ANGELFISH INVESTMENTS plc

FINANCIAL STATEMENTS

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

Company Registration Number: 06400833

ANGELFISH INVESTMENTS plc

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

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COMPANY INFORMATION

Directors	:	Andrew J A Flitcroft – Chief Executive Officer Richard I Walker – Non Executive Officer
Secretary	:	Nicholas Narraway
Company Number	:	06400833
Registered Office and Business Address	:	Kings Court Railway Street Altrincham Cheshire WA14 2RD
Auditors	:	Crowe Clark Whitehill LLP St. Bride's House 10 Salisbury Square London EC4Y 8EH
Solicitors	:	Hewitson Moorhead Kildare House 3 Dorset Rise London EC4Y 8EN
Bankers	:	Coop P.O Box 101 1 Balloon Street Manchester M60 4EP
Corporate Advisor	:	Cairn Financial Advisors LLP 61 Cheyne House Crown Court 62-63 Cheapside London EC2V 6AX

Principal activities and review of the business

The Company's principal activity is that of an investment trading company listed on the NEX Exchange Growth Market with trading symbol ANGP for its ordinary shares and ANGS for its preference shares.

At the Annual General Meeting in June 2017, the Company's investment strategy was updated so that the Company's investment strategy is now focused on businesses and companies in the service and technology sectors, including products related to social or life enhancement. The Directors are seeking to identify investee businesses and companies where they perceive the opportunity for significant growth through early stage opportunities and/or market opportunities. The Company principally invests through secured convertible loan notes or acquire controlling shareholdings in UK based or overseas companies whose managements are proposing to seek a stock market quotation in the short/medium term, although the acquisition of minority interests in companies already admitted to the AIM market of the London Stock Exchange or NEX Exchange Growth Market will not necessarily be precluded. The Directors will also consider investment opportunities where the natural exit strategy will be through a trade sale. Additionally and as referred to in the Company's 30 June 2017 Interim Statements the focus is also on investing in a range of early stage companies seeking seed or follow on funding, where the Directors perceive the opportunity for significant growth, in the service and technology sectors, including products related to social or life enhancement.

The Company will also consider other complementary investment opportunities including but not specifically pre IPO funding. The Board will look to provide management support to those companies to assist in their growth and development. In so doing the Directors believe that this will provide the opportunity for healthy returns whilst minimising the investment risk. Subsequent to the year end one further investment has been made and the Board continues to review other potential opportunities.

In July 2016, the Company changed its accounting reference date from 30 June to 31 December. Therefore the results to 31 December 2017 are for the full year whilst the comparative prior year results are for the eighteen months ended 31 December 2016.

During the year to 31 December 2017 ("the Year") the Company made a profit before amortisation of preference shares of £708,126 (eighteen month period to 31 December 2016 (the Period"): loss of £718,628).

The profit before taxation for the Year was £257,811 (the Period to 31 December 2016: loss of £888,997). Costs of £450,315 (Period: £170,369) are in respect of amortisation of the Company's preference shares. This is a non cash item and is charged pro rata in the Company's Income Statement until maturity of the preference shares on 31 March 2021 so that the preference share carrying value in the Company's Statement of Financial Position equates to the full redemption value on maturity.

As previously advised in April 2017 the Company ceased discussions with 4Navitas which were to establish a joint venture to acquire wind turbines supplied to end users by 4Navitas. These discussions commenced in July 2016 and continued until April 2017 when the Directors concluded that 4Navitas was unable to provide the necessary information for satisfactory completion of due diligence and so terminated the negotiations. In undertaking these discussions, the Company incurred professional fees and expenses which as at 31 December 2016 amounted to £119,193, and had been charged to the period's income statement. After lengthy negotiations the Directors of Angelfish announced on 27 March 2018 that the Company had reached agreement with 4Navitas to receive a substantial contribution towards the professional costs incurred in connection with these aborted discussions.

Since the AGM in June 2017 the Company has made investments in line with its updated investment strategy.

On 25 July 2017 the Directors of Angelfish announced that the Company had entered into an agreement to provide an unsecured loan facility of £100,000 to X Markets Group Limited ("XMG"). XMG provides non-bank liquidity offering executable prices for a variety of mainly spot products which includes CFDs, FX, futures and equities. It streams prices to its clients who are forex and CFD brokers as well as tier-1 & tier-2 banks, brokers and other financial institutions (and exchanges) for their own clients' order execution. The loan is repayable no later than two years after drawdown. If the loan is repaid in the first 12 months from drawdown, XMG will repay the loan in full plus an additional amount equal to 100% of the loan, if the loan is repaid in the second 12 months from drawdown, XMG will repay the loan in full plus an additional amount equal to 200% of the loan. In addition, the loan agreement entitles Angelfish to receive such number of ordinary shares that shall equate to five per cent of the share capital of XMG. The Company continues to work with the directors of XMG whose progress continues to be encouraging.

On 26 September 2017 the Directors of Angelfish announced that the Company had entered into an agreement to provide a loan facility to Rapid Nutrition Plc ("Rapid"). Rapid is a natural healthcare company focused on research, development and production of a range of life science and nutraceutical products. Rapid was established based on its successful and proven nutraceutical supplement range which is exported worldwide and offers consumers a growing range of health and well-being solutions to meet existing and emerging societal health concerns. Rapid is presently listed on the SIX Swiss Exchange, Zurich and has appointed corporate advisors with a view of working towards obtaining a listing in London. The loan is in the amount of £150,000 and was interest bearing at 10% per annum until 28 February 2018 when it increased to 15% per annum payable monthly in arrears as the London listing had not yet been completed. The loan, plus rolled-up interest to 28 February 2018 will automatically convert into Rapid ordinary shares immediately prior to an admission of Rapid ordinary shares to a listing on a recognised investment exchange as defined by the FCA ("Admission"), at a price of 13.32p per share. Due to matters outside of Rapid's control, the Admission process is taking longer than anticipated. Angelfish remains supportive of Rapid's London listing plans.

On 22 December 2017 the Company announced that One Media Enterprises Limited ("OME"), a company in which Angelfish initially invested in 2013, had been acquired ("the Acquisition") by OneLife Technologies Corp. ("OneLife") a public company listed on the OTC:US with a ticker symbol "OLMM". To facilitate the Acquisition, OME agreed to repay in full the investment and loans made to date by Angelfish together with payment of management fees charged and an uplift on amounts due ("the Agreement").

The Agreement provides for an amount payable to Angelfish of US$1,000,000 in cash in instalments ("Cash Payment") plus the issue to Angelfish of 200,000 shares of Common Stock in OneLife and warrants to subscribe for 200,000 shares of Common Stock in OneLife, exercisable at US$1 per share for a period of five years. To date One Life is yet to raise sufficient funds and Angelfish has therefore agreed to extend the period for the first instalment of the Cash Payment to allow OneLife to pursue a substantial fund raising which would enable it to continue its business development and result in a positive outcome for both OneLife and Angelfish.

In the Company's prior Period the investment in loans (and previously invoiced management charges) to OME totalling £412,762 had been provided for in the income statement. Although there has been a delay in receipt of the Cash Payments the full value of the Agreement signed in December 2017 has been accounted for in this Year's financial statements which are enhanced as the prior Period's impairment provision of £198,540 is written back in this Year.

The Directors have continued to review investment opportunities in the current financial year and on 2 February 2018 the Directors of Angelfish announced that the Company had agreed to subscribe for 0% fixed rate secured convertible loan notes issued by YBOO Limited ("YBOO"). The loan amount is £150,000 which is being drawn down in six equal monthly instalments which commenced in February. The loan is supported by a charge over the assets of YBOO, is repayable no later than three years after drawdown or alternatively the loan is convertible into 15% of YBOO on payment of the final instalment or immediately in the event of certain agreed corporate finance transactions.

The Company's risks and uncertainties can be grouped into four categories; strategic, financial, operational and compliance. In so doing the Company continually seeks suitable investments not specifically in the UK that will provide an adequate return in the short to medium term (strategic). The Company can, but is not limited to, raising funds through its ordinary and preference shares whilst ensuring the cost of capital is attractive to investors but can be maintained by the Company (financial). The Company operates at a low cost base but ensures that it rewards the directors appropriately and support its advisor costs so it can operate effectively in order to achieve its strategic goals (financial). The Company must also retain suitably experienced directors and advisors to maintain its listing on the NEX Exchange Growth Market and comply with all its regulatory obligations (compliance).

Key Performance Indicators ("KPIs") provide an illustration of management's ability to successfully deliver against the Company's strategic objectives. The Board periodically reviews the KPIs of the Company taking into account the strategic objectives and the challenges facing implementation of such. The measures reflect the Company's development focused strategy, the importance of a positive cash position and our underlying commitment to ensuring safe operations. These KPI's can be categorised into operational and financial. These include, but are not limited to, adopting an agreed risk based strategy and monitoring its successful implementation on a regular basis (operational); return on investment both income and capital, control of overheads and costs, current and forecast Company cash balances and availability of future funding being sufficient to support the needs of the business and service the Company's current debt (financial).

In measuring these KPIs, the Company's investment balance has been fully appraised and is shown in the balance sheet at cost plus interest/pro rata uplift for held investments and matured investments at future expected cash flow receipts. The Company's cash balance at 31 December 2017 stood at £577,168 and the Company's total assets have increased from £1,263,002 to £1,993,504 in the Year.

The directors of Angelfish Investments plc will continue to appraise the merits and added value of its investment in OME and at the same time we will also explore and consider other investment opportunities which are in accordance with the Company's stated investment strategy.

Andrew Flitcroft
Director
On Behalf of the Board
Dated: 31 May 2018

DIRECTORS' REPORT

The directors present their report and financial statements of the Company for the period ended 31 December 2017.

The Company is incorporated and domiciled in England and Wales. The Company's ordinary shares are quoted on the NEX Exchange Growth Market.

Future developments

The Company will continue to work with its existing investments and explore and review other suitable investment opportunities in line with the Company's investment strategy.

Significant post balance sheet events

On 2 February 2018 the Company agreed to subscribe for 0% fixed rate secured convertible loan notes issued by YBOO Limited, a company incorporated in England and Wales with company number 10666836 ("YBOO"). The principal terms of the notes are disclosed in note 21 of these financial statements.

Going concern

The Company's business activities, together with factors likely to affect its future operations, financial position and liquidity position have been considered by the directors of the Company. The Directors, having made due and careful enquiry, are of the opinion that the Company has adequate working capital to execute its operations over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Financial risk management

The Company finances its operations through a mixture of equity, preference shares and retained earnings. Finance requirements are reviewed by the Board when funds are required for investments and loan funding.

The Company's policy is to maintain a strong financial position to sustain future development of the business. There were no changes to the Company's capital management approach during the period.

The Company's treasury functions are responsible for managing fund requirements and investments which include banking, cash flow management, interest and foreign exchange exposure to ensure adequate liquidity at all times to meet cash requirements.

The Company's principal financial instruments are cash, deposits, loans and investments and these instruments are only for the purpose of meeting its requirement for operations.

The Company's main financial risks are foreign currency risk, liquidity risk, interest rate risk and credit risks. Set out below are policies that are used to manage such risks:

Foreign currency risk
The Company reports in pound sterling although some of its loans and investments have been provided in US dollars. The Company also retains an investment whose fair value has been calculated in Euros. The Company do not at present hedge against US dollar to sterling or Euro to Sterling exchange rate fluctuations, however, the Board continually assess whether this is an appropriate policy and review on a regular basis.

Interest rate risk
During the period the Company's surplus funds were placed in deposits at floating rates. The Company's policy is to place deposits only with well-established banks or financial institutions that offer competitive interest rates.

Credit risk
Deposits, as a general rule, are placed with banks and financial institutions that have ratings of not less than AA or equivalent, which are verified before placing the deposits. The Board will continue to assess the strategies for managing credit risk and is satisfied with the existing policies.

Investments and loans are made to companies which the directors consider to be commensurate with the potential gains receivable. At the period end, the Company had a bad debt risk with one or more of its investments. The maximum financial risk exposure relating to the financial assets is the carrying value of such financial assets as on the period end date.

Capital management
The objective of the Company's capital management is to ensure that there is sufficient liquidity within the Company to carry out the committed and forecast investment and expenditure. The Company monitors the long-term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility. The Company's capital consists of ordinary and preference share capital only. The Board manages the structure of its capital and makes necessary adjustments to accommodate the changes in the economic conditions. To maintain or adjust the capital structure, the Board may issue new shares for cash. No significant changes were made in the objectives, policies or processes during the period ended 31 December 2017.

Liquidity risk
The Company ensures it has sufficient liquidity to meet its expenditure and investment requirements. The Company has no outstanding loan obligations at the period end.

Directors
The following directors have held office since 1 January 2017:

Andrew J A Flitcroft
Richard I Walker

Directors' interests
The interests of the directors in the shares of the Company are as follows:

	Ordinary Shares	
	At 31 Dec 2017	At 31 Dec 2016
Andrew Flitcroft	4,077,844	4,077,844

Substantial shareholders

The following shareholders hold more than 3% of the total issued shares of 710,082,349 of Angelfish Investments plc

	31 Dec 2017	31 Dec 2016
Valley Holdings Limited	14.08%	14.08%
Intrinsic Business Solutions Ltd	5.60%	5.60%
Trustees SVS SIPP – GE Robshaw	3.20%	3.20%
Trustees SVS SIPP – A P Ward	3.06%	3.06%

Payment of trade payables
It is the current policy to establish payment terms with suppliers when agreeing terms of supply, to ensure that suppliers are made aware of the terms of payment, and to adhere to those terms.

Auditors
In accordance with section 489 of the Companies Act 2006, a resolution proposing that Crowe Clark Whitehill LLP be reappointed as auditors to the company will be put to the Annual General Meeting.

Directors' responsibilities
The directors are responsible for preparing the Strategic Report, the Directors' 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs') as adopted by the EU and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group 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 estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are further responsible for ensuring that the Strategic Report and the Report of the Directors and other information included in the Annual Report and Financial Statements is prepared in accordance with applicable law in the United Kingdom.

The maintenance and integrity of the Angelfish Investments plc web site is the responsibility of the directors; the work carried out by the auditors does not involve the consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred in the accounts since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions.

Statement of disclosure to auditor

a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Andrew Flitcroft
Director
On behalf of the Board
Dated: 31 May 2018

Opinion

We have audited the financial statements of Angelfish Investments Plc for the year ended 31 December 2017 which comprise the Statement of comprehensive income, Statement of financial position, Statement of changes in equity, Statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. 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.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- The directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- The directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Emphasis of Matter

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 14 to the financial statements concerning the recoverability of the other receivable of £740,738 ($1,000,000) from One Life Technologies Corporation (OneLife). The matters explained in note 14 indicate the existence of a material uncertainty that, in the event of the failure of OneLife being able to lift its caveat emptor designation on its shares and access funding to repay the Company, the amount may not be recoverable.

The financial statements do not include the adjustments that may result if the company was unable to recover the amount.

Overview of our audit approach

Materiality

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

Based on our professional judgement, we determined overall materiality for the financial statements as a whole to be £30,000 based on 2% of total assets as the company is predominantly asset driven at present.

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

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

We agreed with the Board to report to it all identified errors in excess of £1,500. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit

As part of designing our audit, we determine materiality and assessed the risks of material misstatement in the financial statements of Angelfish Investments plc. In particular we focussed on where directors made subjective judgements, for example in respect of the carrying value of investments.

A full scope audit has been performed on the company.

Key Audit Matters

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

This is not a complete list of all risks identified by our audit.

Key audit matter	***How the scope of our audit addressed the key audit matter***
Preference shares During the prior year, the redeemable preference shares were reduced from £1 to £0.10 per share and the redeemable liability in the financial statements was reduced from £2,254,255 (before costs) to £340,811. As a result a fair value adjustment has been posted over the life of the preference shares to the date of redemption in order build the liability up to the redemption value. We assessed the fair value adjustment and ensured that this is in line with the accounting policy.	We recalculated the amortisation of the issue costs over the life of the preference shares and agreed this to the accounts. We also recalculated the adjustment to the preference shares to increase the liability to the redemption value. There is a 7.1% dividend associated with the preference shares. The charge in the Statement of Comprehensive Income of £160,052 was recalculated and agreed.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

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

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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

Stacy Eden
Senior Statutory Auditor
For and on behalf of
Crowe Clark Whitehill LLP
Statutory Auditor
St Bride's House
10 Salisbury Square
London
EC4Y 8EH
31 May 2018

FINANCIAL STATEMENTS

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	Year ended 31 Dec 2017 £	Period ended 31 Dec 2016 £
Revenue		-	-
Cost of sales		-	-
Gross profit/(loss)		-	-
Other operating income	4	9,000	9,000
Administrative expenses	5	(141,370)	(121,289)
Loss before investment activities		(132,370)	(112,289)
Fair value of receivables through profit and loss		95,954	-
Profit on disposal of investment	12	617,575	-
Investment write down	12	-	(198,540)
Costs of aborted transaction	12	-	(119,193)
Provision released/(provision against) loans receivable		214,222	(228,897)
Interest income	8	72,797	92,689
Interest payable at 7.1% on preference shares		(160,052)	(152,398)
Profit/(Loss) before amortisation of preference shares		708,126	(718,628)
Amortisation of preference shares	15	(450,315)	(170,369)
Profit/(Loss) before taxation		257,811	(888,997)
Taxation expense	9	-	-
Profit/(Loss) for the period		257,811	(888,997)
Other comprehensive income		-	-
Total comprehensive income attributable to equity holders of the company		257,811	(888,997)
Earnings per share for profit attributable to the equity shareholders			
Basic earnings per ordinary share (p)	11	0.036	(0.125)
Diluted earnings per ordinary share (p)	11	0.036	(0.125)

The accounting policies and notes set out on pages 18 to 36 form an integral part of these financial statements. There are no recognised gains and losses other than those passing through the income statement.

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

	Notes	31 Dec 2017 £	31 Dec 2016 £
Assets			
Non-current assets			
Share Investment	12	-	-
		-	-
Non-current assets			
Trade and other receivables falling due after more than one year	14	423,599	-
Current assets			
Short term investments	13	124,444	-
Trade and other receivables falling due within one year	14	868,293	536,558
Cash and cash equivalents		577,168	726,444
		1,569,905	1,263,002
Total assets		1,993,504	1,263,002
Equity and liabilities			
Equity			
Issued share capital	17	71,008	71,008
Share premium		-	-
Retained earnings		1,033,110	775,299
		1,104,118	846,307
Non-current liabilities			
Loans and borrowings	15	791,125	340,810
Current liabilities			
Trade and other payables	16	98,261	75,885
Total liabilities		889,386	416,695
Total equity and liabilities		1,993,504	1,263,002

Approved by the Board for issue on 31 May 2018

Andrew Flitcroft
Director

The accounting policies and notes set out on pages 18 to 36 form an integral part of these financial statements.

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STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017

	Number of shares	Nominal value p	Share capital £	Retained earnings £	Total £
Balance at 30 June 2015	710,082,349	0.01	71,008	134,832	205,840
Share Premium account on 10p preference shares cancelled (included in liabilities)	-	-	-	1,529,464	1,529,464
Loss for period	-	-	-	(888,997)	(888,997)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	(888,997)	(888,997)
Balance at 31 December 2016	710,082,349	0.01	71,008	775,299	846,307
Profit for period	-	-	-	257,811	257,811
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	257,811	257,811
Balance at 31 December 2017	710,082,349	0.01	71,008	1,033,110	1,104,118

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STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2017

	Year ended 31 Dec 2017 £	Period ended 31 Dec 2016 £
Cash flow from operating activities		
Profit/(loss) before taxation	257,811	(888,997)
Adjustments for:		
Profit on sale of investment	419,035	-
Amortisation adjustment on preference shares	450,315	170,369
Investment and loan write (back)/down	(412,762)	427,437
Costs of aborted transaction	-	119,193
Interest received	(72,796)	(92,689)
Increase in trade and other receivables	(574,624)	(368,947)
Increase in trade and other payables	22,376	22,114
Net cash inflow/(outflow) from operating activities	89,355	(611,520)
Cash flows from investing activities		
Preference dividends paid	(160,052)	(126,921)
Purchase of non-current assets	(134,206)	(119,193)
Increase in short term investments	(124,444)	-
Interest income	20,019	38,049
Interest paid	-	-
Net cash outflow from investing activities	(398,683)	(208,065)
Cash flow from financing activities		
Preference dividends payable	160,052	152,398
Proceeds from issue of shares	-	1,275,034
Net cash inflow from financing activities	160,052	1,427,432
Net increase in cash in the year	(149,276)	607,847
Cash and cash equivalents at the beginning of the year	726,444	118,597
Cash and cash equivalents at the end of the year	577,168	726,444

The accounting policies and notes set out on pages 18 to 36 form an integral part of these financial statements.

Notes to the financial information

1. General information

The principal activity of Angelfish Investments Plc is that of an investment company.

The company is a public limited company incorporated and domiciled in the United Kingdom, having a registered office at Kings Court, Railway Street, Altrincham, Cheshire, WA14 2RD. The registered number of the company is 06400833.

The Company changed its year end from 30 June 2016 to the 31 December 2016. These financial statements are therefore for the year ended 31 December 2017 with the comparative prior period being the eighteen month period ended 31 December 2016.

2. Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards IFRS as developed and published by the International Accounting Standards Board (IASB) as adopted by the European Union EU, IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRS.

Standards, amendments and interpretations to existing standards that have been issued and are effective at the balance sheet date have been applied in the financial statements.

The financial information has been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of certain financial assets at fair value through the income statement.

The preparation of financial information in conformity with IFRS requires management to exercise its judgement in the process of applying the group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial information are disclosed in the summary of significant accounting policies below.

The Company’s business activities, together with factors likely to affect its future operations, financial position and liquidity position have been considered by the directors of the Company. The Directors, having made due and careful enquiry, are of the opinion that the Company has adequate working capital to execute its operations over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

3. Summary of significant accounting policies

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

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired.

The amount of any provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within "administrative expenses". When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against "administrative expenses" in the income statement.

Cash and cash equivalents
Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash.

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

Investments
The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount is less than the value of the investment, the investment is considered to be impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in the profit and loss account.

Gains and losses on investments disposed of or identified are included in the net profit or loss for the period.

Fair Value of Assets and Liabilities
The Company measures all assets and liabilities at amortised cost or fair value.

Foreign currency translation
(a) Functional and presentation currency
The financial information is presented in pounds sterling, which is the company's functional and presentation currency.

(b) 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 the income statement.

Segmental reporting
A business segment is a group of assets or operations engaged in providing services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing services within a particular economic environment that is subject to different risks and returns from other segments in other economic environments.

Expenses
All expenses are accounted for on an accruals basis.

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

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. However, the 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 substantially 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 to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Financial liabilities
Preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Discretionary dividends thereon are recognised as distributions within equity upon approval by the Company's shareholders.

Preference share capital is classified as a financial liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Non-discretionary dividends thereon are recognised as interest expense in the income statement as accrued.

Preference share capital and premium is included at fair value. Costs associated with preference share funds raised are amortised in the Income Statement over the remaining life of the Preference shares.

Capital
The objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure that optimises the cost of capital. In order to maintain or adjust the capital structure the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Capital comprises all components of equity; share capital, share premium, and retained earnings.

Equity Settled share option plan
The Company has applied the requirements of IFRS2 Share-based payments in accordance with current provisions. The company issues equity-settled share based payments to certain employees, which are measured at fair value at the date of grant. The fair value determined at the date of grant is expensed on a straight line basis over the vesting period, based on the company's estimate of shares that will eventually vest. The fair value is determined by use of the share based payments intrinsic value. Management do not believe the fair value can be measured reliably by use of an option pricing model, based on the fact that the company has only relatively recently obtained a listing and no reliable historical data is available.

Future changes in accounting policies - standards issued but not yet effective
New standards and interpretations not yet adopted:

At the date of approval of the Historical Financial Information, there are a number of new standards and amendments to standards and interpretations that have been issued but are not yet effective and, in some cases, have not yet been adopted by the EU.

The Directors do not consider that the above standards and interpretations will have a material effect on the presentation of the financial statements in the period of initial application or subsequently, except that IFRS 9 will impact the measurement of financial instruments, IFRS 15 may have an impact on revenue recognition and related disclosures, and IFRS 16 may impact the treatment of operating leases and its presentation. At this point, it is not practicable for the Directors to provide a reasonable estimate of the effect of IFRS 9, IFRS 15 and IFRS 16 as their detailed review of these standards is still ongoing.

Key sources of estimation and uncertainty

In the application of the company's accounting policies, which are described in note 3, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are described below.

Allowance for trade and other receivables
Management reviews its loans and receivables for objective evidence of impairment at least quarterly. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgement as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates.

The allowance policy for doubtful debts of the company is based on the ageing analysis and management's on-going evaluation of the recoverability of the outstanding receivables. Once debtors have been identified as having evidence of impairment, it is regularly reviewed and appropriate impairment provision applied.

The directors also have to consider the appropriate discount rate to trade and other receivables.

Impairment of investments
The recoverable amounts of individual assets will be determined based on the higher of value-in-use calculations and fair value less costs to sell. These calculations will require the use of estimate and assumptions. It is reasonably possible that assumptions may change which may impact the directors' estimates and may then require a material adjustment to the carrying value of investments.

The directors' review and test the carrying value of investments when events or changes in circumstances suggest that the carrying amount may not be recoverable. Assets will be grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occurred, estimate will be prepared of expected future cash flows for each group of assets.

Expected future cash flows used to determine the value in use of the investments will be inherently uncertain and could materially change over time.

Fair value adjustment to preference shares to increase borrowings to redemption value
The 10p preference shares are redeemable on 31 March 2021 at £1 per preference share. The directors have spread the fair value uplift from the initial nominal value of 10p following cancelling of the 90p share premium to £1 over the life of the preference shares.

4. Segmental analysis

Based on risks and returns, the directors consider that the primary reporting format is by business segment. The directors consider that there is only one business segment, being the commission earned through signed up members gained by advertising and promoting the company's website. Therefore, the disclosures for the primary segment have already been given in this financial information.

Geographical segment

	2017 £	2016 £
Revenue from services:		
UK	9,000	9,000
Other European	-	-
Rest of the world	-	-
Total	9,000	9,000

	2017 £	2016 £
Balance sheet – Net book value of segment assets		
UK	-	-
Other European	-	-
Rest of the world	-	-
Total	-	-

5. Expenses

The following material expenses are included in administrative expenses:

	2017 £	2016 £
Director	12,000	18,000
Hotel and travel	10,208	4,734
Professional fees	47,144	58,903
Consultancy fees	45,410	8,100
Salaries	-	15,173

6. Loss before tax

Loss before tax, all of which arises from the company's principal activities, is stated after charging:

	2017 £	2016 £
Fees payable to the Company's auditor for :		
- Audit of the Company	11,000	10,000
- Other services	-	11,000

7. Personnel costs

Excluding directors, there are no employees (2016: 1).

The aggregate remuneration comprised	2017 £	2016 £
Wages and salaries	-	14,742
Social security costs	-	431
	-	15,173

	2017 £	2016 £
Directors' emoluments		
Emoluments	12,000	18,000

The directors are considered the only key management personnel.

The directors are considered the only key management personnel. The emoluments paid to directors are management fees.

8. Interest Income

	2017 £	2016 £
Bank interest	-	1,531
Loan interest receivable	72,797	91,158
Total	72,797	92,689

9. Taxation expense

The taxation provision for the period is different to the standard rate of corporation tax in the UK of 20%. The differences are explained below:

	2017 £	2016 £
Profit/(Loss) before tax	257,811	(888,997)
Taxation at the UK corporation tax rate of 20% (2016: 20%)	51,562	(177,799)
Effects of:		
Adjustment on preference shares	69,052	34,074
Preference dividends paid	32,010	30,480
(Profit)/Loss during the year carried forward	(152,624)	113,245
Tax expense	-	-

No deferred tax asset has been provided in respect of tax losses as their crystallisation is not certain. At the balance sheet date there are approximately £1,193,475 (2016: £1,380,433) of losses carried forward.

10. Dividends

No ordinary dividends have been proposed by the company for the period ended 31 December 2017 or the prior period.

11. Earnings per share

The calculation of the basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the year.

The calculations of diluted earnings per share are based on the basic earnings per share adjusted to allow for the issue of shares on the assumed conversion of all dilutive options. The exercise prices of all warrants and options issued are in excess of the Company's current share price and therefore have no dilutive effect on the reported earnings per share. The warrants are antidilutive and therefore have not been included in the earnings per share calculation.

Reconciliation of the earnings and weighted average number of shares in the calculations are set out below.

	2017			2016		
	Earnings £	Weighted average number of shares	Per share amount (pence)	Earnings £	Weighted average number of shares	Per share amount (pence)
Basic and diluted earnings per share	257,811	710,082,349	0.036	(888,997)	710,082,349	(0.125)

In the current period 160,154,600 warrants issued to preference shareholders (2016: 160,154,600 warrants) have been included in the above.

12. Investments - unquoted equity investments

	Total £
Cost / Valuation	
At 31 December 2016	317,733
Additions in the period	-
Disposals in the period	(198,540)
At 31 December 2017	119,193
Impairment	
At 31 December 2016	317,733
(Release)/charge in the period	(198,540)
Disposals in the period	-
At 31 December 2017	119,193
Net book amount	
At 31 December 2017	-
At 31 December 2016	-

The investment of £198,540 represents an investment in convertible loan stock held in One Media Enterprises Limited (a company incorporated in England and Wales with company registration number 08334965) ("OME") which if converted at the discretion of Angelfish Investments plc would convert into part of the issued share capital of OME. In December 2017 Angelfish signed a termination agreement with OME and disposed of its investment in OME. In December 2017 the Company signed a termination agreement whereby the Company would receive cash and stock, see Note 14 Trade and Other Receivables for full details of the transaction.

During the prior period the Company incurred professional fees and costs of £119,193 relating to the detailed discussions with 4Navitas to establish a joint venture. These discussions were terminated in April 2017. £Nil costs were impaired in the current period (2016: £119,193).

There are no financial assets that are past due at the end of reporting date but not impaired.

13. Short Term Investments

	2017 £	2016 £
Quoted investments held for resale	124,444	-

Represented by 200,000 shares of Common Stock in OneLife and warrants to subscribe for 200,000 shares of Common Stock in OneLife Technologies Corp. ("OneLife") a public company listed on the OTC:US with a ticker symbol "OLMM". As at 31 December 2017 the share price of OneLife was $0.84 per share equivalent to £0.62 per share. The share price of OneLife as at 30 April 2018 was $0.12. The shares in OneLife were acquired as part of the disposal of the Company's investment in One Media Enterprises Limited, see Note 14 Trade and Other Receivables for full details of the transaction.

14. Trade and other receivables

	2017 £	2016 £
Trade receivables	13,893	-
Prepayments	175,742	21,990
Short term loan receivable	180,722	496,140
Other receivables	921,535	18,428
	1,291,892	536,558

Amounts falling due after more than one year included above are:

	2017 £	2016 £
Other receivables	423,599	-

The short term loans receivable are in respect of a loan facility of £150,000 to Rapid Nutrition Plc ("Rapid"). The loan receivable includes interest to 31 December 2017 of £3,986. The loan is interest bearing at 10% per annum until 28 February 2018 when it increased to 15% per annum. The loan, plus rolled-up interest up to 28 February 2018, is automatically convertible into Rapid ordinary shares immediately prior to an admission of Rapid ordinary shares to a listing on a recognised investment exchange as defined by the FCA ("Admission"), at a price of 13.32p per share, provided Admission occurs by 31 July 2018. As from 1 March 2018, interest ceased to roll up into the Loan and instead is paid in cash monthly in arrears. The receivable in respect of the conversion has been increased to its fair value of £180,722, calculated using Rapid's quoted share price at year end discounting the future expected cash inflow and applying a discount rate of 33%. The resultant increase of £26,735 has been recognised in the Company's Income Statement as a fair value adjustment.

14. Trade and other receivables (continued)

Other short term loans of £11,175 and £3,500 are due from 11 Events Limited and Titania Ventures Limited respectively. These loans were provided in full in the period ended 31 December 2016 based on the ageing analysis and evaluation of the recoverability of the outstanding receivables. Neither 11 Events Limited or Titania Ventures Limited are currently in a position to settle their respective indebtedness.

Other receivables are in respect of amounts due following the disposal of the Company's investment into One Media Enterprises Limited ("OME"), a company in which Angelfish initially invested in 2013, has been acquired ("the Acquisition") by OneLife Technologies Corp. ("OneLife") a public company listed on the OTC:US with a ticker symbol "OLMM". To facilitate the Acquisition, OME has agreed to repay in full the investment and loans made to date by Angelfish together with payment of management fees charged and an uplift on amounts due ("the Agreement").

The Agreement provides for an amount payable to Angelfish of US$1,000,000 in cash in instalments ("Cash Payment") plus the issue to Angelfish of 200,000 shares of Common Stock in OneLife and warrants to subscribe for 200,000 shares of Common Stock in OneLife, exercisable at US$1 per share for a period of five years from the date of grant.

The Cash Payment is receivable as follows:
i. US$200,000 (£148,148) to be paid within 60 days on or before 5 February 2018;
ii. US$350,000 (£259,259) to be paid on or before 5 May 2018; and
iii. US$450,000 (£333,331) in monthly instalments commencing 5 June 2018 through 9 monthly payments of US$16,667 (£12,346) followed by 9 monthly payments of US$33,333 (£24,691)

*As such $333,333 (£246,913) is receivable after more than one year and shown in Other receivables.
Although one of the conditions of the Agreement was receipt of the first $200,000 on or before 5 February 2018 Angelfish agreed to extend the period for the first instalment of the Cash Payment to allow OneLife to pursue a substantial fund raising which would enable it to continue its business development and result in receipt of the full Cash Payment to Angelfish.

The amount of £740,738 ($1,000,000) which is due from One Life Technologies, a company listed on OTC is dependent on OneLife's share suspension being lifted so it can access committed funds of at least $5,000,000 from its investors. The suspension is due to be lifted in June, however there is an element of uncertainty regarding this as it is outside the control of Angelfish Investments.

The directors are confident that the funds will be repaid from OneLife and therefore consider no provision is necessary.

On 24 July 2017 the Company made an advance of an unsecured loan facility to X Markets Group Limited, (a company incorporated in England and Wales with company registration number 10013139 ("XMG"). The loan to XMG is in the amount of £100,000. The Investment value includes associated costs of £7,470. The loan is supported, up to a maximum liability of £100,000, by a personal guarantee from the sole director of XMG. The loan is repayable no later than two years after drawdown. If the loan is repaid in the first 12 months from drawdown, XMG will repay the loan in full plus an additional amount equal to 100% of the loan, if the loan is repaid in the second 12 months from drawdown, XMG will repay the loan in full plus an additional amount equal to 200% of the loan. In addition, the loan agreement entitles the Company to receive, on the earlier of the second anniversary of the date of the agreement or the date of repayment of the loan, such number of ordinary shares that shall equate to five per cent. of the then issued share capital of XMG, taking into account shares then in issue and shares then agreed, proposed or intended to be issued, including conversion or subscription rights granted but not yet exercised. A fair value calculation has been applied to the 5% holding in XMG, using a 35% discount

14. Trade and other receivables (continued)

rate to expected future cash flows and a 75% discount for a minority shareholding, the fair value is calculated as £69,218 and has been recognised in the Company's Income Statement as a fair value adjustment and increase to other receivables.

15. Loans and Borrowings

	2017	2016
	£	£
2,254,255 (2016: 2,254,255) preference shares at 10p	225,425	225,425
Share premium on preference shares	2,028,830	2,028,830
Total preference shares	2,254,255	2,254,255
Less issue costs	(576,399)	(576,399)
Total preference share liability	1,677,856	1,677,856
Amortisation of preference shares	642,734	192,419
Cancellation of share premium on preference shares	(1,529,465)	(1,529,465)
Redeemable preference shares	791,125	340,810

During the period no new preference shares of 10p each were issued (2016: 1,601,546). The consideration for each preference share is £1 each (10p nominal and 90p share premium). Funds received in prior periods were raised in order to augment the company's working capital and provide funding to continue the Company's investment strategy. No new preference shares were issued in 2016 and 2017. The preference shares do not carry the right to vote.

The preference shares issued are cumulative redeemable preference shares that pay a preferential dividend of 7.1% per annum, payable quarterly on the issue price of £1. The preference shares will be redeemed on 31 March 2021 at their issue price of £1 each.

Warrants were issued to the subscribers of preference shares that entitle the investor to subscribe for ordinary shares an amount equal to up to 25% of the amount subscribed for their preference shares. The exercise price for each warrant for an ordinary share is the offer price on the date the subscription monies were received. The warrants are exercisable until 31 March 2021. The preference shares have no voting rights, unless the preferential dividend is in arrears for at least six months, and in certain other limited circumstances, but have preference for payment of dividends and repayment of capital.

On 26 September 2016 at a general meeting of ordinary shareholders and the class meeting of preference shareholders of the Company a resolution was passed to approve that the balance standing to the credit of the share premium account of the Company as at 30 June 2016 be cancelled in order to provide cover for distributions to be made in future (including in particular, dividends on the Preference Shares), and to create part of the distributable reserves that will be required for the eventual redemption of the Preference Shares. This was confirmed at the final court hearing which took place on 26 October 2016. The Capital Reduction created additional reserves of approximately £1,529,000, which would be distributable.

16. Trade and other payables

	2017	2016
	£	£
Trade payables	43,170	27,295
Accrued expenses and other payables	55,091	48,590
	98,261	75,885

17. Share capital

	2017	2016
	£	£
Allotted, called up and fully paid		
710,082,349 ordinary shares of 0.01p each	71,008	71,008

18. Related party transactions

During the period the company purchased services from FS Business Limited, a company in which A Flitcroft is a Director, to the sum of £15,000 (2016: £3,100). At the period end £4,500 (2016: £nil) remained outstanding.

In the prior period an amount receivable of £3,500 due from Titania Internet Ventures plc was written off, a company in which R Walker is a director.

During the year Mr Walker, a director of the Company, invoiced consultancy fees of £45,678 (2016: £27,559)

During the year commissions on the issue of preference shares of £nil (2016: £3,000) were paid to SVS Securities plc, a company in which A Flitcroft is a director.

19. Share options and warrants

The company has a share option scheme under which options to subscribe for the company's shares are granted to the directors and other persons. The options are exercisable at 0.35p per share for up to 10 years from the date of grant and the options vest and are exercisable in equal tranches from 1 February 2015, 1 February 2016 and 1 February 2017. Of the share options issued 39,750,000 are outstanding at the year end (2016: 39,750,000)

Warrants have been issued to the Preference Shareholders. The Warrants entitle the Investor in Preference Shares to subscribe for Ordinary Shares an amount equal to up to 25% of the amount subscribed by the Investor for their Preference Shares. The exercise price for each Warrant is the offer market price for an Ordinary Share (as derived from the NEX Exchange Growth Market) on the date when subscription monies from the issue of the relevant Preference Shares are received by the Company. In each case, the Warrants will be exercisable until 31 March 2021. During the year a total of nil (2016: 160,154,600) warrants were issued which are exercisable until 31 March 2021 at the following price per share:

19. Share options and warrants (continued)

			no of
	exercise price of	0.40 p	-
	exercise price of	0.35 p	-
	exercise price of	0.25 p	-
Warrants issued during the period to 31 December 2017			-
	exercise price of	0.40 p	16,074,875
	exercise price of	0.35 p	24,221,643
	exercise price of	0.25 p	165,795,400
Total warrants in issue as at 31 December 2016 and 31 December 2017			206,091,918

20. Financial risk management

The Company finances its operations through a mixture of equity, preference shares and retained earnings. Finance requirements are reviewed by the Board when funds are required for investments and loan funding.

The Company's policy is to maintain a strong financial position to sustain future development of the business. There were no changes to the Company's capital management approach during the period.

The Company's treasury functions are responsible for managing fund requirements and investments which include banking, cash flow management, interest and foreign exchange exposure to ensure adequate liquidity at all times to meet cash requirements.

The Company's principal financial instruments are cash, deposits, loans and investments and these instruments are only for the purpose of meeting its requirement for operations.

The Company's main financial risks are foreign currency risk, liquidity risk, interest rate risk and credit risks. Set out below are policies that are used to manage such risks:

Foreign currency risk
The Company reports in pound sterling although some of its loans and investments have been provided in US dollars. The Company also retains an investment whose fair value has been calculated in Euros. The Company do not at present hedge against US dollar to Sterling or Euro to Sterling exchange rate fluctuations, however, the Board continually assess whether this is an appropriate policy and review on a regular basis. The table below demonstrates the sensitivity to a reasonably possible change in Euro and US dollar exchange rates with all other variables held constant of the Company's profit or loss before tax.

20. Financial risk management (continued)

	Increase/ (decrease) In exchange rate %	2017 Effect on profit or loss before tax £	2016 Effect on profit or loss before tax £
Increase in US dollar to Sterling exchange rate	5%	(41,199)	-
Increase in Euro to Sterling exchange rate	5%	(1,273)	-
Decrease in US dollar to Sterling exchange rate	(5%)	45,536	-
Decrease in Euro to Sterling exchange rate	(5%)	1,407	-

Interest rate risk
During the period the Company's surplus funds were placed in deposits at floating rates. The Company's policy is to place deposits only with well-established banks or financial institutions that offer competitive interest rates.

Credit risk
Deposits, as a general rule, are placed with banks and financial institutions that have ratings of not less than AA or equivalent, which are verified before placing the deposits. The Board will continue to assess the strategies for managing credit risk and is satisfied with the existing policies.

Investments and loans are made to companies which the directors consider to be commensurate with the potential gains receivable. At the period end, the Company had a bad debt risk with one or more of its investments. This has been explained further in note 14. The maximum financial risk exposure relating to the financial assets is the carrying value of such financial assets as on the period end date. At the balance sheet date the carrying value of these financial assets was £481,855 (2016: £nil).

Capital management
The objective of the Company's capital management is to ensure that there is sufficient liquidity within the Company to carry out the committed and forecast investment and expenditure. The Company monitors the long-term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility. The Company's capital consists of ordinary and preference share capital only. The Board manages the structure of its capital and makes necessary adjustments to accommodate the changes in the economic conditions. To maintain or adjust the capital structure, the Board may issue new shares for cash. No significant changes were made in the objectives, policies or processes during the period ended 31 December 2017.

Liquidity risk
The Company ensures it has sufficient liquidity to meet its expenditure and investment requirements. The Company has no outstanding short term loan obligations at the period end.

Maturity of non-current financial liabilities
The maturity of non-current financial liabilities, which consist of redemption costs of the Company's 2021 Cumulate 7.1% dividend bearing redeemable preference shares as at 31 December 2017 and 31 December 2016 are as follows:

20. Financial risk management (continued)

	2017 £	2016 £
In more than 2 years but not less than 5 years	2,254,255	2,254,255
In more than 5 years	-	-

Book values and fair values of the Company's financial assets and liabilities are as follows:

Financial assets

Financial assets at fair value through profit and loss	Book Value 2017 £	Fair value 2017 £	Book value 2016 £	Fair value 2016 £
Share investment	-	-	-	-
Financial assets - loans and receivables				
Short term investments	124,444	124,444	-	-
Cash and short-term deposits	577,168	577,168	726,444	726,444
Trade and other receivables	1,291,892	1,291,892	536,558	536,558
	1,993,504	1,993,504	1,263,002	1,263,002

Financial Liabilities

Financial liabilities measured at amortised cost	Book Value 2017 £	Fair value 2017 £	Book value 2016 £	Fair value 2016 £
Loan and borrowings	791,125	791,125	340,810	340,810
Trade and other payables	98,261	98,261	75,885	75,885
	889,386	889,386	416,695	416,695

All of the above financial assets and liabilities are current at the period end dates, other than the Share investments and Loan and borrowings which are non-current.

21. Proposed corporate transaction and post balance sheet events

On 2 February 2018 the Company agreed to subscribe for 0% fixed rate secured convertible loan notes issued by YBOO Limited, a company incorporated in England and Wales with company number 10666836 (“YBOO”). The principal terms of the notes are as follows:

- The loan is in the amount of £150,000 which will be drawn down in six equal monthly instalments commencing immediately.
- The loan is supported by a charge over the assets of YBOO.
- The loan is repayable no later than three years after drawdown
- Alternatively the loan is convertible into 15% of YBOO on payment of the final instalment or immediately in the event of a further debt fund raise of at least £100,000; any additional equity fund raise; admission of the shares of YBOO to the Official List of the Financial Conduct Authority, the AIM Market, the NEX Exchange or another recognised investment exchange; a disposal by YBOO generating proceeds in excess of £2m; or a change of control of YBOO.

YBOO owns and operates a UK mobile app which enables the customer to know which mobile network and deal is best for them. The free to use app is supported by complex ‘back end’ systems which translate consumer behaviour and habits into a “meta-model”. This can then be compared to the spectrum of mobile service offers, which are updated to provide real time costs and charges. The customer then receives recommendations on the most suitable deal matched to their own personal usage and behaviour. YBOO will generate revenues from connection bonuses from switching deals and/or network, and the mobile networks from providing access to data and consultancy.