ANNUAL REPORT & ACCOUNTS

2022

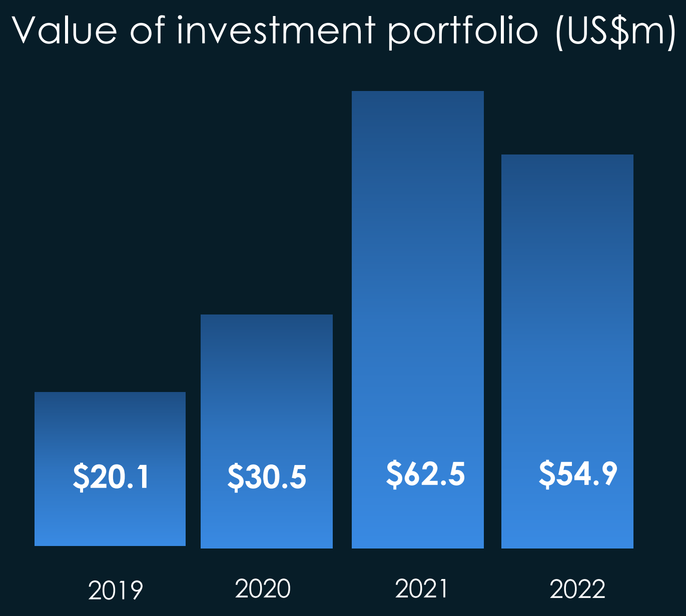
CONTENTS

OVERVIEW

TEKCAPITAL TRANSFORMS UNIVERSITY DISCOVERIES
INTO VALUABLE NEW PRODUCTS

- We find and invest in exciting new discoveries from our global university network that we believe can enhance people's lives.

- We also provide services to universities and companies to help them analyse and commercialise their innovations. Using these services, we have built a compelling group of portfolio companies to commercialise several of the high value properties we have uncovered.



- We believe that when you couple commercialisation ready, strong university IP with star power management, vibrant companies can emerge.

- Significant product development and go-to-market progress was delivered by our portfolio companies in 2022.

- When we realise exits, the Group's goal is to distribute a portion of the proceeds as a special dividend to our shareholders.

MICROSALT®
Full Flavor, Less Sodium

Microsalt's patented, low-sodium salt delivers natural salt with approximately 50% less sodium.

Tekcapital owns 78% of Microsalt Ltd.

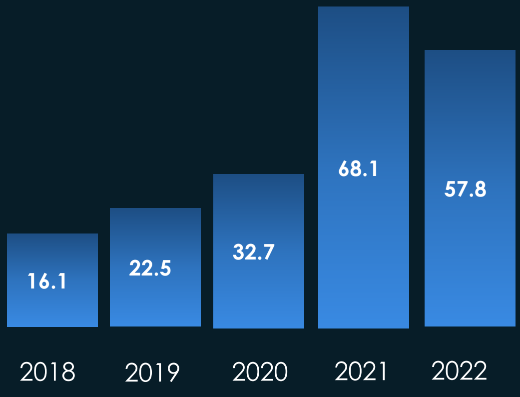
HIGHLIGHTS

FINANCIAL

Our investment objective is to achieve long-term growth of net assets and returns on invested capital through the commercialisation of university discoveries that can make a positive impact on people's lives. In 2022 we had a productive year for long-term value creation. Our portfolio companies achieved significant milestones, however due to unrealized reductions in the end of period valuations of Lucyd and Belluscura, our profitability, net assets and net assets per share were commensurately impacted.

NET ASSETS (US$M)

- Net Assets US$57.8m (2021: US$68.1m)
- NAV per share US$0.38 (2021: US$0.48)
- Portfolio valuation US$54.9m (2021: US$62.5m)
- Total loss after tax: US$12.7m, resulting primarily from net unrealised fair value reduction of US$11.0m (2021: profit of US$26.4m)
- Share placings totalling US$2.5m completed during the period (2021: US$9.7m).



INVESTMENT PORTFOLIO

MicroSalt Ltd ("Microsalt") manufactures MicroSalt®, a new, patented, all natural, non-GMO, Kosher, low-sodium salt, that tastes great and has approximately half of the sodium of regular table salt.

MicroSalt Ltd
97.1% ownership

www.microsalt.co

INVESTMENT RATIONALE:

The snack food industry is focused on developing and providing better-for-you products that both taste good and help reduce sodium intake. Excess sodium consumption contributes to cardiovascular disease, a leading cause of premature death globally. In a recent report[1], the World Health Organization has indicated that reducing sodium consumption is one of the world's leading health imperatives. To help address this problem, MicroSalt has developed a patented process for producing micron sized salt crystals. Microsalt® has all the flavour of salt with roughly half the sodium for topical applications such as crisps, pretzels, nuts, popcorn and other salty snacks. Additionally, MicroSalt can be used in bakery products and precooked meals.

2022 DEVELOPMENTS:

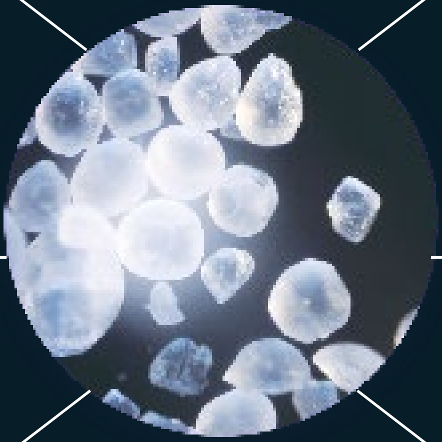
- MicroSalt executed its first bulk order of MicroSalt® through FXM, a Mexican distribution partner.
- MicroSalt received an equity investment of US$400,000 from a Spanish food-tech venture fund.
- Expanded sales of its SaltMe!® full flavour, low sodium crisps in more than 1,000 supermarkets and other stores in the U.S., as proof of concept of the use of MicroSalt on snack foods.
- MicroSalt® named the 2022 Sodium Reduction Technology Provider of the Year by Global Health & Pharma.
- MicroSalt announced a partnership with Presty! Foods for the development and roll-out of low-sodium solutions across Presty's line for plate-ready meals. Presty! Manufactures its products in its facility in France where it specialises in developing innovative and delicious options to supply the booming Heat and Eat category.

Source: [1]https://www.who.int/publications/i/item/9789240069985

MicroSalt®
Full Flavor & 50%
Sodium Reduction
A revolutionary patented technology that delivers natural salt with 50% less sodium.

Up to 50% less sodium by weight. Reduces sodium intake without compromising flavor.

All Natural, Kosher and Gluten Free. (NON-GMO version available)



It is the world´s smallest grain of salt. The great taste of natural salt, because that´s what it is.

Due to our micron-sized particle, our taste buds recognize each MicroSalt® crystal to be twice as saltier than a regular salt crystal, so you can use less sodium chloride.

Helps foods comply with National Academies of Sciences & voluntary draft USDA guidelines to reduce sodium intake.

Helps meet the Smart Snacks for School requirement encouraged by the Works with most dry USDA.

Works with most dry USDA. surface or fat based applications.

No added salt substitutes, no bitter aftertaste.

“ Our microscopic salt crystal technology is creating new opportunities for consumers to lower their sodium intake without sacrificing flavor. ”

Rick Guiney
CEO of MicroSalt Inc.

HIGHLIGHTS

- Launched MicroSalt shakers in both 2-ounce and 6-ounce sizes. Hannaford Brothers one of the most respected food retailers in the north-eastern United States (185 stores) agreed to stock both sizes of MicroSalt's new table-top shakers. Subsequent to the end of period, the new shakers have been on-boarded in more than 500 supermarkets in the US.

- Judith Batchelar OBE joined the board of MicroSalt. Judith currently serves as President of the U.K. Nutrition Foundation. She has worked in the food and drink industry for over 35 years. Previously she served as a director for Sainsbury's with responsibility for all aspects of Sainsbury's product offer. Prior to Sainsbury, Judith held a similar role at Safeway, and spent twelve years in the Food Division at Marks & Spencer Group Plc.

- Zeus Capital Limited appointed by MicroSalt as its Nominated Adviser and Broker for its proposed IPO on the AIM Market targeted for 2023.

SOURCE: [1]https://www.ghsa.org/resources/news-releases/GHSA/Ped-Spotlight-Full-Report22#:~:text=WASHINGTON%2C%20D.C.%20%E2%80%93%20Drivers%20struck%20and,Highway%20Safety%20Association%20(GHSA).
[2]https://www.essilorusa.com/newsroom/vision-impact-institute-releases-study-on-corrective-lens-wearers-in-the-u-s

lucyd®

Nasdaq | LUCY

Lucyd's vision is to Upgrade your eyewear® by providing tech-enhanced eyewear that makes it easier and safer than ever to stay connected. Lucyd has just introduced the world's first smart eyewear with ChatGPT.

Tekcapital owns 71% of Lucyd Ltd as of 31 December 2022.

HIGHLIGHTS

Lucyd® Limited ("Lucyd") Lucyd is seeking to Upgrade Your Eyewear® by developing and selling designer smart eyewear at affordable prices. Innovative Eyewear, Inc ("Innovative Eyewear"), Lucyd's ~67% owned U.S. operating subsidiary, was the first Company to deliver prescription glasses with Bluetooth® technology in 2019. Their eyeglass frames help you stay connected safely and conveniently, by enabling many common smartphone tasks to be performed handsfree with Bluetooth® and voice assistants.

Lucyd Ltd
100% ownership

www.lucyd.co

INVESTMENT RATIONALE:

Drivers struck and killed an estimated 7,485 people on foot in 2021 – the most pedestrian deaths in a single year in four decades and an average of 20 deaths every day[1], according to a new estimate by the Governors Highway Safety Association. Open ear audio found in Lucyd smart glasses can help pedestrians maintain situational awareness whilst walking running and cycling. According to the Vision Institute[2], approximately 75% of the adult population need corrective lenses, and advancements in Bluetooth technology have enabled it to be incorporated into traditional eyeglass form factors. This combination created a new type of eyewear with built-in speakers, microphones and touch controls. Lucyd smart eyewear allows the wearer to forego headphones and use their glasses to listen to audio content and talk to others and digital assistant. Since the speakers are open-ear, Lucyd smart glasses enables the wearer to stay connected to their digital life whilst maintaining situational and social awareness.

- Innovative Eyewear has been onboarded by DICK's Sporting Goods® to provide its Lucyd Lyte® smart eyewear on dickssportinggoods.com and by BestBuy.ca to place its products on Best Buy's Canadian ecommerce site.
- Appointed Olivia "Dibby" Bartlett as a non-executive director. Dibby, an optical industry expert, has served more than 30 years in the eyewear industry and is the immediate past president of the Opticians Association of America.

SOURCE: [1] https://www.ghsa.org/resources/news-releases/GHSA/Ped-Spotlight-Full-Report22#:~:text=WASHINGTON%2C%20D.C.%20%E2%80%93%20Drivers%20struck%20and,Highway%20Safety%20Association%20(GHSA).
[2] https://www.essilorusa.com/newsroom/vision-impact-institute-releases-study-on-corrective-lens-wearers-in-the-u-s

HIGHLIGHTS

- Appointed Kristen McLaughlin to its board as a non-executive director. Kristen has had a distinguished career in the optical industry where she has served as director of marketing for Silhouette International and brand manager for Daniel Swarovski Crystal Eyewear.

- Innovative Eyewear launched the Vyrb app, a voice social medial program designed for Lucyd Lyte smart glasses and other hearables, on both IOS and Android.
- Innovative Eyewear raised US$7.35 Million in an Initial Public Offering ("IPO") of shares of its common stock on the NASDAQ market on August 14, 2022 and trades under ticker LUCY.
- Announced it has completed initial production of its second generation product, Lucyd Lyte 2.0, which subsequently launched in Q1 2023. The Lyte 2.0 carries several new features including high-end styling from Innovative Eyewear's new design team, a four-speaker array for immersive audio, and the longest playback time of any smart eyewear device, with 12 hours of music playback and talk time per charge. The battery life of the Lyte 2.0 surpasses the vast majority of true wireless audio devices in any form factor.

- Introduced the first smart eyewear, digital try-on display. A Lucyd-branded digital retail fixture that provides a virtual try-on experience for in-store clients at Lucyd partner retail stores. The proprietary software that operates the kiosk was designed and created in house and is able to remotely update the displays with new brand content and smart eyewear styles, and the tablet can also be scanned to download Innovative Eyewear's Vyrb mobile app, making it a comprehensive Lucyd brand experience in all deployed locations.

- Introduced the first cordless charging dock for smart eyewear. This patent-pending accessory was developed by Innovative Eyewear in house. It allows the customer to charge their Lucyd glasses simply by dropping them on their nightstand. The Dock includes three additional USB ports to enable the user to charge their phone, smartwatch, tablet and smartglasses simultaneously with one device.

- Innovative Eyewear was granted six additional US design patents and one additional US utility patent in 2022, as well as one Chinese patent to protect its eyewear designs and software utilities. Innovative Eyewear also filed new patents in 2022 in the US, Canada and/or China to protect its recently released Lucyd Dock and several pending products. Innovative Eyewear 's total number of pending and issued patents now stands at 62.

- In late 2022, Innovative Eyewear acquired a multi-year, global license to the Nautica brand for smart eyewear and related accessories. Innovative Eyewear designed the initial line of Nautica Smart Eyewear and expects to launch the line in H2 2023. In addition, the Company also acquired a multi-year, global license to the storied Eddie Bauer brand for smart eyewear and related accessories.

- Lucyd products have also been on-boarded on Academy Sports + Outdoor's mainsite, the second largest sporting goods retailer in the US.

HIGHLIGHTS

- Lucyd partnered with Everest.com, a new sporting goods marketplace, to offer Lucyd Lyte glasses to their rapidly growing customer base.
- In 2022, Innovative Eyewear grew its retail presence to 200+ locations carrying Lucyd Lyte products in-store.

Guident Limited ("Guident") is developing remote monitoring and control software to improve safety of autonomous vehicles and land-based delivery devices. Guident's software will incorporate artificial intelligence and advanced network technologies to minimize signal latency and improve the safety of autonomous vehicles.

Guident Ltd
100% ownership

www.guident.co

INVESTMENT RATIONALE:

Vehicles of all types are rapidly becoming electric and autonomous. Whilst Autonomous Vehicles ("AVs") are projected to be significantly safer than traditional vehicles, there will still be mishaps and in many instances there will be no vehicle operator present to help resolve these problems. Guident believes remote human interaction will be needed to address these mishaps. Guident's remote monitoring and control centre will monitor vehicles and when necessary provide additional support such as calling first responders, taking over control of the vehicle to move it out of harm's way and providing real-time communication with passengers and pedestrians. Over time, Guident believes remote monitoring centres will be required in most jurisdictions where AV's operate.

In addition to safety, a key variable in affecting the adoption of electric vehicles is the travel range between charges.

All commercial electric cars utilise regenerative braking to help extend the range by capturing the heat energy from braking and utilising it to power the vehicle or help charge the battery. Regenerative brakes work by reversing the electric motors that propel the vehicle. This works like a generator and directs energy back into the electric system to help extend the range and over time improve efficiency. Guident believes that in the next few years all electric vehicles will also have regenerative shock absorbers as these are also "green" and will extend the range the vehicle can be driven between charges. Guident's regenerative shock absorbers have the potential to assist electric vehicle manufacturers to improve the efficiency and range of their vehicles.

2022 DEVELOPMENTS:

- Guident has executed a strategic alliance with Perrone Robotics, Inc.
- Guident is working with Airspan Networks to provide customers with connectivity and software solutions for autonomous vehicles for smart city applications, using CBRS (Citizens Broadband Radio Service) spectrum.
- Guident announced that they have filed their 8th patent application covering improvements to their remote monitoring and control centre for AVs. U.S. patent application #17/579,203 entitled: "Near Real-Time Data and Video Streaming System for a Vehicle, Robot or Drone".
- Guident was selected as a vendor by JTA's Procurement Review Committee for JTA Proposal No. P-22-010 entitled "JTA Test Environment" to provide remote monitoring and control services for phase I of the Ultimate Urban Circulator (U^2C) Project in the Jacksonville urban core area. Jacksonville is the largest city by area in the contiguous United States as of 2020. The Jacksonville Transportation Authority is the independent agency responsible for public transit in the city of Jacksonville, Florida, and roadway infrastructure that connects northeast Florida.
- Guident has been selected by Boca Raton Innovation Campus (BRiC) to provide an autonomous shuttle service for a 2.1-mile fixed route with eleven stops within BRiC and connecting to the Boca Raton Tri Rail station, the most frequented station in South Florida.

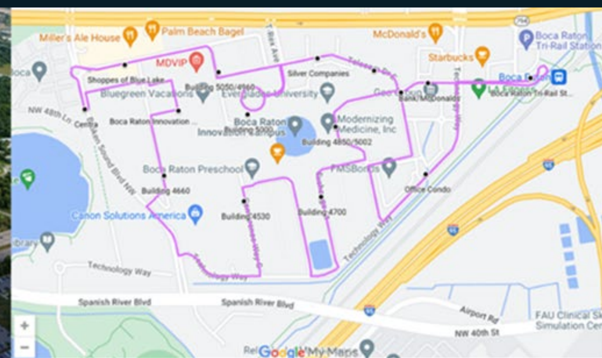
Guident Autonomous Intelligence

Guident is developing remote monitoring and control software to improve the safety of autonomous vehicles and land-based delivery devices.

Tekcapital owns 100% of Guident Ltd

HIGHLIGHTS

BOCA RATON INNOVATION CAMPUS & SHUTTLE MAP



Additionally, Guident has announced progress with their regenerative shock absorbers (RSA). Guident has produced its first generation regenerative shock absorbers and is currently testing these new shocks with Tier-1 automotive companies. This technology will enable EVs to increase their range and have more available power for telemetric connection with the RMCC. The goal of this technology is to manufacture electromagnetic regenerative shock absorbers with energy densities that can recover a vehicle's vibration energy which is otherwise lost as heat. In addition, this unique design utilising rotary mechanical motion rectifiers can be tuned to achieve better damping characteristics than existing shock absorbers. Guident's shock absorber technology could potentially be utilised by a significant number of electric vehicle makers.

Belluscura plc ("Belluscura") is a respiratory medical device Company that has developed and launched an improved portable oxygen concentrator (POC) to provide on-the-go supplemental O2. the Company believes its product is the first FDA cleared, modular POC with a user-replaceable filter cartridge. Belluscura aims to make POC's more affordable to those who need them.

Belluscura plc
~12% ownership

www.belluscura.com

INVESTMENT RATIONALE:

Worldwide, approximately 300m individuals suffer from COPD (chronic obstructive pulmonary disease). Many of these patients require supplemental oxygen. As there is no cure for COPD, over time patients require greater amounts of oxygen, and if they use a portable oxygen concentrator, they must often replace their devices with greater capacity models as their disease progresses. With Belluscura's new patented device, users can swap out the filter cartridges to enable higher capacity oxygen flow without having to buy a new device, like upgrading memory on a laptop. The result is more affordable oxygen therapy which increases the number of people who can avail themselves of these life-extending and life saving devices.

HIGHLIGHTS

2022 DEVELOPMENTS:

- Belluscura announced it has entered into its first international distribution agreement with MedHealth Supplies of South Africa and has signed a distribution agreement with a leading Durable Medical Equipment ("DME") provider and distributor in the US.
- Belluscura announce that it has won two 2022 HME Business New Product Awards for its X-PLOR® portable oxygen concentrator and Nomad Biometric™ App.
- Belluscura has been certified as compliant with ISO standards for Quality Management (ISO 13485:2016).
- Belluscura announced its half year report reporting Group revenue of US$0.6 million (H1 2021: US$nil); a 34% increase over H2 2021, Adjusted EBITDA of US$5.1 million loss (H1 2021: US$1.2 million loss), basic loss per share of US$0.04 (H1 2021: US$0.03) and Net cash at 30 June 2022 of US$11.3 million.
- Belluscura announced that it has entered into a Group Purchasing Organization Product Supply Agreement (the "Agreement") for the supply of portable oxygen concentrators with VGM Group, Inc ("VGM"). VGM is the largest and most comprehensive Member Service Organization ("MSO") in the US for post-acute healthcare, which provides a range of support to its members including with the purchasing of medical equipment in the respiratory field. Over 2,500 healthcare providers with nearly 7,000 locations across the US rely on VGM to connect them to valuable resources every single day.

- Belluscura announced that it has commenced selling its X-PLOR oxygen concentrators direct to consumers ("DTC") from the following website: www.xploroxygen.com.
- Belluscura announced the launch of its Bluetooth® enabled, next generation X-PLOR® portable oxygen concentrator (previously described as the X-PLOR CX). The next generation X-PLOR provides more oxygen by weight than any portable oxygen concentrator in its class and with its new Nomad Health™ App, patients can connect other Bluetooth® devices such as their iPhone® or Android phone, Nonin® or Masimo® pulse oximeters, and Fitbit® wearables. Patients will be able to track their oxygen usage, breathing rates, blood oxygen saturation levels, heart rate, sleep and other important biometric and environmental data. The patient can then share this important healthcare data with their provider.

HIGHLIGHTS

- Belluscura announced that three additional US patents have recently been granted, increasing the number of issued and pending patent applications the Company owns or exclusively licenses to 30. The technology covered by the patents, includes, extracorporeal membrane oxygenation (ECMO) innovations for when people who are very ill with conditions of the heart and lungs, or who are waiting for or recovering from a heart transplant, require a portable artificial lung; continuous Positive Airway Pressure (CPAP) innovations, a type of non-invasive ventilation (NIV) or breathing support, and consumer replaceable molecular sieve technology, used to remove Nitrogen from ordinary air to produce medical grade supplemental oxygen.
- Belluscura raised approximately £6.0 million by way of the issue of 7,058,824 Placing Shares at an issue price of 85 pence per ordinary share.
- Belluscura announced that Brian Brown has joined as Vice President of Engineering. Brian has over 25 years of experience in commercializing break-through new products in hardware, software, and service delivery industries. In addition to degrees in electrical engineering, he is a registered professional engineer and is a named inventor on 17 US patents. Belluscura also announced Jim Clement has joined the Company as Head of Commercial Strategy. Jim has over 30 years' experience in the durable medical equipment industry, including previously holding the title of General Manager of a portable oxygen concentrator Company .
- Belluscura announced that X-PLOR portable oxygen concentrator has been awarded a Distribution and Pricing Agreement ("DAPA") code from the U.S. Defense Logistics Agency ("DLA") through our distribution partner, Lovell Government Services Inc ("Lovell"). DLA procures items from manufacturers and suppliers and provides them to the Department of Defense and other federal/state customers throughout the US and globally.
- Belluscura announced it has signed a manufacturing Master Supply Agreement ("MSA") with InnoMax Medical Technology, Ltd ("InnoMax") to manufacture the X-PLO2R® portable oxygen concentrator in the People's Republic of China.

CORPORATE DEVELOPMENT ACTIVITY

Company provided the following webinars, conference presentations and delivered analytic reports as follows:

- Webinar series entitled "Technology Transfer: The Development of New Commercialization Paradigms." The webinar was delivered to more than 60 participants from USA, Canada and South Africa.
- Webinar series entitled "The Development of New Commercialization Paradigms In LATAM." The webinar was delivered to more than 80 participants from Colombia, Chile, Mexico and Peru.
- Tekcapital was invited to participate at the 2022 Red TTO (Technology Transfer Offices) Mexico event. This annual congress is where the innovation ecosystem of Mexico converges.
- In the U.S., Tekcapital participated as a sponsor and exhibitor at the 2022 Eastern, Central, Western and Canadian Region Meetings hosted by the Association of University Technology Managers.
- In Brazil, Tekcapital participated at the National Forum of Innovation and Technology Transfer Managers. This event hosted more than 100 key players in the technology transfer industry in Latin America.
- Tekcapital delivered more than 260 Invention Evaluator reports to universities, research institutions and corporations worldwide, to help them assess the market potential of their new technologies.
- Additionally, the Vortechs Group, Tekcapital’s executive search firm won numerous executive search assignments in 2022 for both external customers and portfolio Company clients.

HIGHLIGHTS

DR. CLIFFORD GROSS, EXECUTIVE CHAIRMAN SAID:

"The Group has made good progress during 2022. Our portfolio companies have demonstrated solid growth and we believe they should achieve additional significant milestones by the end of 2023.

Of note, Lucyd's Innovative Eyewear Inc. subsidiary completed its flotation on the NASDAQ and raised US$7.3m in gross proceeds, in spite of a choppy year in the capital markets. Guident secured its first customer, the Jacksonville Transportation Authority for it's remote monitoring and control (RMCC) service and has signed a letter of intent with its second customer, the Boca Raton Innovation Campus, to provide remote monitoring for its campus shuttle. Additionally, Guident has made significant progress improving and fabricating its latest regenerative shock absorbers and has begun testing them with several Tier-1 companies. We are also pleased to highlight MicroSalt's strong progress ending the year by growing its revenues, signing up additional customers and launching its low sodium saltshakers to an increasing number of supermarkets and engaging its advisory team for a prospective AIM IPO during 2023.

Our financial results were negatively impacted by the reduction in the observable, closing share prices of both innovative Eyewear and Belluscura at the end of the period, which we believe were in large measure the result of exogenous macro-economic and capital market factors. These were partially offset by the approximate doubling of the share value of MicroSalt.

We remain steadfast and excited about the commercial progress of our portfolio companies in 2022 and for their future prospects for the remainder of 2023. As per our mission and investment objective, we believe that all of our key portfolio companies have the potential to make a positive impact on the lives of the customers they serve as well as produce meaningful returns on invested capital for our shareholders over the mid to long term."

POST PERIOD END HIGHLIGHTS

Belluscura plc

Belluscura announce that it has made considerable progress year to date. Since the launch of the 1st generation X-PLOR in September 2021, the Group is now distributing products throughout the US through multiple sales channels: Distributors and Durable Medical Equipment Providers both online, Bricks and Mortar, Medical Supply Warehouses, Medical Device Intermediaries, Hospitals and Direct to Consumer.

Belluscura announced that Robert ("Bob") Fary has joined the Company as Senior Vice President of Global Sales. Bob has thirty-years of experience in the respiratory industry where he has held leadership roles at major oxygen concentrator manufacturers and durable medical equipment companies. During the past two decades, Bob's industry leading team was directly responsible or contributed to the sale of over 1 million portable oxygen concentrators ("POCs"), generating revenues in excess of $1 billion.

Belluscura announced in January 2023 it has raised under a Placing and Broker Option approximately US$5.8 million (£4.7 million), before expenses through placing of unsecured convertible loan notes ("Loan Notes"). The Placing and Broker Option when combined will, assuming all interest on the Loan Notes is capitalised, result in the issue, upon conversion of the Loan Notes, of up to 12,462,281 new ordinary shares of 1 penny each in the Company , representing approximately 9.20% of the enlarged issued share capital of Belluscura.

Belluscura announced its X-PLOR portable oxygen concentrator ("POC") is now marketed in the US through GoodRx, Inc. www.goodrx.com. GoodRx, Inc (Nasdaq: GDRX) is a leading digital healthcare platform that makes healthcare affordable and convenient for all Americans.

Belluscura announced proposed placing and subscriptions to raise GBP 3.0 million and retail offer to raise up to GBP 0.5m on 25 May 2023.

HIGHLIGHTS

MICROSALT LTD & MICROSALT INC, ITS US SUBSIDIARY

MicroSalt announced that supermarket chain, Giant Food of Maryland LLC, ("Giant") one of the most respected food retailers in the mid-Atlantic United States, has agreed to partner with Microsalt Inc to provide low-sodium solutions for consumers and has agreed to carry MicroSalt's new saltshakers in its stores. Giant has over 160 stores spanning across the Delaware, Washington, D.C., Maryland, and Virginia region.

MicroSalt announced it had entered into an agreement with US Salt LLC ("US Salt") for the distribution and delivery of MicroSalt's low-sodium solutions. "US Salt is looking forward to working with MicroSalt® to help with our low-sodium initiatives. Sodium is a worldwide concern in the food industry, and we believe Rick and his team are the industry leaders that can help propel our future growth." Said Bob Jordan, Vice President of Sales & Marketing of US Salt. US Salt is currently responsible for producing and distributing over 90% of the private label, round can salt business in the United States. To learn more about US Salt, visit www.ussaltllc.com.

MicroSalt announced that both sizes of its new line of low sodium salt shakers are now available through UNFI and KeHE Foods, two of the U.S.'s largest retail food distributors. United Natural Foods, Inc. (NYSE: UNFI) is the largest publicly traded wholesale distributor delivering healthier food options to people throughout the United States and Canada. KeHE Distributors is one of the nation's top wholesale food distributors with 16 distribution centers across North America.. Additionally, as a result of its recent trade show attendance, MicroSalt has received orders from Pete Markets in Illinois and Busch's Market in Michigan for the new MicroSalt low sodium salt shakers. Delivery will be executed through KeHE Foods. Pete's Market currently has 17 upscale stores in Chicago and its suburbs and Busch has 16 stores in south-eastern Michigan with headquarters in Ann Arbor.

MicroSalt also announced Hanahreum Group ("H Mart") has agreed to carry MicroSalt's SaltMe® branded crisps. H Mart is recognized as one of the fastest growing retailers by the National Retail and Supermarket News and has listed H Mart as one of the Top 50 Small Chains and Independents in the United States & Canada.

On 18 May 2023 MicroSalt® appointed U.K. Celebrity Chef Jack Steinh as as Brand Ambassador. Chef Stein is a well-respected and high-profile chef, restaurateur, entrepreneur, TV personality, author, and educator. Jack serves as the Chef Director for Rick Stein overseeing their restaurant menus and Stein's at Home ecommerce store. Jack Stein received the 'Best Chef' accolade from Food Magazine Reader Awards for 2023.

LUCYD LTD & INNOVATIVE EYEWEAR INC ("INNOVATIVE EYEWEAR"), ITS US SUBSIDIARY:

Innovative Eyewear the developer and retailer of smart eyewear under the Lucyd®, Nautica® and Eddie Bauer® brands announced major developments in its Vyrb social audio app, which is in open beta on iOS and Android. the Company has just completed a powerful new live broadcasting feature called "On Air", which enables users to create real-time audio chatrooms with up to 100 visitors and multiple active speakers. The Company believes this feature will be a useful tool for audio content creators and collaborative work.

Innovative Eyewear announced the launch of Lucyd Lyte 2.0, ("Lyte 2.0") a major upgrade to its flagship Lucyd Lyte audio eyewear platform. The new Lucyd Lyte 2.0 line brings several advances to the company's core product and is available now, in any optical prescription, at Lucyd.co. Innovative Eyewear intends to introduce the product to optical and specialty retail chains worldwide. The Lyte 2.0 marks the culmination of years of R&D to realise the Company's mission to make smart eyewear more accessible, useful and stylish for the optical and sunglass markets.

Innovative Eyewear also announced that five new styles of Lucyd Lyte 2.0 audio eyewear are now available in titanium. These new styles are an addition to the 10 styles of Lyte 2.0 introduced in early February and offer 12 hours playback per charge; the longest battery life in the smart eyewear industry.

Innovative Eyewear announced it has launched the first ChatGPT enabled Smart Eyewear. ChatGPT is a language model developed by OpenAI, designed to respond to text-based queries and generate natural language responses. It is part of the broader field of artificial intelligence known as natural language processing, which seeks to teach computers to understand and interpret human language.

Lucyd Lyte 2.0 eyewear is now available in 15 distinct styles, the most of any smart eyewear on the US market. All of these frames are able to access ChatGPT, enabling the entire Lucyd collection to provide on-the-go, ergonomic access to the world's leading digital assistant, another eyewear industry first for Innovative Eyewear.

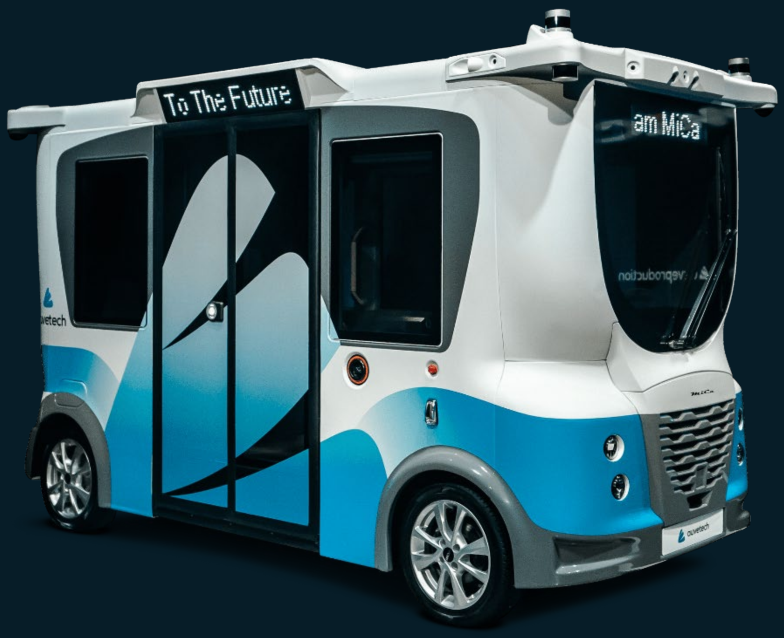
HIGHLIGHTS

POST PERIOD END PORTFOLIO COMPANY HIGHLIGHTS

Guident & Guident Corp, its US subsidiary:

Guident Ltd. has executed a letter of intent with Auve Tech OÜ ("Auve Tech") to provide remote monitoring and control ("RMCC") services for Auve Tech's autonomous vehicles. By combining Auve Tech's advanced Level 4 autonomous vehicles with Guident's RMCC software, the two companies will bring an enhanced level of safety to self-driving technology. Guident's patented software provides human-in-the-loop supervision, adding an extra layer of security to the Auve Tech's new MiCa autonomous shuttle. The Auve Tech next-generation vehicle is capable of autonomous driving in a variety of traffic and weather conditions, making it an ideal solution for safe, reliable, and sustainable transportation in geofenced areas and mixed-traffic environments. The companies' plan to launch the Auve Tech MiCa autonomous vehicle combined with Guident's RMCC software to customers in North America during the second half of 2023.

Auve Tech's Level 4 Autonomous Shuttle



Guident Ltd. also announced that it has partnered with Novelsat Ltd. (NOVELSAT), a global leader in content connectivity, to develop an innovative always-on, ubiquitous remote monitor and control solution for autonomous vehicles and devices. The solution combines space communications using low earth orbit satellites, and smart software to ensure optimal safety and security for autonomous vehicles and devices, by enabling remote monitoring and operation at any time and place and providing a further layer of monitoring in addition to 5G & GPS. This integration of NOVELSAT's satellite-based space connectivity technologies and Guident's human-in-the-loop AI technologies will provide a reliable and high-speed bi-directional connectivity. This connectivity enables continuous, high-quality video streaming to remotely monitor autonomous systems and, when necessary, to enable remote control of the vehicles and devices to resolve various edge cases. Additionally, the connectivity will provide real-time audio and video communication with passengers, pedestrians, or first responders, ensuring the highest level of safety for autonomous systems, which is a crucial factor in the deployment and management of such systems.

Q&A WITH OUR EXECUTIVE CHAIRMAN

"WE BELIEVE WE WILL SEE SIGNIFICANT GROWTH OF OUR PORTFOLIO COMPANIES IN 2023"

DR CLIFFORD M. GROSS
EXECUTIVE CHAIRMAN

WHAT ARE THE MOST IMPORTANT MILESTONES REACHED BY TEKCAPITAL AND ITS PORTFOLIO COMPANIES IN 2022?

- Floatation of Innovative Eyewear Inc on the NASDAQ as it provided additional visibility and funding to accelerate product development and marketing.
- Innovative Eyewear executed global, multi-year license for both the Nautica and Eddie Bauer brands for smart eyewear.
- Innovative Eyewear completing the initial production of its second-generation product, Lucyd Lyte 2.0 including high-end styling, four-speaker array for immersive audio, and the longest playback time (12 horse) of any smart eyewear device.
- Onboarding MicroSalt's SaltMe! crisps into >1,000 retail stores (as proof of concept) in North America.
- Launch of MicroSalt's full-flavour, low-sodium, saltshakers and their subsequent on-boarding in more than 500 supermarkets in North America.
- Appointing Rick Guiney as CEO of MicroSalt.
- Adding Judith Batcheler OBE as an NED to the board of MicroSalt.
- Guident winning a competitive Request for Proposal (RFP) for providing remote monitoring and control services to the Jacksonville, Florida Transportation Authority.
- Guident's signing of a Letter of Engagement with the Boca Raton Innovation Campus to provide remote monitoring and control of their campus shuttle service.
- Belluscura announcing it has entered into its first international distribution agreement with MedHealth Supplies of South Africa and has also signed a distribution agreement with a leading Durable Medical Equipment ("DME") provider and distributor in the US.
- Belluscura announcing that it has won two 2022 HME Business New Product Awards for its X-PLOR® portable oxygen concentrator and Nomad Biometric™ App.
- Belluscura has been certified as compliant with ISO standards for Quality Management (ISO 13485:2016).
- Belluscura announcing that it has entered into a Group Purchasing Organization Product Supply Agreement with VGM Group, Inc., the largest and most comprehensive Member Service Organization in the US. Over 2,500 healthcare providers with nearly 7,000 locations across the US rely on VGM to connect them to valuable resources every single day.

IN THE IDEAL SCENARIO, WHAT SALES & MARKETING GOALS ARE TARGETED FOR THE PORTFOLIO COMPANIES IN 2023?

- Lucyd introducing its eyewear to Nautica and Eddie Bauer stores and further increasing its store count and/or on-line presence in the optical market.
- Lucyd to win a national optical chain account and expand its independent optical store count.
- Microsalt signing a B2B supplier arrangement with a leading food manufacturer.
- Microsalt continuing its successful Microsalt shaker launch and reaching over 1,000 plus stores or points of sale with Microsalt shakers.
- Commercialisation of Guident's regenerative shocks with a Tier-1 automotive Company or supplier.
- Successful roll out of Guident's RMCC with Jacksonville Transportation Authority, the Boca Raton Innovation Campus and one additional RMCC customer.
- Significant ramp-up of sales of Belluscura's portable oxygen concentrators.

PORTFOLIO REVIEW

PATENTED, FULL-FLAVORED, LOW-SODIUM SALT

The food industry is focused on developing and providing better-for-you products that taste great and reduce sodium intake. The reason for this is that excess sodium consumption contributes to cardiovascular disease, a leading cause of premature death globally. To address this problem, Microsalt has developed a patented process for producing micron-sized salt crystals that provide all of the flavour of salt with roughly half of the sodium for topical food applications.

MicroSalt has developed what we believe to be the world's smallest edible salt crystals with its patented Microsalt®. With Microsalt®, companies can make full flavour snacks and prepared meals with the same saltiness as traditional foods yet with half of the sodium. Microsalt® dissolve faster, is all natural, non-GMO, Kosher and doesn't contain any of the additives or salt substitutes found in other sodium reduction products.

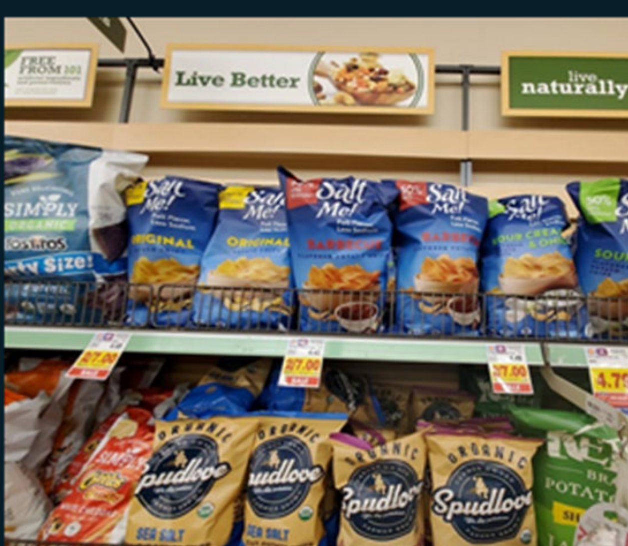
The global Sodium Reduction Ingredients Market is estimated to be worth US$5.5 billion in 2022 with a CAGR of 5.8% between 2022 and 2032[1]. Recently, Microsalt has secured two food brokers and the leading U.S. natural food distributor for its product in the United States and Mexico.

According to the U.S. FDA, delay in reducing daily sodium intake from 3,400 mg to 2,300 mg/day could cause 265,000 deaths over a 14 year period[2].

During 2022, the Company made significant progress in expanding its sales of its SaltMe® full flavor, low sodium snack brand in more than 2,000 retail establishments. Additionally, the Company launched Microsalt shakers, which as of the date of this report have been on-boarded in several hundred supermarkets in the U.S, while significant progress was also made on their B2B pipeline.

TEKCAPITAL OWNERSHIP OF MICROSALT LTD

~97.1%



TOTAL ADDRESSABLE MARKET

$5.5B

CAGR

5.8%

SOURCES [1] https://www.futuremarketinsights.com/reports/sodium-reduction-ingredient-market
[2]https://resolvetosavelives.org/about/press/fda-4-year-delay-in-finalizing-sodium-reduction-targets-may-cause-265-000-deaths-over-14-years-study-says

“I am absolutely delighted to be working with MicroSalt to show how a true low-sodium salt can produce the same taste while providing significant benefits to health. As a chef, salt is the most important ingredient, and this product is game changing”

Jack Stein,
Chef Director for Rick Stein,
and Microsalt’s brand
ambassador.

PORTFOLIO REVIEW

INNOVATIVE EYEWEAR INC.: THE CLEAR CHOICE FOR SMART EYEWEAR

Lucyd and its subsidiary, Innovative Eyewear Inc. is seeking to Upgrade Your Eyewear® by producing designer eyewear with smart features at affordable prices. Lucyd was the first Company to deliver prescription glasses with Bluetooth® technology in 2019. Their frames help you stay connected safely and conveniently.

With Lucyd frames, you can stay focused on the world while making calls, listening to music and using voice assistants.

Sitting at the intersection of Hearables, Digital Assistants and Online Eyewear markets, Lucyd is positioned to potentially become a leading player in smart eyewear by offering the only designer smart frames with Rx lenses at an unbeatable price.

Innovative Eyewear, Inc. owns the exclusive rights to the Lucyd® brand and has licensed both the Nautica and Eddie Bauer brands, worldwide under a multi-year license from Authentic Brands Group.

Tekcapital ownership
of Innovative Eyewear, Inc.

67%

Photos courtesy of Innovative Eyewear, Inc.

To provide a unique, new wearable experience, Lucyd has developed a voice-based social media app called Vyrb™. Vyrb will enhance Lucyd frames with social features, such as verbal posting and hashtagging. Lucyd has been granted a patent from the U.S. Patent and Trademark Office on several features of Vyrb. In total Innovaitve Eyewear now has 62 patents either granted or pending on its smart eyewear and accessories.

Backed by brand ambassadors Monique Billings (WNBA star), Chris Clark, (PGA golfer) and Hadar Adora (musician), we believe that Lucyd offers amongst the best and most affordable smart glasses in the market – in 15 fashion forward designs, designed for all-day wear and available in any prescription or sunglass formats.

The Lucyd brand of smart glasses are now available in >200 optical stores, and on Amazon, BestBuy.com (both U.S. and Canada) and has been recently been accepted for listing on DicksSportingGoods.com, the largest sporting goods retailer in the U.S. and BestBuy.com.

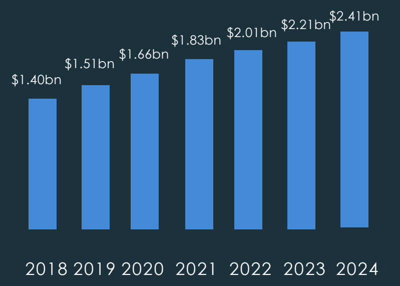
Innovative Eyewear, Inc. Lucyd's operating subsidiary completed its IPO in 2022 and trades on the NASDAQ under the ticker LUCY.

PORTFOLIO REVIEW

BELLASCURA:
DELIVERING INNOVATIVE OXYGEN TREATMENT DEVICES

- Unique medical device company that has developed an improved portable oxygen concentrator to provide on-the-go supplemental O_2 for COPD patients.
- The Company received FDA clearance for their X-PLO2RỰ portable oxygen concentrator in March 2021 and completed its IPO on the AIM Market in May 2021. In 2022 it ramped up manufacturing and sales of its patented, portable oxygen concentrator.
- We believe their innovative device will be helpful in addressing COVID-related respiratory problems as well as COPD.
- Belluscura has field or licensed 30 patents to-date, covering devices and systems for treating people suffering from acute respiratory distress caused by COPD.
- 7 April 2022 Belluscura was awarded a Distribution and Pricing Agreement from the United States Defense Logistics Agency for the X-PLO2R.
- Belluscura announced it has entered into its first international distribution agreement with MedHealth Supplies of South Africa and has signed a distribution agreement with a leading Durable Medical Equipment ("DME") provider and distributor in the US.
- Belluscura announce that it has won two 2022 HME Business New Product Awards for its X-PLOR® portable oxygen concentrator and Nomad Biometric™ App.
- Belluscura has been certified as compliant with ISO standards for Quality Management (ISO 13485:2016).

The medical portable O_2 market is expected to grow from U$2.2bn this year to US$2.4bn by 2024[1]



[1] https://www.gminsights.com/industry-analysis/medical-oxygen-concentrators-market-report

Tekcapital ownership

~12%

EXPLO2RE PORTABLE OXYGEN CONCENTRATOR

Light:	Only 1.25kg (2.8lbs)
Efficient:	32% more O2 per pound
Quiet:	Only 39 decibels
Reliable:	Long battery duration First
Modular:	FDA cleared POC with consumer replaceable filter cartridges
Low Cost:	Projected 70% cost savings over duration of the disease vs. existing portable oxygen concentrators
Strong IP:	26 patents and applications

[1] https://www.globenewswire.com/en/news-release/2022/06/16/2463772/0/en/Oxygen-Therapy-Equipment-Market-is-anticipated-to-reflect-a-CAGR-of-7-4-during-the-period-of-2022-2032-Future-Market-Insights-Inc.html

PORTFOLIO REVIEW

SOFTWARE PLATFORM FOR REMOTE MONITORING AND CONTROL OF AUTONOMOUS VEHICLES AND DELIVERY DEVICES.

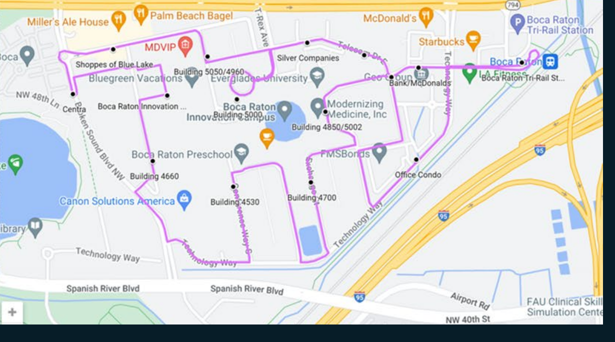
With its proprietary software, a world-class team, and portfolio of eight patents, Guident will be able to deliver competitive advantages for AV fleet operators by providing real-time passenger & delivery vehicle monitoring and control, for public and private mobility markets.

Guident has built and operates its first Remote Monitoring and Control Centre for ground-based delivery devices and AVs in Boca Raton, State of Florida. Recent state law requires back-up, human remote monitoring for AVs when a safety driver is not present in the vehicle. This is a critical path to enable the commercial introduction of driverless AVs in Florida and is likely to be required in other jurisdictions. In 2022 they successfully won their first contract to provide RMCC services to the Jacksonville Transportation Authority. The have also recently executed an LOE to provide RMCC services for the Boca Raton Innovation Campus (see image below).

Guident also offers an additional patented technology enabling OEM's to increase the range of their electric vehicles with electromagnetic regenerative shock absorbers. This technology received the R&D 100 Award by R&D Magazine, for one of the 100 most significant technology innovations of the year from around the world. Guident has designed and manufactured the first generation of their regenerative shocks and is currently testing them with several Tier-1 automotive companies.

Tekcapital ownership of Guident Ltd	~100%

Boca Raton Innovation Campus & Shuttle Map



PORTFOLIO REVIEW

GUIDENT APPOINTED HARALD BRAUN AS ITS CHAIRMAN & CEO. MR. BRAUN HAS SERVED AS CEO OF SIEMENES NETWORK USA (NYSE: SI) AND AVIAT NETWORKS (NASDAQ: AVNW). HE SERVED ALSO AS A SENIOR EXECUTE AT NOKIA SIEMENSE NETWORKS, NORTH AMERICA.

ON 6TH DECEMBER 2018 GUIDENT LTD APPOINTED JOHAN DE NYSSCHEN AS A DIRECTOR. JOHAN PREVIOUSLY SERVED AS COO OF VW NORTH AMERICA, EXECUTIVE VICE PRESIDENT OF GENERAL MOTORS AND PRESIDENT OF THE CADILLAC MOTOR DIVISION, PRESIDENT OF INFINITI MOTOR COMPANY LTD, PRESIDENT OF AUDI OF AMERICA INC., AND PRESIDENT OF AUDI JAPAN.

ON 14TH JANUARY, 2019 GUIDENT LTD APPOINTED DANIEL GROSSMAN AS A DIRECTOR. HE RECENTLY SERVED AS CEO OF CHARIOT. PREVIOUSLY, DAN HELPED CREATE GENERAL MOTORS' MOBILITY DIVISION, "MAVEN", AND LED ALL OPERATIONS AS COO, AND WAS A VICE PRESIDENT AT ZIPCAR, WHERE HE HELPED PIONEER THE BRAND GLOBALLY. ZIPCAR WAS SUBSEQUENTLY SOLD TO AVIS-BUDGET FOR ~ $500M.

STRATEGIC REPORT

CHAIRMAN'S SUMMARY

Tekcapital brings new scientific innovations from lab to market to enhance safety and health and improve the quality of life of the customers we serve. In the past year, thankfully, all of our portfolio companies have made significant advancements. Belluscura expanded production, distribution and sales of its portable O2 concentrator, Innovative Eyewear completed an IPO on the Nasdaq and licensed the Nautica and Eddie Bauer brands for smart eyewear, MicroSalt expanded sales of their SaltMe! crisps to >1,000 retail locations throughout the US and they have launched the first full-flavour, low-sodium salt shakers, which have been on-boarded in more than 500 stores in the US. Additionally, Guident has landed its first customer, the Jacksonville Transportation Authority, for its remote monitoring and control service and has built and continues to test with Tier 1 companies its new regenerative shock absorbers for electric vehicles.

Working with purpose and drive, Tekcapital's portfolio companies are making a positive impact on the lives of the customers they serve.

KEY PORTFOLIO COMPANIES

Leveraging our proprietary global university network, we provide services to universities and companies to help them assess and commercialise their innovations. Utilising these services, we have built a valuable group of portfolio companies to commercialise select intellectual properties that if successfully commercialised could make a positive impact on people's lives. Our model is simple, we seek to couple commercialisation ready, compelling university IP with visionary management. We then invest our own capital and introduce exogenous sources of capital to help these companies grow. When we realise exits through trade sales or IPOs, the Group's goal is to distribute a portion of the proceeds as a special dividend to our shareholders.

Our current portfolio companies were all started by Tekcapital. Whilst few in number, they are diverse and span multiple sectors including food tech, autonomous vehicles, smart eyewear and respiratory medical devices. All of our portfolio companies have in our view, compelling intellectual properties, capable and inspired management and address $Billion+, fast growing markets. The entire team at Tekcapital is committed to helping these companies grow to achieve their full potential and value.

Microsalt is a food tech business that owns a patented process to produce micron sized salt.

These small crystals dissolve faster on the tongue, so you need to use less salt, whilst still having the same salty taste. Less salt means about 50% less sodium for most applications. Less sodium means a reduced likelihood of developing high blood pressure and heart disease, the world's number one cause of premature death.

In addition to its focus on B2B sales of MicroSalt® to snack food companies where the Company has made substantial progress, Microsalt has launched its own snack food brand called SaltMe!™. Additionally, MicroSalt has launched its low sodium salt in saltshakers during 2022. Approximately 500 supermarkets now carry theses better-for-you saltshakers.

Tekcapital owns approximately 97% of MicroSalt ltd which owns ~78% of MicroSalt Inc, its U.S. based subsidiary as of the date of this report.

Lucyd has built a smart eyewear business that combines technology with traditional eyewear.

In January 2021, Lucyd's US subsidiary Innovative Eyewear Inc launched Lucyd Lyte®, their most advanced and compelling Bluetooth® eyewear. This product combines proper prescription, designer glasses with Bluetooth technology that you can use to answer your phone, listen to music, and talk with Siri® or Alexa® or Google Voice. The product has initially been very well received and is available on multiple ecommerce sites and in >200 retail optical stores in 2022. Lucyd has developed and filed 62 U.S. utility and design patents covering their products. Innovative Eyewear Inc., a U.S. subsidiary of its portfolio Company Lucyd Ltd. Tekcapital owns 71% of the share capital of Innovative Eyewear, Inc. Innovative Eyewear shares are listed on the NASDAQ under ticker: LUCY.

STRATEGIC REPORT

Guident owns or holds the exclusive licence to eight patents and applications that we believe can improve the safety and efficiency of autonomous vehicles and land-based delivery devices.

Guident has demonstrated its beta remote monitoring and control system (RMCC) with ~38 msec latency which is believed to be amongst the lowest in the industry.

Guident has progressed with its B2B marketing program and seeks to develop partnerships with smart city operators, vehicle OEM's and fleet operators to provide remote tele-monitoring and control centres for autonomous vehicles and fleet operators. To this end it has secured its first contract to provide the RMCC service with the Jacksonville Transportation Authority and has signed a letter of intent to provide its RMCC service to the Boca Raton Innovation Campus, a 1.7m sq ft real estate campus on 123 acres in Boca Raton, Florida.

According to Research and Markets[1], the global market for autonomous last mile delivery is projected to reach US$5.9 billion by 2030 at CAGR of 23.5%.
Additionally, Guident has a acquired an exciting, new regenerative shock absorber technology, to help extend the range of electric vehicles. Guident has fabricated prototypes of these regenerative shocks for and is testing them with several Tier 1 companies. Tekcapital owns 100% of Guident and 91% of its U.S. subsidiary Guident Corporation as of 31 December 2022.

Belluscura has developed and sells an improved portable oxygen concentrator to provide on-the-go supplemental O^2 (oxygen), with user replaceable filter cartridges.

When a patient's disease progresses, they now can upgrade the filter cartridge to provide more liters of O^2 per minute, like adding memory on a laptop, rather than having to replace an expensive medical device. These cost savings will be beneficial to patients and insurance companies and should help make portable respiratory devices more affordable which is core to Belluscura's mission. Belluscura filed for and received 510(K) clearance from the US FDA in March 2021.

FINANCIAL PERFORMANCE

- Net Assets US$57.8m (2021: US$68.1m)
- NAV per share US$0.38 (2021: US$0.48)
- Portfolio valuation US$54.9m (2021: US$62.5m)
- Total loss after tax: US$12.7m (2021: profit of US$26.4m), resulting primarily from net unrealised fair value reduction of US$11.0m
- Share placing totalling US$2.5m completed during the period (2021: US$9.8m).

Fundraisings during the period

Early-stage businesses facing large market opportunities need talent, technology and capital to succeed. To help address this we completed the following fundraises in 2022.

On 25 May 2022 Tekcapital announced that it has raised a total of £2 million (c.US$2.5m) before expenses, in an oversubscribed placing from existing and new shareholders, by way of the issue of, in aggregate, 8,000,000 new ordinary shares of 0.4 pence each in the Company at 25 pence per share.

The net proceeds of the Placing were primarily used to accelerate the growth of the Company's portfolio companies. The Placing was undertaken by the Company 's broker SP Angel Corporate Finance LLP.

SOURCE
[1] https://www.businesswire.com/news/home/20230329005522/en/Global-Autonomous-Last-Mile-Delivery-Market-Report-2023-Sector-to-Reach-5.9-Billion-by-2030-at-a-CAGR-of-23.5---ResearchAndMarkets.com

STRATEGIC REPORT

PRINCIPAL RISKS AND UNCERTAINTIES

The specific financial risks are discussed in the notes to the financial statements. Other risks are as follows:

We believe the principal financial risks and benefits of the business relate to the value and performance of the Group's portfolio companies. We believe that the fair value of each portfolio Company is a time dependent valuation that may become impaired if the business does not achieve it milestones, growth trajectory, product development goals, market acceptance, capital raises or other key performance metrics. Individually and as a group our portfolio companies have a material impact on our financial performance.

- The risk of individual portfolio Company negative performance, in the future, may be ameliorated, as our portfolio becomes more mature, and when our portfolio companies develop significant capital reserves, predictable revenues and have demonstrated significant increases in value. Management's strategy of early detection and remediation includes continuous monitoring of sales performance, expenses and capital requirements as well as ongoing assistance in strategic planning and fundraising activities, amongst others.
- The principal operational risk of the business is management's ability to assist our portfolio companies in achieving their goals and ultimate exits whilst having a small team and an additional goal of increasing our service revenues. Management's strategy of early detection and remediation includes continuous monitoring of sales performance and expenses, intellectual property position and strategic direction, as well as ongoing assistance in executive and board recruitment, IP acquisition and fundraising activities, amongst others.
- The Group is dependent on its executive team and directors for its operations and ultimate success and there can be no assurance that it will be able to retain the services of these key personnel in the future. Management's strategy includes regular review of performance and compensation strategy to help improve retention of talent along with executive requirement to expand the depth of our management bench.
- The current barbaric and senseless Russian invasion of Ukraine has not had a material impact on our business to-date, as far as we can discern, as we do not have direct business exposure to either Russia or the Ukraine. However, over time the conflict may contribute to inflation of energy costs and supply chain disruption which could increase the cost and complexity of sourcing components for some of our portfolio companies. Additionally, due to the conflict and the uncertainty it has introduced to the capital markets, small cap stocks worldwide have felt the pinch, and this can be seen in Belluscura's and Innovative Eyewear's share prices at the end of the period.

CURRENT TRADING AND OUTLOOK

We are enthusiastic about the development of Tekcapital's portfolio companies, their performance to-date and their prospects to significantly expand in 2023. The Board is confident that continued investment in our non-quoted portfolio companies remains the right approach for potential long-term value creation. Additionally, we are currently exploring additional funding for our non-quoted, portfolio companies, to accelerate growth for these companies.

Whilst the Company is progressing very well, investors should note that net asset values will fluctuate from period to period due to individual portfolio Company performance, valuations and changes in market conditions and macro-economic financial conditions, and that material changes in the value of our portfolio companies can have a significant impact on our NAV, revenue, income and future prospects.

We are grateful for the patience and support of our shareholders. We are also sincerely appreciative of our dedicated, creative and incredibly hardworking portfolio companies and our corporate team, without whom, none of the results reported herein would be possible.

STRATEGIC REPORT

SECTION 172 (1) STATEMENT

Our Board ensures that all decisions are taken for the long term, and collectively and individually aims to always uphold the highest standard of conduct. Similarly, our Board acknowledges that the business can only grow and prosper over the long-term if it understands and respects the views and needs of the Company's investors, customers, employees, suppliers and other stakeholders to whom we are accountable, as well as the environment we operate within. When making decisions, each director ensures that they act in the way that would most likely promote the Company's success for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the following matters:

a) The likely consequences of any decision in the long term

In line with our strategy, Tekcapital plc's purpose is to find and invest in exciting new discoveries from our global university network that can enhance people's lives. We believe that when you couple commercialisation ready, compelling university IP with strong senior management, vibrant companies will likely emerge. When we realise exits the Group's goal is to distribute a portion of the proceeds as a special dividend to our shareholders.

With this in mind, we apply the same high standards of responsible stewardship to our businesses as if we were to own them forever, and it is this approach to decision making that requires the Directors to have regard to the likely consequences of decisions in the long-term.

The long term decision making and strategy also considers consequences of climate change, such as changes in extreme and unpredictable weather. The Board considers the potential impacts of the climate change related disruptions on business operations of Tekcapital Group and its portfolio companies as they relate to supply chain, customer demand and business operations as these risks may affect future investment decisions.

b) The interests of the Company's employees

The Board strives to maintain and develop a culture where everyone feels valued and included. The Board also considers the health, safety and wellbeing of all Tekcapital employees in every day decisions. Feedback from employees is actively encouraged and is considered a key driver in developing our business activities, processes and workplace environment. Initiatives to encourage wellbeing are well established and continue to evolve and are strongly influenced by the workforce. Professional and personal development of employees is viewed as fundamental to the continued success of the Company.

c) The need to foster the Company's business relationships with suppliers, customers and others

The Board ensures that the Company 's mission is focused on improving the world with university discoveries, and focuses on innovations that, if successful, can improve the quality of life of customers we serve.
The Board recognises that it is crucial that we deliver a reliable service to our customers and maintain excellent relationships with suppliers.

d) The impact of the Company's operations on the community and the environment

In their decision making, the Directors need to have regard the impact of the Company's operations on the community and environment. The Board plays a constructive role in tackling issues through engagement and making sure the Company's investments focus on improving quality of life and attempt to solve significant health and safety problems facing communities. The Board also considers impact of Company's investment decisions on the environment as part of screening process.

e) The desirability of the Company maintaining a reputation for high standards of business conduct
The Board recognises that culture, values and standards are key contributors to how a Company creates and sustains value over the longer term, and to enable it to maintain a reputation for high standards of business conduct. High standards of business conduct guide and assist in the Board's decision making, and in doing so, help promote the Company's success, recognising, amongst other things, the likely consequences of any decision in the long-term and wider stakeholder considerations. The standards set by the Board mandate certain requirements and behaviour with regards to the activities of the Directors, the Group's employees and others associated with the Group.

f) The need to act fairly as between members of the Company
The Company has one class of ordinary shares, which have the same rights as regards voting, distributions and on a liquidation. Management are also significant shareholders in the Company, holding approximately 6% of the register, together putting them in the top 3 shareholders of the Company . On this basis the Board feels that the executive Directors are fully aligned with shareholders.

g) Innovative Eyewear Inc listing
Consistent with the Board's policy to seek exits, when practicable, for our portfolio companies either through trade sales or public listings we supported Innovative's listing and converted the majority of our convertible loan note at the time of the offering.

h) Microsalt Ltd listing
We have initiated the process for listing of Microsalt Ltd's shares to enhance its ability to raise capital and compete effectively in the sodium reduction market. The listing, if successful, will enhance the Company's ability to recruit experienced managers by being able to offer associates stock options grants with a near-term path towards monetisation.

i) Fundraising activities
During the course of the period, Tekcapital plc consummated one fundraise for dual reason of continued investment in our portfolio companies and to increase our available working capital. The former reason is consistent with board policies mentioned in our 2021 report.

We are enthusiastic about the development of Tekcapital's portfolio companies, their performance to-date and their prospects to significantly expand in 2023. The Board is confident that continued investment in our portfolio companies remains the right approach for potential long-term value creation. Additionally, we are currently exploring early-stage venture funding for Guident to accelerate growth further.

j) Greenhouse Gas Emissions
The 2018 Regulations introduced requirements under Part 15 of the Companies Act 2006 for an enhanced group of companies, which are defined as large by the Companies Act 2006, to disclose their annual energy use and greenhouse gas emissions, and related information. The group is not currently defined as large, but it has chosen to apply the 2018 Regulations. Tekcapital plc itself consumes less than 40MWh and therefore is a low energy user, which negates the need to make detailed disclosures of its energy and carbon information. Furthermore and taking account of this, it has applied the option permitted by the 2018 Regulations to exclude any energy and carbon information relating to its subsidiaries where the subsidiary would not itself be obliged to include if reporting on its own account; this applies to all subsidiaries within the group.

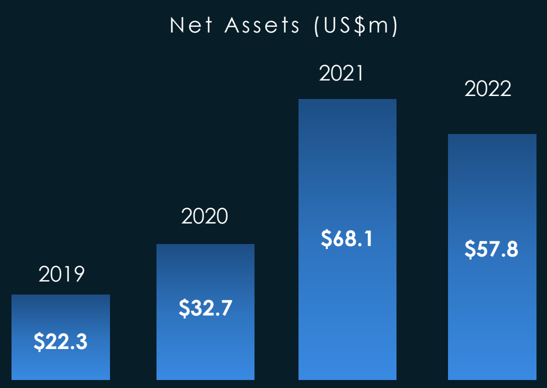
On the basis of the above, the members of the Board consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006) in the decisions taken during the period ended 31 December 2022.

STRATEGIC REPORT: FINANCIAL REVIEW & KEY PERFORMANCE INDICATORS

THE KEY PERFORMANCE INDICATORS (KPIs) FOR THE GROUP

The Key Performance Indicators (KPIs) listed below represent those that are typically applied to companies that seek to commercialise university technologies and serve as a starting point for evaluating the Group's performance:

KPI	DESCRIPTION	2022	2021
FAIR VALUE OF THE PORTFOLIO	Updated value of portfolio companies using costs, independent valuations or observed third party investments	$54.9m	$62.5m
TOTAL INCOME	Total income including revenue from services, fair value gains, and other income	($10.0m)	$29.2m
PROFIT	After tax (loss)/profit	($12.7m)	$26.4m
NET ASSETS PER SHARE	Total assets minus total liabilities per share	$0.38	$0.48



Key Performance Indicators showed slight deterioration in 2022, with vast majority of the changes attributable to capital market fluctuations in the price of Innovative Eyewear and Belluscura publicly listed shares. The Group's cash position at the end of the period is US$0.6m (2021: US$3.5m) with modest liabilities as costs have been settled without delay using available funds and post period fundraise of GBP 2.25m completed in February 2023 and GBP 2m in April 2023. The Group had no debt as of 31 December 2022 (2021: US$nil).

Directors do not believe there are any material environmental issues that need to be reflected in our KPIs for 2022.
The Group has received a R&D Tax Relief Credit of US$79,638 (2021: US$90,928) in connection to the following R&D activities:

- The design and development of a unique and first of a kind Innovation Discovery Network solution, developed to facilitate an improved university technology search engine;
- The Report Builder to develop and test new invention report templates and revamp the invention evaluator bespoke software;
- The Invention Evaluator migration and integration with bespoke customer portal.

The Strategic Report was approved by the Board of Directors on 25 May 2023.

Clifford M. Gross, Ph.D.
Chairman and CEO

25 May 2023

BOARD OF DIRECTORS

Cliff Gross is a successful executive with more than 25 years of leadership experience in academia and business. He is passionate about commercialization of university discoveries to improve the quality of life. He founded three companies (Biomechanics Corp., UTEK & Tekcapital) which subsequently listed, where he served as CEO and Chairman and co-founded numerous private companies including HumanCAD, Microsalt, Belluscura, Lucyd and Guident. Previously he was President and CEO of Innovacorp, the provincial venture capital fund of Nova Scotia. Cliff was Acting Director of the graduate program in Biomechanics and Ergonomics at New York University, Chairman of the Nelson Rockefeller Department of Biomechanics at the New York Institute of Technology and Research Professor at the University of South Florida. He has authored several books including Too Good to Fail: Creating Marketplace Value from the World's Brightest Minds and is a named inventor on more than 30 issued patents. A number of the ergonomic products he has developed became significant commercial successes including the DeWalt Cordless Drill for Black & Decker, The Parachute Chair for Knoll, the ergonomic mouse for Logitech, HumanCAD, the first PC-based human CAD software, and the flexible back belt, which is used to reduce back stress for individuals worldwide. Several of his products were included in a Smithsonian exhibit on ergonomic design. Cliff is a Fellow of the National Academy of Inventors. He received his Ph.D. from New York University and an executive MBA from Oxford University.

Robert Miller practiced at the Mayo Clinic for twenty years, serving as a Physician-Executive before retiring as an Emeritus Professor in 2019. He served as Vice Chair of the national Mayo Clinic Cancer Center Practice Committee, overseeing cancer care delivery at all of Mayo's national sites, and was Medical Director Particle Therapy at Mayo Clinic Florida where America's first carbon ion radiotherapy facility is being built. He also previously served as Vice Chairman of the Board of Trustees of the Mayo Clinic Health System – Albert Lea and Austin. He is the author of over 190 peer-reviewed papers. Robert has successfully led a series of national, NIH funded Phase III clinical trials searching for new pharmaceutical solutions to reduce symptoms of cancer therapy. He is currently Director of Radiation Oncology at the University of Tennessee in Knoxville, Tennessee. Robert began his scientific career as a medical physicist at the University of Kentucky, before going on to graduate from medical school at the University of Kentucky. Robert also received an MBA from Oxford University. He recently served as Director of Radiation Oncology at the University of Tennessee in Knoxville, Tennessee.

The Rt Hon Lord Willetts FRS is Chair of the UK Space Agency's Board, President of the Resolution Foundation and former Minister for Universities and Science. He served as the Member of Parliament for Havant (1992-2015), and previously worked at HM Treasury and the No. 10 Policy Unit. Lord Willetts is a visiting Professor at King's College London, Governor of the Ditchley Foundation, former Chair of the British Science Association and a member of the Council of the Institute for Fiscal Studies. He is also an Honorary Fellow of Nuffield College, Oxford. Lord Willetts has written widely on economic and social policy. His book 'The Pinch', which focused on intergenerational equity, was published in 2010, and he recently published 'A University Education'. Lord Willetts is a graduate of Oxford University and has been awarded numerous honorary doctorates.

Louis Castro has over 30 years' experience in investment banking and broking both in the UK and overseas. Most recently he was the Chief Financial Officer at Eland Oil & Gas, a mid –cap quoted Company . Previously he was Chief Executive of Northland Capital Partners in London and before this was Head of Corporate Finance at Matrix Corporate Capital and at Insinger de Beaufort. He started his career by qualifying as a Chartered Accountant with Coopers & Lybrand (now PWC). Louis chairs the Audit Committee and is a member of the Remuneration Committee. He is a Fellow of the Institute of Chartered Accountants In England and Wales and has a Double Degree in Engineering Production & Economics from Birmingham University.

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Investor Relations
Flagstaff Strategic and Investor Communications
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London EC2V 8AU

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

PRINCIPAL ACTIVITIES

The principal activity of the Group and the parent Company is that of an investment entity.

RESULTS AND DIVIDENDS

The results for the period are set out in the consolidated statement of comprehensive income on page 46. No dividend was declared or paid during the period ended 31 December 2022 (2021: $nil).

DIRECTORS

The following Directors held office during the period:
Clifford M Gross, Ph.D.
Robert Miller, M.D.
Louis Castro, FCA
The RT Hon Lord David Willetts FRS

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the financial statements in accordance with applicable laws and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK-adopted International Financial Reporting Standards adopted by the Companies Act 2006 ("UK-adopted IFRS") and those parts of the Companies Act 2006 relevant to companies which apply 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 state of affairs of the Company and of the profit or loss of the Company for that year. In preparing those financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors 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.

Each of the current Directors, whose names are listed in the Directors' report on this page of the financial statements confirm that, to the best of each person's knowledge and belief:

- the financial statements, prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit (or loss) of the Group and Company; and
- the chairman's statement contained in the annual financial statements includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face.

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

GOING CONCERN

The Group meets its day to day working capital requirements through its service offerings, cash at bank, monies raised in follow-on offerings and realisation of its investments. The Group's forecasts and projections indicate that the Group has sufficient cash reserves to operate within the level of its current facilities.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

The Group has access to equity markets if it seeks additional funds. At the time of approving the accounts after making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

See Note 2.1.2 for additional information on Going Concern.

FUTURE DEVELOPMENTS

No changes in the nature of the business is expected in the foreseeable future.
Information has been included in the strategic report in relation to disclosures under S414C(11) of the Companies Act 2006.

AUDIT COMMITTEE

The Board operates an Audit Committee, chaired by Louis Castro. This Committee carries out duties as set out in the AIM Admission Document, supervising the financial and reporting arrangements of the Group. During the period, no issues arose that the Directors consider appropriate to disclose in their Report. The audit committee met 3 times during the period.

REMUNERATION COMMITTEE

The Board has delegated to its Remuneration Committee, chaired by Dr Robert Miller, certain responsibilities in respect of the remuneration of senior executives. During the period, no issues arose that the Directors consider appropriate to disclose in their Report. The remuneration committee met 3 times during the period.

DIRECTORS' EMOLUMENTS

	Salary & fees* US $	Benefits in kind US $	Bonus US $	2022 Total US $	2021 Total US $
Clifford M Gross	250,889	29,833	250,000	**530,722**	404,923
Robert Miller	23,261	-	-	**23,261**	25,183
Louis Castro	44,804	-	-	**44,804**	41,312
Lord David Willetts	36,714	-	-	**36,714**	33,049
	355,668	29,833	250,000	**635,501**	504,467

*excludes Directors National Insurance of US$26,551.

The Director's proportion of the share option expense was US$62,747 (2021: US$20,000). The Group did not make any contributions to a pension scheme in the period ended 31 December 2022 (2021: Nil). The Directors' beneficial interests in shares is set out below:

	2022 No of Shares	2021 No of Shares	2022 No of Options	2021 No of Options
Clifford M Gross	**8,657,500**	**8,657,500**	3,000,000	3,000,000
Lord David Willetts	**-**	**-**	100,000	100,000
Robert Miller	**2,664**	**2,664**	200,000	200,000

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

Please note the above figure for Clifford M Gross does not include 100,000 shares held by both of Dr. Gross's adult children who are not considered a PCA as defined in the Article 3(1)(26) of the UK Market Abuse Regulation.

The details of the options held by each director at 31 December 2022 are as follows:

	No of Options	Exercise Price	Grant Date	Date from which exercisable	Life
Clifford M Gross	3,000,000	£0.12	28-Aug-20	Special Conditions*	5 Years
Robert Miller	100,000	£0.081	30-Aug-19	Special Conditions**	5 Years
	100,000	£0.19	16-Jun-21	Special Conditions**	5 Years
Lord David Willetts	100,000	£0.0525	6-Jan-20	Special Conditions**	5 Years
	100,000	0.19	16-Jun-21	Special Conditions**	5 Years

* The options vest in three equal annual instalments from the date of grant and there is a special condition which means the options will vest when the closing price for a share has been traded at more than 50 pence (sterling) for ten consecutive trading days.

** The options shall vest when the net asset value, as stated in the annual consolidated accounts, meets, or exceeds USD$20.53m during the 36 months after the grant date. The threshold shall be re-tested when each set of accounts published during the 36 months are finalised.

An additional 525,000 options were held by Harrison Gross, family member of Dr. Clifford Gross.

Directors' Indemnity Arrangements

The Group has made qualifying third party indemnity provisions for the benefit of the Directors, which were made during the period and remain in force at the date of this report.

The Group has purchased and maintained throughout the period Directors & Officers liability insurance in respect of itself and its Directors.

Principal Risks and Uncertainties

Please refer to strategic report.

Post Balance Sheet Events

For further details, please refer to note 26 in the notes to the accounts. Information has been included in the strategic report under S414C(11).

For activities in field of research and development, please refer to Strategic report.

For financial instruments risks, please refer to Note 3.1 of the Notes to the Financial Statements.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022 ON CORPORATE GOVERNANCE

The Tekcapital board is committed to maintaining high standards of corporate governance. In accordance with AIM Rule 26, AIM quoted companies are required to adopt and give details of the corporate governance code which they have adopted and to show how they are following it. The board has adopted the Quoted Companies Alliance's (QCA) Corporate Governance Code for small and mid-size quoted companies (the "QCA Code").

Of the recognized codes generally adhered to by AIM companies, the QCA Code has been drafted with smaller businesses in mind, with a pragmatic and principles-based approach. It was therefore deemed by the board to be the most suitable.

Solid corporate governance is the foundation on which the business is managed, and this is supported by the range of talents of the directors. Biographies of the directors appear on page 30 and demonstrate a range of experience and caliber to bring the right level of independent judgment to Tekcapital's business. Ensuring financial strength alongside the growth of portfolio businesses are key guiding principles, supported by an effort to ensure solid communication with shareholders.

The chairman is responsible for leading the board and for its overall effectiveness in directing the group. They ensure that the board implements, maintains and communicates effective corporate governance processes and promotes a culture of openness and debate designed to foster a positive governance culture throughout the group.

The board is responsible for the group's system of internal control and for reviewing its effectiveness. Such a system can only provide reasonable, but not absolute, assurance against material misstatement or loss. The board believes that the group has internal control systems in place appropriate to the size and nature of its business. The board is satisfied that the scale of the group's activities does not warrant the establishment of an internal audit function.

The board is also responsible for identifying the major business risks faced by the group and for determining the appropriate course of action to manage those risks. Formal meetings are held quarterly to review strategy, management and performance of the group, with additional meetings between those dates convened as necessary. During 2022, all directors attended all quarterly meetings either in person or by conference call. The QCA Code identifies ten principles that focus on the pursuit of medium- to long-term value for shareholders without stifling entrepreneurial spirit. Tekcapital's adoption of the QCA principles is summarized in the table below. Further details are made available on our website at https://www.tekcapital.com/investors/#section-ecc78d7-5.

No	QCA principle	Tekcapital adoption
1	Establish a strategy and business model which promote long-term value for shareholders	Tekcapital's mission is to transform university discoveries into valuable products. Our investment objective is to achieve long-term growth of net assets and returns on invested capital through the commercialisation of university discoveries that can make a positive impact on people's lives. We believe the combination of these factors will maximize long-term value for shareholders. The Board also considers long term impact of climate change and related violent climate events' impact on different business verticals during investment decision process. The Board also considers factors such as impact of supply chain, manufacturing, CO2 emission, health implications of each potential investee's product/service on the environment and society as a whole as part of investment screening process.
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 institutional presentations. The Chairman and CEO are the primary contacts for investor interaction alongside SP Angel.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022 ON CORPORATE GOVERNANCE

No	QCA principle	Tekcapital adoption
3	Take into account wider stakeholder and social responsibilities and their implications for long-term success	Tekcapital's culture is very open and this includes reaching out and seeking feedback and insights from our various stakeholders. In addition to the investor outreach described above, key practical elements of this philosophy for other stakeholders include having a flat organization with few tiers of management, meeting regularly; all-hands communications via web-meetings; engagement with portfolio companies through regular meetings, satisfaction surveys.
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 group and for determining the appropriate course of action to manage those risks. The board has adopted a framework for the effective identification, assessment, and management of risks to the achievement of corporate objectives. The risks that the board consider to be principal risks to the group's business and how they are mitigated are set out on page 28 of 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. The board is made up of one executive director and three non-executive directors. The non-executive directors are mature, experienced and independent persons who have each succeeded in their own businesses and are not dependent upon income from the group, and they include: Louis Castro, FCA, Lt Hon Lord David Willets and Robert Miller. They have developed a strong and detailed understanding of the business, and are prepared and able to intervene and challenge the executive 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 on page 32 of this report. These demonstrate that our team collectively has the necessary skills and experiences, as well as the required caliber, to carry out the group's strategy and business model effectively. The non-executive directors comprise an investment specialist, a professor and pharmaceuticals specialist, and a former minister for universities and science. All three have experience of working in a public Company environment.
7	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	A board self-evaluation process led by the chairman takes place every three years, using a QCA-sponsored questionnaire and process. Low scoring or divergent scoring responses are discussed, with gaps and actions for improvement identified.
8	Promote a corporate culture that is based on ethical values and behaviours	Tekcapital's core values statement and guiding principles, developed by the extended management team, support the group's culture with a strong footing in ethical values. These are reinforced in the staff handbook and the staff appraisal and development process, which formally embeds cultural and ethical considerations as part of each employee's self-evaluation.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

No	QCA principle	Tekcapital adoption
9	Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	Formal board meetings are held quarterly to review strategy, management and performance of the group, with additional meetings between those dates convened as necessary. We have two board committees, the Audit Committee and the Remuneration Committee.
10	Communicate how the Company is governed and is performing by maintaining a dialog with shareholders and other relevant stakeholders	The group's approach to investor and shareholder engagement is described under Principle 2 above. Annual reports, Annual General Meeting notices, regulatory announcements, trading updates and other governance-related are available from the group's website.

INDEPENDENT AUDITORS

MHA were appointed as auditor to the Group and the Company and in accordance with section 485 of the Companies Act 2006. Following a rebranding exercise on 15 May 2023 the trading name of the company's independent auditor changed from MHA MacIntyre Hudson to MHA. A resolution to reappoint MHA as independent auditor will be proposed at the next Annual General Meeting.

Statement of disclosure of information to auditors

Each of the persons who was a Director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By order of the Board of Directors and signed on behalf of the Board

Louis Castro
Director
25 May 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL 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 Tekcapital plc. For the purposes of the table on page 41 that sets out the key audit matter and how our audit addressed the key audit matter, the terms "we" and "our" refer to MHA. The Group financial statements, as defined below, consolidate the accounts of Tekcapital plc and its subsidiaries (the "Group"). The "Parent Company" is defined as Tekcapital plc, as an individual entity. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

OPINION

We have audited the financial statements of Tekcapital plc for the period ended 31 December 2022.

The financial statements that we have audited comprise:

- the Consolidated Statement of Comprehensive Income
- the Consolidated Statement of Financial Position
- the Consolidated Statement of Changes in Equity
- the Consolidated Statement of Cash Flows
- Notes to the consolidated financial statements, including significant accounting policies
- the Company Statement of Financial Position
- the Company Statement of Changes in Equity and
- Notes to the company financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion,

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2022 and of the Group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Audit Committee.

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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

CONCLUSIONS RELATING TO GOING CONCERN

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 Group's and the Parent Company's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the group and parent company's operations and specifically its business model and the evaluation of how those risks might impact on the Group and Parent Company's available financial resources.
- Evaluating the directors' assessment of the group's ability to continue as a going concern, including an examination of cash flow forecasts, challenging the underlying data and key assumptions in those forecasts, being the level of sales, operating expenses and planned funding for investments, used to make the assessment and comparing these to historical performance and post period-end information.
- Examining management's budgets and forecasts and their basis of preparation, including review and assessment of the model's appropriateness, mechanical accuracy and the reasonableness of assumptions included within, including sensitivity analysis on key cash changes from movements in key assumptions.
- Consideration of availability of funds required to settle obligations, as they fall due, during the going concern review period. Assessing the reasonableness and practicality of the mitigation measures identified by management in their conservative case scenario and considered by them in arriving at their conclusions about the existence of any uncertainties in respect of going concern.
- Additionally, we reviewed and challenged management's budgets and forecasts to assess the reasonableness of the economic assumptions in light of the impact of the current macro-economic environment and the effects on the group's solvency and liquidity position.
- Viability assessments at Group and Parent Company levels, including consideration of reserve levels and business plans.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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 Group, including the Parent Company, and its environment, including the Group'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	2022	2021	
Group	$420k	$400k	0.75% of total assets (2021: 1% of total assets prior to any proposed uplift in the fair value of investments in the current period).
Parent Company	$188k	$160k	0.75% of total assets (2021: 1% of total assets prior to any proposed uplift in the fair value of investments in the current period).

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

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 period 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.

Valuation of investments in unquoted companies	
Key audit matter description	*Refer to Note 2.4 – Accounting policies and Note 12 – Financial Assets at fair value through profit and loss.* As at 31 December 2022, the Group held investments in two unquoted companies: Microsalt Limited and Guident Limited. These investments make up 59.5% of the Group's total assets, by value, as at that date. The unquoted investments are held by Tekcapital Europe Limited, the Parent Company's wholly owned subsidiary. Unquoted investments are measured at fair value, which involves judgement. Due to the level of judgement involved in quantifying the value of unquoted investments, we determined this to be a key audit matter.
How the scope of our audit responded to the key audit matter	Our audit work included, but was not restricted to the following: • We assessed the appropriateness of the directors' accounting policy in respect of unquoted investments, in line with the requirements of the applicable accounting standards. • We reconciled management's valuation methodology to the accounting policies and to the requirements of IFRS 13 'Fair Value Measurement'. • We involved third party valuation experts to critically assess management's valuation methodology. • We audited management's valuation assessment, interrogating both assumptions used, the valuation methodology and the mechanics of the model. • We re-performed calculations to ensure numerical accuracy. • We performed a review of the valuations sensitivity to the discount rates and other key areas of estimation and reviewed the sensitivity disclosure calculations. • We reviewed documentation related to the raising of capital of the relevant investment entities, to ascertain existence of any observable transactions and understand their relevance to the valuations. • We reconciled the fair value movements to the financial statements. • We reviewed the appropriateness of the Group's disclosures within the financial statements in relation to critical accounting judgements, valuation methodology, key valuation inputs and valuation uncertainty.
Key observations communicated to the Group's Audit Committee	Based on our audit work detailed above, we confirm that we have nothing material to report, and or draw attention to in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

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 Group was set at $420,000 (2021: $400,000) which was determined on the basis of 0.75% of the Group's total assets. The initial assessment of overall materiality was made with reference to draft figures for the value of gross assets. Upon finalisation of the financial statements, the gross assets amount had increased but we elected to retain our initial materiality value rather than reassess (2021: 1% of the Group's total assets calculated prior to any proposed uplift in the fair value of investments in the current period). Materiality in respect of the Parent Company was set at Us$188,000 (2021: US$160,000), determined on the basis of 0.75% of the Parent Company's total assets (2021: 1% of the Parent Company's total assets calculated prior to any proposed uplift in the fair value of investments in the current period). Total assets were deemed to be the most appropriate benchmark to set materiality. The Group's assets are principally made up of investments in portfolio companies. The potential future earnings of the investee entities is best reflected in the carrying value of investments, which is primarily what the users of the financial statements are interested in.

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 Group was set at $294,000 (2021: $280,000) and at $131,600 (2021: $112,000) for the Parent Company which represents 70% (2021: 70%) 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 $21,000 and $9,400 in respect of the Group and Parent Company respectively to the Audit Committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

OVERVIEW OF THE SCOPE OF THE GROUP AND PARENT COMPANY AUDITS

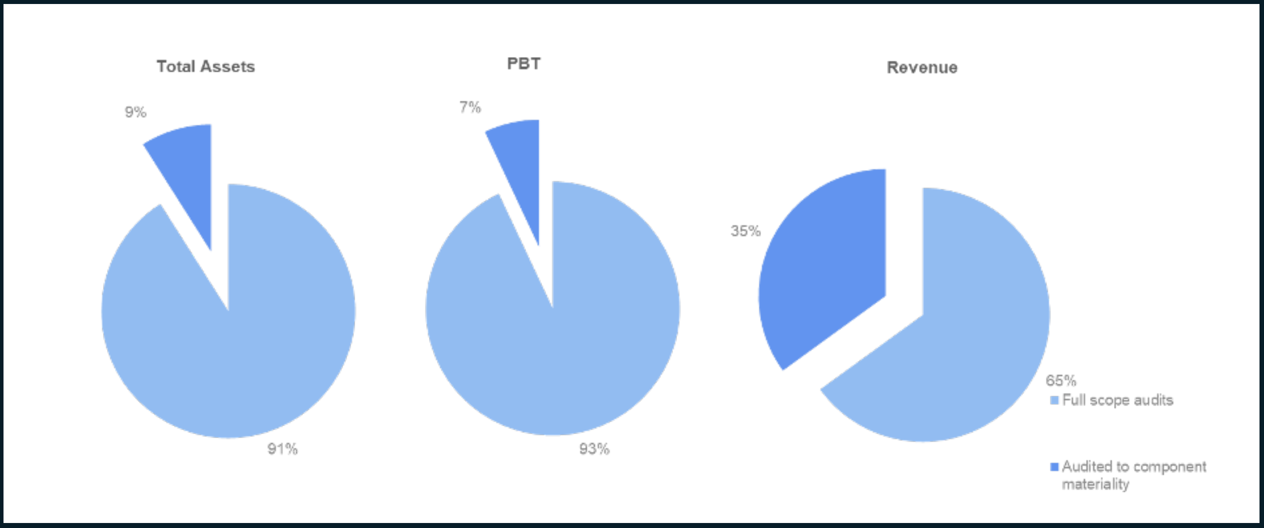
Our assessment of audit risk, evaluation of materiality and our determination of performance materiality sets our audit scope for each company within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. This assessment takes into account the size, risk profile, organisation / distribution and effectiveness of group-wide controls, changes in the business environment and other factors such as recent internal audit results when assessing the level of work to be performed at each component.

In assessing the risk of material misstatement to the consolidated financial statements, and to ensure we had adequate quantitative and qualitative coverage of significant accounts in the consolidated financial statements we identified all 3 components in the UK and USA as representing the principal business units within the Group.

Full scope audits - Of the 3 components selected, audits of the complete financial information of Tekcapital Plc and Tekcapital Europe Limited were undertaken, these entities were selected based upon their size or risk characteristics.

Audited to component materiality - The final reporting component, Tekcapital LLC, was not considered to be a significant component of the group and thus specified procedures on all balances in excess of component materiality were undertaken.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC



THE CONTROL ENVIRONMENT
We evaluated the design and implementation of those internal controls of the Group, including the Parent Company, which are relevant to our audit, such as those relating to the financial reporting cycle. We also tested operating effectiveness but did not place reliance on this work.

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 period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

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 group's and the parent Company 's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS RESPONSIBILITIES FOR THE AUDIT OF 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 industry and sector, the control environment, business performance including remuneration policies and the Group's, including the Parent Company's, own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Group 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 , AIM listing rules and tax legislation.
- We enquired of the directors and management concerning the Group's and the Parent 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 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 related to management bias in accounting estimates, particularly in determining the valuation of investments in unquoted companies, or posting inappropriate journal entries to increase revenue or reduce costs.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TEKCAPITAL PLC

AUDIT RESPONSE TO RISKS IDENTIFIED

- we corroborated the results of our enquiries through our review of the minutes of the Group's and the Parent Company's audit committee meetings;
- 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 journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;
    - 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, in particular those relating to the valuation of investments in unquoted companies as reported in the key audit matter section of our report; and
    - obtaining confirmations from third parties to confirm existence of a sample of transactions and balances.
- 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, including experts, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

USE OF OUR REPORT

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Gandell FCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
25 May 2023

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2022

Group	Note	Period ended 31 December 2022 US $	Year ended 30 November 2021 US $
Continuing operations			
Revenue from services	6	**615,214**	815,989
Cost of sales		**(222,361)**	(263,923)
Changes in fair value on financial assets at fair value though profit or loss	12	**(10,978,372)**	28,096,340
Interest from financial assets at fair value through profit or loss	12	**286,583**	142,399
Operating expenses	7	**(2,524,496)**	(2,581,416)
Other income	6.1	**79,638**	161,094
Operating (loss)/profit and (loss)/profit before tax		**(12,743,794)**	26,370,483
Income tax expense	9	**(1,714)**	(1,813)
(Loss)/profit after tax for the period/year		**(12,745,508)**	26,368,670
Other comprehensive income*			
Translation of foreign operations		**(212,803)**	16,726
Total other comprehensive loss		**(212,803)**	16,726
Total comprehensive (loss)/income for the period/year		**(12,958,311)**	26,385,396
Earnings per share			
Basic earnings per share	10	**(0.09)**	0.22
Diluted earnings per share	10	**(0.08)**	0.21

* May be reclassified to profit or loss in future years.

All comprehensive income as presented above belongs to the owners of the Group.

The notes on pages 50 to 81 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2022

Group	Note	As at 31 December 2022 US$	As at 30 November 2021 US$
Assets			
Non-current assets			
Intangible assets	13	**242,940**	364,401
Financial assets at fair value through profit and loss	12	**56,184,146**	63,865,432
Property, plant and equipment	14	**9,969**	6,603
		56,437,055	64,236,436
Current assets			
Trade and other receivables	15	**1,088,043**	689,003
Cash and cash equivalents	16	**628,640**	3,543,762
		1,716,683	4,232,765
Total assets		**58,153,738**	68,469,201
Current liabilities			
Trade and other payables	19	**215,998**	237,651
Deferred revenue	20	**172,610**	169,283
		388,608	406,934
Total liabilities		**388,608**	406,934
Net assets		**57,765,130**	68,062,267
Equity attributable to owners of the Parent			
Ordinary shares	18	**839,723**	793,792
Share premium		**24,240,930**	21,793,644
Retained earnings		**32,682,276**	45,259,827
Translation reserve		**74,370**	287,173
Other Reserve		**(72,169)**	(72,169)
Total equity		**57,765,130**	68,062,267

The notes on pages 50 to 81 are an integral part of these financial statements.

The financial statements on pages 46 to 81 were approved and authorised for issue by the Board of Directors on 25 May 2023 and were signed on its behalf.

Louis Castro
Director

Dr Clifford M Gross
Chairman and CEO

Tekcapital PLC
registered number
08873361

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2022

		Attributable to equity holders of the parent company					
Group	**Note**	**Ordinary Shares US $**	**Share Premium US $**	**Translation Reserve US $**	**Other Reserve US $**	**Retained Earnings US $**	**Total Equity US $**
At 30 November 2020		**521,830**	**13,211,344**	**270,447**	**(72,169)**	**18,780,012**	**32,711,464**
Profit for the year		-	-	-	-	26,368,670	26,368,670
Other comprehensive income		-	-	16,726	-		16,726
Total comprehensive income for the year		**-**	**-**	**16,726**	**-**	**26,368,670**	**26,385,396**
Transactions with owners, recorded directly in equity							
Share issue	18	271,962	9,144,593	-	-	-	9,416,555
Cost of share issue		-	(562,293)	-	-	-	(562,293)
Share based payments	24	-	-	-	-	111,145	111,145
Total transactions with owners		**271,962**	**8,582,300**	**-**	**-**	**111,145**	**8,965,407**
At 30 November 2021		**793,792**	**21,793,644**	**287,173**	**(72,169)**	**45,259,827**	**68,062,267**
Loss for the period						(12,745,508)	(12,745,508)
Other comprehensive loss				(212,803)			(212,803)
Total comprehensive loss for the period		**-**	**-**	**(212,803)**	**-**	**(12,745,508)**	**(12,958,311)**
Transactions with owners, recorded directly in equity							-
Share issue	18	40,486	2,489,878	-	-	-	2,530,364
Cost of share issue		-	(142,839)	-	-	-	(142,839)
Share issue in share option exercise	18	5,445	100,247	-	-	-	105,692
Share based payments	24	-	-	-	-	167,957	167,957
Total transactions with owners		**45,931**	**2,447,286**	**-**	**-**	**167,957**	**2,661,174**
At 31 December 2022		**839,723**	**24,240,930**	**74,370**	**(72,169)**	**32,682,276**	**57,765,130**

Share premium - amount subscribed for share capital in excess of nominal value, net of directly attributable costs.

Translation reserve - foreign exchange differences recognized in other comprehensive income

Other reserve – historic other reserve outside of share premium, translation reserve and share premium

Retained earnings - cumulative net gains and losses recognised in the consolidated statement of comprehensive income, net of dividends paid.

The notes on pages 50 to 81 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2022

Group	Note	For the period ended 31 December 2022 US $	As restated* For the year ended 30 November 2021 US $
Cash flows from operating activities			
(Loss)/profit before income tax		**(12,743,794)**	26,370,483
Adjustments for			
- Impairment Loss		**37,584**	37,229
- Depreciation		**6,553**	8,843
- Amortisation		**83,877**	437,139
- Share based payment expense		**167,957**	111,145
- Movement in foreign exchange		**(220,080)**	77,435
- Movement in trade and other receivables		**(399,040)**	(41,565)
- Movement in financial assets at FVTP&L		**11,014,609**	(28,817,268)
- Management services		**(419,697)**	(372,679)
- Interest from financial assets at FVTP&L		**(286,583)**	(142,399)
- Deferred revenue movement		**3,326**	14,562
- Movement in trade and other payables		**(21,653)**	(10,291)
- Income tax paid		**(1,714)**	(1,813)
Net cash outflows from operating activities		**(2,778,655)**	(2,329,179)
Cash flows from investing activities			
Additions to financial assets at fair value through profit and loss	12	**(3,970,900)**	(3,453,260)
Proceeds from disposals of financial assets at fair value through profit and loss	12	**1,073,792**	-
Purchases of property, plant and equipment	14	**(9,919)**	(2,389)
Net cash outflows investing activities		**(2,907,027)**	(3,455,649)
Cash flows from financing activities			
Proceeds from issuance of ordinary shares		**2,636,056**	9,416,593
Costs of raising finance		**(142,839)**	(562,293)
Net cash inflows from financing activities		**2,493,217**	8,854,300
Net (decrease)/increase in cash and cash equivalents		**(3,192,465)**	3,069,472
Cash and cash equivalents at beginning of year	16	**3,543,762**	538,473
Exchange gains/(losses) on cash and cash equivalents		**277,343**	(64,183)
Cash and cash equivalents at end of period/year	16	**628,640**	3,543,762

*The prior year cash flow statement has been restated to reflect the reclassification between additions to financial assets at fair value through profit and loss to management services and interest from financial assets at FVTPL within operating cashflows. The total value of the reclassification was US$515,078.

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Tekcapital PLC (Companies House registration number: 08873361) is a Company incorporated in England and Wales and domiciled in the UK. The address of the registered office is detailed on page 32 of these financial statements. the Company is a public limited Company limited by shares, which listed on the AIM market of the London Stock Exchange in 2014. The principal activity of the Group is to provide universities and corporate clients with valuable technology transfer services. The Group also acquires exclusive licences to university technologies that it believes can positively impact people's lives, for subsequent commercialisation.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. During the period, the Group and the Company changed their accounting reference date from 30 November to 31 December to follow the accounting periods of portfolio companies. As a result, the consolidated financial statements of Tekcapital PLC have been prepared for the 13 month period to 31 December 2022. Comparative amounts presented in the Group and Company financial statements are for the 12 months ended 30 November 2021, and as such the amounts presented are not entirely comparable.

Amounts presented in this report are rounded to nearest US$1.

2. ACCOUNTING POLICIES

2.1 STATEMENT OF COMPLIANCE

The consolidated financial statements of Tekcapital PLC have been prepared in accordance with UK-adopted International Financial Reporting Standards. The consolidated financial statements have been prepared under the historical cost convention. The consolidated financial statements comprise the financial statements of Tekcapital plc and its subsidiaries, Tekcapital Europe Ltd and Tekcapital LLC.

The preparation of financial statements in accordance with UK-adopted International Financial Reporting Standards requires the use of certain critical accounting estimates. It requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2.1.1 GOING CONCERN

The financial statements have been prepared on a going concern basis.

The Group and Company meet its day to day working capital requirements through its service offerings, monetisation of quoted equity stakes and monies raised through issues of equity. As disclosed in note 26, the Group announced placings to raise £2,250,000 and £2,000,000 in February 2023 and April 2023 respectively. This has resulted in an increase in the Group's cash balance since the year end.

The Group's forecasts and projections indicate that the Group and Company have sufficient cash reserves to operate within the level of its current funds. The Group has no third party debt facilities.

The Directors have prepared detailed cash flow projections for the period to 30 May 2024 ("going concern assessment period"). The cash flow projections have been subjected to sensitivity analysis which demonstrate that the Group and Company will maintain a positive cash balance through the going concern assessment period.

The Directors have also considered the geo-political environment, including rising inflation, and whilst the impact on the Group is currently deemed minimal, the Directors remain vigilant.

On this basis, the Directors have therefore concluded that it is appropriate to prepare the financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS

2.1.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

New standards, interpretations and amendments adopted.

No new accounting standards became effective for annual reporting periods commencing on or after 1 Jan 2021.

The Group adopted early the following amendments to standards which are not yet effective:

Amendments to IFRS 1 First –time Adoption of International Financial Reporting Standards – Subsidiary as First-time Adopter

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006. The amendment to IFRS 1 simplifies the application of IFRS 1 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences. No material impact on its consolidated financial statements from these amendments determined by the Group.

Amendments to IFRS 9 Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Financial Liabilities

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006. The amendment to IFRS 9 clarifies the fees a Company includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. No material impact on its consolidated financial statements from these amendments determined by the Group.

Amendments to IAS 41 Agriculture – Taxation in Fair Value Measurements

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006. The amendment to IAS 41 removed a requirement to exclude cash flows from taxation when measuring fair value thereby aligning the fair value measurement requirements in IAS 41 with those in other IFRS Standards. No material impact on its consolidated financial statements from these amendments determined by the Group.

Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006. The amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. No material impact on its consolidated financial statements from these amendments determined by the Group.

Amendments to IAS 16 Property, Plant and Equipment (issued in May 2020)

The amendments require any proceeds from selling items produced (and related production costs) in the course of bringing an item property, plant and equipment into operation to be recognised in profit or loss clarifying that such items are not reflected in the cost of the asset.

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006.

No material impact on its consolidated financial statements from these amendments determined by the Group.

Reference to the Conceptual Framework (Amendments to IFRS 3)

The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989 (Framework), with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 (2018 Conceptual Framework) without significantly changing its requirements.

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006.

No material impact on its consolidated financial statements from these amendments determined by the Group.

2.1.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (CONTINUED)

Covid-19 related rent concessions beyond 30 June 2021 (Amendment to IFRS 16)

The pronouncement amended IFRS 16 ***Leases*** to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. On issuance, the practical expedient was limited to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2021.

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006.

No material impact on its consolidated financial statements from these amendments determined by the Group.

Interest Rate Benchmark Reform - Phase 2: Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

Phase 2—which amends IFRS 9 Financial Instruments; IAS 39 Financial Instruments: Recognition and Measurement; IFRS 7 Financial Instruments: Disclosures; IFRS 4 Insurance Contracts and IFRS 16 Leases—finalises the Board's response to the ongoing reform of inter-bank offered rates (IBOR) and other interest rate benchmarks.

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006.

No material impact on its consolidated financial statements from these amendments determined by the Group.

Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4)

In June 2020 the IASB published an amendment to IFRS 4 to extend the temporary exemption from applying IFRS 9 until annual periods beginning before 1 January 2023. This amendment maintains the alignment of the effective dates of IFRS 9 and IFRS 17.

The amendment is effective for financial years beginning on or after 1 January 2022 and has been endorsed for use in UK adopted IFRS under Companies Act 2006.

No material impact on its consolidated financial statements from these amendments determined by the Group.

2.2 CONSOLIDATION

The consolidated financial statements comprise the financial statements of Tekcapital PLC and all subsidiaries controlled by it.

Subsidiaries are entities that are controlled by the Group. Control is achieved when the Group has the power to govern the financial and operating policies of an entity so as to obtain economic benefit from its activities. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated when necessary amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

2.3 FOREIGN CURRENCIES

(a) Functional and presentation currency

These consolidated financial statements are presented in US Dollars which is the presentation currency of the Group. The Directors consider this to be the most appropriate presentational currency. Each subsidiary within the Group has its own functional currency which is dependent on the primary economic environment in which that subsidiary operates. The functional currency of Tekcapital Plc is UK sterling as this is the currency the entity undertakes its primary economic activity.

(b) Transactions and Balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statement of comprehensive income statement within 'operating expenses'.

(c) Group companies

The results and financial position of all Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) Monetary assets and liabilities for each balance sheet presented are translated at the closing exchange rates at the date of that balance sheet.
(ii) Income and expense for each income statement are translated at the average rates of exchange during the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions)
(iii) All resulting exchange differences are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

2.4 INVESTMENT IN PORTFOLIO COMPANIES

Investments in portfolio companies are held at fair value through the profit and loss. Directors' judgment was exercised in determination that the Group meets the following criteria and should be recognized as an investment entity under IFRS 10 par. 27. Directors re-evaluated the below criteria and concluded they were met as at 31 December 2022:

- Obtains funds from one or more investors for the purpose of providing clients with investment management services
- Commits to its investors that its business purpose is to invest funds solely for return from capital appreciation, investment income or both
- Measures and evaluate the performance of substantially all of its investments on a fair value basis.

Tekcapital's IP search and technology transfer investment services represent investment advisory services, and therefore Tekcapital Europe Limited and Tekcapital LLC continue to be treated as subsidiaries and are consolidated in the Group financial statements. These services may be provided to investors, clients and third parties. The Board considers that the criteria are met in the group's current circumstances.

The Board envisages that Tekcapital's shareholder returns will derive primarily from mid to long-term capital appreciation of a portion of its intellectual property investments, as well as from providing IP investment services to clients. Consequently, the Group's portfolio companies are measured at fair value in accordance with IFRS 9 as disclosed in Note 2..8.3.

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred. Depreciation of assets are calculated to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over the estimated useful economic lives as follows:

Furniture	3 years
Computer equipment	3 years
Leasehold improvements	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The asset's carrying amount is written down immediately to its recoverable amount if the assets carrying value is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within 'Operating expenses' in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

2.6 INTANGIBLE ASSETS

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged to the administrative expenses in the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite.

(a) INVENTION EVALUATOR

This is an intangible asset and a piece of computer software acquired for use by one of the subsidiaries of the Group.

The estimated useful life of the Invention Evaluator intangible asset is 10 years. The useful life is estimated based upon management's best estimate of the expected life of the asset. The useful life is reconsidered if circumstances relating to the asset change or if there is an indication that the initial estimate requires revision.

The intangible asset has a finite life of 10 years over which amortisation is charged on a straight line basis.

(b) COMPUTER SOFTWARE AND WEBSITE DEVELOPMENT

Costs associated with maintaining computer software programmes and the Company website are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

(i) it is technically feasible to complete the software product so that it will be available for use;
(ii) management intends to complete the software product and use or sell it;
(iii) there is an ability to use or sell the software product;
(iv) it can be demonstrated how the software product will generate probable future economic benefits;
(v) adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
(vi) the expenditure attributable to the software product during its development can be reliably measured.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which do not exceed four years.

(c) VORTECHS GROUP

This is an intangible asset acquired for use by one of the subsidiaries of the Group. The estimated useful life of the Vortechs Group intangible asset is 10 years over which amoritsation is charged on a straightline basis. The useful life is estimated based upon management's best estimate of the expected life of the asset. The useful life is reconsidered if circumstances relating to the asset change or if there is an indication that the initial estimate requires revision.

2.7 IMPAIRMENT OF NON-FINANCIAL ASSETS

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows, (CGUs). Prior impairments of non-financial assets are reviewed for possible reversal at each reporting date.

2.8 FINANCIAL INSTRUMENTS

2.8.1 CLASSIFICATION

The Group classifies its financial assets depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

During the financial year the Group held investments in portfolio companies classified as equity investments. They are included in non-current assets and are measured at fair value through profit and loss in accordance with IFRS 9.

The Group has convertible loan note receivables. These financial assets are classified and measured at fair value through profit and loss in accordance with IFRS 9.

The convertible loan note includes a conversion feature allowing the holder to convert the note into equity on a financing event, sale or listing at market price at the date of the event. The directors have assessed the conversion feature and are satisfied the fair value of this feature is not material.

The Group also has receivables carried at amortized cost. They are included in current assets. The Group's service income receivables comprise 'trade and other receivables' in the balance sheet, also held at amortised cost. The Group also has cash and cash equivalents.

All short-term liabilities are measured at cost, the Group does not hold any long-term financial liabilities.

NOTES TO THE FINANCIAL STATEMENTS

2.8.2 RECOGNITION AND MEASUREMENT

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Loans and receivables are recognised and carried at amortised cost. Financial assets are derecognised when the rights to receive cash flows from the loans or receivables have been collected, expired or transferred and the Group has subsequently transferred substantially all risks and rewards of ownership. Short term financial liabilities are measured at cost.

2.8.3 FAIR VALUE

Financial instruments are measured at fair value including investments in portfolio companies, cash and cash equivalents, trade and other receivables, trade and other payables, and convertible loan note receivables. This measurement policy does not apply to subsequent measurement at amortised cost of short term financial liabilities and trade receivables.

The Group measures portfolio companies using valuation techniques appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Our newly adopted fair value valuation policy is as follows:
The fair value of new portfolio companies is estimated at the cost of the acquired IP or equity plus associated expenses to facilitate the acquisition.

Existing portfolio companies are valued as follows:

- If a market transaction such as third-party funding has occurred during the past 12 months we will value our ownership in the portfolio Company at this observed valuation, taking account of any observed material changes during the period, including quoted prices in active markets (Level 1 input).

- In the absence of a recent market transaction, fair value will be estimated by alternative methods and where appropriate by an external, qualified valuation expert. The valuation techniques fall under Level 2 – Observable techniques other quoted prices and Level 3 - other techniques as defined by IFRS 13.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximate their fair value.

2.9 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is the intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.10 IMPAIRMENT OF FINANCIAL ASSETS

Impairment provisions for trade receivables are recognized based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognized within operating expenses in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Financial assets held at amortised cost comprise trade and other receivables, and cash and cash equivalents in the consolidated statements of financial position.

2.11 CASH AND CASH EQUIVALENTS

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with other banks, other short term highly liquid investments with maturities of three months or less from inception.

2.12 SHARE CAPITAL

Ordinary Shares
Ordinary Shares are classified as equity.

Share premium
The share premium account has been established to represent the excess of proceeds over the nominal value for all share issues, including the excess of the exercise share price over the nominal value of the shares on the exercise of share options as and when they occur. Incremental costs directly attributable to the issue of new ordinary shares and new shares options are shown in equity as a deduction, net of tax, from the proceeds.

2.13 TRADE PAYABLES

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

2.14 SHARE BASED PAYMENTS

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period);
- excluding the impact of any non-vesting conditions (for example the requirement of the employees to save).

Assumptions about the number of options that are expected to vest include consideration of non-market vesting conditions. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to the original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Group issues new shares. The proceeds received net of any directly attributable transactions costs are credited to share capital (nominal value) and share premium when the options are exercised.

NOTES TO THE FINANCIAL STATEMENTS

2.15 CURRENT AND DEFERRED TAX

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in full in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle balances on a net basis.

2.16 PROVISIONS

Provisions and any other anticipated foreseen liabilities are recognised: when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties, and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering a class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as an interest expense.

NOTES TO THE FINANCIAL STATEMENTS

2.17 REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for the services supplied, stated net of discounts, and value added taxes. The Group recognises revenue when the contract is identified, performance obligation is determined, transaction price (as defined for each service below) is determined and allocated to performance obligation in accordance with IFRS 15.

Provision of services

The Group provides following lines of services:

- Invention Evaluator services: provision of reports assessing potential of any new technology. Revenue is recognised upon delivery of a complete report, when the report is made available to each customer. Upon access to the report delivered via online portal, customers consume the benefits of the contractual obligation, and the performance obligation is met. Directors consider transaction price to be clearly determined upon payment of fixed fee for each report prior to report’s delivery. Directors considered uncertainty of cash flows from sales to be limited, considering prepayment is made for each report prior to report’s delivery.
- Tech transfer recruitment services (Vortechs Group): recruitment services specialising in technology transfer executives. Revenue is recognised upon placement of an executive, when hire is made by Tekcapital’s customer and the performance obligation is met. Directors consider transaction price to be clearly determined when both parties agree to placement fee for each successful hire. Directors considered uncertainty of cash flows from sales to be limited, considering payments are made by universities with excellent track record of payments and clear definition of performance obligation upon which such payment is made.
- Management services: accounting, tax, legal and other services provided to portfolio companies. Revenue is recognized upon delivery of services to each portfolio Company and performance obligation is met as defined in the management service contract. Directors considering transaction price to be clearly determined by amounts specified in the management service agreements. Directors considered uncertainty of cash flows from sales to be limited, considering payments are made by companies with excellent track record of payments and clear definition of performance obligation upon which such payment is made.

For breakdown of revenue from services recognised over time and at point of time, please refer to Note 6 to Financial Statements.

2.18 OTHER INCOME

The Group recognizes R&D relief under other income.

2.19 INTEREST INCOME

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable (10%).

NOTES TO THE FINANCIAL STATEMENTS

3. FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

(a) Portfolio risk/investment management

Investment into portfolio companies held by the Group requires long-term commitment with no certainty of return.

The fair value of each portfolio Company represents the best estimate at a point in time and may be impaired if the business does not perform as well as expected, directly impacting the Group's value and profitability. This risk is mitigated as the size of the portfolio increases. The Group performed sensitivity analysis with regards to assumptions used in determination of fair value of the portfolio in Note 12.

The Group also regularly monitors portfolio companies' liquidity required for returns to occur.

(b) Credit risk management

Credit risk is managed on a Group basis. In order to minimise this risk, the Group endeavours to only deal with companies that are demonstrable creditworthy, and the Directors continuously monitor the exposure. The Group's maximum exposure to credit risk for the components of financial position at 31 December 2022 and 30 November 2021 is the carrying amount of its current trade and other receivables as illustrated in Note 15.

While IFRS 9 does not require expected credit loss allowance on assets held at fair value through profit and loss, the Group monitors credit risk related to performance of portfolio companies, including considerations related to recoverability of convertible loan notes held as carrying amount of notes represent the maximum exposure to credit risk. Progress is monitored and regular discussions are held with management of portfolio companies to assess commercial progress and financial information provided.

IFRS9 requires the Company to assess expected credit losses on assets classified as held at amortised cost, under a forward-looking model approach. For the Group accounts this includes Receivables from related parties and other immaterial receivables. For the Company accounts this includes Receivables from Group Companies.

The Group also monitors credit risk from balances with banks and institutions.

(c) Liquidity risk management

Cash flow forecasting is performed on a Group basis. The Directors monitor rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. At the reporting date the Group held bank balances of US$628,640. Post period end, the Group announced placing to raise GBP 2,000,000 before expenses on 17 April 2023 and GBP 2,250,000 before expenses on 20 February 2023. All amounts shown in the consolidated statement of financial position under current assets and current liabilities mature for payment within one year, with Trade and Other Receivables exceeding Trade and Other Payables by US US$827,045.

(d) Financial risk management

The Company's Directors review the financial risk of the Group. Due to the early stage of its operations the Group has not entered into any form of financial instruments to assist in the management of risk during the period under review.

(e) Market risk management

Due to low value and number of financial transactions that involve foreign currency and the fact that the Group has no borrowings to manage, the Directors have not entered into any arrangements, adopted or approved the use of derivative financial instruments to assist in the management of the exposure of these risks. It is their view that any exchange risks on such transactions are negligible.

The Group also regularly monitors risk related to fair value of financial instruments held such as convertible loan notes held.

3.1 FINANCIAL RISK FACTORS (CONTNUED)

(f) Foreign exchange risk management

Foreign exchange risk arises when individual Group entities enter into transactions denominated in a currency other than their functional currency. The Group's policy is, where possible, to allow Group entities to settle liabilities denominated in their functional currency, with the cash generated from their own operations in that currency. Where Group entities have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them), cash already denominated in that currency will, where possible, be transferred from elsewhere within the Group.

A sensitivity analysis has been performed to assess the exposure of the Group to foreign exchange movements. If the exchange rate of GBP to USD weakened by 10 percent then the effect on the loss before tax would decrease by US$943,684 and equity would decrease by US$5,586,145.

(g) Interest rate risk management

The Group has no borrowings.

3.2 CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders, benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to adjust or maintain the capital structure, the Group may adjust the level of dividends paid to its shareholders, return capital to shareholders, issue new shares or sell assets to reduce borrowings. The Group has no external borrowings. This policy is periodically reviewed by the Directors, and the Group's strategy remains unchanged for the foreseeable future.

The capital structure of the Group consists of cash and bank balances and equity consisting of issued share capital, reserves and retained losses of the Group. The Directors regularly review the capital structure of the Company and consider the cost of capital and the associated risks with each class of capital.

the Company's historic cost of capital has been the cost of securing equity financings, which have averaged around 10%. the Company's long-term financial goal is to optimise its returns on invested capital (ROIC) in excess of our weighted average cost of capital (WACC) and as such create value for our shareholders. The method the Company seeks to employ for achieving this is to utilise its structural intellectual capital developed through its Discovery Search Network, its Invention Evaluator service and its Vortechs Group Service to mitigate selection bias and improve returns on invested capital. Ultimately, management will seek to monetise these returns with exits from its investments in portfolio companies.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Directors made the following judgements:

- determination as to the classification of the Group as an investment entity as discussed in Note 2.4
- determination of operating segments as disclosed in Note 5
- determination of reliance of the Group's portfolio companies on funding to achieve their fair values discussed in Note 12.

The Directors also make estimates and assumptions concerning the future. The resulting accounting estimates will by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of the assets and liabilities within the next financial year are detailed below.

Key estimate/ judgment area	Key assumption	Potential impact within the next financial year	Potential impact in the longer term	Note reference for sensitivity analysis
Valuation of unquoted equity investments	In applying valuation techniques to determine the fair value of unquoted equity investments the Group and the Company make estimates and assumptions regarding the future potential of the investments. The policy of the Group and the Company is to value new portfolio companies at cost of the acquired IP or equity plus associated expenses to facilitate the acquisition. Existing portfolio companies are valued using either a market transaction such as third-party funding or, in the absence of a recent market transaction, by alternative methods and where appropriate by an external, qualified valuation expert. The fair value of Guident Limited reflects input in the form of value of Guident Ltd's shares in its US subsidiary (Guident Corp) as determined by recent market transactions of these shares.	Yes	Yes	Note 12

Key estimate / judgment area	Key assumption	Potential impact within the next financial year	Potential impact in the longer term	Note reference for sensitivity analysis
Valuation of unquoted equity investments	This input was corroborated by Guident's enterprise valuation by estimating the net present value of future cashflows associated with its business. Key assumptions used in estimating future cash flows are projected profits including remote monitor and control centre and shock absorber sales and a discount factor applied for the net present value of future cashflows from the platform. The fair value of Microsalt Limited reflects input in the form of value of Microsalt Ltd's shares in its US subsidiary (Microsalt Inc) as determined by recent market transactions of these shares. This input was corroborated by Microsalt's enterprise valuation by estimating the net present value of future cashflows associated with its business. Key assumptions used in estimating future cash flows are projected sales of Microsalt® and a discount factor applied for the net present value of future cashflows from the platform.	Yes	Yes	Note 12
Deferred Tax	Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. The Group did not recognize deferred tax liability on fair value gains associated with the revaluation of shares in its portfolio companies due to availability of the substantial shareholdings exemption. This is considered a permanent difference and not a temporary difference.	Yes	Yes	Note 21

NOTES TO THE FINANCIAL STATEMENTS

Key estimate/ judgment area	Key assumption	Potential impact within the next financial year	Potential impact in the longer term	Note reference for sensitivity analysis
Share based payment	The estimate of share based payment requires the Director to select an appropriate valuation model and make decisions about various inputs into the model including the volatility of its own share price, the probable life of options and the risk free interest rate.	Yes	Yes	Note 24

5. SEGMENTAL REPORTING

The Directors consider the business to have two segments for reporting purposes under IFRS 8 which are:

- professional services, including the provision of recruitment services via Vortechs Group, provision of invention evaluator services, as well as R&D tax relief credits and provision of management services to its portfolio companies. The activities grouped under this segment share similar economic characteristics of provision of intellectual property services to third party services;
- licensing and investment activities, including acquiring licences for technologies, portfolio Company investment, development and commercialisation. The activities share the goal of increasing the fair value of investments made into portfolio companies by the Group.

Period ended 31 December 2022 **Consolidated income statement**	**Professional Services** **US $**	**Licensing and Investment** **US $**	**TOTAL** **US $**
Revenue from Services	615,214	-	615,214
Changes in fair value on financial assets at fair value though profit or loss	-	(10,978,372)	(10,978,372)
Cost of Sales	(222,361)	-	(222,361)
Interest Income	-	286,583	286,583
Administrative Expenses	(895,517)	(1,622,426)	(2,517,943)
Depreciation and Amortization	(1,638)	(4,915)	(6,553)
Other Income	79,638	-	79,638
Group operating loss	(424,664)	(12,319,130)	(12,743,794)
Loss on ordinary activities before income tax	(424,664)	(12,319,130)	(12,743,794)
Income tax expense	(429)	(1,285)	(1,714)
Loss after tax	(425,093)	(12,320,415)	(12,745,508)

Year ended 30 November 2021 **Consolidated income statement**	**Professional Services** **US $**	**Licensing and Investment** **US $**	**TOTAL** **US $**
Revenue from Services	815,989	-	815,989
Changes in fair value on financial assets at fair value though profit or loss	-	28,096,340	28,096,340
Cost of Sales	(263,923)	-	(263,923)
Interest Income	-	142,399	142,399
Administrative Expenses	(1,069,355)	(1,503,217)	(2,572,572)
Depreciation and Amortization	(2,211)	(6,633)	(8,844)
Other Income	161,094	-	161,094
Group operating (loss)/profit	(358,406)	26,728,889	26,370,483
(Loss)/profit on ordinary activities before income tax	(358,406)	26,728,889	26,370,483
Income tax expense	(453)	(1,360)	(1,813)
(Loss)/profit after tax	(358,859)	26,727,529	26,368,670

NOTES TO THE FINANCIAL STATEMENTS

5. SEGMENTAL REPORTING (CONTINUED)

Segment assets and liabilities

2022 Consolidated statement of financial position	Professional Services US $	Licensing and Investment US $	TOTAL US $
Assets	1,969,592	56,184,146	58,153,738
Liabilities	(388,608)	-	(388,608)
Net Assets	1,580,984	56,184,146	57,765,130

2021 Consolidated statement of financial position	Professional Services US $	Licensing and Investment US $	TOTAL US $
Assets	4,603,769	63,865,432	68,469,201
Liabilities	(406,934)	-	(406,934)
Net Assets	4,196,835	63,865,432	68,062,267

	Period ended 31 December 2022 US $	Year ended 30 November 2021 US $
United Kingdom		
Changes in fair value on financial assets at fair value though profit or loss	(10,612,151)	28,329,667
United States		
Revenue from Services	615,214	886,155
Total revenue	(9,996,937)	29,215,822

	2022 US $	2021 US $
United Kingdom		
Assets	56,184,146	63,865,432
Liabilities	-	-
United States		
Assets	1,969,592	4,603,769
Liabilities	(388,608)	(406,934)
Total Net Assets	57,765,130	68,062,267

6. REVENUE FROM SERVICES

The below table discloses disaggregated Revenue from Services by their nature/categories as well as timing of the revenue. Please refer to Note 12 for disaggregation of Group's Unrealised profit on the revaluation of investments.

Group	Transferred at a point in time	Transferred over time	Total 2022 US $	Transferred at a point in time	Transferred over time	Total 2021 US $
Major service lines:						
- Sales of Invention Evaluator reports	156,517	-	**156,517**	78,196	-	**78,196**
- Tech transfer recruitment services	39,000	-	**39,000**	365,114	-	**365,114**
- Management services	-	419,697	**419,697**	-	372,679	**372,679**
Total Revenue from Services	195,517	419,697	**615,214**	443,310	372,679	**815,989**

All of the Group's major service lines are sold directly to consumers and not through intermediaries. All revenue recognised in the reporting period represent performance obligations satisified in the current period. For services transferred over time, output method was used as measure of fulfillment of the performance obligation. Considering the nature of the accounting, tax, legal and other services being provided under the agreements, this method most faithfully depicts the transfer of the services to the customer.

NOTES TO THE FINANCIAL STATEMENTS

6.1 OTHER INCOME

	Total 2022	Total 2021
	US $	US $
R&D expenditure credit	79,638	90,928
Government grants	-	70,166
	79,638	**161,094**

7. OPERATING EXPENSES

7.1 EXPENSES BY NATURE

Group	**2022**	2021
	US $	US $
Cost of goods related to services	**222,361**	263,923
Depreciation of property plant and equipment	**6,553**	8,843
Research and development expenses	**433,166**	388,691
Amortisation of intangible assets	**121,461**	437,140
Marketing and PR	**149,169**	129,637
IT&Software	**72,495**	48,587
Audit and accounting	**216,285**	227,856
Share based payments	**167,957**	111,145
NOMAD and other exchange listing expenses	**175,888**	161,600
Director emoluments	**662,052**	519,660
Other administration expenses including salaries	**648,646**	85,249
Foreign exchange movements	**(129,176)**	463,009
Total expenses	**2,746,857**	2,845,339

7.2 AUDITOR REMUNERATION

Group	**2022**	**2021**
	US $	**US $**
Fees payable to the group's auditor and its associates for the audit of the Group and Company financial statements	**121,408**	**97,212**
Fees payable to the Company's auditor and its associates for other services		
- The audit of company's subsidiaries	**13,379**	**13,082**
	134,787	**110,294**

8. EMPLOYEES

8.1 DIRECTOR'S EMOLUMENTS

Group	**2022**	2021
	US $	US $
Directors emoluments	**662,052**	519,660
Directors portion of Share Based Payments	**62,747**	31,493
Total	**724,799**	551,153

The highest paid Director received a salary of US$250,889 (2021: $191,825) and benefits of US$29,833 (2021: US$24,098). The highest paid Director received a bonus of US$250,000 (2021: US$191,825). The highest paid Director did not exercise any share options. The share-based payments associated with the highest paid Director amounted to US$60,948 (2021: US$28,117).

8.1 DIRECTOR'S EMOLUMENTS (CONTINUED)

Key management personnel (including Directors and Group Chief Financial Officer) received salary of US$820,557 (2021: US$669,660), excluding Employers National Insurance, Benefits in Kind and Share Base Compensation disclosed in Directors Remuneration Report. Please also refer to Director's Report.

8.2 EMPLOYEE BENEFIT EXPENCES

Group	**2022**	2021
	US $	US $
Wages and salaries including restructuring costs and other termination benefits	**459,435**	440,694
Directors remuneration	**605,668**	484,459
Social security costs	**70,511**	62,907
Pension costs	**-**	-
Share options granted to directors and employees	**167,957**	111,145
	1,303,571	1,099,205

8.3 AVERAGE NUMBER OF PEOPLE EMPLOYED

Group	**2022**	2021
Number of employees		
Average number of people (including executive directors) employed		
Operations	4	4
Management	2	2
Total average headcount	6	6

To enhance flexibility and improve cost control, the Group utilises consultants for scientific review, administrative and operations support, software development and other knowledge-intensive services.

9. INCOME TAX EXPENSE

Group	**2022**	2021
	US $	US $
Current tax		
Current tax on profits for the year	**1,714**	1,813
Total current tax	**1,714**	1,813
Income tax expense	**1,714**	1,813

Group	**2022**	2021
	US $	US $
Profit before tax	**(12,743,794)**	26,370,483
Tax calculated at domestic tax rates applicable to profits	**(2,421,321)**	5,010,392
Tax effects of:		
- Expenses not deductible for tax purposes	**39,103**	32,864
- Income not taxable	**2,085,891**	(5,338,305)
- capital allowances in excess of depreciation	**24,323**	1,680
- Unrelieved tax losses and other deductions	**273,718**	295,192
Total income tax expense	**1,714**	1,823

NOTES TO THE FINANCIAL STATEMENTS

9. INCOME TAX EXPENSE (CONTINUED)

The weighted average applicable tax rate was 19% (2021: 19%).

Unused tax losses for which no deferred tax assets have been recognised is attributable to the uncertainty over the recoverability of those losses through future profits.

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

10. EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of Ordinary Shares outstanding during the period.

Diluted earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the sum of weighted average number of (1) Ordinary Shares outstanding during the period and (2) any dilutive potential Ordinary Shares outstanding at 31 December 2022:

Basic and earnings profits per share

	2022	2021
	US $	US $
Earnings attributable to equity holders of the Group	**(12,745,508)**	26,368,670
Weighted average number of ordinary shares in issue:		
Basic	**146,043,720**	120,128,629
Diluted	**150,483,172**	127,169,725
Basic earning per share	**(0.087)**	0.220
Diluted earning per share	**(0.085)**	0.207

Diluted EPS includes impact of vested Employees Share Option Awards whose strike price was below Tekcapital's share price as quoted on the AIM market, which would have dilutive impact of 4,466,667 shares.

The Group completed placements of total of 8,000,000 and 1,150,000 share option exercise related new ordinary shares during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

11. INVESTMENTS

Indirect (not consolidated)				Capital and reserves as at 31 Dec 2022	Net Profit/(Loss) for year ended 31 Dec 2022
The following are under ownership of Tekcapital Europe Limited				US$	US$
Subsidiaries name (consolidated)		**Proportion of ordinary shares directly held**	**Nature of business**		
Lucyd Limited	England and Wales	100%	Provider of high-tech eyewear	5,103,771	(12,238,424)
Innovative Eyewear Inc[1]	United States of America	71%	Provider of high-tech eyewear	4,018,188	(5,688,074)
Microsalt Limited	England and Wales	97%	Developer of low sodium salt and snack foods	14,817,298	9,742,595
Microsalt Inc[2]	United States of America	80%	Developer of low sodium salt and snack foods	(265,077)	(2,057,852)
Guident Limited	England and Wales	100%	Developer of autonomous vehicle software safety solutions	17,387,274	-
Guident CORP[3]	United States of America	91%	Developer of autonomous vehicle software safety solutions	(1,520,287)	(790,806)
Smart Food Tek Limited	England and Wales	100%	Developer for baked food coating to reduce fat	(116,114)	-

(1) onwed by Lucyd Limited
(2) owned by Microsalt Limited
(3) owned by Guident Limited

As at the year end, the Group has no interest in the ownership of any other entities or exerts any significant influence over or provides funding which constitutes an "unconsolidated structured entity".

All UK subsidiaries are exempt from the requirement to file audited accounts by virtue of section 479A of the Companies Act 2006.

Tekcapital Europe Ltd (registered address 12 New Fetter Lane, London, United Kingdom, EC4A 1JP) and Tekcapital LLC (registered address 11900 Biscayne Blvd, Suite 630, Miami, Florida, 33181, United States) are consolidated by Tekcapital plc because they continue to provide advisory services in IP search and technology transfer.

All other entities are measured at fair value through profit and loss based in IFRS 10 as referenced in Note 2.4. The Group provides management service support to Lucyd Limited, Microsalt Limited and Guident Limited, as well as has provided working capital assistance to Microsalt Limited and Guident Limited through convertible loan note financing (see also Note 12). The Group also assists the entities with their fundraising activities.

Registered office of all four directly owned subsidiaries owned by Tekcapital Europe Limited: Acre House, 11-15 William Road, London, England, NW1 3ER.

NOTES TO THE FINANCIAL STATEMENTS

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Group's financial assets at fair value through profit and loss consist of equity investments (2022:US $54,878,609, 2021:US $62,523,638) and convertible loan notes (2022:US$1,305,537, 2021:US $1,341,774) totalling US $56,184,146 (2021:US $63,865,432).

12.1 EQUITY INVESTMENTS

The Group's investments in portfolio companies in the years ended 31 December 2022 and 30 November 2021 are listed below. The principal place of business for portfolio companies listed below is the UK and in the U.S.

Group	Proportion of ordinary shares as at 31 Dec 2022	1 Dec 2021	Additions	Disposal	Other adjustments	Fair Value change	31 Dec 2022
		US $	US $	US $	US $	US $	US $
Guident Limited	100.00%	18,083,264	-	-	-	-	18,083,264
Lucyd Limited	100.00%	17,345,195	2,002,275	-	-	(11,172,067)	8,175,403
Microsalt Limited	97.15%	4,356,520	2,409,579	-	-	9,742,595	16,508,694
Belluscura Plc	12.31%	22,695,518	-	(1,073,792)	-	(9,548,900)	12,072,826
Smart Food Tek Limited	100.00%	43,161	-	-	(4,739)	-	38,422
Total Balance		**62,523,658**	**4,411,854**	**(1,073,792)**	**(4,739)**	**(10,978,372)**	**54,878,609**

Group	Proportion of ordinary shares as at 30 Nov 2021	1 Dec 2020	Additions	Disposal	Other adjustments	Fair Value change	30 Nov 2021
		US $	US $	US $	US $	US $	US $
Guident Limited	100.00%	22,029,834	-	-	(32,678)	(3,913,892)	18,083,264
Lucyd Limited	100.00%	2,699,331	2,179,773	-	-	12,466,091	17,345,195
Salarius Limited	97.50%	3,638,303	-	-	-	718,217	4,356,520
Belluscura Limited	15.13%	2,081,028	1,788,566	-	-	18,825,924	22,695,518
Smart Food Tek Limited	100.00%	43,161	-	-	-	-	43,161
Total Balance		**30,491,657**	**3,968,339**	**-**	**(32,678)**	**28,096,340**	**62,523,658**

Total fair value loss of US$11.0m for the year reflects primarily the decrease in fair value of Lucyd Limited, driven by valuation of its 71% shareholding of its subsidiary Innovative Eyewear Inc that were listed on NASDAQ as at 31 December 2022 (trading commenced on 15 August 2022). Considering early stage of commercialisation, fair value of Smart Food Tek was recorded based on the cost of acquired IP, as their carrying amounts represent a reasonable approximation of fair value.

The valuation techniques used fall under, Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets, and Level 3- Other techniques as defined by IFRS 13. These techniques were deemed to be the best evidence of fair values considering early stage of portfolio companies.

Fair value measurement hierarchy for financial assets as at 31 December 2022 with comparative amounts as of 30 November 2021:

12.1 EQUITY INVESTMENTS - CONTINUED

31 December 2022	Total US$	Level 1 US$	Level 2 US$	Level 3 US$
Belluscura Plc	12,072,826	12,072,826	-	-
Lucyd Limited	8,175,403	-	-	8,175,403
Guident Limited	18,083,264	-	-	18,083,264
Microsalt Limited	16,508,694	-	-	16,508,694
Smart Food Tek Limited	38,422	-	-	38,422
Total Balance	**54,878,609**	**12,072,826**	-	**42,805,783**

30 November 2021	Total US$	Level 1 US$	Level 2 US$	Level 3 US$
Belluscura Plc	22,695,518	22,695,518	-	-
Lucyd Limited	17,345,195	-	-	17,345,195
Guident Limited	18,083,264	-	-	18,083,264
Microsalt Limited	4,356,520	-	-	4,356,520
Smart Food Tek Limited	43,161	-	-	43,161
Total Balance	**62,523,658**	**22,695,518**	-	**39,828,140**

No transfers between categories of valuation techniques occurred during the period.

BELLUSCURA PLC (US $9.5M LOSS)

The fair value of the holding decreased by US$9.5m during the year due to the movement in Company's share price at AIM market of London Stock Exchange, and closing price of 66p as of 31 December 2022. With 15,138,767 shares held by Tekcapital plc, a fair value of US$12,072,827 was arrived at as of 31 December 2022.

LUCYD (US $11.2M LOSS)

The fair value of the holding decreased by US$11.2m during the year due to the movement in the Company's share price at NASDAQ market, and closing price of US$1.37 as of 31 December 2022 (trading commenced on 15 August 2022). With 5,189,085 shares held by Tekcapital plc, a fair value of US$7,109,046 was arrived at as of 31 December 2022. Control premium of 15% of US$7,109,046 was calculated and included in the fair value in the amount of US$1,066,357, bringing total fair value of Lucyd to US$8,175,403, due to Tekcapital controlling majority of the company.

MICROSALT (US $9.7M GAIN)

The fair value of the holding increased by US$9.7m during the year as a result of:

- Valuation of 5,895,962 shares held in Microsalt Inc, as determined by the price range agreed upon between Company's bankers and the Company as part of its IPO process. valuation, at US$2.75 per share.

In December 2022, Microsalt retained Zeus Capital Limited as its Nominated Adviser and Broker for its proposed IPO on the AIM Market. Following the appointment, multiple discussions outlining Microsalt's business model, forecasts, value proposition and business progress were held between the Company and the bankers. The discussions resulted in Zeus providing an indicative pre-money valuation of the Company of approximately GBP 20,000,000.

This proposed valuation of shares to be sold in the initial public offering was corroborated to management prepared discounted cash flow workings using management projections and the price per share at which Tekcapital converted it's convertible loan note in May 2022.

Key assumptions used in management's discounted cash flow valuation are:
- Compound annual growth rates over a 5 year forecast period of 114%
- 16% discount rate used to discount forecasted free cash flows

The discounted cash-flow method did not provide an indication that the valuation at year end was materially misstated.

12.1 EQUITY INVESTMENTS - CONTINUED

GUIDENT LTD (US $0M LOSS/GAIN)
The fair value of Guident remain unchanged compared to previous period as the Company continued to receive investment at US$1 per share as specified in the 2021 Private Placement Memorandum offering.

In August 2021, Guident CORP entered into Private Placement Memorandum outlining offering of securities at US$1 per unit, with each unit consisting of one share of Class A Convertible Preferred Stock and a Warrant to acquire a share of common stock (also at US$1 per unit). While Guident has not received funding from the offering until after the reporting date, the management considers the exit price (of securities offered in the private placement) negotiated with the investment bank as "privately negotiated acquisition of the equity instruments" as defined under IFRS 13. The Offering was facilitated by Dawson James Securities Inc. Dawson James is a broker-dealer registered with the SEC as a broker dealer and is a member of FINRA. FINRA is currently the only such registered national securities association in the U.S.

This input was corroborated by Guident CORP's enterprise valuation by estimating the net present value of future cashflows associated with its business as of 31 December 2022.
Key assumptions used in management's discounted cash flow valuation are:
- Compound annual growth rates over a 5 year forecast period of 162%
- 20% discount rate used to discount forecasted free cash flows
The discounted cash-flow method did not provide an indication that the valuation at year end was materially misstated.

SMART FOOD TEK (NIL GAIN / NIL LOSS)
Considering early commercialisation stage, the Group records its investment in Smart Food Tek at cost. The directors do not consider that any other available information would materially change or give a more reliable representation of the value.

The Group exercised judgment in determination of sufficiency of portfolio companies' cash reserves, forecasts and ability to raise money to achieve their fair values. Directors reviewed and questioned the forecasts used, standing liquidity and working capital balances, as well as discussed capability and plans to raise money in the future with directors or management of portfolio companies. Based on the review, the Group made a positive determination as to portfolio companies' likely ability to achieve fair values considering liquidity factors.

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy, together with a quantitative sensitivity analysis as at 31 December 2022 are shown as below. No sensitivities have been included on the other investments not listed in the table below as their fair value equates to cost.

Investment	Valuation Technique	Significant unobservable input	Estimate applied	Sensitivity of the input to fair value
Guident	Income Approach Royalty Relief	Discount to Future Cash Flows	20%	5% increase in the discount factor would decrease the Guident valuation by $4.7m, a 5% decrease in the discount factor would increase the value by $7.7m.
		CAGR	162%	A 50% increase in the compound annual growth rate of sales projections would increase the Guident valuation by US$34.5m. A 50% decrease in the compound annual growth rate of sales projections would decrease
Microsalt	Income Approach Royalty Relief	Discount to Future Cash Flows	16%	5% increase in the discount factor would decrease the Microsalt valuation by US$5.8m, a 5% decrease in the discount factor would increase the value by US$11.4m,
		CAGR	114%	A 50% increase in the compound annual growth rate of sales projections would increase the Microsalt valuation by US$40.7m. A 50% decrease in the compound annual growth rate of sales projections
Lucyd	Share price per NASDAQ including control premium	Control premium	15%	A 5% increase in the control premium applied to valuation of Innovative Eyewear shares held by Lucyd Ltd would increase the Lucyd valuation by US$0.4m. A 5% decrease in the control premium applied to valuation of Innovative Eyewear shares held by Lucyd Ltd would decrease the Lucyd valuation by US$0.4m.

12.2 CONVERTIBLE LOAN NOTES

The Group also held multiple convertible loans issued by its portfolio companies, including:

- Convertible note issued by Innovative Eyewear Inc, for the total of US$2,000,000 that bears interest at 10% per annum, which includes the option to convert the debt into the Company 's common stock at market price. The note can be converted into shares of common stock of the Company upon occurrence of certain conversion events including future share placements.

  On August, 2022, Innovative Eyewear converted Group borrowings totalling US$2,002,225 into 266,970 shares of common stock at US$7.5 each concomitantly with its Initial Public offering.

  Consequently, the Group presented the amount of US$2,002,225 as an addition to Financial Assets held at Fair Value as presented in the Note 12.1. As of 31 December 2022, US$147,375 was outstanding.

- Convertible note issued by Guident Ltd for the total of US$1,000,000, issued at 10% coupon rate including option to convert the debt into shares at market price (no discount against future equity placements offered). The note can be converted into Guident's equity upon occurrence of certain conversion events including future share placements.The US$1,000,000 note originated in March 2020 or can be converted into Guident's equity upon occurrence of certain conversion events. No conversions occurred during the period. As of 31 December 2022, US$1,000,000 was outstanding.

- Convertible note issued by its portfolio Company, Microsalt Inc, for the total of US$2,000,000, issued at 10% coupon rate including option to convert the debt into shares at market price (no discount against future equity placements offered). The note can be converted into Microsalt's equity upon occurrence of certain conversion events. The US$ 2,000,000 note originated in September 2020 is payable in September 2023 or can be converted into Microsalt's equity upon occurrence of certain conversion events including future share placements.

  In January 2022, Microsalt Inc converted Group borrowings totalling US$1,058,317 into 1,058,317 shares of common stock at US$1 each. In November 2022, Microsalt Inc converted related party borrowings totalling US$1,351,262 into 619,845 shares of common stock at US$2.18 each. As of 31 December 2022, US$158,161 was outstanding.

The Group's investments in convertible notes in the years ended 31 December 2022 and 30 November 2021, as well as their fair value hierarchy, are listed in tables below:

Group	30 Nov 2021	Additions	Disposal	FX reval	Fair Value change	31 Dec 2022
	US $	US $	US $	US $	US $	US $
Innovative Eyewear, Inc	3,643	3,076,168	(2,932,435)	-	-	147,375
Guident Corp	1,088,131	0	(88,131)	-	-	1,000,000
Microsalt Inc	250,000	2,325,872	(2,417,710)	-	-	158,162
Total Balance	**1,341,774**	**5,402,040**	**(5,438,276)**	**-**	**-**	**1,305,537**

31 December 2022	Total	Level 1	Level 2	Level 3
	US $	US $	US $	US $
Innovative Eyewear, Inc	147,375	-	-	147,375
Guident Corp	1,000,000	-	-	1,000,000
Microsalt Inc	158,162	-	-	158,162
Total Balance	**1,305,537**	**-**	**-**	**1,305,537**

30 November 2021	Total	Level 1	Level 2	Level 3
	US $	US $	US $	US $
Innovative Eyewear, Inc	3,643	-	-	3,643
Guident Corp	1,088,131	-	-	1,088,131
Microsalt Inc	250,000	-	-	250,000
Total Balance	**1,341,774**	**-**	**-**	**1,341,774**

The fair value of the convertible loans issued by Guident Corp has been calculated using a Discounted Cash Flow Analysis. The significant unobservable input used in the fair value assessment is the discount rate of 20%. Increasing the discount rate by 5% used would result in a $34k decrease in the fair value of the asset and a 5% decrease in the discount rate would result in a $37k increase in the fair value of the asset. The movement in the discount rate has a low-level impact as the convertible loan agreement is due to expire within 12 months of the period end.

The other convertible loans outstanding with Innovative Eyewear, Inc and Microsalt, Inc are not material and therefore sensitivity disclosures have not been included.

12.3 INTEREST FROM FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Group earned following interest income from its portfolio companies during the period:

Interest Income

Group	**2022** **US $**	2021 US $
Guident Corp	**73,736**	62,385
Microsalt Inc	**72,159**	35,267
Innovative Eyewear Inc	**140,688**	44,747
	286,583	142,399

13. INTANGIBLE ASSETS

Group	**Vortechs** **US $**	**Website development** **US $**	**Invention Evaluator** **US $**	**Total** **US $**
Cost				
As at 30 November 2021 and 31 December 2022	500,000	28,121	338,770	866,891
Accumulated amortisation and impairment				
As at 30 November 2021	(237,229)	(28,121)	(237,140)	(502,490)
Amortisation	(50,000)	-	(33,877)	(83,877)
Impairment loss	(37,584)	-	-	(37,584)
As at 31 December 2022	**(324,813)**	**(28,121)**	**(271,017)**	**(623,951)**
Net Book Value				
As at 30 November 2021	262,771	-	101,630	364,401
As at 31 December 2022	**175,187**	**-**	**67,753**	**242,940**

The Directors have undertaken an impairment review based on the future cash flow projections of the Vortechs Group intangible asset and consider the recoverable amount to be US$37,584 lower than the carrying value and have therefore recorded an impairment.

Remaining amortisation period of each asset with remaining amortisation:

- Vortechs: 5 years
- Invention Evaluator: 2 years

14. PROPERTY, PLANT AND EQUIPMENT

GROUP	Leasehold Improvements US $	Office equipment US $	Computer Equipment US $	Total US $
Closing cost 30 November 2020	**13,775**	**24,286**	**28,682**	**66,743**
Additions		1,694	695	2,389
Closing cost 30 November 2021	**13,775**	**25,980**	**29,377**	**69,132**
Additions	3,766	5,000	1,153	9,919
Closing cost 31 December 2022	**17,541**	**30,980**	**30,530**	**79,051**
Accumulated depreciation and impairment				
Accumulated depreciation at 30 November 2020	**(13,775)**	**(15,431)**	**(27,915)**	**(57,121)**
Depreciation charge		(4,744)	(4,099)	(8,843)
Exchange differences			3,435	3,435
Accumulated depreciation at 30 November 2021	**(13,775)**	**(20,175)**	**(28,579)**	**(62,529)**
Depreciation charge		(5,620)	(933)	(6,553)
Accumulated depreciation at 31 December 2022	**(13,775)**	**(25,795)**	**(29,512)**	**(69,082)**
Closing net book value 30 November 2021	-	5,804	798	6,603
Closing net book value 31 December 2022	**3,766**	**5,184**	**1,018**	**9,969**

15. TRADE AND OTHER RECEIVABLES

GROUP	2022 US $	2021 US $
Trade receivables	**9,831**	39,976
Less provision for impairment of trade receivable	-	-
Trade receivables - net	**9,831**	39,976
Vat recoverable	**21,951**	19,228
Prepayments and other debtors	**27,604**	43,787
Receivables from related parties	**1,028,657**	586,012
Total trade and other receivables	**1,088,043**	689,003

The fair value of trade and other receivables are not materially different to those disclosed above. The credit loss allowance was assessed for the Group as at 31 December 2022 and there was no increase/decrease in the expected credit loss allowance (2021: $nil). Group's exposure to credit risk related to trade receivables is detailed in Note 3 to the consolidated financial statements.

The Group had outstanding receivables from its portfolio companies as at 31 December 2022 in the amount of:

- US$54,466 due from Lucyd Ltd (2021:US$ 85,391)
- US$63,418 due from Smart Food Tek Ltd (2021: US$104,912)
- US$951,098 due from Guident Ltd (2021: US$392,252)
- US$13,410 due from Innovative Eyewear Inc (2021: US$0)
- US$958 due to Microsalt Ltd (2021: US$0).

NOTES TO THE FINANCIAL STATEMENTS

16. CASH AND CASH EQUIVALENTS

GROUP	2022 US $	2021 US $
Cash at bank and in hand	**628,640**	3,543,762
Total cash and cash equivalents	**628,640**	3,543,762

17. CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

GROUP	2022 US $	2021 US $
Financial assets at fair value through profit and loss	**56,184,146**	63,865,432
Financial asets at amorised cost	**1,038,488**	689,003
Cash and equivalents at amortised cost	**628,640**	3,543,762
	57,851,274	68,098,197
Financial liabilities		
Trade and other payables at amortised cost	**203,886**	237,151

18. SHARE CAPITAL

Group and Company	Number of shares	Ordinary Share US$	Total US $
Issued and fully paid up			
As at 30 November 2020	**92,828,042**	**521,830**	**521,830**
Shares issued in further public offering	48,714,286	271,962	271,962
As at 30 November 2021	**141,542,328**	**793,792**	**793,792**
Shares issued through share option exercise	1,150,000	5,445	5,445
Shares issued in further public offering	8,000,000	40,486	40,486
As at 31 December 2022	**150,692,328**	**839,723**	**839,723**

The shares have full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. The following shares were issued during the year:

- May 2022: 8,000,000 shares were issued in the placing of new ordinary shares at £0.25p. Total proceeds of US$2,636,056 were netted against cost of raising finance in the amount of US$142,839
- January 2022 and October 2022 respectively: 50,000 shares and 1,100,000 shares issued in lieu of share options exercises at £0.0650 and £0.0783 respectively.

the Company has authorised share capital of 150,692,328 with a nominal value of £0.004. Of these shares, 150,692,328 were issued and fully paid up.

NOTES TO THE FINANCIAL STATEMENTS

19. TRADE AND OTHER PAYABLES

The fair values of trade and other payables are not materially different to those disclosed above.

The Group's exposure to currency and liquidity risk related to trade and other payables is detailed in note 3 to the accounts.

Group	2022 US $	2021 US $
Trade creditors	**77,263**	45,473
Social security and other taxes	**12,111**	9,054
Accruals and other creditors	**126,624**	183,124
	215,998	237,651

20. DEFERRED REVENUE

The Group's deferred revenue balance of US$169,283 as of 30 November 2021 was adjusted for:

- receipt of Invention Evaluator payments in the amount of US$31,147 to be delivered after 31 December 2022, recognized as addition to the balance of deferred revenue during the year ended 31 December 2022
- recognition of US$27,824 of revenue deferred as of 30 November 2021 for reports delivered during the financial year 2022 bringing the total outstanding balance of Deferred Revenue as at 31 December 2022 to US$172,610.

21. DEFERRED INCOME TAX

Unused tax losses for which no deferred tax assets have been recognised is attributable to the uncertainty over the recoverability of those losses through future profits. A tax rate of 19% has been used to calculate the potential deferred tax.

Deferred tax	2022 US $	2021 US $
Accelerated capital allowances	**(24,323)**	(1,680)
Short term timing difference		
Tax losses	**(2,356,784)**	(2,084,779)
Unprovided deferred tax asset	**2,381,107**	2,086,459
	-	-

22. DIVIDENDS

No dividend has been recommended for the period ended 31 December 2022 (2021: Nil) and no dividend was paid during the year (2021: Nil).

NOTES TO THE FINANCIAL STATEMENTS

23. COMMITMENTS

Capital commitments
The Group entered into multiple convertible loan note agreements with its portfolio companies. Please see note 15 for details regarding outstanding commitments.

Lease commitments
The Group did not have any material contracts withing the scope of IFRS 16. Consequently, the Group did not recognise any right-of-use assets and lease liabilities during the period.

24. SHARE BASED PAYMENTS

The Group operates an approved Enterprise management scheme and an unapproved share option scheme.

The fair value of the equity settled options granted is expensed over the vesting period and is arrived at using the Black-Scholes model. The assumptions inherent in the use of this model are as follows:

Attribute	**Input**
No. of options granted	10,690,000
Share price at date of grant	£0.052-£0.31
Exercise price	£0.052-£0.33
Options life in years	3-5
Risk free rate	0.1%-1.75%
Expected volatility	48%-94%
Expected dividend yield	0
Fair value of options	£0.02-£0.12

The weighted average fair value of options outstanding was £0.06p. Volatility was calculated using Group's historical share price performance since 2017. The share-based payment expense for the year was $167,957 (2021: $111,145). Details of the number of share options and the weighted average exercise price outstanding during the year as follows:

	2022		2021	
Group and Company	**Av. Exercise price per share £**	**Options (Number)**	Av. Exercise price per share £	Options (Number)
As at 1 December	**0.2110**	**8,200,000**	0.2351	7,450,000
Granted	**0.3250**	**1,990,000**	0.0781	1,000,000
Exercised	**0.0783**	**(1,100,000)**	-	-
Forfeited/expired	**0.3034**	**(225,000)**	0.0783	(250,000)
As at period end	**0.2746**	**8,865,000**	0.2110	8,200,000
Exercisable as at period end		**4,750,000***		3,441,667*

*The weighted average exercise price for the options exercisable as at 31 December 2022 and 30 November 2021 was £0.11p and £0.19p respectively.
The weighted average remaining contractual life is 3.0 years (2021: 2.9 years). The weighted average fair value of options granted during the year was £0.12p (2021: £0.03p). The range of exercise prices for options outstanding at the end of the year was £0.052p - £0.325p (2021: £0.052p - £0.31p).

25. RELATED PARTY TRANSACTIONS

Details of Directors' remuneration and grant of options are given in the Directors' report. Please also refer to Note 8.1 for payments related to key management personnel.

525,000 options were held by Harrison Gross, family member of Dr. Clifford Gross (2021: 525,000).

Please refer to tables below for detail of relationships and transactions between The Group and its subsidiaries.

Convertible note receivable

Group	2022 US $	2021 US $
Guident Corp	**1,000,000**	660,413
Microsalt Inc	**158,161**	677,718
Innovative Eyewear Inc	**147,375**	3,643
	1,305,536	1,341,774

Intercompany receivable

Group	2022 US $	2021 US $
Guident Corp	**951,098**	392,252
Smart Food TEK	**63,418**	104,912
Lucyd Ltd	**54,466**	85,402
Innovative Eyewear Inc	**13,410**	-
Salarius Ltd	**(958)**	-
Other	-	3,446
	1,081,434	586,012

Management fees

Group	2022 US $	2021 US $
Guident Corp	**140,227**	139,560
Microsalt Inc	**141,332**	99,685
Lucyd Ltd	-	30,135
Innovative Eyewear Inc	**138,138**	103,299
	419,697	372,679

Interest Income

Group	2022 US $	2021 US $
Guident Corp	**73,736**	62,385
Microsalt Inc	**72,159**	35,267
Innovative Eyewear Inc	**140,688**	44,747
	286,583	142,399

25. RELATED PARTY TRANSACTIONS (CONTINUED)

Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

26. EVENTS AFTER THE REPORTING PERIOD

Post period end, following amounts were drawn/(repaid) for existing convertible notes:

- US$1,033,506 for Microsalt Inc
- US$365,770 for Guident CORP
- US$(50,348) for Innovative Eyewear Inc

Post period end, Group announced placings to raise GBP 2,000,000 before expenses on 17 April 2023 and GBP 2,250,000 before expenses on 20 February 2023.

COMPANY STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2022

Company	Note	31 December 2022 US$	30 November 2021 US$
Assets			
Non-current assets			
Investment in subsidiaries	C.4	**851,665**	851,665
Financial assets at fair value through profit and loss	C.5	**12,072,827**	22,653,494
Non current receivables	C.6	**9,330,391**	5,359,948
		22,254,883	28,865,107
Current assets			
Trade and other receivables	C.7	**2,586,963**	2,094,825
Cash and cash equivalents	C.8	**248,869**	3,011,916
		2,835,832	5,106,741
Total assets		**25,090,715**	33,971,848
Current liabilities			
Trade and other payables	C.11	**129,874**	197,827
		129,874	197,827
Total liabilities		**129,874**	197,827
Net Assets		**24,960,841**	33,774,021
Equity attributable to the owners of the parent			
Ordinary shares	C.10	**839,723**	793,792
Share premium		**24,240,930**	21,793,644
Retained earnings		**365,728**	11,364,445
Translation reserve		**(485,540)**	(177,860)
Total equity		**24,960,841**	33,774,021

The Company's loss after tax for the period ended 31 December 2022 was US$11,166,674 (profit after tax for the year ended 2021: US$16,604,995).

The Company has used the exemption under S408 CA 2006 not to disclose the Company income as primary statement.

The notes on pages 83 to 86 are an integral part of these financial statements.

The financial statements on pages 81 to 86 were approved and authorised for issue by the Board of Directors on 25 May 2023 and were signed on its behalf.

Louis Castro
Director

Dr Clifford M Gross
Chairman and CEO

Tekcapital PLC
registered number
08873361

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2022

		Attributable to owners of the parent company				
Company	**Note**	**Ordinary Shares US $**	**Share Premium US $**	**Translation Reserve US $**	**Retained (Deficit)/Earnings US $**	**Total Equity US $**
Balance as at 30 November 2020		**521,830**	**13,211,344**	**(36,138)**	**(5,351,695)**	**8,345,341**
Profit for the year					16,604,995	16,604,995
Other comprehensive income				(141,722)		(141,722)
Total comprehensive income for the year		-	-	**(141,722)**	**16,604,995**	**16,463,273**
Transactions with owners, recorded directly in equity						
Share issue	18	271,962	9,144,593			9,416,555
Cost of share issue			(562,293)			(562,293)
Share based payments	24				111,145	111,145
Total transactions with owners		**271,962**	**8,582,300**	-	**111,145**	**8,965,407**
Balance as at 30 November 2021		**793,792**	**21,793,644**	**(177,860)**	**11,364,445**	**33,774,021**
Loss for the period					(11,166,674)	(11,166,674)
Other comprehensive loss				(307,680)		(307,680)
Total comprehensive loss for the period		-	-	**(307,680)**	**(11,166,674)**	**(11,474,354)**
Transactions with owners, recorded directly in equity						
Share issue	18	40,486	2,489,878			2,530,364
Cost of share issue			(142,839)			(142,839)
Share issue in share option exercise	18	5,445	100,247			105,692
Share based payments	24				167,957	167,957
Total transactions with owners		**45,931**	**2,447,286**	-	**167,957**	**2,661,174**
Balance as at 31 December 2022		**839,723**	**24,240,930**	**(485,540)**	**365,728**	**24,960,841**

Share premium – amount subscribed for share capital in excess of nominal value, net of directly attributable issue costs.

Translation reserve – foreign exchange differences recognized in other comprehensive income.

Retained earnings – cumulative net gains and losses recognized in the consolidated financial statements of comprehensive income.

The notes on pages 83 to 86 are an integral part of these financial statements.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

C.1. GENERAL INFORMATION

Tekcapital PLC (Companies House registration number: 08873361) is a Company incorporated in England and Wales and domiciled in the UK. The address of the registered office is detailed on page 28 of these financial statements. the Company is a public limited Company limited by shares, which listed on the AIM market of the London Stock Exchange in 2014. The principal activity of the Company is that of investment in portfolio companies. the Company also acquires exclusive licences to university technologies that it believes can positively impact people's lives, for subsequent commercialisation.

The Company had no employees during the period.

C.2 STATEMENT OF COMPLIANCE

The financial statements of the parent company have been prepared in accordance with Financial Reporting Standard 101 "Reduced disclosure framework" ('FRS 101'). the Company will continue to prepare its financial statements in accordance with FRS101 on an ongoing basis until such time as it notifies shareholders of any change to its chosen accounting framework.

The principal accounting policies applied in the preparation of these financial statements are set out in Note 2 of the consolidated financial statements.

Exemptions

The Company financial statements have been prepared using the historical cost convention except where other measurement basis are required to be applied and in accordance with IFRS under FRS 101. In accordance with FRS101, the Company has taken advantage of the following exemptions:

- Statement of Cash Flows
- Financial instrument disclosures.
- Capital management disclosures.
- Additional comparative information.
- A reconciliation of share options in the year
- Related party disclosures with wholly owned subsidiaries.

Changes in accounting policy and disclosures

All changes to accounting standards are explained in note 2 to the consolidated financial statements.

C.3 PROFIT/(LOSS) FOR THE YEAR

As permitted by section 408 of the Companies Act 2006, the Company has elected not to present its own profit and loss account for the year. The auditor's remuneration for audit and other services are disclosed in note 7 to the consolidated financial statements.

C.4 INVESTMENT IN SUBSIDIARIES

Company	Shares in subsidiaries	Loans to Subsidiaries	Total US $
Net Book Value			
As at 1 December 2021	79,426	79,427	851,665
Balance at 31 December 2022	**79,426**	**79,427**	**851,665**

The Net Book Value is stated at cost less any adjustment for impairment. As at 31st December 2022 the total impairment recognised on investment in subsidiaries was US$1,103,550 (2021: Us$1,103,550).

NOTES TO THE COMPANY FINANCIAL STATEMENTS

C.4 INVESTMENT IN SUBSIDIARIES

Subsidiaries name (consolidated)		Proportion of ordinary shares directly held	Nature of business	Capital and reserves as at 31 Dec 2022	Net Profit/(Loss) for year ended 31 Dec 2022
Direct					
Tekcapital Europe Limited	England and Wales	100%	Provision of Intellectual property research services	32,429,234	(1,527,092)
Tekcapital LLC	USA	100%	Provision of Intellectual property research services	(4,223,805)	(898,748)

* As at the year end, the Company has no interest in the ownership of any other entities or exerts any significant influence over or provides funding which constitutes an "unconsolidated structured entity".
All UK subsidiaries are exempt from the requirement to file audited accounts by virtue of section 479A of the Companies Act 2006.
Tekcapital Europe Ltd (registered address 12 New Fetter Lane, London, United Kingdom, EC4A 1JP) and Tekcapital LLC (registered address 11900 Biscayne Blvd, Suite 630, Miami, Florida, 33181, United States) are consolidated by Tekcapital plc because they continue to provide advisory services in IP search and technology transfer.

C.5 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

The Company 's investment in Belluscura plc in the period ended 31 December 2022 and 30 November 2021 is listed below and classified as equity instruments. The principal place of business for Belluscura plc is England and Wales.

Company	Proportion of ordinary shares as at 31 Dec 2022	1 Dec 2021	Additions	Disposal	Other adjustments	Fair Value change	31 Dec 2022
Belluscura Plc	12.31%	22,695,518	-	(1,073,792)	-	(9,548,900)	12,072,826
Total Balance		**22,695,518**	**-**	**(1,073,792)**	**-**	**(9,548,900)**	**12,072,826**

The valuation technique used falls under, Level 1 – Observable techniques, other than quoted prices.

The fair value of the holding decreased by US$9.5m during the year due to market movement in Company's shares listed at AIM market of London Stock Exchange, and closing price of 66p as of 31 December 2022. With 15,138,767 shares held by Tekcapital plc, a fair value of US$12,072,827 was arrived at as of 31 December 2022. During the year, the Company sold 2,000,000 shares resulting in sales proceeds of US$1,073,792.

C.6 NON CURRENT RECEIVABLES

As at 31st December 2022, the Company was owed a total of US$13,507,967 (2021: US$8,504,274) from one of it's subsidiaries (Tekcapital LLC), which an IFRS9 Expected Credit Loss provision totaling US$4,177,576 (2021: Us$3,144,326) has been provided for. The net receivable due from Tekcapital LLC at 31st December 2022 of US$9,330,391 (2021: US$5,359,948) will be recovered in greater than one year.

NOTES TO THE COMPANY FINANCIAL STATEMENTS

C.7 TRADE AND OTHER RECEIVABLES

Company	2022 US $	2021 US $
Receivables from Group companies	**2,540,557**	2,055,464
VAT	**29,620**	24,165
Prepayments	**16,786**	15,196
Total trade and other receivables	**2,586,963**	2,094,825

The credit loss allowance on Trade and Other Receivables was assessed as at 31 December 2022 and there was no increase/decrease in the expected credit loss allowance (2021: $nil).

C.8 CASH AND CASH EQUIVALENTS

Company	2022 US $	2021 US $
Cash at bank and in hand	**248,869**	3,011,916
Total cash and cash equivalents	**248,869**	3,011,916

C.9 CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Company	2022 US $	2021 US $
Financial assets at fair value through profit and loss	**12,072,827**	22,653,494
Financial asets at amorised cost	**12,904,198**	7,454,773
Cash and equivalents at amortised cost	**248,869**	3,011,916
Investment in subsidaries at amortised cost	**851,665**	851,665
	26,077,559	33,971,848
Financial liabilities		
Trade and other payables at amortised cost	**129,872**	197,827

C.10 SHARE CAPITAL

Group and Company	Number of shares	Ordinary Share US$	Total US $
Issued and fully paid up			
As at 30 November 2020	**92,828,042**	**521,830**	**521,830**
Shares issued in further public offering	48,714,286	271,962	271,962
As at 30 November 2021	**141,542,328**	**793,792**	**793,792**
Shares issued through share option exercise	1,150,000	5,445	5,445
Shares issued in further public offering	8,000,000	40,486	40,486
As at 31 December 2022	**150,692,328**	**839,723**	**839,723**

NOTES TO THE COMPANY FINANCIAL STATEMENTS

C.10 SHARE CAPITAL (CONTINUED)

The shares have full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. The following shares were issued during the year:

- May 2022: 8,000,000 shares were issued in the placing of new ordinary shares at £0.25p. Total proceeds of US$2,530,364 were netted against cost of raising finance in the amount of US$127,657
- January 2022 and October 2022 respectively: 50,000 shares and 1,100,000 shares issued in lieu of share options exercises at £0.0650 and £0.0783 respectively.

The Company has authorised share capital of 150,692,328 with a nominal value of £0.004. Of these shares, 150,692,328 were issued and fully paid up.

C.11 TRADE AND OTHER PAYABLES

Company	2022 US $	2021 US $
Accruals and other creditors	**127,902**	184,518
Accounts payable	**1,972**	13,309
	129,874	197,827
	-	

C.12 DEFERRED INCOME TAX

Unused tax losses for which no deferred tax assets have been recognised is attributable to the uncertainty over the recoverability of those losses through future profits. A tax rate of 19% has been used to calculate the potential deferred tax.

Deferred tax	2022 US $	2021 US $
Accelerated capital allowances	**-**	-
Short term timing difference	**-**	-
Tax losses	**(888,846)**	(620,182)
Unprovided deferred tax asset	**888,846**	620,182
	-	-

C.13 DIVIDENDS

No dividend has been recommended for the year ended 31 December 2022 (2021: Nil) and no dividend was paid during the year (2021: Nil).

RISK FACTORS AND FORWARD-LOOKING STATEMENTS

This Report is directed only at Relevant Persons and must not be acted on or relied upon by persons who are not Relevant Persons. Any other person who receives this Report should not rely or act upon it. By accepting this Report the recipient is deemed to represent and warrant that: (i) they are a person who falls within the above description of persons entitled to receive the Report; (ii) they have read, agree and will comply with the contents of this notice. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any U.S. State securities laws, and may not be offered or sold in the United States of America or its territories or possessions (the "United States") unless they are registered under the Securities Act or pursuant to an exemption from or in a transaction not subject to the registration requirements of the Securities Act. This Report is not being made available to persons in Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or any other jurisdiction in which it may be unlawful to do so, and it should not be delivered or distributed, directly or indirectly, into or within any such jurisdictions.

Investors must rely on their own examination of the legal, taxation, financial and other consequences of an investment in the Company, including the merits of investing and the risks involved. Prospective investors should not treat the contents of this Report as advice relating to legal, taxation or investment matters and are advised to consult their own professional advisers concerning any acquisition of shares in the Company. Certain information contained in this Report has been obtained from published sources prepared by other parties. Certain other information has been extracted from unpublished sources prepared by other parties which have been made available to the Company. The Company has not carried out an independent investigation to verify the accuracy and completeness of such third-party information. No responsibility is accepted by the Company or any of its directors, officers, employees or agents for the accuracy or completeness of such information.

All statements of opinion and/or belief contained in this Report and all views expressed represent the directors' own current assessment and interpretation of information available to them as at the date of this Report. In addition, this Report contains certain "forward-looking statements", including but not limited to, the statements regarding the Company's overall objectives and strategic plans, timetables and capital expenditures. Forward-looking statements express, as at the date of this Report, the Company 's plans, estimates, valuations, forecasts, projections, opinions, expectations or beliefs as to future events, results or performance. Forward-looking statements involve a number of risks and uncertainties, many of which are beyond the Company's control, and there can be no assurance that such statements will prove to be accurate. No assurance is given that such forward-looking statements or views are correct or that the objectives of the Company will be achieved. Further, valuations of the Company's portfolio investments and net asset value can and will fluctuate over time due to a wide variety of factors both Company-specific and macroeconomic. Changes in net asset values can have a significant impact on revenue and earnings of the Company and its future prospects.

RISK FACTORS AND FORWARD-LOOKING STATEMENTS

As a result, the reader is cautioned not to place reliance on these statements or views and no responsibility is accepted by the Company or any of its directors, officers, employees or agents in respect thereof. the Company does not undertake to update any forward-looking statement or other information that is contained in this Report. Neither the Company nor any of its shareholders, directors, officers, agents, employees or advisers take any responsibility for, or will accept any liability whether direct or indirect, express or implied, contractual, tortious, statutory or otherwise, in respect of, the accuracy or completeness of the information contained in this Report or for any of the opinions contained herein, or for any errors, omissions or misstatements or for any loss, howsoever arising, from the use of this Report. Neither the issue of this Report nor any part of its contents is to be taken as any form of contract, commitment or recommendation on the part of the Company or the directors of the Company. In no circumstances will the Company be responsible for any costs, losses or expenses incurred in connection with any appraisal, analysis or investigation of the Company. This Report should not be considered a recommendation by the Company or any of its affiliates in relation to any prospective acquisition or disposition of shares in the Company . No undertaking, Report, warranty or other assurance, express or implied, is made or given by or on behalf of the Company or any of its affiliates, any of its directors, officers or employees or any other person as to the accuracy, completeness or fairness of the information or opinions contained in this Report and no responsibility or liability is accepted for any such information or opinions or for any errors or omissions.

Intellectual Property Risk Factors

Tekcapital plc’s mission is to create valuable products from university intellectual property that can improve people’s lives. Therefore, our ability to compete in the market may be negatively affected if our portfolio companies lose some or all of their intellectual property rights, if patent rights that they rely on are invalidated, or if they are unable to obtain other intellectual property rights. Our success will depend on the ability of our portfolio companies to obtain and protect patents on their technology and products, to protect their trade secrets, and for them to maintain their rights to licensed intellectual property or technologies. Their patent applications or those of our licensors may not result in the issue of patents in the United States or other countries. Their patents or those of their licensors may not afford meaningful protection for our technology and products. Others may challenge their patents or those of their licensors by proceedings such as interference, oppositions and re-examinations or in litigation seeking to establish the invalidity of their patents. In the event that one or more of their patents are challenged, a court may invalidate the patent(s) or determine that the patent(s) is not enforceable, which could harm their competitive position and ours. If one or more of our portfolio Company patents are invalidated or found to be unenforceable, or if the scope of the claims in any of these patents is limited by a court decision, our portfolio companies could lose certain market exclusivity afforded by patents owned or in-licensed by us, and potential competitors could more easily bring products to the market that directly compete with our own.

RISK FACTORS AND FORWARD-LOOKING STATEMENTS

The uncertainties and costs surrounding the prosecution of their patent applications and the cost of enforcement or defence of their issued patents could have a material adverse effect on our business and financial condition. To protect or enforce their patent rights, our portfolio companies may initiate interference proceedings, oppositions, re-examinations or litigation against others. However, these activities are expensive, take significant time and divert management's attention from other business concerns. They may not prevail in these activities. If they are not successful in these activities, the prevailing party may obtain superior rights to our claimed inventions and technology, which could adversely affect the ability of our portfolio companies to successfully market and commercialize their products and services. Claims by other companies may infringe the intellectual property rights on which our portfolio companies rely, and if such rights are deemed to be invalid it could adversely affect our portfolio companies and ourselves as investors in these companies.

From time to time, companies may assert, patent, copyright and other intellectual proprietary rights against our portfolio Company 's products or technologies. These claims can result e in lawsuits being brought against our portfolio companies or their holding Company in the future. They and we may not prevail in any lawsuits alleging patent infringement, given the complex technical issues and inherent uncertainties in intellectual property litigation. If any of our portfolio Company products, technologies or activities, from which our portfolio companies derive or expect to derive a substantial portion of their revenues and were found to infringe on another Company's intellectual property rights, they could be subject to an injunction that would force the removal of such product from the market or they could be required to redesign such product, which could be costly. They could also be ordered to pay damages or other compensation, including punitive damages and attorneys' fees to such other Company. A negative outcome in any such litigation could also severely disrupt the sales of their marketed products to their customers which in turn could harm their relationships with their customers, their market share and their product revenues. Even if they are ultimately successful in defending any intellectual property litigation, such litigation is expensive and time-consuming to address, will divert our management's attention from their business and may harm their reputation and ours.

Several of our portfolio companies may be subject to complex and costly regulation and if government regulations are interpreted or enforced in a manner adverse to them, they may be subject to enforcement actions, penalties, exclusion, and other material limitations on their operations and this may have a negative impact on their financial performance.

All of the risks can have a material, negative affect on our net asset value, revenue, performance and the success of our business and the portfolio companies we invested in.

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