquisition Company (SPAC) and specifically the business model of searching for suitable acquisition targets within 2 years of IPO;
- The evaluation of how those risks might impact on the available financial resources;
- Making enquiries of the Directors in relation to the progress made in identifying suitable acquisition targets and assessment of timescales within their forecasts for completing an acquisition;
- Consideration of the ongoing operating costs associated with this activity prior to a successful acquisition being achieved and consideration of the costs associated with an acquisition and the Company's plans to fund such an acquisition;
- Consideration of the liquidity of the Company and assessing the availability of sufficient cash resources to settle liabilities as they fall due and fund the ongoing operating costs and consideration of the contingency plans of the directors to manage cash resources including deferment of expenses and raising additional resources if required to fund the company prior to a successful acquisition being completed; and
- Evaluating the appropriateness of the disclosures in 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.

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.		
Materiality	**2023**	**2022**	
Company	£21k	£46k	5% (2022: 5%) of net assets
Key audit matters			
Event driven	• Management override of controls, validity of expenses and completeness of related party transactions.		

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management override of controls, validity of expenses and completeness of related party transactions	
Key audit matter description	Management is in a unique position to perpetrate fraud because of management's ability to contract with related parties, manipulate accounting records and prepare fraudulent financial statements by overriding controls, systems and processes. Due to the unpredictable way in which such override could occur and the company's limited activity in the year, management override represented one of the more significant allocations of audit resources and this is deemed a key audit matter for this engagement.
How the scope of our audit responded to the key audit matter	Our procedures over management override of controls included, but were not limited to, the following: • Evaluating the design and implementation of key controls around bank payments; • Gaining an understanding of the controls and procedures used by management to identify related parties and transactions and how such transactions are authorised; • Obtaining directors confirmation of related parties associated with each of the directors and reviewing ledgers to ensure the business rationale of any related party transactions and completeness of disclosures within the financial statements; • Vouching expenses incurred during the year to supporting invoices and documentation and challenging management as to the business rational to support the validity of the expenses incurred; • Performing detailed reviews and testing of journal entries made, particularly those considered to rely on greater levels of judgements such as year-end estimations; and • Testing the basis of accounting estimates of a subjective nature, such as year-end accruals and prepayments, to understand the judgements made and assessing the adequacy of disclosures for compliance with accounting standards and regulatory consideration.
Key observations communicated to the Board of Directors	From the audit procedures completed, we are satisfied that entries made in the accounting records and subsequent disclosures made in the financial statements are adequately supported, and disclosure of related party transactions are complete and accurate.

Our application of materiality
Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality in respect of the Company was set at £21,000 (2022: £46,000) which was determined on the basis of 5% (2022: 5%) of the Company's net assets. This was deemed to be the appropriate benchmark for the calculation of materiality as this is a key area of the financial statements with which the users of the financial statements are principally concerned given the company is effectively a cash shell searching for acquisitions.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Company was set at £14,700 (2022: £27,600) which represents 70% (2022: 60%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £1,050 to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

The control environment
We evaluated the design and implementation of those internal controls of the company which are relevant to our audit, such as those relating to the financial reporting cycle.

Climate-related risks
In planning our audit and gaining an understanding of the Company, we considered the potential impact of climate-related risks and mandated regulatory disclosures (as necessary) on the business and its financial statements. We performed our thematic climate risk assessment in conjunction with management information and held discussions with management to understand their process for identifying and assessing climate risks.

We have concurred with management's assessment that climate-related risks are not material to these financial statements.

Reporting on 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.

Strategic report and directors report

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 year 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.

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.

Directors' remuneration report

Those aspects of the directors' remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 by 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
- the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns; 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 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities . This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud
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.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud
The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the operations, the control environment, and management's own risk assessment that irregularities might occur as a result of fraud or error. From our assessment and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Company focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, and both UK and Singapore tax legislation.
- We enquired of the directors concerning the Company's policies and procedures relating to:
    - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
    - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to reduce costs and improve financial performance, and management bias in accounting estimates particularly in determining share based payments charges.

Audit response to risks identified
In respect of the above procedures:

- We corroborated the results of our enquiries through our review of the minutes of the Company's board meetings, together with inspection of the statutory filings at Companies House and announcements made by management on the London Stock Exchange;

- Audit procedures performed by the engagement team in connection with the risks identified included:
    - Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements;
    - testing of journal entries, including those processed late for financial statement preparation, and other adjustments for appropriateness;
    - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
    - enquiry of management around actual and potential litigation and claims;
    - challenging the assumptions and judgements made by management in its significant accounting estimates; and
    - Reviewing certain expenditure, vouching to supporting documentation and challenging the business rationale for the expenditure.
- The Senior Statutory Auditor considered the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities; and
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other requirements

We were appointed by the Directors on 28 September 2022 to audit the financial statements for the year ended 30 September 2022 and were reappointed at the Company's AGM on 18 January 2023. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 2 years.

We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Company, and we remain independent of the company in conducting our audit.

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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ((‘ESEF RTS’). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

Tobias Stephenson BA ACA
(Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
Leicester, United Kingdom
25 January 2024

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

Statement of Comprehensive Income

	Note	12 Months to 30 September 2023 £	Period from 28 April 2021 to 30 September 2022 £
Continuing operations			
Administrative expenses		(537,979)	(714,253)
Loss before income tax	4	(537,979)	(714,253)
Taxation	6	-	-
Total comprehensive loss for the financial year/period attributable to the equity owners		(537,979)	(714,253)
Loss per share			
Basic and diluted	7	(0.01)	(0.02)

The notes on pages 35 to 48 form part of these financial statements.
Company number: 13364657

Statement of Financial Position

Company Number: 13364657	Note	As at 30 September 2023 £	As at 30 September 2022 £
ASSETS			
Current assets			
Prepayments	8	14,502	8,524
Cash and cash equivalents	9	498,626	941,539
Total current assets		513,128	950,063
TOTAL ASSETS		513,128	950,063
LIABILITIES			
Current liabilities			
Other payables	10	(87,281)	(22,253)
Total current liabilities		(87,281)	(22,253)
Total Liabilities		(87,281)	(22,253)
NET ASSETS		425,847	927,810
EQUITY			
Share capital	12	493,000	493,000
Share premium	12	957,531	957,531
Accumulated losses		(1,024,684)	(522,721)
TOTAL EQUITY		425,847	927,810

These financial statements were approved by the Board of Directors and authorised for issue on 25 January 2024.

Zaccheus Peh
Non-Executive Chairman

The notes on pages 35 to 48 form part of these financial statements.

Statement of Cash Flows

	Note	12 Months to 30 September 2023 £	Period from 28 April 2021 to 30 September 2022 £
Cash flow from operating activities			
Loss for the financial year/period		(537,979)	(714,253)
Adjustments:			
Share based payments		36,016	191,532
Loss for the financial year/period before changes in working capital		(501,963)	(522,721)
Changes in working capital			
Increase in prepayments	8	(5,978)	(8,524)
Increase in trade and other payables	10	65,028	22,253
Net cash used in operating activities		(442,913)	(508,992)
Cash flows from financing activities			
Proceeds from issue of shares		-	1,491,000
Share issue costs		-	(40,469)
Net cash generated from financing activities		-	1,450,531
Net (decrease)/increase in cash and cash equivalents		(442,913)	941,539
Cash and cash equivalents at the beginning of the financial year/period		941,539	-
Cash and cash equivalents at the end of the financial year/period		498,626	941,539

The notes on pages 35 to 48 form part of these financial statements.

Statement of Changes in Equity

	Share Capital	Share Premium	Accumulated Losses	Total Equity
	£	£	£	£
As at 28 April 2021	-	-	-	-
Comprehensive income				
Loss for the financial period	-	-	(714,253)	(714,253)
Transactions with owners				
Issue of ordinary shares	493,000	998,000	-	1,491,000
Cost to issue shares	-	(40,469)	-	(40,469)
Share based payments	-	-	191,532	191,532
As at 30 September 2022	493,000	957,531	(522,721)	927,810
As at 1 October 2022	493,000	957,531	(522,721)	927,810
Comprehensive income				
Loss for the financial year	-	-	(537,979)	(537,979)
Transactions with owners				
Share based payments	-	-	36,016	36,016
As at 30 September 2023	493,000	957,531	(1,024,684)	425,847

The notes on pages 35 to 48 form part of these financial statements.

Notes to the Financial Statements

1. Company Information

Spiritus Mundi plc (the "Company") is a public company limited by shares, listed on the London Stock Exchange, registered in England and Wales. The Company is domiciled in England and its registered office is 8th floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, although its operational base is considered to be in Singapore where the operational decisions are principally made.

The principal activity of the Company is that of identifying and acquiring investment projects.

The comparative figures presented relate to the Company's first period of operations for 17 months from incorporation on 28 April 2021 to 30 September 2022.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied to all the financial periods presented, unless otherwise stated. The financial statements are presented in the Company's functional currency, Pounds Sterling ("£"), rounded to the nearest pound.

2.1 Basis of preparation

These financial statements of the Company have been prepared on a going concern basis in accordance with UK-adopted international Accounting Standards (UK adopted IFRS).

Measurement bases
The Financial Statements have been prepared under the historical cost convention unless otherwise stated. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The preparation of the financial statements in compliance with UK adopted IFRS requires the use of certain critical accounting estimates and management judgements in applying the accounting policies. The significant estimates and judgements that have been made and their effect is disclosed in note 3.

2.2 Going concern

The financial statements have been prepared on the assumption that the Company will continue as a going concern. Under this assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. In assessing whether the going concern assumption is appropriate, the Directors take into account all available information for the foreseeable future, in particular for the twelve months from the date of approval of the financial statements.

The current activity of the Company is to explore acquisition opportunities and it is seeking to complete an acquisition in the next financial year. The success of the Company's business strategy is dependent on the Directors' ability to identify and complete the acquisition of a suitable target. If the Company cannot complete an acquisition, the Company may need to raise further working capital and/or consider winding up of the Company if it transpires that an acquisition strategy is no longer viable.

The Company's current ongoing operational costs, which do not include professional fees for acquisitions, are approximately £400,000 per annum and the cash on hand as at 30 September 2023 was £498,626. As at 31 December 2023 the Company has cash on hand of £417,806.

Notes to the Financial Statements (continued)

2. Summary of significant accounting policies *(continued)*

2.2 Going concern (continued)

Whilst the current cash resources of the Company are expected to be sufficient to cover the ongoing operational costs of the Company, there are measures that can be taken to preserve the Company's cash resources if that is deemed necessary and appropriate in the future. These measures could include reducing the Director's remuneration, restricting travel and entertainment, and terminating service providers, subject to their notice periods, not deemed absolutely necessary to the continued operation of the Company as a publicly quoted entity on the Standard List of the London Stock Exchange.

In addition, if agreement is reached with a suitable target to progress a transaction the Company will have to raise funds in the foreseeable future to cover professional fees in connection with such a proposed acquisition and any future working capital needs for the Company and the target.

The Directors have sufficient confidence that such further funds can be raised and/or cost reduction measures implemented to continue to adopt the going concern basis in preparing the financial statements. However, the Directors have considered the above circumstances could give rise to a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments that may arise in the event that the Company is unable to complete a successful acquisition including raising if necessary adequate funds to facilitate this.

2.3 New standards, amendments and interpretations to existing standards that are not yet effective

<u>New standards, interpretations and amendments</u>

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB and endorsed by the UK Endorsement Board (UKEB). The following amendments are effective for financial years beginning on or after 1 January 2022:

a) *Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);*
b) *Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);*
c) *Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 16 and IAS 41); and*
d) *References to Conceptual Framework (Amendments to IFRS 3).*

These amendments have no material impact on the Company.

Notes to the Financial Statements (continued)

2. Summary of significant accounting policies *(continued)*

2.3 New standards, amendments and interpretations to existing standards that are not yet effective *(continued)*

New standards, interpretations and amendments *(continued)*

The following amendments are effective for financial years beginning on or after 1 January 2023:

a) Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
b) Definition of Accounting Estimates (Amendments to IAS 8);
c) Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12); and
d) International Tax Reform - Pillar Two Model Rules (Amendments to IAS 12).

The following amendments are effective for financial years beginning on or after 1 January 2024:

a) Lease Liability in a Sale and Leaseback Transaction (Amendments to IFRS 16);
b) Classification of Liabilities as Current or Non-Current (Amendments to IAS 1);
c) Non-Current Liabilities with Covenants (Amendments to IAS 1);
d) Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7); and
e) Lack of Exchangeability (Amendments to IAS 21).

The Company does not expect any of the amendments issued by the IASB, but not yet effective, to have a material impact on the Company.

2.4 Foreign currency transactions and balances

Transactions in foreign currencies are measured in the functional currency of the Company and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dated of the initial transactions.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss, within administrative expenses.

2.5 Segment reporting

Identifying and acquiring investment projects is the only activity the Company is involved in and is therefore considered as the only operating segment.

The financial information of the single segment is the same as that set out in the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the Statement of Cash Flows.

2.6 Financial instruments

a) Financial assets

The Company's financial assets comprises solely of cash and cash equivalents. Cash and cash equivalents are carried at amortised cost.

The cash and cash equivalents in the statement of financial position is entirely made up of cash balances with United Overseas Bank Ltd, a counterparty with independent credit ratings on long-term deposits of Aa1/AA-.

Notes to the Financial Statements (continued)

2. Summary of significant accounting policies *(continued)*

2.6 Financial instruments (continued)

b) 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.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit and loss (FVTPL), directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVTPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.7 Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting its liabilities. Equity instruments issued by the Company comprise of:

- Share capital, which represents the nominal value of the ordinary shares issued.
- Share premium, which represents premium received on the initial issuing of the share capital. Incremental cost directly attributable to the issue of new shares are shown in share premium as a deduction from the proceeds, net of tax.
- Accumulated losses, which includes all prior and current financial year results as disclosed in the Statement of Comprehensive Income.

2.8 Earnings per share

Basic earnings per share is calculated by dividing the loss attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares, by weighting the average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated based on the same income figures, divided by the aggregated sum of weighted average number of shares outstanding during the financial year and dilutive shares related to share-based compensation plans. If the inclusion of potentially issuable shares could decrease diluted loss per share, the potentially issuable shares are excluded from the weighted average number of shares outstanding used to calculate diluted earnings per share.

Notes to the Financial Statements (continued)

2. Summary of significant accounting policies *(continued)*

2.9 Share-based payments

The Company has issued warrants to initial investors and certain counter parties and advisers.

Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at date of the grant, equating to the date the company and counterparty had a shared understanding of the terms and conditions of the arrangement. The fair value so determined is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

2.10 Cash and cash equivalent

Cash and cash equivalents comprise of cash at bank which is subject to an insignificant risk of changes in value.

2.11 Income tax

Income tax for the financial year presented comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

3. Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Company's accounting policies, management makes estimates and assumptions that have an effect on the amounts recognised in the financial information. Although these estimates are based on management's best knowledge of the current events and actions, actual results may ultimately differ from those estimates.

Critical accounting judgements

a. Treatment of listing and share issue costs

As disclosed in note 2.7 to the financial statements, share premium received is presented net of incremental costs directly attributable to the issuance of shares. In the application of the treatment, listing expenses incurred attributable to both existing shares and new shares, are apportioned on a pro-rata basis, based on number of shares issued at the time of listing.

The total listing costs incurred during the last financial period was £402,050. Of this, £40,469 of listing expenses were apportioned and were recognised net against share premium.

Notes to the Financial Statements (continued)

3. Critical accounting judgements and key sources of estimation uncertainty *(continued)*

Critical accounting judgements (continued)

b. Non-recognition of deferred tax assets

During the financial year ended 30 September 2023, the Company has accumulated tax losses equivalent to unutilised tax benefits of £91,232 (2022: £27,612). As at 30 September 2023, management has assessed that there is uncertainty over future income at the time of assessment and accordingly, deferred tax assets arising on the tax benefits carried forward has not been recognised.

Key sources of estimation uncertainty

a. Fair value measurement of share-based payments

Share-based payments arrangements are recognised at fair value at the date of the grant. The fair value so determined, based on expert's advice, is expensed based on the Company's estimate of the number of shares that will eventually vest. Fair value is measured using the Binomial Tree pricing model. The key assumptions used in the model have been adjusted, based on management's best estimate following expert's advice on volatility and risk-free rate of returns, as well as the effects of non-transferability, exercise restrictions and behavioural conditions.

During the financial year, the Company has recorded a share-based payment expense of £36,016, presented in the directors' remuneration. Key estimates included in the fair value model, are disclosed in note 11 to the financial statements.

4. Loss before income tax

	12 Months to 30 September 2023 £	**Period from 28 April 2021 to 30 September 2022 £**
Accounting fees	1,636	3,135
Audit fees		
- Current year/period	30,600	15,000
- Under provision of prior period	18,000	-
Non-audit fees paid to auditor	4,200	-
Directors' remunerations (see note 5)	171,016	292,210
Listing fee (2022: included share-based charge of £1,287)	127,729	361,581
Professional fees	115,936	15,000
Secretarial fees	2,818	20,260
Other costs	66,044	7,067
	537,979	714,253

Notes to the Financial Statements (continued)

5. Directors' remuneration

The Company has no employees other than the Directors.

	Directors' fees	Share-based payment (see note 11)	Total
	£	£	£
Directors' remuneration for financial year ended 30 September 2023			
Zaccheus Peh	35,000	36,016	71,016
Simon Winson Ng	25,000	-	25,000
Wong Fatt Heng	25,000	-	25,000
Wesley Gordon Lawrence	25,000	-	25,000
Rachel Stella Jan Maguire (Resigned on 1 April 2023)	12,500	-	12,500
Timothy Mark Metcalfe (Appointed on 1 April 2023)	12,500	-	12,500
	135,000	36,016	171,016
Directors' remuneration for financial period ended 30 September 2022			
Zaccheus Peh	49,655	180,829	230,484
Simon Winson Ng	35,051	5,864	40,915
Wong Fatt Heng	5,753	2,054	7,807
Wesley Gordon Lawrence	5,753	749	6,502
Rachel Stella Jan Maguire	5,753	749	6,502
	101,965	190,245	292,210

6. Taxation

	12 Months to 30 September 2023	Period from 28 April 2021 to 30 September 2022
	£	£
Analysis of charge in financial period/year		
Loss before tax on continuing operations	(537,979)	(714,253)
Corporation tax rate of 17%	(91,456)	(121,423)
Non-deductible expenses	27,836	93,811
Tax losses carried forward	63,620	27,612
Tax charge for the financial period/year	-	-

The Company is managing its operations in Singapore and accordingly, the standard rate of corporation tax applicable for the financial year was 17 per cent.

The Company has tax losses carried forward of £536,659 (30 September 2022: £162,424). The Directors believe that it would not be prudent to recognise any deferred tax assets before such time as the Company generates taxable income. There are no known expiry dates on the tax losses carried forward.

Notes to the Financial Statements (continued)

7. Loss per share

The loss per share has been calculated using the loss for the financial year/period and the weighted average number of ordinary shares entitled to dividend rights which were outstanding during the financial year/period, as follows:

	12 Months to 30 September 2023 £	Period from 28 April 2021 to 30 September 2022 £
Loss for the financial period/year attributable to equity holders of the Company	(537,979)	(714,253)
Weighted average number of ordinary shares	49,300,000	39,022,885
Basic and diluted loss per Share	(0.01)	(0.02)

For the financial year ended 30 September 2023 and the financial period ended 30 September 2022, basic loss per share and diluted loss per share are the same due to effect of warrants and options being non-dilutive in light of the loss per share.

8. Prepayments

	30 September 2023 £	30 September 2022 £
Prepayments	14,502	8,524

9. Cash and cash equivalents

	30 September 2023 £	30 September 2022 £
Cash at bank	498,626	941,539

10. Other payables

	30 September 2023 £	30 September 2022 £
Other payables	21,094	356
Accruals	66,187	21,897
	87,281	22,253

Notes to the Financial Statements (continued)

11. Warrants and Options

In the previous financial period, the Company had entered into arrangements to issue share warrants to shareholders in connection with the allotment of ordinary shares, share warrants to advisors of the Company in exchange for their services and share warrants and options to the directors for their services to the Company.

There were no new warrants or options issued during the current financial year ended 30 September 2023.

Details of the warrants outstanding as at 30 September 2022 and 2023 are as follows:

Category of warrants	Number outstanding	Vesting date	Exercise price (£)	Expiry Date
Founder's Warrant I (FW1)	10,000,000	1 July 2021	0.01	8 July 2027
Founder's Warrant II (FW2)	-	Not vested	0.01	2 years from completion of a RTO
Friends & Family Warrants (FFW)	4,300,000	8 July 2022	0.05	Later of completion of a RTO or 12 months from Admission
Warrants at Admission (IPOW)	5,600,000	8 July 2022	0.05	
Vendors' Warrants (VW)	986,000	8 July 2022	0.05	
Total	20,886,000			

Founder's Warrant

The Founder of the Company is the only eligible party to participate in Founder's Warrants scheme. A warrant deed was issued dated 30 June 2022, pursuant to the agreement appointing the Founder as the non-executive chairman of the Company on 1 July 2021. The deed finalised the incentives for the achievements of the targets set out in the agreement of 1 July 2021. The warrants are to be issued in 2 tranches, represented by FW1 and FW2 in the table above.

The FW1 warrants were issued, following the completion of target subscriptions of shares of the Company. The warrants were vested on Admission date, with an expiry set out as 5 years from the date of Admission.

In accordance with the warrant deed, FW2 warrants would represent 100% of the warrants in FW1 (ie. 10,000,000 warrants), to be issued upon completion of a Reverse Takeover acquisition (RTO). These warrants may be exercised in whole or in part, any time and from time to time, from the date of completion of a RTO. FW2 is set out to expire 2 years from the date of RTO. As at 30 September 2022 and 2023, FW2 warrants have not been issued nor vested, although they are contractually committed and have therefore not been included in the table above.

As at 30 September 2023, there were 10,000,000 FW1 warrants outstanding and no warrants were exercised during the financial year. The Company recognised an aggregated effect of £36,016 (FY22: £180,829) (see note 5) into profit or loss, as a result of the Founder's Warrants (FW1 and FW2). As at 30 September 2023, the Founder of the Company holds a total of 11,140,000 warrants outstanding, comprising of 10,000,000 FW1 warrants and 1,140,000 warrants from IPOW, with further details disclosed below. The Company is also committed to issue 10,000,000 FW2 warrants to the founder on successful completion of an RTO.

Notes to the Financial Statements (continued)

11. Warrants and Options (continued)

Directors' Warrant arising from Directors' services during the fundraising activities of the Company

Certain non-executive Directors were issued 1 warrant for every 2 shares that they invested during the first fund raising round in the previous financial period, represented by FFW above, for their services provided to the Company in respect of fundraising and listing.

The exercise price for FFW is priced at the price offered to public at £0.05 per share. These Directors Warrants had vested in full at date of Admission on 8 July 2022 and will expire at the later of 12 months from date of Admission or the date upon which an RTO is completed.

As at 30 September 2023, there were 4,300,000 FFW warrants outstanding, and no warrants were exercised during the financial year. In the previous financial period, the Company recognised an aggregated effect of £5,611 into profit or loss for the FFW issued based on the assumptions as disclosed within this note.

Warrants at Admission (IPOW) and Vendors' Warrants (VW)

On 8 July 2022, warrants at Admission were issued as incentives for subscription at Admission at 1 warrant for every share that they invested, whereas vendors' warrants were issued as an opportunity for major advisors to participate in equity in lieu of services provided. These warrants were issued on similar terms as FFW and are priced at the price offered to public at £0.05 per share. These warrants had vested in full at date of Admission and will expire at the later of 12 months from date of Admission or the date upon which an RTO is completed.

As at 30 September 2023, there were 6,586,000 warrants outstanding comprising 5,600,000 warrants for the investors that subscribed for shares at IPO subscription and 986,000 warrants for major advisors to participate in equity, and none were exercised during the financial year. In the previous financial period ended 30 September 2022, the Company recognised an aggregated effect of £1,287 into profit or loss for the VW issued based on the assumption listed on this note, represented within listing costs incurred as disclosed in Note 4.

The costs of the warrants in respect of the IPOW subscription has been subsumed within share premium generated on that issue during the previous financial period.

There were no warrants exercised during the financial year or preceding financial period.

Details of the options outstanding as at 30 September 2022 and 2023 are as follows:

Category of Options	Number outstanding	Exercise price **(£)**	Expiry Date
Directors' Options issued on:			
1 July 2022 (D1)	750,000	0.03	Later of completion of an RTO or 12 months from Admission
8 July 2022 (D2)	2,250,000	0.03	
Total as at 30 September 2022 and 30 September 2023	3,000,000		

The Directors' Share Option scheme was adopted by the Company to encourage and reward the contribution of the Directors to the Company. At the date of Listing, 750,000 options were granted to each of the Non-Executive Directors. In the previous financial period, a total of 3,000,000 options were granted and none of the options have been exercised.

Notes to the Financial Statements (continued)

11. Warrants and Options (continued)

The dates of the Directors' Share Options grants were set to correspond to the date of the appointment letters agreed with the directors and vested immediately on issue following listing. The exercise price for these Directors' Options is determined by the issue value of the shares of the Company in the first Fund-raising round priced at £0.03 per share around the time directors' terms were agreed. These Directors Options will expire at the later of 12 months from date of Admission or the date upon which an RTO is completed. During the previous financial period ended 30 September 2022, the Company recognised an aggregated effect of £3,805 into profit or loss for these options issued. There is no charge to the profit or loss in the current financial year.

The estimated fair values of warrants and options were calculated by applying the Binomial pricing model. The fair value was measured in accordance with IFRS 2 at fair value (excluding the effect of non-market based vesting conditions) at date of grant. The key assumptions used in the model have been adjusted, based on management's best estimate, for the effects of exercise restrictions, volatility of share interest and behavioural considerations as well as the dilutive effects of exercise. The key assumptions used in the calculation were as follows:

	FW1	FW2	D1 & D2	FFW	IPOW	VW
Share price at grant	£0.03	£0.03	£0.03	£0.05	£0.05	£0.05
Vesting period	0 years	3 years	0 years	0 years	0 years	0 years
Exercise price	£0.01	£0.01	£0.03	£0.05	£0.05	£0.05
Expected volatility	30.00%	30.00%	30.00%	30.00%	30.00%	30.00%
Risk-free rate	0.36%	0.08%	0.17%	4.32%	4.32%	4.32%
Dividend rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Fair value at date of grant	£135,810	£108,047*	£3,805	£5,611	£7,306	£1,287

**FW2 warrants have not been issued and remains unvested as at the end of the financial year/period.*

The expected volatility was determined by taking reference to the historical volatility rates of quoted companies of comparable background and industry/sector. In arriving at the valuation in respect of FW2 warrants which, although committed, are not granted or vested, the directors have applied a probability of 80% that vesting will occur following a successful RTO, based on historic successful Cash Shell's Reverse Takeover acquisition data trends. The warrants and options as disclosed above, do not contain any cash-settlement options.

The aggregated effects of the warrants and options recognised in profit and loss, comprises:

	12 Months to 30 September 2023 £	**Period from 28 April 2021 to 30 September 2022 £**
Charged to:		
Directors' Remuneration (note 5)	36,016	190,245
Listing costs	-	1,287
	36,016	191,532

Notes to the Financial Statements (continued)

12. Share capital and share premium

	Number of shares '000	Share capital £	Share premium* £
Issued at incorporation	50,000	50,000	-
Effects of share consolidation at 10 for 1 on 24 May 2021	(45,000)	-	-
Shares issuance on 12 July 2021	38,700	387,000	774,000
Shares issuance on 8 July 2022	5,600	56,000	224,000
As at 30 September 2022 and 30 September 2023	49,300	493,000	998,000

*Presented gross of issuance costs, set against share premium of £40,469.

Each ordinary share (including Subscription Shares) ranks pari passu for voting rights, dividends and return of capital upon winding up of the Company.

All ordinary shares are freely transferable and there are no restrictions on transfer, except for all shares held by Directors including any shares exercised under Directors Warrants and Options, which are subjected to a 12 month lock-in period from date of Admission and followed by a subsequent 12 month period where they shall only be entitled to sell shares in such a manner that would not create a disorderly market in the share.

As at 30 September 2023, there were 20,886,000 warrants and 3,000,000 options unissued ordinary shares exercisable as detailed in note 11 above. In addition, subject to a successful RTO or an acquisition taking place, another 10,000,000 warrants will be issued.

13. Financial instruments by category

Financial assets

Financial assets measured at amortised cost comprise the following:

	30 September 2023 £	30 September 2022 £
Cash at bank	498,626	941,539

Notes to the Financial Statements (continued)

13. Financial instruments by category *(continued)*

Financial liabilities

Financial liabilities measured at amortised cost comprise the following:

	30 September 2023 £	30 September 2022 £
Other payables	21,094	356
Accruals	66,187	21,897
	87,281	22,253

The Company's major financial instruments include bank balances and amounts payable to suppliers. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. Risk management is carried out by Board of Directors. The Company uses financial instruments to provide flexibility regarding its working capital requirements and to enable it to manage specific financial risk to which it is exposed.

Liquidity risk

Liquidity risk arises from the Company's management of working capital.

The Company regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The Directors have considered the liquidity risk as part of their going concern assessment (note 2.2). Controls over expenditure are carefully managed in order to maintain its cash reserves whilst it targets a suitable transaction.

The Company's liabilities have contractual maturities which are summarised below:

	Within 6 months £	6 to 12 months £	1 to 5 years £
As at 30 September 2023			
Trade payables	21,094	-	-
Accruals	66,187	-	-
Total financial liabilities	87,281	-	-
As at 30 September 2022			
Trade payables	356	-	-
Accruals	21,897	-	-
Total financial liabilities	22,253	-	-

Credit risk

The Company's credit risk is wholly attributable to its cash balance. The credit risk from its cash and cash equivalents is limited because the counter parties are banks with high credit ratings and have not experienced any losses in such accounts.

Notes to the Financial Statements (continued)

13. Financial instruments by category *(continued)*

Interest risk

The Company's exposure to interest rate risk is the interest received on the cash held, which is immaterial.

Currency risk

The Company is exposed to minimal currency risk at present.

Capital risk management

The Company's capital structure consists mainly of equity share capital and the share premium. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Company has no borrowings and does not pay dividends. In order to maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares. Following an acquisition, the Company may also pay dividends to shareholders.

14. Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following transactions with related parties took place at terms agreed between the parties during the financial year:

	12 Months to 30 September 2023 £	Period from 28 April 2021 to 30 September 2022 £
Advisory fees	18,000	12,000

For the financial year ended 30 September 2023, advisory fees were paid to IFC Advisory Limited whilst Timothy Mark Metcalfe, a director of IFC Advisory Limited, was appointed as a director of the company from 1 April 2023.

For the previous financial period ended 30 September 2022, advisory fees were paid to VSA Advisory whilst Andrew Raca, a director of VSA Advisory, was an initial director of the company from incorporation to 30 June 2021.

Key management personnel are considered to be the directors. Their remuneration is disclosed in the Directors' Remuneration Report on page 22.

15. Subsequent events

There have been no significant events since the end of the reporting financial year.