Minervest Limited

(Registration Number 197277)

Annual Financial Statements

for the year ended 31 December 2022

Minervest Limited

(Registration Number 197277)

Annual Financial Statements for the year ended 31 December 2022

Index

General Information

Country of Incorporation and Domicile	Seychelles
Registration Number	197277
Nature of Business and Principal Activities	The company was established in the Seychelles under the International Business Companies Act, to hold and facilitate investments in financial assets.
Directors	Werner Fuls Justyna Wojcik Jean-Francois Regnauld Tahir Ali (Appointed 1 June 2022)
Registered Office	105 Waterside Building Eden Island Seychelles
Business Address	105 Waterside Building Eden Island Seychelles
Auditors	Etchells Chartered Accountants - Seychelles
Company Secretary	PKF Registrars 104 Waterside Property Eden Island Seychelles
Preparer	Anneke Fourie CA(SA)

Minervest Limited

(Registration Number 197277)

Annual Financial Statements for the year ended 31 December 2022

Directors' Responsibilities and Approval

The directors are required in terms of the International Business Companies Act of 2016 to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements satisfy the financial reporting standards with regards to form and content and present fairly the statement of financial position, results of operations and business of the company, and explain the transactions and financial position of the business of the company at the end of the financial year. The annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied throughout the company and supported by reasonable and prudent judgements and estimates. The external auditors are engaged to express an independent opinion on the financial statements.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss. The going-concern basis has been adopted in preparing the financial statements. Based on forecasts and available cash resources the directors have no reason to believe that the company will not be a going concern in the foreseeable future. The annual financial statements support the viability of the company.

The annual financial statements have been audited by the independent auditing firm, Etchells Chartered Accountants - Seychelles, who has been given unrestricted access to all financial records and related data, including minutes of all meetings of the shareholder, the directors and committees of the directors. The directors believe that all representations made to the independent auditor during the audit were valid and appropriate. The external auditor's unqualified audit report is presented on pages 6 to 8.

The annual financial statements set out on pages 9 to 29 which have been prepared on the going concern basis, were approved by the directors and were signed on 20 April 2023 on their behalf by:

DocuSigned by:

967E143E2D4744C...

Werner Fuls

DocuSigned by:

Justyna Wojcik

CE43C41249064AA...

Justyna Wojcik

Directors' Report

The directors present their report for the year ended 31 December 2022.

1. Review of activities

Main business and operations

The company was established in the Seychelles under the International Business Companies Act, to hold and facilitate investments in financial assets. There were no major changes herein during the year.

The operating results and statement of financial position of the company are fully set out in the attached financial statements and do not in our opinion require any further comment.

2. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The ability of the company to continue as a going concern is dependent on a number of factors. The most significant of these is that the directors continue to procure funding for the ongoing operations for the company.

3. Events after reporting date

All events subsequent to the date of the annual financial statements and for which the applicable financial reporting framework requires adjustment or disclosure have been adjusted or disclosed.

The directors have given notice to liquidate the Premier Gold Membership Investment. The exit process was initiated and the company will receive the proceeds as per the prescribed process of Premier Gold. The result will be a significant decline in profits for the company during the year ended 31 December 2023.

4. Directors' interest in contracts

To our knowledge none of the directors had any interest in contracts entered into during the year under review.

5. Directors' interest in shares

As at 31 December 2022, the directors of the company held direct beneficial interests in 0.74% (2021: 0.46%) of its issued ordinary shares, as set out below.

Interests in shares

Directors	**2022 Direct**	**2021Direct**
Werner Fuls	70 000	70 000
Justyna Wojcik	42 735	-
Jean-Francois Regnauld	10 000	-
Tahir Ali (Appointed 1 June 2022)	10 000	-

The register of interests of directors and others in shares of the company is available to the shareholder on request.
There have been no changes in beneficial interests that occurred between the end of the reporting period and the date of this report.

Directors' Report

6. Authorised and issued share capital

No changes were approved or made to the authorised share capital of the company during the year under review.

On 9 May 2022 , the company issued 2,332,286 ordinary shares at $ 0.01 per share.

7. Dividend

No dividend was declared to the shareholders during the year.

8. Directors

The directors of the company during the year and up to the date of this report are as follows:
Werner Fuls
Justyna Wojcik
Jean-Francois Regnauld
Tahir Ali (Appointed 1 June 2022)

9. Company Secretary

The company's designated secretary is PKF Registrars.

10. Sponsor Advisor

PKF Capital Markets (Seychelles) Limited acts as sponsor to the company in terms of MERJ Exchange Limited's regulations.

11. Auditors

Etchells Chartered Accountants - Seychelles was the independent auditor for the year under review.

Etchells Chartered Accountants
Registered Auditors

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MINERVEST LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of Minervest Limited (the company) set out on pages 9 to 29, which comprise the Statement of Financial Position as at 31 December 2022, and the Statement of Profit and Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the period then ended and notes to the financial statements including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of Minervest Limited as at 31 December 2022, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Seychelles Companies Ordinance of 1972.

BASIS OF OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants, Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the Seychelles, and we have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the document titled Minervest Limited Annual Financial Statements for the period ended 31 December 2022, which included the Directors' Report as required by the Companies Act, 1972 and the Detailed Income Statement, which we obtained prior to the date of this report. The other information does not include the financial statements and our auditor's report and other auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we concluded that there is a material misstatement of this other information, we are require to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

The directors are responsible for the preparation of the financial statements in accordance with International Financial Reporting Standards and the Seychelles Companies Ordinance of 1972 and for such internal control as the directors determine it 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 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.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the company activities to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequence of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

DocuSigned by:

E077E34CE83643D...

Etchells Chartered Accountants
Registered Auditor
Eden Island, Mahe, Seychelles
Per: Jennifer Etchells

20 April 2023

Minervest Limited

(Registration Number 197277)

Financial Statements for the year ended 31 December 2022

Statement of Financial Position

Figures in $	Notes	2022	2021
Assets			
Non-current assets			
Property, plant and equipment	4	2,804	6,621
Investment in subsidiaries	5	1	1
Investments at fair value	8	476,065	25,299,976
Total non-current assets		**478,870**	**25,306,598**
Current assets			
Trade and other receivables	7	105,500	66,500
Investments at fair value	8	26,562,041	-
Total current assets		**26,667,541**	**66,500**
Total assets		**27,146,411**	**25,373,098**
Equity and liabilities			
Equity			
Issued capital	9	178,808	155,485
Share premium	9	15,812,354	15,812,354
Retained income		9,231,371	7,797,314
Total equity		**25,222,533**	**23,765,153**
Liabilities			
Non-current liabilities			
Long term borrowing	12	1,781,570	1,555,317
Current liabilities			
Trade and other payables	10	142,308	52,628
Total liabilities		**1,923,878**	**1,607,945**
Total equity and liabilities		**27,146,411**	**25,373,098**

Minervest Limited

(Registration Number 197277)

Financial Statements for the year ended 31 December 2022

Statement of Profit or Loss and Other Comprehensive Income

Figures in $	Notes	2022	2021
Revenue	13	2,262,392	10,299,377
Other operating expenses		(270,058)	(580,960)
Other gains and (losses)	14	(558,277)	(2,550,572)
Operating profit	15	**1,434,057**	**7,167,845**
Profit for the year		**1,434,057**	**7,167,845**
Other comprehensive income		-	-
Total comprehensive income for the year		**1,434,057**	**7,167,845**
Basic earnings per share	16	0.08	0.50
Diluted earnings per share	16	0.08	0.50

Statement of Changes in Equity

Figures in $	Notes	Issued capital	Share premium	Retained income	Total
Balance at 1 January 2021		41,200	3,926,639	629,468	4,597,307
Changes in equity					
Profit for the year		-	-	7,167,846	7,167,846
Total comprehensive income for the year		-	-	7,167,846	7,167,846
Issue of equity		114,285	11,885,715	-	12,000,000
Balance at 31 December 2021		**155,485**	**15,812,354**	**7,797,314**	**23,765,153**
Balance at 1 January 2022		155,485	15,812,354	7,797,314	23,765,153
Changes in equity					
Profit for the year		-	-	1,434,057	1,434,057
Total comprehensive income for the year		-	-	1,434,057	1,434,057
Issue of equity		23,323	-	-	23,323
Balance at 31 December 2022		**178,808**	**15,812,354**	**9,231,371**	**25,222,533**
	Notes	**9**	**9**		

Minervest Limited

(Registration Number 197277)
Financial Statements for the year ended 31 December 2022

Statement of Cash Flows

Figures in $	Notes	2022	2021
Net cash flows from operations	22	**2,045,822**	**9,491,801**
Cash flows used in investing activities			
Proceeds from sales of property, plant and equipment		994	-
Purchase of property, plant and equipment		-	(9,260)
Purchase of additional investments		(2,296,392)	(24,001,170)
Loans repaid		-	1,023,752
Cash flows used in investing activities		**(2,295,398)**	**(22,986,678)**
Cash flows from financing activities			
Proceeds from issuing shares		23,323	12,000,000
Proceeds from long term borrowings		226,253	1,494,877
Cash flows from financing activities		**249,576**	**13,494,877**
Net increase in cash and cash equivalents		**-**	**-**
Cash and cash equivalents at beginning of the year		-	-
Cash and cash equivalents at end of the year		**-**	**-**

Accounting Policies

1. General information

Minervest Limited ('the company') was established in the Seychelles under the International Business Companies Act, to hold and facilitate investments in financial assets.

The company is incorporated as a Public company and domiciled in Seychelles. The address of its registered office is 105 Waterside Building, Eden Island, Seychelles.

2. Basis of preparation and summary of significant accounting policies

The financial statements of Minervest Limited have been prepared in accordance with International Financial Reporting Standards. The financial statements have been prepared under the historical cost convention unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below.

The preparation of financial statements in conformity with International Financial Reporting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The principal accounting policies applied in the preparation of these annual financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Foreign currency translation

Functional and presentation currencies
The financial statements have been presented in American Dollar. The functional currency of the company is American Dollar.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in profit or loss within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other (losses)/gains – net'.

2.2 Property, plant and equipment

Definition
Property, plant and equipment are tangible items that:
- are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- are expected to be used during more than one period.

Recognition
Property, plant and equipment is recognised as an asset when:
- it is probable that future economic benefits associated with the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Initial measurement

An item of property, plant and equipment that qualifies for recognition as an asset is initially measured at its cost.

The cost of an item of property, plant and equipment includes:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Subsequent measurement - Cost model

After initial recognition, property, plant and equipment is measured at cost less any accumulated depreciation and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure incurred on items of property, plant and equipment is only capitalised to the extent that such expenditure enhances the value or previous capacity of those assets. Repairs and maintenance not deemed to enhance the economic benefit or service potential of items of property, plant and equipment are expensed as incurred.

Where the entity replaces parts of an asset, it derecognises the part of the asset being replaced and capitalises the new component.

Depreciation

Depreciation of an asset commences when it is available for use, and ceases at the earlier of the date that the asset is classified as held for sale, or the date that the asset is derecognised.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset. The depreciable amount of an asset shall be allocated on a systematic basis over its useful life. The depreciable amount of an asset is determined after deducting its residual value.

Residual values, useful lives and depreciation methods are reviewed at each financial year end. Where there are significant changes in the expected pattern of economic consumption of the benefits embodied in the asset, the relevant changes will be made to the residual values and depreciation rates, and the change will be accounted for as a change in accounting estimate.

The measurement base, useful life or depreciation rate as well as the depreciation method for all major classes of assets are as follows:

Asset class	Measurement base	Useful life / depreciation rate	Depreciation method
Office equipment		5 years	Straight line
Computer equipment		3 years	Straight line

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Impairments

The entity tests for impairment where there is an indication that an asset may be impaired. An assessment of whether there is an indication of possible impairment is done at each reporting date. Where the carrying amount of an item of property, plant and equipment is greater than the estimated recoverable amount, it is written down immediately to its recoverable amount. The resulting impairment loss is recognised immediately in profit or loss, except where the decrease reverses a previously recognised revaluation increase for the same asset the decrease is recognised in other comprehensive income to that extent and reduces the amount accumulated in equity under revaluation surplus, and future depreciation charges are adjusted in future periods to allocate the revised carrying amount, less its residual value, on a systematic basis over its remaining useful life.

Where the estimated impairment loss exceeds the carrying amount of the asset to which it relates, the resulting liability is only recognised if it is required by another standard.

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are included in profit or loss when the compensation becomes receivable.

Derecognition

The carrying amount of an item of property, plant and equipment is derecognised when the asset is disposed of or when when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised. Gains are classified as other gains on the face of the statement of profit or loss and other comprehensive income.

2.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A financial asset is any asset that is:

- cash;
- an equity instrument of another entity;
- a contractual right to receive cash or another financial asset from another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity.
- a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments; or
- a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose the entity's own equity instruments do not include puttable financial instruments classified as equity instruments in accordance with paragraphs 16A and 16B, instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation and are classified as equity instruments in accordance with paragraphs 16C and 16D, or instruments that are contracts for the future receipt or delivery of the entity's own equity instruments.

Basis of preparation and summary of significant accounting policies continued...

A financial liability is any liability that is:

- a contractual obligation to deliver cash or another financial asset to another entity to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity.
- a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose, rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments if the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. Also, for these purposes the entity's own equity instruments do not include puttable financial instruments that are classified as equity instruments in accordance with paragraphs 16A and 16B, instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation and are classified as equity instruments in accordance with paragraphs 16C and 16D, or instruments that are contracts for the future receipt or delivery of the entity's own equity instruments.

As an exception, an instrument that meets the definition of a financial liability is classified as an equity instrument if it has all the features and meets the conditions in paragraphs 16A and 16B or paragraphs 16C and 16D of ISA32.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Classification and recognition

Classification of a financial instrument, or its component parts takes place on initial recognition. Each instrument is classified as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument.

Financial assets classification

The company classifies financial assets into the following categories:

- Financial assets subsequently measured at fair value through profit or loss
- Financial assets subsequently measured at fair value through other comprehensive income (OCI)
- Financial assets subsequently measured at amortised cost

The classification depends on the entity'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 are either recorded 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.

The company reclassifies debt investments when and only when its business model for managing those assets changes.

Financial liabilities classification

The company classifies financial liabilities into the following categories:

- Financial liabilities subsequently measured at amortised cost
- Financial liabilities subsequently measured at fair value through profit or loss

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Recognition

Financial instruments are recognised initially when the company becomes a party to the contractual provisions of the instruments.

Note 6, 11 and 20 Financial instruments and risk management presents the financial instruments held by the company based on their specific classifications.

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the company commits to purchase or sell the asset.

Initial measurement

Financial assets

When a financial asset is recognised initially, it is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial liabilities

Financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

Financial assets

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and cash flow characteristics of the asset. Debt instruments are subsequently measured at:

- Amortised cost: assets held only for collection of principal and interest payments
    - Interest income is included in finance income using the effective interest rate method.
    - Any gain or loss on derecognition is recognised 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.
    - The company's financial assets at amortised cost includes trade receivables, and loans to associates and directors included under other non-current financial assets.

Equity instruments

All equity investments are subsequently measured at fair value.

- Fair value through profit or loss
    - Changes in the fair value are recognised in other gains / (losses) in the statement of profit or loss as applicable.

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

Financial liabilities

- Fair value through profit or loss: financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss
  - Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
  - This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.
  - Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.
  - Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.
  - Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The company has not designated any financial liability as at fair value through profit or loss.
- Amortised cost: Loans and borrowings
  - After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method.
  - Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.
  - Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.
  - The effective interest rate amortisation is included as finance costs in the statement of profit or loss.
  - This category generally applies to interest-bearing loans and borrowings.

Derecognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when it is transferred and the transfer qualifies for derecognition.

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

Impairment of financial assets

A forward looking allowance for expected credit losses is recognised for all debt instruments not held at fair value through profit or loss. Expected credit losses are based on the difference between contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The impairment methodology applied depends on whether there has been a significant increase in credit risk:

- For credit exposures with no significant increase in credit risk since initial recognition, expected credit losses are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month expected credit loss).
- For credit exposures with significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime expected credit loss).

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

For trade receivables and contract assets, a simplified approach is applied in calculating expected credit losses. Instead of tracking changes in credit risk, a loss allowance is recognised based on lifetime expected credit losses at each reporting date. A provision matrix was established that is based on the company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the company may also consider a financial asset to be in default when internal or external information indicates that the company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Trade and other receivables

Trade receivables are measured at initial recognition at fair value plus transaction costs. They are subsequently measured at amortised cost using the effective interest rate method, less allowance for expected credit losses. For trade receivables and contract assets, a simplified approach is applied in calculating expected credit losses. Instead of tracking changes in credit risk, a loss allowance is recognised based on lifetime expected credit losses at each reporting date. A provision matrix was established that is based on the company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Trade and other receivables are classified as debt instruments and loan commitments at amortised cost.

Up to 31 December 2022 trade receivables were recognised initially at the transaction price. They were subsequently measured at amortised cost using the effective interest method, less provision for impairment. A D600provision for impairment of trade receivables was established when there was objective evidence that the company would not be able to collect all amounts due according to the original terms of the receivables.

Trade and other receivables were classified as loans and receivables up to 31 December 2022.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially recorded at fair value and subsequently carried at amortised cost.

Trade and other payables

Trade payables are initially measured at fair value plus direct transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

2.4 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Any amounts received from the issue of shares in excess of par value is classified as 'share premium' in equity. Dividends are recognised as a liability in the company in which they are declared.

Accounting Policies

Basis of preparation and summary of significant accounting policies continued...

2.5 Earnings per share

Earnings and headline earnings per share are calculated using the weighted average number of relevant ordinary shares in issue during the year. The weighted average number of shares in issue during the year for both basic earnings per share and diluted earnings per share at 31 December 2022:

Number of shares in issue: 17,880,786 (2021: 15,548,500)

Weighted number of shares: 16,714,714 (2021: 14,448,764)

Basic earnings: $1,434,057 (2021: $7,167,845)

The entity has no reason to exclude any amounts from basic earnings per share.

The basic and diluted earnings per share as at 31 December 2022 was $0.08 and $0.08 respectively (2021: $0.46 and $0.50).

2.6 Revenue

The company recognises revenue from the following major sources:

- interest and
- realised gains on investment.

Interest income is recognised using the effective interest method and realised gains on investments are recognised when received.

When the outcome of transactions involving the rendering of services cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

3. 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.

3.1 Critical accounting estimates and assumptions

The company makes 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 amounts of assets and liabilities within the next financial year are addressed below.

3.1.1 Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Notes to the Financial Statements

Figures in $	2022	2021

4. Property, plant and equipment

Balances at year end and movements for the year

	Office equipment	Computer equipment	Total
Reconciliation for the year ended 31 December 2022			
Balance at 1 January 2022			
At cost	1,132	8,128	**9,260**
Accumulated depreciation	(24)	(2,615)	**(2,639)**
Carrying amount	**1,108**	**5,513**	**6,621**
Movements for the year ended 31 December 2022			
Depreciation	(113)	(2,709)	**(2,823)**
Disposals	(994)	-	**(994)**
Property, plant and equipment at the end of the year	**0**	**2,804**	**2,804**
Closing balance at 31 December 2022			
At cost	-	8,128	**8,128**
Accumulated depreciation	-	(5,324)	**(5,324)**
Carrying amount	**-**	**2,804**	**2,804**
Reconciliation for the year ended 31 December 2021			
Balance at 1 January 2021			
At cost	-	-	**-**
Accumulated depreciation	-	-	**-**
Carrying amount	**-**	**-**	**-**
Movements for the year ended 31 December 2021			
Additions from acquisitions	1,132	8,128	**9,260**
Depreciation	(24)	(2,615)	**(2,639)**
Property, plant and equipment at the end of the year	**1,108**	**5,513**	**6,621**
Closing balance at 31 December 2021			
At cost	1,132	8,128	**9,260**
Accumulated depreciation	(24)	(2,615)	**(2,639)**
Carrying amount	**1,108**	**5,513**	**6,621**

Figures in $	2022	2021

5. Investment in subsidiaries

	% holding 2022	% holding 2021	Carrying amount 2022	Carrying amount 2021
Kinito Trading	100.00%	100.00%	1	1

Financial statements not consolidated

The financial statements presented are not consolidated financial statements as the subsidiary's carrying value were adjusted to $1 due to their net asset value being insignificant and the effect will not present a difference between when preparing consolidated financial statements and when preparing holding company's financial statements.

6. Financial assets

6.1 Carrying amount of financial assets by category

	At fair value through profit or loss	Designated at fair value through profit or loss	At amortised cost	Total
Year ended 31 December 2022				
Investments at fair value (Note 8)	26,862,041	176,065	-	**27,038,106**
Trade and other receivables excluding non-financial assets (Note 7)	-	-	105,500	**105,500**
	26,862,041	**176,065**	**105,500**	**27,143,606**

	At fair value through profit or loss	Designated at fair value through profit or loss	At amortised cost	Total
year ended 31 December 2021				
Investments at fair value (Note 8)	24,638,649	661,327	-	**25,299,976**
Trade and other receivables excluding non-financial assets (Note 7)	-	-	66,500	**66,500**
	24,638,649	**661,327**	**66,500**	**25,366,476**

6.2 Fair value hierarchy

	Level 1
Year ended 31 December 2022	
Investments at fair value (Note 8)	27,038,106
Year ended 31 December 2021	
Investments at fair value (Note 8)	25,299,976

Minervest Limited

(Registration Number 197277)
Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements

Figures in $	2022	2021

7. Trade and other receivables

Trade and other receivables comprise:

Trade receivables	105,500	66,500

8. Investments at fair value

Investments held by the company which are measured at fair value, excluding derivatives are as follows:

	2022	2021
Designated at fair value through profit or loss:		
Hodler LLC	30,073	197,680
Profit share agreement for part of the profits in a BTC mining operation in Canada.		
Takamaka Shares	93,490	59,133
The company holds 22,819 shares at a cost of SCR 35 per share.		
Circle GDFO	-	1
The company holds 3,800,000 shares. The investment has been impaired and it is highly improbable that it will be recovered.		
Brox Equity	1	150,150
The company holds 120,120 tokens at a cost of $0.80.		
FAVO Shares Investment	1	191,864
The company holds 618,916 shares.		
MERJ	52,500	62,500
The company holds 25,000 tokenised shares at a cost of $2.5.		
Mandatorily at fair value through profit or loss:		
Hedge fund Investment - PGM Wealth Investment	26,562,041	24,338,649
Hedge fund Investment - Titanium Capital	300,000	300,000
USD 300,000 was invested at a rate of 13% per annum over a term of 36 months with Titanium Capital, a US based Hedge fund. Bi-annual interest payments of USD 19,500 are received over the term of the investment		
	27,038,106	25,299,977
Non-current assets	476,065	25,299,976
Current assets	26,562,041	-
	27,038,106	**25,299,976**

Minervest Limited

(Registration Number 197277)
Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements

Figures in $	2022	2021

9. Issued capital

Authorised and issued share capital

Authorised		
50 000 000 Ordinary shares with a par value of $0,01 each	500,000	500,000
Issued		
Ordinary	178,808	155,485
	178,808	**155,485**
Share premium	15,812,354	15,812,354
	15,991,162	**15,967,839**
Reconciliation of number of shares issued		
Shares - beginning of the period	15,548,500	4,120,000
Issued - 2,332,286 (2021: 11,428,500) at $ 0.01 (2021:$0.01) average price per share on 9 May 2022	2,332,286	11,428,500
Shares - end of period	**17,880,786**	**15,548,500**

10. Trade and other payables

Trade and other payables comprise:

Other payables	142,308	52,628

11. Financial liabilities

Carrying amount of financial liabilities by category

	At amortised cost	Total
Year ended 31 December 2022		
Long term borrowings (Note 12)	1,781,570	**1,781,570**
Trade and other payables excluding non-financial liabilities (Note 10)	142,308	**142,308**
	1,923,878	**1,923,878**
year ended 31 December 2021		
Long term borrowings (Note 12)	1,555,317	**1,555,317**
Trade and other payables excluding non-financial liabilities (Note 10)	52,628	**52,628**
	1,607,945	**1,607,945**

Notes to the Financial Statements

Figures in $	2022	2021
12. Long term borrowings		
12.1 Long term borrowings comprise:		
Imagine Investments Limited	1,781,570	1,555,317
This loan is unsecured, bears no interest and no fixed term of repayment has been agreed upon.		
12.2 Classification of long term borrowings		
Amortised cost	1,781,570	1,555,317
13. Revenue		
Interest income	39,000	45,000
Realised gain on investments	2,223,392	10,254,377
	2,262,392	**10,299,377**
14. Other gains / (losses)		
Fair value gains / (losses)		
Gain or (loss) on foreign exchange differences on assets	(15)	4,584
Financial assets designated as at fair value through profit or loss	(558,262)	(2,555,156)
Total other gains and (losses)	**(558,277)**	**(2,550,572)**
15. Operating profit		
Operating profit for the year is stated after charging the following, amongst others:		
Other operating expenses		
Property plant and equipment		
- depreciation	2,823	2,639
Employee costs		
Salaries, wages, bonuses and other benefits	52,069	52,672
Remuneration, other than to employees		
Consulting and professional services	21,326	36,768
Audit fees		
Auditors remuneration - Fees	2,750	7,800

Figures in $	2022	2021
16. Earnings per share		
16.1 Basic earnings per share		
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:		
Profit for the year attributable to owners of the company for continuing operations	1,434,057	7,167,845
Weighted average number of ordinary shares used in the calculation of basic earnings per share	17,056,563	14,448,764
Basic earnings per share	0.08	0.50
16.2 Diluted earnings per share		
The earnings used in the calculation of diluted earnings per share are as follows:		
Earnings used in the calculation of basic earnings per share for continuing operations	1,434,057	7,167,845
The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:		
Weighted average number of ordinary shares used in the calculation of basic earnings per share	17,056,563	14,448,764
Diluted earnings per share	0.08	0.50

17. Related parties

17.1 Group companies

Subsidiaries — Kinito Trading LLC

Related parties continued...

17.2 Compensation paid to directors and prescribed officers

December 2022

Name	**Fees paid**	**Salaries, bonuses and performance related payments**	**Total remuneration**
Werner Fuls	5,000	48,000	53,000
Justyna Wojcik	4,994	-	4,994
Jean-Francois Regnauld	5,000	-	5,000
Tahir Ali	5,000	-	5,000
Total compensation paid to directors and prescribed officers	**19,994**	**48,000**	**67,994**

December 2021

Name	**Fees paid**	**Salaries, bonuses and performance related payments**	**Total remuneration**
Werner Fuls	5,000	-	5,000
Justyna Wojcik	4,999	-	4,999
Jean-Francois Regnauld	5,000	-	5,000
		-	-
Total compensation paid to directors and prescribed officers	**14,999**	**-**	**14,999**

18. Events after the reporting date

All events subsequent to the date of the annual financial statements and for which the applicable financial reporting framework requires adjustment or disclosure have been adjusted or disclosed.

The directors have given notice to liquidate the Premier Gold Membership Investment. The exit process was initiated and the company will receive the proceeds as per the prescribed process of Premier Gold. The result will be a significant decline in profits for the company during the year ended 31 December 2023.

19. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

These conditions give rise to a material uncertainty which may cast significant doubt about the company’s ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The ability of the company to continue as a going concern is dependent on a number of factors. The most significant of these is that the directors continue to procure funding for the ongoing operations for the company.

20. Financial risk management

This note explains the company's exposure to financial risks and how these risks could affect the company's future financial performance. Current year profit and loss information has been included where relevant to add further context.

20.1 Market risk

20.1.1 Cash flow and fair value interest rate risk

Fluctuations in interest rates impact on the value of investments and financing activities, giving rise to interest rate risk.

The debt of the company is comprised of different instruments, which bear interest at either fixed or floating interest rates. The ratio of fixed and floating rate instruments in the loan portfolio is monitored and managed, by incurring either variable rate bank loans or fixed rate bonds as necessary. Interest rate swaps are also used where appropriate, in order to convert borrowings into either variable or fixed, in order to manage the composition of the ratio. Interest rates on all borrowings compare favourably with those rates available in the market.

The company policy with regards to financial assets, is to invest cash at floating rates of interest and to maintain cash reserves in short-term investments in order to maintain liquidity, while also achieving a satisfactory return for shareholders.

20.1.2 Price risk

The company is exposed to price risk because of its investments in equity instruments which are measured at fair value. The exposure to price risk on equity investments is managed through a diversified portfolio, and through the use of option contracts on relevant indexes, where necessary.

The company is not exposed to commodity price risk.

20.2 Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The company is exposed to credit risk on loans receivable, debt instruments at fair value through other comprehensive income trade and other receivables, contract receivables, lease receivables, cash and cash equivalents, loan commitments and financial guarantees.

20.2.1 Risk management

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The company only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit loss allowances for expected credit losses are recognised for all debt instruments, but excluding those measured at fair value through profit or loss. Credit loss allowances are also recognised for loan commitments and financial guarantee contracts.

Notes to the Financial Statements

Figures in $		2022	2021

Financial risk management continued...

20.3 Liquidity risk

The company is exposed to liquidity risk, which is the risk that the company will encounter difficulties in meeting its obligations as they become due.

The company manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at central banking institutions.

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

21. Capital management

The company's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the company's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

The company manages capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain the capital structure, the company may adjust the amount of dividends paid to the shareholder, return capital to the shareholder, repurchase shares currently issued, issue new shares, issue new debt, issue new debt to replace existing debt with different characteristics and/or sell assets to reduce debt.

The capital structure and gearing ratio of the company at the reporting date was as follows:

Long term borrowing	Note 12	1,781,570	1,555,317
Trade and other payables	Note 10	142,308	52,628
Total		1,923,878	1,607,945
Equity		25,222,533	23,765,153
Gearing ratio		8%	7%

22. Cash flows from operating activities

Profit for the year	**1,434,057**	**7,167,846**
Adjustments for:		
Depreciation	2,823	2,639
Fair value gains and losses	558,262	2,555,156
Change in operating assets and liabilities:		
Adjustments for (increase) / decrease in trade and other receivables	(39,000)	204,150
Adjustments for increase / (decrease) in trade and other payables	89,680	(437,990)
Net cash flows from operations	**2,045,822**	**9,491,801**