

Company Registration No. 13078596 (England and Wales)

MEDCAW INVESTMENTS PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

MEDCAW INVESTMENTS PLC
COMPANY INFORMATION

Directors	Marcus Yeoman - Non-Executive Chairman (appointed 3 rd March 2023) Charles Wood - Executive Director (appointed 3 rd March 2023) Sarah Cope – Non-Executive Director Daniel Maling – Non-Executive Director (resigned 3 rd March 2023) Fungai Ndoro - Non-Executive Director (resigned 3 rd March 2023)	
Company Secretary	Orana Corporate LLP	
Company number	13078596	
Registered office	Eccleston Yards 25 Eccleston Place London SW1W 9NF	
Principal place of business / operations	Eccleston Yards 25 Eccleston Place London SW1W 9NF	
Independent Auditors	Crowe U.K. LLP 55 Ludgate Hill London EC4M 7JW	
Broker	Zeus Capital Limited 82 King Street Manchester M2 4WQ	
Bankers	Alpha FX 2 Eastbourne Terrace London WC 6LG	Revolut 7 Westferry Circus London, E14 4HD
Website	https://medcaw-invest.com/	

MEDCAW INVESTMENTS PLC
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FOR THE YEAR ENDED 31 DECEMBER 2023

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MEDCAW INVESTMENTS PLC
CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2023

Chairman's Statement

It is my pleasure to submit the Chairman's Statement for the Company covering the twelve-month period to 31 December 2023.

During the period, the company commenced its search for a suitable acquisition target with the potential to return real value to shareholders. The directors reviewed several opportunities before agreeing to acquire 100% of Abyssinian Metals Limited ("AML"), a company developing the Kenticha Lithium Project located in Oromia State, Southern Ethiopia ("the Transaction").

AML is a public limited company incorporated in Australia. It is a clean energy metals company with a focus on the development of the Kenticha Lithium Project in which it has a 51% legal and beneficial interest. Kenticha is a highly evolved, rare element, Lithium Caesium Tantalum (LCT) pegmatite project comparable to other major rare-element pegmatites such as Greenbushes, Tanco, Wodgina, Volta Grande and Altai No.3. Kenticha is a development asset which AML intends to develop with the production of spodumene concentrate planned in stages, with near-term production through a Dense Media Separation (DMS) modular plant.

Under AML's stewardship the geological inventory at Kenticha has grown from circa 47mt of lithium oxide (Li₂O) at a grade of around 0.8%; to 85.6mt at 0.98% Li₂O plus a further 50Mt Exploration Target (at similar grade). By world standards, Kenticha is considered to be in the top 3-4 largest undeveloped hard rock lithium projects in the world, with an estimated economic life of in excess of 40 years (based on prevailing lithium-spodumene prices).

The Transaction has taken longer than was initially intended and this is due to the emergence of a dispute between AML and its 49% joint venture partner in the project - Oromia Mining Share Company (the parastatal mining company for Oromia State). In the last quarter of 2023, negotiations occurred between the joint venture partners, the Federal Government of Ethiopia and the Ethiopian Federal Ministry of Mines and there is now a clear process in motion to achieve a resolution of the dispute. AML, through its legal advisors (Clifford Chance), constructed and tabled a proposal which not only serves as a dispute resolution, moreover, establishes a platform for a revised joint venture agreement, and the issuance of the Mining Licence for the Kenticha Lithium Project (currently an Exploration License exists over the primary rock resource).


Over the last seven months, notwithstanding that there has been no "on ground" activity at Kenticha Mine, AML has used the time to enhance its technical studies for the development of the Kenticha Lithium Project. The team at AML are ready to re-commence operations at the Kenticha Mine shortly and the Transaction with Medcaw can then proceed.

The Transaction constitutes a reverse takeover under the Listing Rules. The Company requested its securities be suspended from trading with effect from 7 July 2023.

The Company and AML have engaged professional advisors and continue to work through diligence and documentation to complete the Transaction.

Additionally during the period, the Company raised gross proceeds of £400,000 via the issue of a total of 5,000,000 new Ordinary Shares in the Company. These shares rank pari passu with the existing Ordinary Shares in the Company. Alongside the equity raise, 300,000 broker warrants at the placing price of 8p per share and 1,600,000 warrants at 4p were also issued to a third-party consultant for transactional services.

I would like to thank our shareholders, my fellow directors and our colleagues at Orana Corporate for their continuing patience and ongoing support.

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Marcus Yeoman

**MEDCAW INVESTMENTS PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Fair review of the business

The Company was incorporated on 11 December 2020 to undertake one or more acquisitions (which may be in the form of a merger, capital stock exchange, asset acquisition, share purchase, scheme of arrangement, reorganisation or similar business combination) of a minority or majority interest in a company, business or asset.

To enable to Company to pursue its principal activities, it pursued an Initial Public Offering (“IPO”) of its securities onto the London Stock Exchange through a Standard Listing to raise the necessary funds required for the execution of the business strategy. The IPO was successfully completed during the year, and the Company’s shares were admitted for trading on 21st December 2022.

Following admission, the Company focused on its strategy of identifying acquisition opportunities within the healthcare sector.

Principal risks and uncertainties

The Company’s business activities expose it to a variety of risks, being finance risks and strategic risks.

Foreign investment and exchange risks

The Company’s functional and presentational currency is pounds sterling. As a result, the Company’s financial statements will carry the Company’s assets in pounds sterling. Any business the Company acquires may denominate its financial information, conduct its operations or make sales in currencies other than pounds sterling. When consolidating a business that has functional currencies other than pounds sterling, the Company will be required to translate, inter alia, the balance sheet and operational results of such business into pounds sterling. Due to the foregoing, changes in exchange rates between pounds sterling and other currencies could lead to significant changes in the Company’s reported financial results from year to year.

Financing risks

Although the Company intends to finance any acquisition through the issue of Ordinary Shares where possible, it may be the case that in any such acquisition ordinary shares may not be an acceptable proposal to the selling party and the Company may need to raise substantial additional capital in the future to fund any acquisition. Capital expenditure and operating expenses will all be factors which will have an impact on the amount of additional capital required in the future.

Financing alternatives may include debt and additional equity financing, such as the issue of Ordinary Shares, which may be dilutive to shareholders and in the event that the Company considered obtaining debt financing while widely available, this may involve restrictions on operating activities, future financing, acquisitions and disposals. There is a risk that the Company is unable to obtain potential additional financing as and when needed.

**MEDCAW INVESTMENTS PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Risk Inherent in an Acquisition

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any further assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such an opportunity were available, in a target business.

Identifying and acquiring suitable acquisition targets

Suitable Acquisition targets may not always be readily available.

The Company’s initial and future Acquisition targets may be delayed or made at a relatively slow rate because, inter alia the Company intends to conduct detailed due diligence prior to approving Acquisition targets and it is not possible to predict the potential results of due diligence. If due diligence identifies issues that are complex and require in-depth analysis, this could require time to accomplish and furthermore, due diligence may result in discoveries which make a potential Acquisition target unviable and may therefore result in an aborted acquisition.

Section 172 Statement

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision making. The Directors continue to have regard to the interests of the Company's employees and other stakeholders, the impact of its activities on the community, the environment and the Company's reputation for good business conduct, when making decisions. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term. We explain in this annual report, and reference below, how the Board engages with stakeholders.

We aim to work responsibly with our stakeholders, including suppliers. The key Board decisions made during the year and post year end are set out below:

Significant events / decisions	Key s172 matter(s) affected	Actions and Steps
The Company is continuing to review potential acquisition targets	Shareholders	The board are focused on sourcing and securing suitable acquisition and investment opportunities to benefit shareholders by increasing the Company’s market value.
Change of investment strategy	Shareholders	The Company has changed its initial investment strategy from life sciences to natural resources.

Key performance indicators

Appropriate key performance indicators will be identified in due course as the business strategy is implemented.

**MEDCAW INVESTMENTS PLC
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Gender analysis

A split of our employees and directors by gender during the year is shown below:

	Male	Female
Directors ¹	3	2


1- Includes the resignation of Dan Maling and Fungai Ndoro during the year.

Corporate social responsibility

We aim to conduct our business with honesty, integrity and openness, respecting human rights and the interests of our shareholders and employees. We aim to provide timely, regular and reliable information on the business to all our shareholders and conduct our operations to the highest standards.

Climate change disclosure

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However given year the size of the Company it is exempt from the current reporting requirements.

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Marcus Yeoman

Non-Executive Chairman

5th September 2024

**MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

The only employees in the Company are the Directors, who are all considered to be key management personnel.

Marcus Yeoman, Non-Executive Chairman

Marcus Yeoman is Chairman and Non-Executive director number of private companies which have engaged him principally to assist them with their growth strategies. His early career started with the formation of three companies in IT infrastructure and distribution, after which he moved into small company broking and corporate work with Rathbone Stockbrokers Limited and Cheviot Capital (Nominees) Limited. In 2003, Marcus established Springtime Consultants Ltd and has been acting as a consultant or Non-Executive Director to a number of listed companies and SME ventures over the 20 years.

Charles Wood, Executive Director

Charles Wood is an experienced capital markets professional with 20 years expertise in the management and financing of growth companies internationally. He holds a Bachelor of Commerce and is a fellow of the Financial Services Institute of Australasia (FINSIA). Mr. Wood is a Partner of London based Corporate Finance boutique, Orana Corporate LLP. He has considerable experience with both ASX and AIM listed companies. He has held and holds a number of Executive and Non-Executive roles in in public and private businesses providing corporate finance, business development and strategic advice.

Sarah Cope, Non-Executive Director

Ms Cope has over 20 years' experience as an investment banker in London, advising small and mid-sized companies on corporate governance, strategy, amalgamations and disposals, capital markets and regulatory compliance. Predominantly she has advised listed companies as both Nominated Advisor and Broker, assisting publicly traded companies to raise finance for their business needs. Accordingly, she has an expert understanding of capital markets regulations and compliance. Ms Cope previously co-led and successfully developed the oil and gas franchise at Cantor Fitzgerald and also held similar roles prior to that at RFC Ambrian, finnCap and RBC Capital Markets. She is currently a non-executive director of AIM listed, Helium One Global Ltd., Eneraqua Technologies plc and Smarttech 247 plc.

Principal activities

Medcaw Investments Plc ("the Company" or "Medcaw"), a public limited company was incorporated on 20 December 2020 in England and Wales with Registered Number 13158079 under the Companies Act 2006. The address of its registered office is Eccleston Yards, 25 Eccleston Place, London SW1W 9NF, United Kingdom.

The principal activity of the Company is to seek suitable investment opportunities.

Results

The Company recorded a loss for the year ended 31 December 2023 before taxation of £712,170 (FY22: £194,006).

MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

Directors

The following directors have held office during the year and to the date of these financial statements:

Sarah Cope – Non-executive director	
Charlie Wood – Non-executive director	Appointed 3 rd March 2023
Marcus Yeoman - Non-executive Chairman	Appointed 3 rd March 2023
Fungai Ndoro	Resigned 3 rd March 2023
Daniel Maling	Resigned 3 rd March 2023

Details of the Directors' holding of Ordinary Shares and Warrants are set out in the Directors' Remuneration Report.

Financial Risk & Management

The overall objective of the Board is to set policies that seek to reduce risk as far as practical without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies can be referenced in Note 14.

Share Capital

Details of the Company's issued share capital, together with details of the movements since incorporation, are shown in Note 13. The Company has one class of Ordinary Share, and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

Substantial Shareholdings

At 18th July 2024, the Company had been informed of the following substantial interests over 3% of the issued share capital of the Company:

	Number of Shares	Percentage Holding
GLOBAL INVESTMENT STRATEGY UK LIMITED	5,959,670	27%
JAMES BREARLEY CREST NOMINEES LIMITED	4,950,419	22%
KIPLING HOUSE INVESTMENTS LIMITED	2,806,765	13%
JIM NOMINEES LIMITED	2,639,938	12%
BARNARD NOMINEES LTD	1,431,000	6%
MR JAMES SHEEHAN	1,408,000	6%

1 -Charles Wood and his wife Sophie Wood are directors of Ainslie Capital Ltd. Mrs Wood is also a beneficial owner of Ainsle Capital Ltd. Charles Wood is a partner of Orana Corporate LLP, alongside one of the directors of the Company, Sarah Cope.

MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

Corporate Governance Statement

As a company being admitted to the Standard Segment of the Official List, the Company is not required to comply with the provisions of the UK Corporate Governance Code. Nevertheless, the Directors are committed to ensuring that appropriate standards of corporate governance are maintained, so far as is appropriate given the Company's current stage of development, the size and composition of the Main Board and available resources. The Board will aim to comply with the QCA Guidelines on Corporate Governance ("QCA Guidelines").

The Company complies with the QCA guidelines in all areas apart from a slight deviation relating to Principle 7 (evaluate board performance based on clear objectives). Given the size and nature of the Company the Board does not consider it appropriate to have a formal performance evaluation procedure in place for Non-Executive Directors. The Board will closely monitor the need for formal performance evaluation, in light of Principle 7 of the QCA Code, as the Company develops.

The Board holds regular scheduled and other timely board meetings as needs arise which require the attention of the Directors. From the Company's IPO, the Board have been responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Board's responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the Shareholders to whom they are accountable.

The primary duty of the Board is to act in the best interests of the Company at all times. The Board will also address issues relating to internal control and the Companies approach to risk management and has formally adopted an anti-corruption and bribery policy.

Board of Directors

For the year ending 31 December 2023 the Board consisted of an executive Chairman and two non-executive Directors. The Directors met regularly throughout the year to discuss key issues and to monitor the overall performance of the Company.

The Board will seek to establish an Audit Committee and a Remuneration Committee upon the successful acquisition of a target company. Given the size and structure of the current Board, it has been determined that the Company it is not necessary to delegate the function of the nomination of Directors and senior managers to a separate nomination committee.

The Directors will actively seek to expand Board membership to provide additional levels of corporate governance procedures at the relevant opportunity.

External Auditor

Crowe U.K. LLP were appointed auditors to the Company and have expressed their willingness to remain in office. The Board will meet with the auditor at least twice a year to consider the results, internal procedures and controls and matters raised by the auditor. The Board considers auditor independence and objectivity and the effectiveness of the audit process. It also considers the nature and extent of the non-audit services supplied by the auditor reviewing the ratio of audit to non-audit fees and ensures that an appropriate relationship is maintained between the Company and its external auditor.

As part of the decision to recommend the appointment of the external auditor, the Board considers the tenure of the auditor in addition to the results of its review of the effectiveness of the external auditor and considers whether there should be a full tender process. There are no contractual obligations restricting the Board's choice of external auditor. The Company has a policy of controlling the provision of non-audit services by the external auditor in order that their objectivity and independence are safeguarded.

**MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Internal financial control

Financial controls have been established so as to provide safeguards against unauthorised use or disposition of the assets, to maintain proper accounting records and to provide reliable financial information for internal use.

Key financial controls include:

- a schedule of matters reserved for the approval of the Board;
- evaluation, approval procedures and risk assessment for acquisitions; and
- close involvement of the Directors in the day-to-day operational matters of the Company.

Shareholder Communications

The Company uses a regulatory news service and its corporate website (<https://medcaw-invest.com/investors/>) to ensure that the latest announcements, press releases and published financial information are available to all shareholders and other interested parties.

The Annual General Meeting is used to communicate with both institutional shareholders and private investors and all shareholders are encouraged to participate. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the Annual Report and Financial Statements. The Company counts all proxy votes and will indicate the level of proxies lodged on each resolution after it has been dealt with by a show of hands.

Directors' Remuneration Report

Remuneration Policies (unaudited)

The remuneration policy of the Company was that pre initial admission, there was nil remuneration for each Director, and then from the date of initial admission, each Director shall be entitled to a salary per annum from the date of Admission until the completion of an acquisition.

Subsequent to year end, a remuneration committee has been appointed to reassess an appropriate level of Directors' remuneration and it is envisaged that the remuneration policy will assist to attract, retain and motivate Executive Directors and senior management of a high calibre with a view to encouraging commitment to the development of the Company and for long term enhancement of shareholder value. The Board believes that share ownership by Directors strengthens the link between their personal interests and those of shareholders although there is no formal shareholding policy in place.

The current Directors' remuneration comprises a basic fee and at present, there is no bonus or long term incentive plan in operation for the Directors.

Service contracts (unaudited)

The Directors entered into Service Agreements with the Company and continue to be employed until terminated by the Company. In the event of termination or loss of office the Director is entitled only to payment of his basic salary in respect of his notice year. In the event of termination or loss of office in the case of a material breach of contract the Director is not entitled to any further payment.

Each Director is paid at a rate per annum as follows:

Sarah Cope	£24,000 per annum
Charlie Wood	£24,000 per annum
Marcus Yeoman	£24,000 per annum

All director fees have been accrued until the successful acquisition of a target company.

MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

Approval by members (unaudited)

The remuneration policy above will be put before the members for approval at the next Annual General Meeting.

Voting and comments made at the company's 2022 Annual General Meeting ('AGM'). At the 2022 AGM, 100% of the votes received supported the adoption of the remuneration report for the year ended 31 December 2022. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Implementation Report

Particulars of Directors' Remuneration (audited)

Particulars of directors' remuneration, including directors' warrants which, under the Companies Act 2006 are required to be audited, are given in Note 5 and further referenced in the Directors' report.

Remuneration paid to the Directors' during the year ended 31 December 2023 was:

	Base salary	Taxable benefits	long term benefits	Pension contribution	Warrants	Total
	£	£	£	£	£	£
Sarah Cope	24,000	-	-	-	-	24,000
Charlie Wood (appointed 3 rd March 2023)	19,739	-	-	-	-	19,739
Marcus Yeoman (appointed 3 rd March 2023)	19,739	-	-	-	-	19,739
Fungai Ndoro (resigned 3 rd March 2023)	22,261	-	-	-	-	22,261
Daniel Maling (resigned 3 rd March 2023)	22,261	-	-	-	-	22,261
	108,000	-	-	-	-	108,000

Remuneration paid to the Directors' during the year ended 31 December 2022 was:

	Base salary	Taxable benefits	long term benefits	Pension contribution	Warrants	Total
	£	£	£	£	£	£
Sarah Cope	818	-	-	-	-	818
Charlie Wood (appointed 3 rd March 2023)	-	-	-	-	-	-
Marcus Yeoman (appointed 3 rd March 2023)	-	-	-	-	-	-

**MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Fungai Ndoro (resigned 3 rd March 2023)	818	-	-	-	-	818
Daniel Maling (resigned 3 rd March 2023)	818	-	-	-	-	818
	2,454	-	--	-	-	2,454

There were no performance measures associated with any aspect of the Director's remuneration during the year.

Payments for loss of office (audited)

There were no payments for loss of office.

Bonus and incentive plans (audited)

There were no bonus and incentive plans in place during the year.

Political Donations

The Company did not make any donations to political parties in the year.

Percentage change in the remuneration of the Chief Executive (unaudited)

At year end the Company did not have a Chief Executive and as such, no CEO disclosure has been presented.

Directors' interests in shares (audited)

The Company has no Director shareholder requirements.

The beneficial interest of the Directors in the Ordinary Share Capital of the Company at 18th July 2024 were:

	Ordinary Shares	Warrants	Percentage of issued share capital 18 th July 2024 %
Sarah Cope	176,000	140,800	0.79
Charlie Wood (appointed 3 rd March 2023) ¹	1,056,000	844,800	4.77
Marcus Yeoman (appointed 3 rd March 2023)	126,808	-	0.57
	1,358,808	985,600	6.13

1 – 844,800 warrants are held under Ainslie Capital Limited

**MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

Interests of Employees

The Company's Corporate Governance Statement of this Annual Report sets out (under board responsibilities) the processes in place to safeguard the interests of employees.

Foster business relationships with suppliers, joint venture partners and others

Potential suppliers and joint venture partners are considered in the light of their suitability to comply with the Company's policies.

Impact of operations on the community and environment

The Company has no current operations that impact upon the community or environment, however upon a successful acquisition, will ensure it reviews its Health, Safety & Environment ('HSE') and other policies and works responsibly with suppliers, and performance is monitored on an on-going basis.

Maintain a reputation for high standards of business conduct

The Corporate Governance section of this Annual Report sets out the Board structures and Board and meetings held during the year, together with the experience of executive management and the Board and the Company's policies and procedures.

Act fairly as between members of the Company

The Board takes feedback from a wide range of shareholders (large and small) and endeavours at every opportunity to pro-actively engage with all shareholders (via regular news reporting-RNS) and engage with any specific shareholders in response to particular queries they may have from time to time. The Board considers that its key decisions during the year have impacted equally on all members of the Company.

Statement of directors' responsibilities

The Directors are responsible for preparing the Annual Report and 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 prepared the company financial statements in accordance with International Accounting Standards in conformity with the requirements of Companies Act 2006. 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 the profit and loss of the company for that year.

In preparing the financial statements the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- Ensure statements comply with UK adopted international accounting standards in conformity with the Companies Act 2006 for the year; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The financial statements are published on the Company's website . The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditor accepts no responsibility for any changes that have occurred to the financial statements since they were

MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the financial statements may differ from legislation in their jurisdiction.

Disclosure and Transparency Rules

Details of the Company's share capital and warrants are given in Notes 13 and 14 respectively. There are no restrictions on transfer or limitations on the holding of the ordinary shares. None of the shares carry any special rights with regard to the control of the Company. There are no known arrangements under which the financial rights are held by a person other than the holder and no known agreements or restrictions on share transfers and voting rights. As far as the Company is aware there are no persons with significant direct or indirect holdings other than the Directors and other significant shareholders as shown in the Directors' report. The provisions covering the appointment and replacement of directors are contained in the Company's articles, any changes to which require shareholder approval. There are no significant agreements to which the Company is party that take effect, alter or terminate upon a change of control following a takeover bid and no agreements for compensation for loss of office or employment that become effective as a result of such a bid.

Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures required in relation to Listing Rule 9.8.4.

Auditor Information

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information

UK 10-year performance graph

The Directors have considered the requirement for a UK 10-year performance graph comparing the Companies Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has been listed for under 24 months and has not actively traded in that time. The Company is not paying dividends and is currently incurring losses and hence the remuneration of Directors is not specifically linked to performance. Therefore

we do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

UK 10-year CEO table and UK percentage change table

The Directors have considered the requirement for a UK 10-year CEO table. The Directors do not currently consider that including these tables would be meaningful given the Company does not currently have a CEO. The Directors will review the inclusion of this table for future report.

Events after the reporting year

There have been no material events after 31 December 2023.

MEDCAW INVESTMENTS PLC
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023

Going concern

The Company's business activities, together with facts likely to affect its future operations and financial and liquidity positions are set out in the Chairman's Statement and the Strategic Report.

The Company's financial statements have been prepared on the going concern basis, which contemplates that the Company will be able to realize its assets and discharge liabilities in the normal course of business. Despite this, there can be no assurance that the Company will either achieve or maintain profitability in the future and financial returns arising therefrom, may be adversely affected by factors outside the control of the Company.

The Company has had recurring losses in the current year and prior period, and its continuation as a going concern is dependent on the Company's ability to successfully fund its operations by obtaining additional financing from equity injections or other funding.


This indicates that a material uncertainty exists that may cast significant doubt over the Company's ability to continue as a going concern.

Whilst acknowledging this material uncertainty, the directors consider it appropriate to prepare the consolidated financial statements on a going concern basis for the following reasons:

- The Company may reasonably expect to maintain continued support from shareholders and other financiers that have supported the Company's previous capital raising to assist with meeting future funding needs; and
- All outgoing and expenditure can be suspended until the sufficient completion of a capital raise.

The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern. The auditors have made reference to going concern by way of a material uncertainty within their report.

On behalf of the board

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Marcus Yeoman

Executive Chairman

5 September 2024

**MEDCAW INVESTMENTS PLC
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDCAW INVESTMENTS PLC
FOR THE YEAR ENDED 31 DECEMBER 2023**

Opinion

We have audited the financial statements of Medcaw Investments plc (the "Company") for the year ended 31 December 2023 which comprise the statement of comprehensive income, the statement of financial position, statement of cash flows, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in preparation of the company financial statements is applicable law and UK-adopted international accounting standards (UK IAS).

In our opinion, the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 2 to the financial statements, which explains that the company's ability to continue as a going concern is dependent on the availability of future further fundraising. These conditions indicate the existence of a material uncertainty which may cast significant doubt over the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

- Obtained cashflow forecast and agree it as a reasonable basis for assessing going concern, including reliability of the model.
- We challenged the assumptions made by management in preparing their forecast to consider whether the company has sufficient cash resources to continue for at least the next 12 months from the dated of approval of these financial statements.

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

Overview of our audit approach

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £ 8,000 (2022: £20,000), based on 3% of the net assets.

**MEDCAW INVESTMENTS PLC
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDCAW INVESTMENTS PLC
FOR THE YEAR ENDED 31 DECEMBER 2023**

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. We determined performance materiality to be £5,600 (2022: £14,000).

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £1,000. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

Medcaw Investments plc was a stand-alone company as at the year ended 31 December 2023 and all audit work was conducted by the audit team remotely.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, we 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) we identified, including those, 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 forming our opinion thereon and we do not provide a separate opinion on these matters.

We have determined that the only key audit matter was in respect of going concern and our work in that area is described in the section above headed 'Material Uncertainty Relating to Going Concern'

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

**MEDCAW INVESTMENTS PLC
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDCAW INVESTMENTS PLC
FOR THE YEAR ENDED 31 DECEMBER 2023**

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

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 14, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below, however the primary responsibility for the prevention and detection of fraud lies with management and those charged with the governance of the company. We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and the procedures in place for ensuring compliance. The most significant areas identified were the Companies Act 2006.

- As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud.
- We have read board and committee minutes of meetings, as well as regulatory announcements, as part of our risk assessment process to identify events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As part of this process, we have considered whether remuneration incentive schemes or performance targets exist for the Directors.
- In addition to the risk of management override of controls, we have considered the fraud risk related to any unusual transactions or unexpected relationships, including assessing the risk of undisclosed related party transactions. Our procedures to address this risk included testing a risk-based selection of journal transactions, both at the year end and throughout the year.

**MEDCAW INVESTMENTS PLC
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MEDCAW INVESTMENTS PLC
FOR THE YEAR ENDED 31 DECEMBER 2023**

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us. A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address

We were appointed by the board on 23 March 2023 to audit the financial statements for the year ended 31 December 2023. This is our third year of acting as the company auditors.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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



Leo Malkin
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

5 September 2024

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023

		Year ended 31 December 2023	Year ended 31 December 2022
	Note	£	£
Revenue		-	-
Administrative expenses	4	(562,260)	(194,006)
Impairment	11	(157,759)	-
Operating result		(720,019)	(194,006)
Finance income/(expense)	11	7,849	-
Loss before taxation		(712,170)	(194,006)
Income tax		-	-
Loss for the year and total comprehensive loss for the year		(712,170)	(194,006)
Basic and diluted loss per Ordinary Share (pence)	8	(3.64)	(1.90)

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.


The accompanying notes on pages 26 to 38 form part of these financial statements

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
STATEMENT OF FINANCIAL POSITION
AS AT 31 December 2023

	Note	As at 31 December 2023 £	As at 31 December 2022 £
ASSETS			
Current assets			
Cash and cash equivalents	9	371,484	643,872
Other current assets	10	140,323	187,160
Loan notes	11	-	-
Total assets		511,807	831,032
Liabilities			
Current liabilities			
Trade & other payables	12	242,751	240,709
Total liabilities		242,751	240,709
Net assets		269,056	590,323
EQUITY AND LIABILITIES			
Equity attributable to owners			
Ordinary share capital	13	221,320	171,320
Share premium	13	1,005,110	679,110
Share based payment reserve	14	14,903	-
Accumulated losses		(972,277)	(260,107)
Total equity and liabilities		269,056	590,323

The accompanying notes on pages 26 to 38 form part of these financial statements

The financial statements were approved by the board on 5 September 2024 by:

DocuSigned by:

 192A7B4844G0435:.....

Marcus Yeoman

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Ordinary share capital	Share premium	Share based payment reserve	Retained earnings	Total equity
	£	£	£	£	£
As at 31 December 2021	97,500	137,100	-	(66,101)	168,499
Comprehensive loss for the year					
Loss for the year	-	-	-	(194,006)	(194,006)
Total comprehensive loss for the year	-	-	-	(194,006)	(194,006)
Transactions with owners					
Ordinary shares issued during year	73,820	603,712	-	-	677,532
Share issue costs	-	(61,702)	-	-	(61,702)
Total transactions with owners	73,820	542,010	-	-	615,830
As at 31 December 2022	171,320	679,110	-	(260,107)	590,323
Comprehensive loss for the year					
Loss for the year	-	-	-	(712,170)	(712,170)
Total comprehensive loss for the year	-	-	-	(712,170)	(712,170)
Transactions with owners					
Warrants issued during year	-	-	14,903	-	14,903
Ordinary shares issued during year	50,000	350,000	-	-	400,000
Share issue costs	-	(24,000)	-	-	(24,000)
Total transactions with owners	50,000	326,000	14,903	-	390,903
As at 31 December 2023	221,320	1,005,110	14,903	(972,277)	(269,056)

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Year ended 31 December 2023	Year ended 31 December 2022
		£	£
Cash flows from operating activities			
Loss before income tax		(712,170)	(194,006)
<i>Adjustments for:</i>			
Impairment	11	157,759	
Share based payments	14	14,903	9,422
<i>Adjustments for changes in working capital:</i>			
Decrease in trade and other receivables		(140,323)	-
Decrease in trade and other payables		1,241	152,675
Interest income		(7,849)	-
Net cash used in operating activities		(686,439)	(31,909)
Cash flows from financing activities			
Cash received from issue of Ordinary Shares ¹		563,160	475,282
Net cash inflow from financing activities		563,160	475,282
Cash flows from investing activities			
Loan notes	11	(149,109)	-
Net cash inflow from investing activities		(149,109)	-
Net (decrease) increase in cash and cash equivalents		(272,388)	443,373
Cash and cash equivalents at beginning of year		643,872	200,499
Cash and cash equivalents at end of year		371,484	643,872

¹ In 2023 £187,160 of IPO funds were received by the Company

The accompanying notes on pages 23 to 35 form part of these financial statements

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

1. General Information

The Company was incorporated on 11 December 2020 as a public company in England and Wales with company number 13078596 under the Companies Act, 2006.

The address of its registered office is Eccleston Yards, 25 Eccleston Place London SW1W 9NF United Kingdom.

The principal activity of the Company is to pursue one or more acquisitions.

The Company listed on the London Stock Exchange (“LSE”) on 21ST December 2022.

2. Accounting policies

The principal accounting policies applied in preparation of these financial statements are set out below. These policies have been consistently applied unless otherwise stated.

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the Financial Statements are set out below. These policies have been consistently applied to the year presented, unless otherwise stated.

The Company Financial Statements have been prepared in accordance with UK-adopted International Accounting Standards (‘IFRS’).

The Company Financial Statements are presented in £ unless otherwise stated.

2.2 Going concern

The Company’s business activities, together with facts likely to affect its future operations and financial and liquidity positions are set out in the Chairman’s Statement and the Strategic Report.

The Company’s financial statements have been prepared on the going concern basis, which contemplates that the Company will be able to realize its assets and discharge liabilities in the normal course of business. Despite this, there can be no assurance that the Company will either achieve or maintain profitability in the future and financial returns arising therefrom, may be adversely affected by factors outside the control of the Company.

The Company has had recurring losses in the current year and prior period, and its continuation as a going concern is dependent on the Company’s ability to successfully fund its operations by obtaining additional financing from equity injections or other funding.

This indicates that a material uncertainty exists that may cast significant doubt over the Company’s ability to continue as a going concern.

Whilst acknowledging this material uncertainty, the directors consider it appropriate to prepare the consolidated financial statements on a going concern basis for the following reasons:

- The Company may reasonably expect to maintain continued support from shareholders and other financiers that have supported the Company’s previous capital raising to assist with meeting future funding needs; and
- All outgoing and expenditure can be suspended until the sufficient completion of a capital raise.

The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern. The auditors have made reference to going concern by way of a material uncertainty within their report.

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2.3 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and demand deposits with banks and other financial institutions.

2.4 Equity

Share capital is determined using the nominal value of shares that have been issued.

The Share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the Share premium account, net of any related income tax benefits.

Equity-settled share-based payments are credited to a share-based payment reserve as a component of equity until related options or warrants are exercised or lapse.

Retained losses includes all current and prior year results as disclosed in the income statement.

2.5 Foreign currency translation

The financial statements are presented in Sterling which is the Company's functional and presentational currency.

Transactions in currencies other than the functional currency are recognised at the rates of exchange on the dates of the transactions. At each reporting date, monetary assets and liabilities are retranslated at the rates prevailing at the balance sheet date with differences recognised in the Statement of comprehensive income in the year in which they arise.

2.6 Financial instruments

IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

a) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss);
- those to be measured at amortised cost; and
- those to be measured subsequently at fair value through profit or loss.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded either in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

b) Recognition

Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Company commits to purchase or sell the asset). Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

c) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments

Amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

d) Impairment

The Company assesses, on a forward-looking basis, the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.7 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received net of any direct issue costs.

2.8 Share based payments

The Group issues equity-settled share based payments to certain advisors.

Equity-settled Share based payments are measured at fair value at the date of grant.

Fair value is measured using an appropriate options pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The fair value determined at the grant date of the equity-settled Share based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the Group's estimate of the shares that will eventually vest.

Where the terms of an equity-settled transaction are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in value of the transaction as a result of the modification, as measured at the date of the modification.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the transaction is recognised immediately. However, if a new transaction is substituted for the cancelled transaction and designated as a replacement transaction on the date that it is granted, the cancelled and new transactions are treated as if they were a modification of the original transaction, as described in the previous paragraph.

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2.9 Taxation

Tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

2.10 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Estimation of fair value of warrants issued in the year

The fair value of the warrants issued during the period have been calculated using a Black Scholes model which requires a number of assumptions and inputs, see Note 14 below.

2.11 New standards and interpretations not yet adopted

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases have not yet been adopted by the UK):

Standard	Effective date	Overview
Amendments to IAS 1 Classification of Liabilities as Current or Non-current	1 January 2024 (early adoption permitted)	The standard has been amended to clarify that the classification of liabilities as current or non-current should be based on rights that exist at the end of the reporting period. In order to conclude a liability is non-current, the right to defer settlement of a liability for at least 12 months after the reporting date must exist as at the end of the reporting period. The amendments also clarify that (for the purposes of classification as current or non-current), settlement is the transfer of cash, the entity’s own equity instruments (except as described below), other assets or services.
Amendments to IAS 21 – Lack of Exchangeability	1 January 2025 (early adoption permitted)	The amendments have been made to clarify: - when a currency is exchangeable into another currency; and - how a company estimates a spot rate when a currency lacks exchangeability.

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

3. Segmental analysis

The Company manages its operations in one segment, being seeking a suitable investment. The results of this segment are regularly reviewed by the board as a basis for the allocation of resources, in conjunction with individual investment appraisals, and to assess its performance.

4. Operating Loss

Operating loss for the company is stated after charging:

	Year ended	Year ended
	31 December 2023	31 December
	£	2022
		£
Directors' fees	108,000	2,454
Professional Fees (Legal & accounting)	364,949	86,845
Listing expenses	65,983	104,707
Other administrative expenses	28,184	-
Insurance	27,418	-
VAT provision written back	(32,274)	-
	562,260	194,006

5. Directors' and Employees

The average number of persons employed by the Company (including executive directors) during the year year ended 31 December 2023 was:

No of employees	Year ended	Year ended
	31 December 2023	31 December 2022
Management	3	3
	3	3

The aggregate payroll costs of these persons were as follows:

	£	£
Wages and salaries	108,000	2,454
	108,000	2,454

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

	Year ended 31 December 2023	Year ended 31 December 2022
	£	£
Fees to directors	108,000	2,454
	<u>108,000</u>	<u>2,454</u>

6. Auditor's Remuneration

	Year ending 31 December 2023	Year ending 31 December 2022
	£	£
Fees payable to the Company's auditor for the audit of the Company	35,000	35,000
Corporate Finance Fees	-	15,000
	<u>35,000</u>	<u>50,000</u>

7. Taxation

	As at 31 December 2023	As at 31 December 2022
	£	£
A reconciliation of the tax charge / credit appearing in the income statement to the tax that would result from applying the standard rate of tax to the results for the year is:		
Loss per accounts	(712,170)	(194,006)
Tax credit at the standard rate of corporation tax in the UK of 19%	(135,312)	(36,861)
Adjustment for items disallowable for tax	-	-
Tax losses for which no deferred tax is recognised	135,312	36,861
	<u>-</u>	<u>-</u>
Tax expense recognised in accounts		

The Company has total carried forward losses of £815,418 (2022: £ 260,107). The taxed value of the unrecognised deferred tax asset is £156,249 (2022: £49,420) and these losses do not expire. No deferred tax assets in respect of tax losses have been recognised in the accounts because there is currently insufficient evidence of the timing of suitable future taxable profits against which they can be recovered.

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

8. Earnings per share

The calculation of the basic and diluted earnings per share is calculated by dividing the profit or loss for the year by the weighted average number of ordinary shares in issue during the year.

	31 December 2023	31 December 2022
	£	£
Loss attributable to shareholders of Medcaw Investments Plc	(712,170)	(194,006)
Weighted number of ordinary shares in issue	19,563,414	10,236,324
Basic & dilutive earnings per share from continuing operations - pence	(3.64)	(1.90)

There is no difference between the diluted loss per share and the basic loss per share presented. Share options and warrants could potentially dilute basic earnings per share in the future but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the year presented. See note 13 for further details.

9. Cash and cash equivalents

	As at 31 December 2023	As at 31 December 2022
	£	£
Cash at bank	371,484	643,872
	371,484	643,872

10. Other current assets

	As at 31 December 2023	As at 31 December 2022
	£	£
IPO Funds	-	187,160
Prepayments	36,100	-
VAT	104,223	-
	140,323	187,160

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

11. Loan note

	As at 31 December 2023	As at 31 December 2022
	£	£
Loan note	149,109	-
Interest receivable	7,849	-
Provision for doubtful debts	(157,759)	-
	<u>-</u>	<u>-</u>

On 23rd June 2023 £149,109 was loaned to Abyssinian Metals Pty Ltd (AML) to fund working capital requirements. The loan accrues interest at 10% per annum payable in monthly instalments. The loan is repayable upon demand by the lender and can be converted into shares in AML subject to certain milestones. As at reporting date the loan has not been converted to equity. Due to inherent uncertainties around the collectability of the loan a provision has been raised and an impairment charge for the full amount recorded in the current year.

12. Trade and other payables

	As at 31 December 2023	As at 31 December 2022
	£	£
Trade payables	97,297	203,256
Accruals	145,454	37,453
	<u>242,751</u>	<u>240,709</u>

13. Share capital and share premium

	Ordinary Shares	Share Capital	Share Premium	Total
		£	£	£
Issue of ordinary shares ¹	1,011,275	10,113	30,338	40,451
IPO shares ²	6,370,820	63,707	573,374	637,081
Share issue costs	-	-	(61,702)	(61,702)
At 31 December 2022	<u>17,132,095</u>	<u>171,320</u>	<u>679,110</u>	<u>850,430</u>
Issue of ordinary shares ³	5,000,000	50,000	350,000	400,000

MEDCAW INVESTMENTS PLC – COMPANY NUMBER 13078596
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

Share issue costs	-	-	(24,000)	(24,000)
At 31 December 2023	22,132,095	221,320	1,005,110	1,226,430

¹ On 9th May 2022 and 10th November 2022 the company issued 1,011,275 Ordinary Shares at a subscription price of £0.04 in connection with the seed round of fundraising.

² On admission to the Standard List of the LSE on 21st December 2022, 6,370,820 shares were issued at a placing price of £0.10

³ On 6th July 2023 the company issued 5,000,000 Ordinary shares at a subscription price of £0.01.

The share premium represents the difference between the nominal value of the shares issued and the actual amount subscribed less; the cost of issue of the shares, the value of the bonus share issue, or any bonus warrant issue.

The Company has only one class of share. All ordinary shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

14. Share based payments reserve

	2023	2022
	£	£
Opening balance	-	-
Broker warrants	41	-
Advisor warrants	14,862	-
Adviser warrants	-	-
At 31 December	14,903	-

The fair value of the services received in return for the warrants granted are measured by reference to the fair value of the warrants granted. The estimate of the fair value of the warrants granted is measured based on the Black-Scholes valuations model. Measurement inputs and assumptions are as follows:

	Broker	Advisor	Adviser
Issue date	06/07/2023	06/07/2023	01/9/2023
Time to expiry	2	2	3
Share price at date of issue of warrants	5p	5p	5p
Exercise price	8p	4p	32p
Expected volatility	18.4%	18.4%	18.4%
Risk free interest rate	4.3%	4.3%	4.3%

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Warrants

	As at 31 December 2023	
	Weighted average exercise price	Number of warrants
Brought forward at 1 January 2023	4p	4,000,000
Granted in year	26p	9,712,500
Vested in year	26p	9,712,500
Outstanding at 31 December 2023	20p	13,712,500
Exercisable at 31 December 2023	20p	13,712,500

The weighted average time to expiry of the warrants as at 31 December 2023 is 2.02 years (2022 : 1.98 years)

15. Financial Instruments and Risk Management

Principal financial instruments

The principal financial instruments used by the Company from which the financial risk arises are as follows:

	31 December 2023	31 December 2022
	£	£
Financial Assets at amortised cost		
Cash and cash equivalents	371,484	643,872
Loan note	-	-
	371,484	643,872
Financial Liabilities at amortised cost		
Trade and other payables	97,297	240,709
Accruals	145,454	37,453
	242,751	278,162

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The financial liabilities are payable within one year.

General objectives and policies

Per the Directors report the overall objective of the Board is to set policies that seek to reduce risk as far as practical without unduly affecting the Company’s competitiveness and flexibility. Further details regarding these policies are:

Policy on financial risk management

The Company’s principal financial instruments comprise cash and cash equivalents, loan receivables, trade and other payables. The Company’s accounting policies and methods adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are set out in note 2 – “Accounting Policies”.

The Company does not use financial instruments for speculative purposes. The carrying value of all financial assets and liabilities approximates to their fair value.

Derivatives, financial instruments and risk management

The Company does not use derivative instruments or other financial instruments to manage its exposure to fluctuations in foreign currency exchange rates, interest rates and commodity prices.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company’s exposure and the credit ratings of its counterparties are monitored by the Board of Directors to ensure that the aggregate value of transactions is spread amongst approved counterparties.

The Company applies IFRS 9 to measure expected credit losses for its loan receivables, these are regularly monitored and assessed. Loans are subject to an expected credit loss provision when it is probable that amounts outstanding are not recoverable as set out in the accounting policy. Due to the inherent uncertainty in the recoverability of the loan to AML the Company has raised a provision against the full amount and an impairment charge has been recorded.

The Company’s principal financial assets are cash and cash equivalents and a loan note. Cash equivalents include amounts held on deposit with financial institutions. The loan note is an unsecured loan accruing interest at 10% per annum. The loan is repayable upon demand by the lender and can be converted into shares in AML subject to certain milestones not being met. As at reporting date the loan has not been converted to equity

The credit risk on liquid funds held in current accounts and available on demand is limited because the Company’s counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

No financial assets have indicators of impairment.

The Company’s maximum exposure to credit risk is limited to the carrying amount of financial assets recorded in the financial statements.

Liquidity risk

During the 31 December 2023, the Company was financed by cash raised through equity funding. Funds raised surplus to immediate requirements are held as cash deposits in Sterling.

In managing liquidity risk, the main objective of the Company is to ensure that it has the ability to pay all of its liabilities as they fall due. The Company monitors its levels of working capital to ensure that it can meet its liabilities as they fall due.

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The table below shows the undiscounted cash flows on the Company’s financial liabilities as at 31 December 2023 on the basis of their earliest possible contractual maturity.

	Total £	Within 2 months £	Within 2-6 months £
At 31 December 2023			
Trade payables	97,297	97,297	-
Accruals	145,454	145,454	-
<hr/>			
	Total £	Within 2 months £	Within 2-6 months £
At 31 December 2022			
Trade payables	203,256	203,256	-
Accruals	37,454	37,454	-

Capital management

The Company considers its capital to be equal to the sum of its total equity. The Company’s objective when managing its capital is to ensure it obtains sufficient funding for continuing as a going concern. The Company funds its capital requirements through the issue of new shares to investors.

16. Related Party Transactions

Provision of services

During the year £107,225 (2022: £12,670) was incurred for the provision of administrative and corporate accounting services from Orana Corporate LLP of which Charles Wood and Sarah Cope are both directors or past directors of the Company and Partners of Orana Corporate LLP. These transactions have been treated at arm’s length and processed at the fair market value of services provided. Other than these there were no other related party transactions.

17. Ultimate Controlling Party

As at 31 December 2023, there was no ultimate controlling party of the Company.

18. Capital Commitments

As at 31 December 2023 there were no capital commitments for the Company.

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19. Subsequent events

There have been no subsequent of events after 31 December 2023.