Company Registration No. 08873361

TEKCAPITAL®

Tekcapital PLC

Report and Financial Statements

for the year ended

30 November 2016

Tekcapital PLC

Report and financial statements 2016

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Officers and professional advisers

Officers and professional advisers

Clifford M Gross	- Chairman and CEO
M J Malcolm Groat	- Finance Director
R W "Bill" Payne	- Non Executive Director
Robert Miller	- Non Executive Director

Registered Office

5 Fleet Place
London
EC4M 7RD

Auditor

H W Fisher & Company
11 – 15 William Road
London NW1 3ER

Banks

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Canada Place
Canary Wharf
London
E14 5AH

The Toronto-Dominion Bank
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North Miami
FL 33181
USA

Solicitors

Charles Russell Speechlys
5 Fleet Place
London
EC4M 7RD

Nominated Adviser and Joint-Broker

Allenby Capital Limited
3 St Helens Place
London EC3A 6AB

Joint-Broker

Dowgate Capital Stockbrokers Limited
82 St John Street
London EC1M 4JN

Tekcapital PLC

Chairman's statement

Review of the Business

Tekcapital is passionate about creating value from university intellectual property ("IP"). In the past year we have made considerable progress.

We continue to provide technology sourcing services for our corporate clients but also provide important additional technology transfer services:

- In 2014, we announced the acquisition of Invention Evaluator, the turn-key service that assesses the commercial potential of new technologies. We continue to expand the client base for the service and have added a direct sales team in our US office. Additionally, we have recently up-graded the format of the reports to enhance both their information content and marketability as well as refreshed the website. Invention Evaluator continues to perform well and demand for the Group's Invention Evaluator service remains strong with customers consisting of universities, research centres and corporations world-wide. The service has been successfully integrated with our existing offering and has attracted significant client interest.

- In 2016, we announced the acquisition of the business and certain assets of the Vortechs Group, a leading technology transfer personnel placement firm in North America. This expands our technology transfer offerings and enables us to provide technology transfer professionals as well as new technologies to both our clients and university suppliers. The Vortechs Group has been completely integrated into the Tekcapital offerings and the Board is of the view that it has performed well post-acquisition and has been a contributor to Group revenue growth in 2016.

- Our investment in Belluscura, continues to develop, and is an indication of how we are able to leverage patent acquisition. They have recently launched a number of products in both the US and UK and have acquired the rights to a portfolio of oxygen concentrator patents and know-how which Belluscura is seeking to develop into a commercial product in 2017.

The Group's technology out-licensing service leverages its competencies to identify and acquire particularly promising new IP which management believes can be readily out-licensed to corporations. This service extends the Group's impact by directly commercialising innovative university and corporate developed technologies and also has the potential to capture for the Group's own benefit more of the value realised when innovative ideas are successfully commercialised. Since inception two years ago, this new effort has grown rapidly. As of the date of this report we have secured exclusive licenses to 59 patents, applications and industrial designs.

We believe that there is a significant value to be realised from the patent rights that we have acquired to-date, and we are strategically moving forward with our commercialisation efforts, including seeking to out-license our patents and IP. Negotiations are on-going with uSalt^{tm}, Crackle-baked^{tm} and our head-mounted display/optics patents portfolio and we will update the market in due course as specific properties are out licensed. We are also continuing with our prototype development of the in-shoe energy harvester to generate power from human motion for recharging mobile devices. In December 2016, we announced an out-licensing of Tekcapital's intellectual property for the improvement of air conditioning efficiency and a strategic alliance with Wecast Technology Group.

As announced on 17 June 2016, as part of the establishment of Belluscura, Tekcapital novated to Belluscura its worldwide exclusive licenses to a patent and related patent application for Saliva Glucose Measurement Technology for companion animals (and humans), to provide Belluscura the opportunity to commercialise a patented technology relating to the non-invasive measurement of glucose in saliva for the treatment of diabetes. This technology is licensed from and was developed by Arizona State University and further details on these licences were announced by Tekcapital on 2 April 2015 and 14 March 2016.

Post end of period, in January 2017, Tekcapital completed a placing of 6,968,500 new ordinary shares at a price of 35 pence per share to raise a total of approximately US$3.0 million before expenses.

Chairman's statement (continued)

Review of the Business (continued)

Additionally, post end of period, on 3 May 2017, we were pleased to have also announced a private placement into Belluscura, of approximately US$1.7 million. This brings Tekcapital's ownership interest in Belluscura to 48%. Based on the post money valuation of Belluscura at the close of the recent financing, Tekcapital's ownership stake is valued at approximately US$3.6m. Further, Belluscura is exploring an IPO in 2017.

Financial review

The Group is still in its early stages of development. Funds raised from investors are being applied, along with revenues generated, pursuing our strategic objectives. These are principally to grow the customer base for our technology transfer services and to acquire, refine and sell-on licences for certain university and corporate intellectual properties.

Our technology transfer services have generated Group sales for the period to 30 November 2016 of US$764,777 (as compared with sales of US$407,420 in 2015) with losses of US$2,719,415 as compared with losses of US$1,412,964 in 2015. The Vortechs Group was a contributor to Group revenue growth in 2016. The increase in expenditures during 2016 reflects the investment in and operations of Belluscura during the period.

The Group's net assets stood at US$3,137,074 as at the end of the period, due mainly to shareholder investment, augmented by technology acquisitions. The Group's liabilities of US$484,825 as at the end of the period are very low as its costs have been settled without delay using available funds.

Current Trading and Outlook

Having continued to develop its existing business, the Board is confident that continued investment in growth remains the right policy. This strategy led to the acquisition of valuable intellectual property rights and the acquisition of Vortechs Group, which contributed to increased revenue in 2016 compared with 2015. Further, we believe our strategy will result in further increases in revenue and the continued growth of the Group in the future.

Post end of period, the Group also launched a new mobile device application ('App'), available on iPhone, which facilitates the searching of intellectual properties from universities worldwide. The app's objective is to allow the user to locate, review and license university technologies with ease and is a very complimentary product to the Group's other services which services to make it a gateway for organic discovery of the rest of the Company's offerings.

The Directors remain confident that increased revenues will arise from our service offerings combined with the near-term sub-licensing of its IP portfolio. With an increasing number of companies making ever faster and more disruptive use of innovative ideas sourced exogenously, and with patented university and corporate technologies an increasingly valued currency, the market opportunity for the Group is both large and should continue to grow apace.

Dr Clifford M Gross

Chairman and CEO

9 May 2017

Tekcapital PLC

Strategic report for the year ended 30 November 2016

The Directors present their strategic report on the Group for the year ended 30 November 2016.

The principal activity of the parent company is that of a holding management company and that of the Group is to provide universities and corporate clients with a wide range of technology transfer services. The Group also acquires exclusive licenses for disruptive technologies it has acquired for its own portfolio, for subsequent commercialisation.

Principal Risks and Uncertainties

The Group actively considers and manages its risks. The Directors consider the following areas of business and operational risk and detail how this risk is managed or mitigated:

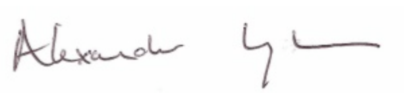
- Generating revenue. To maintain and expand the Group's range of technology transfer services base and geographical coverage, management perform regular reviews to monitor performance against expectations. These reviews include monitoring the diversity of the client base to avoid over-reliance on any one customer.
- Credit risk. The Group's principal financial assets are cash, and trade and other receivables. The Group monitors receivables and should any be the subject of an identified loss event, allowance is made for impairment if required. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Further, apart from intercompany consolidated transactions the Group currently has no debt outstanding.
- Liquidity risk. To support expansion plans for future development, the Group regularly reviews its financing arrangements and cash flows to ensure there is sufficient funding in place.
- Foreign exchange risk. As the Group holds Sterling cash deposits and reports its financial performance in US Dollars, this exposes the Group to a potential unrealised currency risk on its Sterling bank balances. This relates to the raising of capital in the United Kingdom and the Directors review this exposure on a regular basis.

Analysis of Financial and non-Financial Key Performance Indicators

The Board continued to monitor performance regularly throughout the year by reviewing a range of key performance indicators. These include revenue growth, progress towards operational break even, and expenditure control against budget. During the current year revenue grew by 87.7% or $357,357. This is a result of increased technology transfer services, including the technology transfer recruitment services which the Company now provides to universities and corporates.

The Directors expect further improvement in performance in future periods as the Group achieves success in its strategy to diversify and grow through continual investment in additional intellectual properties, and expansion of sales both organically and by acquisitions.

By Order of the Board



A M H Inglis

Company Secretary

9 May 2017

Tekcapital PLC

Directors' report for the year ended 30 November 2016

The Directors present their annual report and the audited financial statements for the year ended 30 November 2016.

Directors

The following Directors held office during the period, and to the date of this report.

Clifford M Gross, PhD	
M J Malcolm Groat	
R W "Bill" Payne	
Robert Miller, MD	
Baroness Susan Greenfield	Resigned 1 December 2016
Carl Nisser	Resigned 11 February 2016

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and parent company financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. 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 Group and the Company and of the profit or loss of the Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union 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 Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group 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 IFRS as adopted by the European Union, 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 Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements as detailed in note 2.1.1 on page 16 of the financial statements.

Dividends

No dividend was paid or was proposed during the year ended 30 November 2016.

Directors' report for the year ended 30 November 2016 (continued)

Audit Committee

The Board operates an Audit Committee, chaired by Bill Payne. 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.

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.

Directors' Emoluments

	Salary & fees US $	**Benefits in kind US $**	**Pension US $**	**2016 Total US $**	2015 Total US $
Clifford M Gross	204,713	17,499	-	**222,212**	194,276
M J Malcolm Groat	16,381	-	-	**16,381**	19,224
Baroness Susan Greenfield	20,477	-	-	**20,477**	21,839
R W "Bill" Payne	20,477	-	-	**20,477**	21,839
Carl Nisser	9,241	-	-	**9,241**	21,839
Jeffery Lewis	-	-	-	**-**	9,996
Robert Miller	21,849	-	-	**21,849**	922
	293,138	17,499	-	**310,637**	289,935

Directors' beneficial interests in shares

	2016 No of Shares	2015 No of Shares	**2016 No of Options**	2015 No of Options
Clifford M Gross	**8,657,500**	8,657,500	**450,000**	450,000
M J Malcolm Groat	**-**	-	**300,000**	200,000
Baroness Susan Greenfield	**-**	-	**150,000**	150,000
R W "Bill" Payne	**400,000**	400,000	**295,000**	195,000
Carl Nisser	**-**	100,000	**120,000**	120,000
Jeffery Lewis	**100,000**	100,000	**-**	-
Robert Miller	**2,664**	-	**220,000**	120,000

Directors' report for the year ended 30 November 2016 (continued)

The details of the options held by each director at 30 November 2016 are as follows:

	Number of options	Exercise price	Grant Date	Life
Clifford M Gross	450,000	£0.3625	8 June 2015	5 Years
M J Malcolm Groat	200,000	£0.25	31 March 2014	5 Years
	100,000	£0.375	29 June 2016	5 Years
Baroness Susan Greenfield	75,000	£0.25	31 March 2014	5 Years
	75,000	£0.3625	8 June 2015	5 Years
R W "Bill" Payne	75,000	£0.25	31 March 2014	5 Years
	120,000	£0.3625	8 June 2015	5 Years
	100,000	£0.375	29 June 2016	5 Years
Carl Nisser	120,000	£0.3625	8 June 2015	5 Years
Robert Miller	120,000	£0.4550	10 November 2015	5 Years
	100,000	£0.375	29 June 2016	5 Years

Post Balance Sheet Events

For further details, please refer to note 28 in the notes to the accounts.

Independent auditors

The Company has appointed H W Fisher & Company as auditors for the year. They have indicated their willingness to continue in office as auditor and they will be nominated at the Annual General Meeting to continue as auditors.

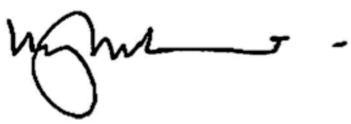
Statement of disclosure of information to auditors

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/she ought to have taken as a Director in order to make himself/herself 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



M J Malcolm Groat

Director

9 May 2017

Tekcapital PLC

Independent auditor’s report to the members of Tekcapital PLC for the year ended 30 November 2016

We have audited the Group and Parent Company financial statements of Tekcapital Plc for the year ended 30 November 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 auditors' 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.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors’ Responsibilities set out on page 5, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the group financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board’s Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group’s and the Parent Company’s circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on or, materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the company and group financial statements:

- give a true and fair view of the state of the Group’s and Parent Company’s affairs as at 30 November 2016 and of the Group’s loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion 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.

Independent auditor's report to the members of Tekcapital PLC for the year ended 30 November 2016 (continued)

Matters on which we are required to report by exception

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

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

Gary Miller (Senior Statutory Auditor)
for and on behalf of H W Fisher & Company
Chartered Accountants
Statutory Auditor
Acre House
11-15 William Road
London NW1 3ER
United Kingdom

Date: 9 May 2017

Tekcapital PLC

Consolidated Statement of comprehensive income
For the year ended 30 November 2016

Group	Note	Year ended 30 November 2016 US $	(Restated) Year end 30 November 2015 US $
Continuing Operations			
Revenue	5	**764,777**	407,420
Cost of sales		**(456,482)**	(128,778)
Gross Profit		**308,295**	278,642
Administrative expenses		**(2,866,807)**	(1,739,346)
Operating Loss		**(2,558,512)**	(1,460,704)
Finance income	8	**314**	709
Loss on ordinary activities before income tax		**(2,558,198)**	(1,459,995)
Income tax expense	9	**(766)**	(820)
Loss after tax for the year		**(2,558,964)**	(1,460,815)
Other comprehensive income			
Foreign exchange (loss)/gain		**(160,451)**	47,851
Total other comprehensive income		**(160,451)**	47,851
Total comprehensive loss for the year		**(2,719,415)**	(1,412,964)
Loss attributable to:			
Equity holders of the parent		**(2,215,032)**	(1,460,815)
Non-controlling interest		**(343,932)**	-
		(2,558,964)	(1,460,815)
Total comprehensive loss attributable to:			
Equity holders of the parent		**(2,302,423)**	(1,412,964)
Non-controlling interest		**(416,992)**	-
		(2,719,415)	(1,412,964)
Loss per share			
Basic and diluted earnings per share			
Loss per share	10	**(0.063)**	(0.049)

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

Items in the statement above are disclosed net of tax.

The notes on pages 16 to 37 are an integral part of these consolidated financial statements.

Tekcapital PLC

Consolidated Statement of financial position
At 30 November 2016

Group	Note	As at 30 November 2016 US $	As at 30 November 2015 US $
Assets			
Non-current assets			
Intangible assets	12	**1,409,758**	708,577
Property, plant and equipment	13	**51,490**	7,920
		1,461,248	716,497
Current assets			
Inventories	14	**4,503**	-
Trade and other receivables	15	**316,545**	105,955
Cash and cash equivalents	16	**1,839,603**	3,139,246
		2,160,651	3,245,201
Total assets		**3,621,899**	3,961,698
Current liabilities			
Trade and other payables	20	**484,325**	241,181
Current income tax liabilities		**500**	1,300
		484,825	242,481
Total liabilities		**484,825**	242,481
Net assets		**3,137,074**	3,719,217
Equity attributable to the owners of the parent			
Ordinary shares	18	**228,052**	224,684
Share premium	18	**6,377,383**	5,980,751
Retained earnings	19	**(3,778,052)**	(2,461,900)
Translation reserve	19	**(39,540)**	47,851
Merger reserves	19	**(72,169)**	(72,169)
Non-controlling interest		**421,400**	-
Total equity		**3,137,074**	3,719,217

The notes on pages 16 to 37 are an integral part of these financial statements.

The financial statements on pages 10 to 37 were authorised for issue by the Board of Directors on 9 May 2017 and were signed on its behalf.

M J Malcolm Groat
Director

Dr Clifford M Gross
Chairman and CEO

Tekcapital PLC
registered number 08873361

Tekcapital PLC

Company Statement of financial position
At 30 November 2016

Company	Note	As at 30 November 2016 US $	As at 30 November 2015 US $
Assets			
Non-current assets			
Intangible assets	12	**5,853**	19,081
Investment in subsidiaries	11	**2,569,420**	2,371,820
		2,575,273	2,390,901
Current assets			
Trade and other receivables	15	**442,941**	3,128,780
Cash and cash equivalents	16	**4,027**	37,256
		446,968	3,166,036
Total assets		**3,022,241**	5,556,937
Current liabilities			
Trade and other payables	20	**814,974**	412,568
		814,974	412,568
Total liabilities		**814,974**	412,568
Net assets		**2,207,267**	5,144,369
Equity attributable to the owners of the parent			
Ordinary shares	18	**228,052**	224,684
Share premium	18	**6,377,383**	5,980,751
Retained earnings	19	**(3,885,405)**	(1,028,925)
Translation reserve	19	**(512,763)**	(32,141)
Total equity		**2,207,267**	5,144,369

The notes on pages 16 to 37 are an integral part of these financial statements.

The financial statements on pages 10 to 37 were authorised for issue by the Board of Directors on 9 May 2017 and were signed on its behalf.

M J Malcolm Groat
Director

Dr Clifford M Gross
Chairman and CEO

Tekcapital PLC
registered number 08873361

Tekcapital PLC

Consolidated Statement of changes in equity
For the year ended 30 November 2016

		Attributable to equity holders of the parent company							
Group	Note	Ordinary Shares US $	Share Premium US $	Translation Reserve US $	Merger reserve US $	Retained earnings US $	Total US $	Non-controlling interest US $	Total Equity US $
Balance at 1 December 2014		154,842	2,673,905	-	(72,169)	(1,039,578)	1,717,000	-	1,717,000
Loss for the year		-	-	-	-	(1,460,815)	(1,460,815)	-	(1,460,815)
Other comprehensive income		-	-	47,851	-	-	47,851	-	47,851
Share based payments		-	-	-	-	38,493	38,493	-	38,493
Issue of Ordinary Shares	18	69,270	3,436,126	-	-	-	3,505,396	-	3,505,396
Costs of share issue	18	-	(164,456)	-	-	-	(164,456)	-	(164,456)
Warrants exercised	18	572	35,176	-	-	-	35,748	-	35,748
Balance at 30 November 2015		224,684	5,980,751	47,851	(72,169)	(2,461,900)	3,719,217	-	3,719,217
Loss for the year		-	-	-	-	(2,215,032)	(2,215,032)	(343,932)	(2,558,964)
Other comprehensive income		-	-	(87,391)	-	-	(87,391)	(73,060)	(160,451)
Share based payments		-	-	-	-	84,618	84,618	-	84,618
Issue of Ordinary Shares	18	3,368	396,632	-	-	-	400,000	-	400,000
New funds into non-controlling interest		-	-	-	-	-	-	1,652,654	1,652,654
Gain/(loss) arising from change in NCI		-	-	-	-	814,262	814,262	(814,262)	-
Balance at 30 November 2016		**228,052**	**6,377,383**	**(39,540)**	**(72,169)**	**(3,778,052)**	**2,715,674**	**421,400**	**3,137,074**

The notes on pages 15 to 37 are an integral part of these financial statements.

Tekcapital PLC

Company Statement of changes in equity
For the year ended 30 November 2016

		Attributable to owners of the parent company				
Company	**Note**	**Ordinary Shares US $**	**Share Premium US $**	**Translation Reserve US $**	**Retained earnings US $**	**Total Equity US $**
Balance at 1 December 2014		154,842	2,673,905	-	(435,235)	2,393,512
Loss for the year		-	-	-	(632,183)	(632,183)
Other comprehensive income		-	-	(32,141)	-	(32,141)
Share based payments		-	-	-	38,493	38,493
Issue of Ordinary Shares	18	69,270	3,436,126	-	-	3,505,396
Costs of share issue	18	-	(164,456)	-	-	(164,456)
Warrants exercised	18	572	35,176	-	-	35,748
Balance at 30 November 2015		224,684	5,980,751	(32,141)	(1,028,925)	5,144,369
Loss for the year		-	-	-	(2,941,098)	(2,941,098)
Other comprehensive income		-	-	(480,622)	-	(480,622)
Share based payments		-	-	-	84,618	84,618
Issue of Ordinary Shares	18	3,368	396,632	-	-	400,000
Balance at 30 November 2016		**228,052**	**6,377,383**	**(512,763)**	**(3,885,405)**	**2,207,267**

The notes on pages 15 to 37 are an integral part of these financial statements.

Tekcapital PLC

Consolidated Statement of cash flows
For the year ended 30 November 2016

Group	Note	**For the year ended 30 November 2016 US $**	For the year ended 30 November 2015 US $
Cash flows from operating activities			
Cash used in operations	23	**(2,376,124)**	(1,222,474)
Taxation paid		**(1,566)**	(820)
Net cash used in operating activities		**(2,377,690)**	(1,223,294)
Cash flows from investing activities			
Purchases of property, plant and equipment	13	**(55,359)**	(4,349)
Purchases of intangible assets	12	**(380,938)**	(162,080)
Interest received		**314**	709
Net cash used in investing activities		**(435,983)**	(165,720)
Cash flows from financing activities			
Proceeds from issuance of ordinary shares	18	**-**	3,286,060
Costs of raising finance		**-**	(164,456)
Proceeds from the exercise of warrants		**-**	35,751
Cash from non controlling interest		**1,652,654**	-
Net cash from financing activities		**1,652,654**	3,157,355
Net (decrease)/increase in cash and cash equivalents		**(1,161,019)**	1,768,341
Cash and cash equivalents at beginning of year		**3,139,246**	1,370,905
Exchange loss on cash and cash equivalents		**(138,624)**	-
Cash and cash equivalents at end of year		**1,839,603**	3,139,246

Notes to the accounts
For the year ended 30 November 2016

1. General Information

Tekcapital PLC is a company incorporated in England and Wales and domiciled in the UK. The address of the registered office is detailed on page 1 of these financial statements. The Company is a public limited company, which is listed on the AIM market of the London Stock Exchange in 2014.

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.

2. Accounting policies

2.1 Statement of compliance

The financial statements of Tekcapital PLC have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS 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 Group meets its day to day working capital requirements through its service offerings, bank facilities and monies raised in follow-on offerings. Subsequent to year end the Group completed a further raise of $3.05 million before expenses, and Belluscura Ltd completed a further raise of $1.71 million before expenses. Refer to note 28 for further details. The Group's forecasts and projections indicate that the Group has sufficient cash reserves to operate within the level of its current facilities. After making enquiries, the Directors have a reasonable expectation that the Group had adequate resources to continue in operational existence for the foreseeable future.

The Company therefore continues to adopt the going concern basis in preparing both its consolidated financial statements and for its own financial statements.

2.1.2 Changes in accounting policy and disclosures

New standards and interpretations not yet adopted by the Group

A number of new standards and amendments to standards and interpretations are effective for annual periods after 30 November 2016, and have not been applied in preparing these consolidated financial statements. These include:

- IFRS 9 Financial Instruments
- IAS 1 Disclosure Initiative – Amendments to IAS 1
- IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation
- IFRS 15 Revenue from contracts with customers

None of these is expected to have a significant effect on the consolidated financial statements of the Group.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

No other issued but not endorsed amendments to IFRS will have a material impact on the Group's financial statements once they become endorsed and effective.

Notes to the accounts
For the year ended 30 November 2016

2.2 Business combinations

Tekcapital PLC was incorporated on 3 February 2014 and on 18 February 2014 entered into an agreement to acquire the issued share capital of Tekcapital Europe Limited by way of share issue. On 19 February 2014 it acquired the issued share capital of Tekcapital LLC also by share issue. This has been accounted for as a common control transaction under IFRS 3 using the pooling of interest method by using the nominal value of shares exchanged in the business combination and no fair value adjustment.

The consolidated financial statements comprise the financial statements of Tekcapital PLC and all subsidiaries controlled by it. Other than those subsidiaries mentioned above, all other subsidiaries have been consolidated using the acquisition method of consolidation.

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. Inter-company 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.

IFRS 13 did not affect any fair value measurements of the Group's assets or liabilities and therefore had no effect on the Group's financial position or performance.

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. This is because the majority of the Group's transactions are undertaken in US Dollars. Each subsidiary within the Group has its own functional currency which is dependent on the primary economic environment in which that subsidiary operates.

Effective 1 December 2014 Tekcapital PLC and Tekcapital Europe Limited changed their functional currency to UK Sterling. This is because, the primary economic activity of these entities is undertaken in the UK.

(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 borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'.

(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) 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.

2.4 Investment in subsidiaries

Investments in subsidiaries are recognised initially at cost. The cost of the investment includes transactions costs. The carrying amounts are reviewed at each reporting dated to determine whether there is any indication of impairment.

2.5 Non-controlling interests

Losses applicable to non-controlling interests in a subsidiary are allocated to the non-controlling interests, even if doing so causes the non-controlling interests to have a deficit balance.

Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

Upon the loss of control the assets and liabilities of the subsidiary, any non-controlling interests and other components of equity related to the subsidiary are derecognised. Any resulting gain or loss is recognised in the profit and loss.

2.6 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. An 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 'Other gains / (losses) – net' in the income statement. When re-valued assets are sold, the amounts are included in other reserves are transferred to retained earnings.

2.7 Intangible assets

(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 and is shown at original cost of purchase less impairment losses.

Under IAS38, this asset is regarded by the Directors as being an intangible asset with an indefinite useful life. The Directors believe that the asset is unique in that no competitor offering currently exists, the service appeals globally to many types of clients including Fortune 100 companies, there is no expectation of obsolescence in the foreseeable future, and the service provided by the asset generates sufficient ongoing revenue streams.

Consequently, no write down in the value of this asset either by way of amortisation or impairment has occurred in this financial year. In the Directors' opinion this asset has an indefinite useful life.

(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;

2.7 Intangible assets (continued)

(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 reliable measured.

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

(c) Licenses

Costs associated with the acquisition of Licenses for technologies with the express purpose of developing them further for a commercial market are recognised as an intangible asset when they meet the criteria for capitalisation. That is, they are separately identifiable and measureable and it is probable that economic benefit will flow to the entity.

Further development costs attributable to the Licensed technology and recognised as an intangible asset when the following criteria are met:

(i) it is technically feasible to complete the technology for commercialisation so that it will be available for use;

(ii) management intends to complete the technology and use or sell it;

(iii) there is an ability to use or sell the technology;

(iv) it can be demonstrated how the technology will generate probable future economic benefits;

(v) adequate technical, financial and other resources to complete the development and to use or sell the technology are available; and

(vi) the expenditure attributable to the technology during its development can be reliable measured.

Licenses and their associated development costs are amortised over the life of the license or the underlying patents, whichever is shorter.

(d) Vortechs Group

This is an intangible asset acquired for use by one of the subsidiaries of the Group and is valued at original cost of purchase.

Under IAS38, the Group's Vortechs Group asset is regarded by the Directors as being an intangible asset with an indefinite useful life. The Directors believe that this asset is unique as it operates in a niche market, it generates an ongoing revenue stream, and there is no expectation of obsolescence. This asset meets the requirements of IAS38 as it is separately identifiable, controlled by the Group, the cost can be measured reliably, and as a result of owning this asset future economic benefits in the form of service revenue are generated for the Group.

In the opinion of the Directors this asset as an indefinite useful life and there has been no amortisation or impairment provided in the current year.

2.8 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 (other than goodwill) are reviewed for possible reversal at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Company 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 loans and receivables that are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities that are greater than 12 months after the end of the reporting year. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' in the balance sheet. The Group also has cash and cash equivalents.

2.9.2 Recognition and measurement

Loans and receivables are recognised on the trade date in which the transaction took place, and are recognised at their fair value with transaction costs expensed in the income statement. 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.

2.9.3 Fair value

Financial instruments are measured at fair value including cash and cash equivalents, trade and other receivables, trade and other payables, and borrowings.

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. The fair value of borrowings equals their carrying amounts, as the impact of discounts is not significant.

2.10 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.

2.11 Impairment of financial assets

Assets carried at amortised cost

The Group assesses at the end of each reporting year whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (a 'loss event') and the loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications of that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For the loans and receivables category, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as the improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2.12 Inventories

Inventories comprise goods held for resale and are stated at the lower of cost or net realisable value. Cost includes all direct expenditure and other appropriate attributable costs incurred in bringing the inventory to its present location and condition.

2.13 Trade receivables

Trade receivables are amounts due from customers for the provision of services performed in the ordinary course of business. Collection is normally expected within three months or less (in the normal operating cycle of the business) and is classified as current assets. In the rare circumstances that they exceed a period of greater than one year they are presented as non-current assets.

In some instances, the Group accepts convertible loan notes for trade debts these are held separately on the statement of financial affairs until maturity or disposal on the open market. Any value received which is greater or less than the value of the original debt is taken to the consolidated statement of comprehensive income.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

2.14 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 and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.15 Share capital

Ordinary Shares

Ordinary shares are classified as equity. 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.

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.

Merger Reserve

The consolidated financial statements are accounted for using the 'pooling of interests' method', which treats the Group as if it had been combined throughout the current and comparative accounting periods. Pooling of interests principles for this combination gave rise to a merger reserve in the consolidated statement of financial position, being the difference between the nominal value of new shares issued by the Company for the acquisition of the shares of the subsidiary and the subsidiary's own share capital.

Non-controlling interest

Non-controlling interest is the portion of equity ownership in a subsidiary not attributable to the parent company.

2.16 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.

2.17 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:

2.17 Share based payments (continued)

- 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); and
- 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 originally 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.

2.18 Share warrants

The Group issued Warrants to the Company brokers during the initial public offering, which are not to be treated as share based payments.

2.19 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 timing 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.

Notes to the accounts
For the year ended 30 November 2016

2.20 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.

2.21 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under the operating leases are charged to income on a straight-line basis over the term of the relevant lease.

2.22 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 amount of revenue can reliably be measured; when it is probable that future economic benefits will flow to the Group; and when specific criteria have been met for each of the Group’s activities, as described below. The Group bases its estimate of return on historical results taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Provision of services

Income is derived from the provision of services either when a report is issued to the client; or when a specialist fee is incurred for the transfer of rights to intellectual property where a client has acquired IP from a report. Revenue is recognised when a service has been provided.

Sales of goods

Income is derived from the sale of goods when the goods have been shipped to the customer

Interest income

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

3. Financial Risk Management

3.1 Financial risk factors

(a) Credit Risk

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.

(b) Liquidity Risk

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 $1,839,603.

3.1 Financial risk factors (continued)

(c) 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.

(d) Market risk

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.

(e) Foreign exchange risk

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 weakened by 10 percent then the effect on the loss before tax would increase by $45,635 and equity would decrease by $165,540.

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 has no external borrowings and this has no impact on the gearing levels of the Group as at 30 November 2016.

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 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.

(a) Deferred taxes

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.

Notes to the accounts
For the year ended 30 November 2016

4. Critical accounting estimates and judgements (continued)

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.

Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

(b) Useful life of Invention Evaluator website

The Directors have considered the useful life of the Invention Evaluator website to be indefinite because of the uniqueness of the service it provides and that there is no competitor in the market in which the Group operates who is able to provide a similar service. The Directors will undertake an annual review that considers any impairment and if required make a provision in the financial statements.

(c) Useful life of Vortechs Group

The Directors have considered the useful life of Vortechs Group to be indefinite because of the ongoing service revenue that is being generated. The business operates in a specialised market, with few competitors. The Directors will undertake an annual review that considers any impairment and if required make a provision in the financial statements.

(d) Share based payment

The estimate of share based payments costs requires the Directors 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 the options and the risk free interest rate.

5. Segmental reporting

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

- professional services, including the provision of recruitment services via Vortechs Group, provision of reports and services provided to locate and transfer technologies to customers
- licensing activities, including acquiring licenses for technologies and their subsequent out licensing
- product sales

Segmental revenues and results

2016 **Consolidated income statement**	**Professional Services** **US $**	**Licensing Activities** **US $**	**Product Sales** **US $**	**Other** **US $**	**Total** **US $**
Revenue	721,756	-	43,021	-	764,777
Cost of sales	(423,191)	-	(33,291)	-	(456,482)
Administrative expenses	(157,087)	(74,549)	(972,508)	(1,602,159)	(2,806,303)
Depreciation and amortisation	-	(32,741)	(14,025)	(13,738)	(60,504)
Group operating income/(loss)	141,478	(107,290)	(976,803)	(1,615,897)	(2,558,512)
Finance income	-	-	1	313	314
Income/(Loss) on ordinary activities before income tax	141,478	(107,290)	(976,802)	(1,615,584)	(2,558,198)
Income tax expense	-	-	-	(766)	(766)
Income/(Loss) after tax	141,478	(107,290)	(976,802)	(1,616,350)	(2,558,964)

Tekcapital PLC

Notes to the accounts
For the year ended 30 November 2016

5. Segmental reporting (continued)

2015 **Consolidated income statement**	**Professional Services** **US $**	**Licensing Activities** **US $**	**Other** **US $**	**Total** **US $**
Revenue	407,420	-	-	407,420
Cost of sales	(128,778)	-	-	(128,778)
Administrative expenses	(200,084)	(35,000)	(1,478,118)	(1,713,202)
Depreciation and amortisation	-	(12,467)	(13,677)	(26,144)
Group operating income/(loss)	78,558	(47,467)	(1,491,795)	(1,460,704)
Finance income	-	-	709	709
Income/(Loss) on ordinary activities before income tax	78,558	(47,467)	(1,491,086)	(1,459,995)
Income tax expense	-	-	(820)	(820)
Income/(Loss) after tax	78,558	(47,467)	(1,491,906)	(1,460,815)

Segment assets and liabilities

2016 **Consolidated statement of financial position**	**Professional Services** **US $**	**Licensing Activities** **US $**	**Product Sales** **US $**	**Other** **US $**	**Total** **US $**
Assets	839,668	391,043	1,612,906	778,282	3,621,899
Liabilities	(87,600)	-	(232,541)	(164,684)	(484,825)
Net assets	752,068	391,043	1,380,365	613,598	3,137,074

2015 **Consolidated statement of financial position**	**Professional Services** **US $**	**Licensing Activities** **US $**	**Other** **US $**	**Total** **US $**
Assets	378,917	365,761	3,217,020	3,961,698
Liabilities	-	-	(242,481)	(242,481)
Net assets	378,917	365,761	2,974,539	3,719,217

Geographical information

Disclosure of Group revenues by geographic location.

	2016 **US $**	2015 US $
United Kingdom	**27,875**	4,598
United States	**736,902**	402,822
Total revenue	**764,777**	407,420

6. Expenses

6.1 Expenses by nature

Group	**2016** **US $**	2015 US $
Depreciation of property plant and equipment	**11,130**	3,057
Amortisation of other intangible assets	**49,375**	23,087
Other administration expenses	**2,846,496**	1,713,202
Foreign exchange movements	**(40,194)**	-
Total expenses	**2,866,807**	1,739,346

6.2 Auditor remuneration

During the year, the Group (including its subsidiaries) obtained the following services provided by the auditor and its associates:

Group	2016 US $	2015 US $
Fees payable to the Group's auditor and its associated for the audit of the Group and Company financial statements	**38,905**	37,546
Fees payable to the Company's auditor and its associates for other services		
- Tax advisory services	**10,580**	11,157
- Audit of subsidiaries	**24,913**	-
- Audit related assurance services	**-**	38,313
- Other non audit services	**6,826**	1,916
	81,224	88,932

7. Employees

7.1 Directors' emoluments

Group	2016 US $	2015 US $
Directors emoluments	**310,637**	289,935
Total	**310,637**	289,935

The highest paid Director received a salary of $204,714 (2015: $178,815) and benefits of $17,499 (2015: $15,461).

The highest paid Director did not exercise any share options or receive any shares from the Company during the current year.

7.2 Employee benefit expense

Group	2016 US $	2015 US $
Wages and salaries including restructuring costs and other termination benefits	**1,007,276**	579,402
Social security costs	**81,135**	57,799
Share options granted to directors and employees	**84,618**	38,493
Total	**1,173,029**	675,694

7.3 Average number of people employed

Group	2016	2015
Average number of people (including executive directors) employed		
Operations	**5**	1
Management	**4**	3
Administration	**2**	1
Total average headcount	**11**	5

Notes to the accounts
For the year ended 30 November 2016

8. Finance income and costs

Group	2016 US $	2015 US $
Finance Income:		
- Interest income on short term bank deposits	**314**	709
Finance income	**314**	709

9. Income tax expense

Group	2016 US $	2015 US $
Current tax		
Current tax on profits for the year	**766**	820
Adjustments in respect of prior year	**-**	-
Total current tax	**766**	820
Income tax expense	**766**	820

Group	2016 US $	2015 US $
(Loss) before tax	**(2,558,198)**	(1,459,995)
Tax calculated at domestic tax rates applicable to profits in the respective countries	**(511,640)**	(291,999)
Tax effects of:		
- Expenses not deductible for tax purposes	**18,329**	9,118
- Capital allowances in excess of depreciation	**(6,954)**	1,865
- Unrelieved tax losses and other deductions	**501,031**	281,836
Total income tax charge	**766**	820

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to losses.

The weighted average applicable tax rate was 20%. The increase is caused by a standard amount of tax payable in those States in the USA which a subsidiary company operates from and is not attributable to the level of profits or losses incurred.

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.

10. Loss per share

	2016 US $	2015 US $
Loss from continuing operations attributable to owners of the parent	**(2,215,032)**	(1,460,815)
Total	**(2,215,032)**	(1,460,815)
Basic and diluted earnings per share		
Weighted average number of ordinary shares in issue (000's)	**35,185**	29,902
Loss per share	**(0.063)**	(0.049)

Any options and warrants do not have a dilutive effect on the EPS as the Group is loss-making.

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11. Investments in subsidiaries

Company	**Shares in subsidiaries**	**Loans to subsidiaries**	**Total US $**
Cost and net book value			
At 1 December 2014	94,954	2,276,866	2,371,820
Additions during the year	-	-	-
Balance at 30 November 2015	94,954	2,276,866	2,371,820
Additions during the year	566,938	165,000	731,938
Foreign currency translation differences	(54,211)	(480,127)	(534,338)
Balance at 30 November 2016	**607,681**	**1,961,739**	**2,569,420**

Principal subsidiaries name	**Country of Incorporation and place of business**	**Proportion of ordinary shares directly held**	**Nature of business**
Tekcapital Europe Limited	England and Wales	100%	Provision of Intellectual property research services
Tekcapital LLC	USA	100%	Provision of Intellectual property research services
Non Invasive Glucose Tek Limited (*)	England and Wales	100%	Commercialising Intellectual property
Ocutek Limited (*)	England and Wales	100%	Commercialising Intellectual property
Smart Food Tek Limited (*)	England and Wales	100%	Commercialising Intellectual property
eGravitas Limited (*)	England and Wales	100%	Commercialising Intellectual property
Frigidus Limited (*)	England and Wales	100%	Commercialising Intellectual property
eSoma Limited (*)	England and Wales	100%	Commercialising Intellectual property
Salarius Limited (*)	England and Wales	100%	Commercialising Intellectual property
Belluscura Limited	England and Wales	64.79%	Sale of medical devices
Belluscura LLC (**)	USA	64.79%	Sale of medical devices

* 100% subsidiary of Tekcapital Europe Limited

** 100% subsidiary of Belluscura Ltd

11. Investments in subsidiaries (continued)

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. As part of this process, the Company has provided statutory guarantees to these subsidiaries.

The Company's loss before tax for the year ended 30 November 2016 was $2,941,098.

12. Intangible assets

	Purchased intangible assets				
Group	**Vortechs Group US $**	**Licenses US $**	**Website development US $**	**Invention Evaluator US $**	**Total US $**
At 1 December 2014	-	-	33,306	320,550	353,856
Additions during the year	-	378,228	-	3,185	381,413
At 30 November 2015	-	378,228	33,306	323,735	735,269
Additions during the year	500,000	270,858	-	10,080	780,938
Foreign currency translation differences	-	(27,215)	(7,304)	-	(34,519)
At 30 November 2016	**500,000**	**621,871**	**26,002**	**333,815**	**1,481,688**
Accumulated amortisation and impairment					
At 1 December 2014	-	-	(3,605)	-	(3,605)
Amortisation charge for the year	-	(12,467)	(10,620)	-	(23,087)
At 30 November 2015	-	(12,467)	(14,225)	-	(26,692)
Amortisation charge for the year	-	(39,915)	(9,460)	-	(49,375)
Foreign currency translation differences	-	601	3,536	-	4,137
At 30 November 2016	**-**	**(51,781)**	**(20,149)**	**-**	**(71,930)**
Net book value					
At 30 November 2015	-	365,761	19,081	323,735	708,577
At 30 November 2016	**500,000**	**570,090**	**5,853**	**333,815**	**1,409,758**

Under IAS38, the Group's Invention Evaluator is regarded by the Directors as being an intangible asset with an indefinite useful life. The Directors believe that the asset is unique in that no competitor offering currently exists, the service is already proven to have appealed globally to many types of clients including Fortune 100 companies, there is no expectation of obsolescence in the foreseeable future, and the service from the use of the asset generates sufficient ongoing revenue streams. The Directors have carried out an impairment review and believe that the value in use is significantly greater than book value.

Under IAS38, the Group's Vortechs Group asset is regarded by the Directors as being an intangible asset with an indefinite useful life. The Directors believe that this asset is unique as it operates in a niche market, it generates an ongoing revenue stream, and there is no expectation of obsolescence. This asset meets the requirements of IAS38 as it is:

- Separately identifiable
- The Group controls this asset
- Future economic benefits flow to the Group in the form of service revenues from this asset
- The cost of this asset can be measured reliably

The Directors have carried out an impairment review and consider the value in use to be greater than the book value.

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12. Intangible assets (continued)

Company	Purchased intangible assets: Website development US $	Total US $
At 1 December 2014	33,306	33,306
Additions during the year	-	-
At 30 November 2015	33,306	33,306
Additions during the year	-	-
Foreign currency translation differences	(7,304)	(7,304)
At 30 November 2016	**26,002**	**26,002**
Accumulated amortisation and impairment		
At 1 December 2014	(3,605)	(3,605)
Amortisation charge for the year	(10,620)	(10,620)
At 30 November 2015	(14,225)	(14,225)
Amortisation charge for the year	(9,460)	(9,460)
Foreign currency translation differences	3,536	3,536
At 30 November 2016	**(20,149)**	**(20,149)**
Net book value		
At 30 November 2015	19,081	19,081
At 30 November 2016	**5,853**	**5,853**

13. Property, plant and equipment

Group	Leasehold Improvements US$	Furniture and Equipment US $	Computer Equipment US $	Total US $
At 1 December 2014	-	1,659	6,972	8,631
Additions during the year	-	-	4,349	4,349
At 30 November 2015	-	1,659	11,321	12,980
Additions during the year	13,775	22,676	18,908	55,359
Foreign currency translation differences	-	(61)	(1,281)	(1,342)
At 30 November 2016	**13,775**	**24,274**	**28,948**	**66,997**
Accumulated amortisation and impairment				
At 1 December 2014	-	(169)	(1,834)	(2,003)
Amortisation charge for the year	-	(331)	(2,726)	(3,057)
At 30 November 2015	-	(500)	(4,560)	(5,060)
Amortisation charge for the year	(1,607)	(2,921)	(6,602)	(11,130)
Foreign currency translation differences	-	4	679	683
At 30 November 2016	**(1,607)**	**(3,417)**	**(10,483)**	**(15,507)**
Net book value				
At 30 November 2015	-	1,159	6,761	7,920
At 30 November 2016	**12,168**	**20,857**	**18,465**	**51,490**

Notes to the accounts
For the year ended 30 November 2016

14. Inventories

Group	**2016 US $**	2015 US $
Finished goods	**4,503**	-
Inventories	**4,503**	-

15. Trade and other receivables

Group	**2016 US $**	2015 US $
Trade receivables	**164,266**	55,182
Less provision for impairment of trade receivables	**-**	-
Trade receivables – net	**164,266**	55,182
VAT	**36,648**	14,267
Prepayments	**115,631**	36,506
Total trade and other receivables	**316,545**	105,955

The fair value of trade and other receivables are not materially different to those disclosed above. The Group's exposure to credit risk related to trade receivables is detailed in note 3 to the accounts on page 23.

Company	**2016 US $**	2015 US $
Receivables from Group companies	**413,067**	3,128,780
VAT	**13,954**	-
Prepayments	**15,920**	-
Total trade and other receivables	**442,941**	3,128,780

During the year, the Company made an impairment provision of $2,500,000 against certain receivables from Group companies.

16. Cash and cash equivalents

Group	**2016 US $**	2015 US $
Cash at bank and in hand	**1,839,603**	3,139,246
Total cash and cash equivalents	**1,839,603**	3,139,246

Company	**2016 US $**	2015 US $
Cash at bank and in hand	**4,027**	37,256
Total cash and cash equivalents	**4,027**	37,256

Notes to the accounts
For the year ended 30 November 2016

17. Categories of financial assets and financial liabilities

Group	**2016 US $**	2015 US $
Financial assets		
Loans and receivables at amortised cost	**164,266**	55,182
Cash and equivalents	**1,839,603**	3,139,246
	2,003,869	3,194,428
Financial liabilities		
Trade and other payables at amortised cost	**463,884**	224,285

Company	**2016 US $**	2015 US $
Financial assets		
Loans and receivables at amortised cost	**413,067**	3,128,780
Cash and equivalents	**4,027**	37,256
	417,094	3,166,036
Financial liabilities		
Trade and other payables at amortised cost	**814,973**	412,568

18. Share capital and premium

Share capital

Group and Company	**Number of shares**	**Ordinary Shares US $**	**Total US $**
Issued and fully paid up			
At 1 December 2014	23,383,747	154,842	154,842
Shares issued for the acquisition of Licenses	614,592	3,549	3,549
Shares issued in further public offering	10,750,000	65,721	65,721
Shares issued on exercise of warrants	95,000	572	572
At 30 November 2015	34,843,339	224,684	224,684
Shares issued for the acquisition of Vortechs Group	577,868	3,368	3,368
At 30 November 2016	**35,421,207**	**228,052**	**228,052**

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:

28 April 2016 577,868 shares were issued as consideration of $400,000 for the acquisition of Vortechs Group

Share premium

Group and Company	**Share premium US $**	Total US $
As at 1 December 2014	2,673,905	2,673,905
Premium on shares issued	3,436,126	3,436,126
Share issue costs	(164,456)	(164,456)
Premium on warrants exercised	35,176	35,176
At 30 November 2015	5,980,751	5,980,751
Premium on shares issued on the acquisition of Vortechs Group	396,632	396,632
At 30 November 2016	**6,377,383**	**6,377,383**

19. Reserves

Retained earnings

	Group Retained earnings US $	**Company Retained earnings US $**
As at 1 December 2014	(1,039,578)	(435,235)
Loss for the year	(1,460,815)	(632,183)
Share based payments	38,493	38,493
At 30 November 2015	(2,461,900)	(1,028,925)
Gain/(loss) for the year	(2,215,032)	(2,941,098)
Share based payments	84,618	84,618
Gain arising from changes in non-controlling interest	814,262	-
At 30 November 2016	**(3,778,052)**	**(3,885,405)**

Merger reserve

Group	**Merger reserve US $**
At 30 November 2015	(72,169)
At 30 November 2016	**(72,169)**

Translation reserve

	Group Translation reserve US $	**Company Translation reserve US $**
As at 1 December 2014	-	-
Foreign exchange gain	47,851	(32,141)
At 30 November 2015	47,851	(32,141)
Foreign exchange gain	(87,391)	(480,622)
At 30 November 2016	**(39,540)**	**(512,763)**

20. Trade and other payables

Group	**2016 US $**	2015 US $
Trade creditors	**225,501**	45,096
Social security and other taxes	**20,441**	16,896
Accruals, deferred income and other creditors	**238,383**	179,189
	484,325	241,181

Company	**2016 US $**	2015 US $
Amounts due to related parties	**721,567**	328,717
Accruals, deferred income and other creditors	**93,407**	83,851
	814,974	412,568

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 on page 23.

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 20% has been used to calculate the potential deferred tax.

Deferred tax	**Group 2016 US $**	Group 2015 US $	**Company 2016 US $**	Company 2015 US $
Accelerated capital allowances	**(1,029)**	(1,865)	**(1,892)**	(2,124)
Short term timing difference	**-**	-	**-**	-
Tax losses	**(1,002,263)**	(501,845)	**(199,620)**	(120,916)
Unprovided deferred tax asset	**1,003,292**	503,710	**201,512**	123,040
	-	-	-	-

22. Dividends

No dividend has been declared for the year ended 30 November 2016 (2015: Nil) and no dividend was paid during the year.

23. Cash used in operations

Group	**2016 US $**	2015 US $
Loss before income tax	**(2,558,198)**	(1,459,995)
Adjustments for		
- Depreciation	**11,130**	3,057
- Amortisation	**49,375**	23,087
- Finance costs – net	**(314)**	(709)
- Share based payments expense	**84,618**	38,493
- Movement in foreign exchange	**(160)**	47,851
Movement in trade and other receivables	**(221,044)**	(15,387)
Inventory movement	**(4,503)**	-
Movement in trade and other payables	**262,972**	141,129
Cash used	**(2,376,124)**	(1,222,474)

24. Commitments

Operating lease commitments

The Group’s subsidiaries have various office rental agreements.

The total un-provided lease commitment is:

Group	**2016 US $**	2015 US $
Arising:		
No later than 1 year	**36,446**	26,549
Later than 1 year and no later than 5 years	**1,915**	13,468
Total	**38,361**	40,017

25. Share based payments

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

The fair value of the 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:

- The option life is assumed to be at the end of the vesting period
- No variables change during the lift of the option (e.g. dividend yield must be zero)
- Expected volatility 35.08% - 41.53%
- Risk free interest rate 0.5%

The share based payment expense for the year was $84,618 (2015: $38,493).

Details of the number of share options and the weighted average exercise price outstanding during the year as follows:

		2016		2015
Group and Company	**Av. Exercise price per share £**	**Options (Number)**	Av. Exercise price per share £	Options (Number)
As at 1 December	0.3403	2,510,000	0.2500	700,000
Granted	0.3750	550,000	0.3752	1,810,000
Exercised	-	-	-	-
Forfeited	-	-	-	-
As at 30 November	**0.3402**	**3,060,000**	0.3403	2,510,000

The weighted average remaining contractual life is 3.48 years (2015: 4.1 years).

- 550,000 options were issued on the 29 June 2016 to Directors and senior employees at an exercise price of £0.3750. These options will vest one third each anniversary date or in full if the share price attains £1.00 or higher for 10 consecutive days at any time during the term. The options have a term of 5 years.

26. Related party transactions

During the year the Group employed the services of MMM Consulting Ltd, a company of which Malcom Groat is a Director and minority shareholder. The fees paid were $25,084 (2015: $40,500). The balance outstanding at year end was $ Nil (2015: Nil).

During the year Nigel Wray and his family participated in two Belluscura Private Placements on the same terms as other investors. In June 2016 Nigel Wray and his family's participation was $500,000, and in October 2016 Nigel Wray and his family's participation was $100,000. As a holder of more than 10% of both the Company's issued share capital and Belluscura's issued share capital at the time of the relevant transactions, Nigel Wray and his family were deemed a related party under the AIM Rules for Companies and therefore these transactions were related party transactions pursuant to those rules.

Details of Directors' remuneration and grant of options are given in the Directors' report.

The Group has taken advantage of the exemption in IAS 24 "related parties" not to disclose transactions with other Group companies.

27. Restatement

Certain expense items in the prior year have been reclassified from administrative expenses to cost of sales in order to be consistent with the current year classification.

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28. Events after the reporting period

(a) Tekcapital PLC placing

Subsequent to year end the Group completed a funding round raising gross proceeds if £2.43 million (approximately US $3.0 million), by way of a placing (the "Placing") of a total of 6,986,500 new ordinary shares of £0.004 each (the "Placing Shares").

- Gross proceeds of the Placing amount to a total of £2.43 million (approximately US $3.0 million), estimated to be £2.28 million, net of expenses
- The net proceeds of the Placing will be used for:
  - launch IP-related software applications
  - expand the Group's sales program in Latin America
  - acquire and market new intellectual properties
- The Placing Shares were issued to a range of institutional and other investors, including existing and new shareholders in the Company.

(b) Belluscura Ltd acquisition of Nanotether Discovery Science Ltd

Subsequent to the end of the year Belluscura Ltd acquired Nanotether Discovery Science Ltd, a UK based company that owns intellectual property for use in the pharmaceutical and biotechnology industries.

The consideration paid was approximately $339,200 and paid for through the issue of shares in the Group.

(c) Belluscura Ltd Placing

Belluscura Ltd completed a private funding round raising gross proceeds of $1.71 million, by way of a placing (the "Belluscura Placing") of a total of 2,598,800 new ordinary shares of £0.004p each (the "Belluscura Placing Shares").

- Gross proceeds of the Belluscura Placing amount to a total of £1.71 million
- The proceeds of the Belluscura Placing will be used for the further investments in Belluscura Ltd's existing products and products in development, sales and marketing and for general working capital purposes.
- The Belluscura Placing Shares were issued to a range of investors, including existing and new shareholders in Belluscura Ltd.