RNS Number : 5953C
Blue Star Capital plc
28 March 2025

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Blue Star Capital plc

("**Blue Star**" or the "**Company**")

Final Results for the year ended 30 September 2024

Blue Star Capital plc (AIM: BLU), the investing company with a focus on blockchain, esports and payments, announces its final results for the year ended 30 September 2024.

Operating and financial summary

The Company incurred a pretax loss for the period of £4,491,966 compared to a loss for the previous period of £6,329,473. The main factor behind this year's significant loss was the write down in value of the Company's investment in SatoshiPay from £4,653,099 to £581,068. Blue Star currently has a 27.9% interest in SatoshiPay's share capital. This shareholding has historically been valued in accordance with the Company's long-standing accounting policy, which is to use the last external fund raise. This last took place in 2019 and on this basis the shareholding was valued in last year's accounts at £4,653,099.

Since the middle of 2024, SatoshiPay has focused its attention on a newly incubated project called Vortex. The Vortex platform will enable users to seamlessly swap stablecoins for local fiat currencies at significantly lower costs than current market rates. This presents a substantial opportunity in a rapidly growing market.

In order to exploit the opportunity presented by Vortex, SatoshiPay completed a €400,000 fundraise on 25 February 2025, through a SAFE (Simple Agreement for Future Equity) funding round marketed to existing investors in SatoshiPay. Blue Star subscribed for €75,000 in the SAFE funding round.

While not an equity raise in the traditional sense, the SAFE terms did put a cap on the value at which the SAFE funds could be converted of €2.5 million. While the SAFE fundraise does not directly establish a new valuation for SatoshiPay, the Board believed that the most prudent accounting approach was to use the valuation cap as a reference point for financial reporting purposes. This approach is conservative. The true valuation of SatoshiPay will only be determined at the time of a future equity round. It was for this reason that Blue Star felt it important to participate in the round contributing 18.75% of the SAFE raise, ensuring only modest future dilution from our current percentage which remains unchanged at current shareholding of 27.9%.

The Company's esports investments made strong commercial progress during the last year with both expected to become cashflow positive during 2025.

The operating expenses of the Company continue to be reduced and declined by 24% last year.

The cash position of the Company at 30 September 2024 was £5,828 compared with £63,158 in the previous period. Post year end, the Company raised gross proceeds of £150,000 from the issue of new ordinary shares to provide additional working capital and to enable it to participate in the SAFE fund raise undertaken by SatoshiPay.

The Annual Report and notice of Annual General Meeting ("**AGM**") will be posted to shareholders shortly and will be available to view on the Company's website http://www.bluestarcapital.co.uk

The AGM will be held at the offices of Cairn Financial Advisers LLP, 80 Cheapside, 3rd Floor, EC2V 6EE on Wednesday 25 April 2025 at 10:00 a.m. Shareholders wishing to vote on any matters of business at the AGM are encouraged to do so through completion of a proxy form which can be completed and submitted to the Company. Proxies should be completed and returned in accordance with the instructions on the form of proxy by no later than 10:00 a.m. on 23 April 2025.

Tony Fabrizi Executive Chairman of Blue Star Capital plc, commented:

"*Blue Star's future remains closely aligned with performance of SatoshiPay and its Vortex project, which it owns 100%. Vortex's recent launch in Brazil should provide invaluable feedback on the attractiveness of the product offering and SatoshiPay's ability to attract ongoing investment. While we await future developments with SatoshiPay, we will continue to support our other investee business wherever possible, and to carefully manage the limited cash resources of the Company.*"

This announcement contains inside information for the purposes of the UK Market Abuse Regulation and the Directors of the Company are responsible for the release of this announcement.

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About Blue Star

Blue Star is an investing company with a focus on new technologies. Blue Star's investments include SatoshiPay Limited, an experienced blockchain company with a strong track record in innovative payment solutions; Dynasty Media & Gaming, whose B2B white label platform is a full-stack gaming ecosystem; Paidia, a female focussed gaming platform; and Sthaler Limited, an identity and payments technology business which enables a consumer to identify themselves and pay using just their finger.

Forward looking statement disclaimer

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholder holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

Chairman's Statement

The last financial year was another very disappointing year for Blue Star Capital plc ("the Company" or "Blue Star") with the Company's Net Asset Value ("NAV") decreasing by 82% to £937,381 (2023: £5,329,347) and the Company incurring a pre-tax loss of £4,491,966 (2023: loss £6,328,408). The significant decline in NAV and loss for the year principally reflect the write down of our investment in SatoshiPay from £4,653,099 to £581,068. As we explain later in my report, the valuation of SatoshiPay is currently subject to increased uncertainty and we have therefore adopted a more prudent approach to valuation. The Company ended the year with cash of £5,828 (2023: £63,158). Post year end, the Company raised gross proceeds of £150,000 from the issue of new ordinary shares to provide additional working capital and to enable it to participate in a fund raise by SatoshiPay.

We provide the following portfolio company overviews for the year ended 30 September 2024.

Blockchain and decentralised finance

SatoshiPay

SatoshiPay's mission is to connect the world through instant payments. To achieve this ambition, SatoshiPay initially focussed on building the Pendulum Network Project ("Pendulum").

Pendulum, a smart-blockchain infrastructure technology company, aims to decentralize forex and traditional finance, by providing the missing link between fiat currency and De-Fi ecosystems through a sophisticated smart contract network. Pendulum is committed to advancing foreign exchange ("Forex") trading into the blockchain space to integrate a tranche of the US 6.6 trillion traded daily in Forex markets.

In the period under review, Pendulum achieved certain key operational milestones, most notably:

- In December 2023, an HRMP channel was opened with Moonbeam Network helping to demonstrate Pendulum's partnerships strategy. This launch helped enable additional functionalities for the PEN token and stablecoin activities within the Moonbeam ecosystem and assisted with the listing of PEN on Moonbeam's DEX Stellaswap in early January 2024.
- In March 2024, its blockchain bridge connecting the Stellar and Polkadot networks, 'Spacewalk', went live on the Pendulum network. Pendulum described Spacewalk as a trust-minimised decentralised bridge between the Polkadot and Stellar ecosystems, enabling efficient transfers of fiat-backed stablecoins and cryptocurrencies, and serves as a critical link that allows the Pendulum chain to leverage the vast array of fiat-backed stable tokens available on the Stellar blockchain, paving the way for the development of a fiat-based decentralised finance ecosystem.

Unfortunately, despite meeting these important operational targets, Pendulum has so far struggled to build meaningful industry support and the required user interest in its product offering to move forward as originally hoped.

SatoshiPay currently owns around 10.92 million PEN tokens in vesting, which have a value of approximately US 160,000 based on the closing PEN token price of US 0.0148 on 19 March 2025.

The second project incubated by SatoshiPay was Nabla.fi. Nabla is a next-generation decentralised exchange designed to optimise swap rates and consequently provide attractive FX rates on-chain. Nabla was launched on Arbitrum and Base generating yield on crypto tokens such as WTBC, WETH and USDC through trading volumes.

For successfully incubating Nabla, SatoshiPay owns 50.76 million NABLA tokens in vesting, which have a value of approximately US 155,000 based on the closing NABLA token price of US 0.00306 on 19 March 2025.

In last year's results we noted that a decision had been taken in early 2023 to mothball Dtransfer, given the need to focus resources on Pendulum and Nabla. However, with their growing experience of the De-Fi space and lessons learnt with Pendulum, the SatoshiPay team re-examined the market for international cross-border payments and decided that an opportunity now existed to launch a Dtransfer equivalent called Vortex. Since June 2024 nearly all of the Company's focus and resources have been targeted at Vortex, a project built on Pendulum.

The Vortex platform will enable users to seamlessly swap stablecoins for local fiat currencies at significantly lower costs than current market rates. This presents a substantial opportunity in a rapidly growing market, with cross-border stablecoin payments valued at US 27 billion in 2023 and projected to reach US 137 billion by 2028. This growth highlights a US 14 billion volume in the on/off-ramp market opportunity over the next four years.

Vortex's business model is built around enabling easy to complete currency conversions and bank transfers with ultra-low costs and no hidden fees. Vortex achieves this with a stablecoin-optimised decentralized exchange together with local-currency on and offramp partners. By leveraging chain abstraction, Vortex offers a fluid user experience across different blockchain ecosystems. Vortex builds on top of Nabla technology and uses Pendulum infrastructure for providing its service to users of various blockchains, e.g. Polygon.

In order to build out the value of Vortex and therefore SatoshiPay (which currently owns 100% of Vortex), SatoshiPay's management decided to raise working capital as well as applying for industry specific grants. On 25 February 2025, SatoshiPay announced that it had completed a €400,000 fundraise, through a SAFE (Simple Agreement for Future Equity) funding round marketed to existing investors in SatoshiPay. Blue Star subscribed for €75,000 in the SAFE funding round.

A SAFE funding round does not immediately issue equity or change the shareholding structure of SatoshiPay. Conversion of the SAFE funding into equity will only occur in the event of satisfying its predefined conditions, including but not limited to;

a future funding round, a change of control, or an IPO, as outlined in the SAFE agreement.

The SAFE funding was completed at a valuation cap of €2.5 million, which sets the maximum price at which the SAFE funding converts, representing a significant discount compared to SatoshiPay's last equity funding round in February 2019. The true valuation of SatoshiPay at the time of the conversion will depend on the terms of any future equity funding round.

In addition to Blue Star, the other key investors that participated in the SAFE funding were Meinhard Benn, founder and Chairman of SatoshiPay and Daniel Masters, Non-Executive Director of SatoshiPay and Chairman of CoinShares Limited, both investing in a personal capacity. The SAFE fundraise, in conjunction with the grant awarded by the Web3 Foundation for approximately US 460,000 announced 18 February 2025, is expected to provide SatoshiPay with sufficient working capital ahead of a further anticipated Series A fundraising for SatoshiPay in 2025.

SatoshiPay intends to deploy the funds recently raised to assist market roll outs in Europe and South America and expand blockchain integrations, which includes deployments on networks such as Base, Ethereum, Polygon, Arbitrum, Binance Smart Chain, and Polkadot, fostering interoperability across major ecosystems.

In its most recent results to 31 December 2023, SatoshiPay achieved turnover of €3,362,443 and profits after tax of €419,912.

Blue Star currently has a 27.9% interest in SatoshiPay's share capital. This shareholding has historically been valued, in accordance with the Company's long-standing accounting policy, on the basis of the last external fund raise. This took place in 2019 and on this basis the shareholding was valued in last year's accounts at approximately £4.65 million. As mentioned above, the recent fund raise by SatoshiPay while not an equity raise in the traditional sense did put a cap on the value at which the SAFE funds could be converted of €2.5 million. While the SAFE fundraise does not directly establish a new valuation for SatoshiPay, the Board believed that the most prudent accounting approach was to use the valuation cap as a reference point for financial reporting purposes. This approach is conservative and reflects the terms on which recent capital was raised, though the true valuation of SatoshiPay will only be determined at the time of a future equity round. It was for this reason that Blue Star felt it important to participate in the round and we contributed 18.75% of the SAFE raise ensuring only modest dilution from our current percentage which remains unchanged at current shareholding of 27.9%.

Finally, as previously announced, the sales process being undertaken by Benchmark International has been postponed indefinitely until a clearer value can be established for SatoshiPay.

Esports

Details of Blue Star's two Esports investments are provided below.

Dynasty Media & Gaming

Dynasty has undergone significant changes in the last year both from a business and corporate perspective.

As a result of extensive technology development over the last 18 months, Dynasty's platform has now migrated to a single code base as well as combining the following key features, licenses, and accreditations in one single platform:

- Enterprise grade international esports tournament engine accredited and endorsed by major international games publishers including Riot, Activision and Supercell to run professional leagues and mass market grassroots esports feeder leagues.
- The only enterprise grade esports platform and gaming shop that:
  - supports international standard professional esports tournaments for both PC and Mobile games, the world's
- fastest growing gaming sector;
  - is optimised for key hyper-growth 'mobile first' markets. Dynasty optimised its mobile experience to 30MB, perfect for mobile first markets such as India, Africa, SEA and LATAM;
  - incorporates a payment wallet, subscription engine, digital voucher and top up shop, with full security
- accreditation;
  - can deliver and launch a fully branded, fully functional partner platform within 4 weeks. This has been enabled
- by a single code cloud-based code structure.
- Full customer relationship management campaign engine to increase monetisation and engagement.
- Unique User Generated Tournament engine that allows users to create entry fee and prize pool tournaments, sharing in platform monetisation.

With the underlying technology platform development largely completed, the business has now moved focus to content and engagement strategies. To achieve this critical pivot, Dynasty undertook two key corporate transactions; first merging with Googly in March 2024, followed by Lets Play Live Ltd ("LPL") in July 2024. In addition, Dynasty also helped launch Lightning Dragon in the Philippines where it has retained a significant role.

As previously announced, to help support Dynasty through its critical transitioning phase, Blue Star invested US 75,000 in a US 3 million fundraise undertaken by Dynasty in November 2023. The Convertible Loan Note had a two-year expiry period, was non-interest bearing and converted at a discount of 50% to Dynasty's next funding round.

Details of the Dynasty merger with Googly were announced on 13 March 2024, in which Dynasty entered into an agreement to acquire the entire assets and business of Googly for a purchase consideration of approximately US 7.6 million in an all-share acquisition that valued the combined entity at US 15 million. In addition, the Company was also informed that a large number of Convertible Loan Note holders intended to convert post the Acquisition and the Company decided to convert its US 75,000 Convertible Loan at that point.

In July 2024 Dynasty completed the all-scrip acquisition of Lets Play Live Media, an Oceania-based business specialising in curating, hosting and broadcasting virtual and live gaming events. This transaction valued LPL at 15% of the enlarged group, effectively placing a value on the combined business of US 18.3 million.

Following these transactions the enlarged group now combines LPL's long standing relationships with major global game publishers and major global consumer brands together with its event delivery and broadcast capability with Dynasty's world-leading technology platform and infrastructure to deliver a unique proposition to gamers, publishers and brands.

Recognising LPL's brand in the gaming community, the platform is in the process of rebranding as Lets Play Live, replacing the various Googly, Dynasty, Lightening Dragon and other platform brands that are presently in market. This single presentation of the business should maximise reach and appeal to brand partners and publishers.

Moving away from the development-heavy stage has allowed the business to substantially reduce costs. We understand the Company is presently exploring options for raising additional growth capital to drive aggressive expansion in existing markets in Australia, New Zealand, South East Asia and India, as well as the Middle East and North America. We expect to have further communication on this front in the coming months.

Post the conversion of the Company's Convertible Loan Notes and the acquisition of Googly and LPL, Blue Star's shareholding in the enlarged business currently represents 1.94% with a value of approximately £279,300.

Paidia

Paidia, an all-women's esports business, has seen a significant interest in its e-gaming tournament hosting software Paidia Bot, which assists in creating channels, roles and a tournament web page. Paidia Bot is currently installed on over 4,000 Discord servers, reaching over 100,000 active users. Downloads of the application have increased significantly in recent months demonstrating strong organic market demand with minimal marketing spend or campaigns executed by the company. Paidia has monthly recurring revenue of CAD 60,OOO per month, and anticipates becoming cash flow positive during the second half of 2025. Blue Star's holding is currently valued at approximately £96,425.

Other investments

Sthaler Limited

Sthaler is a Digital Identity business which enables an individual to identify themselves using the unique vein patterns within a finger. Its FinGo ID platform uses a biometric called VeinID which instantly recognises an individual through the unique pattern of veins inside each finger. FinGo Pay is approved to authenticate multiple payment types including payment cards and real-time payments (bank-to-bank). Blue Star's holding is currently valued at approximately £13,600.

Outlook

Last year was clearly another extremely disappointment for everyone connected with Blue Star. We supported our investee businesses to the extent possible and participated in follow-on investments in our two principal investments. The future of Blue Star is clearly inextricably linked to the future success of Vortex and its associated impact on the valuation of SatoshiPay. Given the early-stage nature of Vortex it is difficult to gauge with any certainty whether it will be successful. The business is focused on a very large global market and products like Vortex are likely to be successful, whether that will include Vortex is impossible to say at this stage.

While this process is ongoing the Board has waived any right to remuneration in the period to at least December 2025. It has taken all actions possible to eliminate all non-essential spending and cut costs wherever possible. As a result of these measures the operating expenses of the Company were reduced by 24% last year. The Board will update shareholders as soon as it has any meaningful news.

Anthony Fabrizi

Executive Chairman

27 March 2025

Strategic Report

The Directors present their strategic report on the Company for the year ended 30 September 2024.

Review of Business and Analysis Using Key Performance Indicators

The full year's loss was £4,491,966 compared to a loss of £6,328,408 for the year ended 30 September 2023.

Net assets have decreased to £937,381 at 30 September 2024, changing from £5,329,347 at 30 September 2023. The cash position at the end of the year decreased to £5,828 from £63,158 as at 30 September 2023.

During the year, there was a fair value decrease in the company's investment assets of £4,312,519 (2023: £5,762,911 loss). A full review of the company's portfolio investments is provided in the Chairman's statements..

Key Performance Indicators

The Board monitors the activities and performance of the Company on a regular basis. The indicators set out below have been used by the Board to assess performance over the year to 30 September 2024. The main KPIs for the Company are listed as follows:

	2024	**2023**
Valuation of investments	£970,394	£5,291,806
Cash and cash equivalents	£5,828	£63,158
Net current (liabilities)/assets	(£33,013)	£37,541
Loss before tax	£4,491,966	£6,328,408
Net asset value per share	0.02p	0.11p

Investing Policy

Assets or companies in which the Company can invest

The Company can invest in assets or companies in, inter alia, the following sectors:

- Technology;
- Gaming and esports; and
- Media

The Company's geographical range is mainly UK companies but considers opportunities globally and will actively co-invest in larger deals.

The Company can take positions in investee companies by way of equity, debt or convertible or hybrid securities.

Whether investments will be active or passive investments.

The Company's investments are passive in nature but may be actively managed. The Company may be represented on, or observe, the boards of its investee companies.

Holding period for investments

The Company's investments are likely to be illiquid and consequently are to be held for the medium to long term.

Spread of investments and maximum exposure limits, policy in relation to cross-holdings and investing restrictions

The Company does not have any maximum exposure limits, limits on cross-holdings or other investing restrictions. Under normal circumstances, it is the Directors' intention not to invest more than 10% of the Company's gross assets in any individual company (calculated at the time of investment). The Company has accumulated a 27.9% stake in SatoshiPay, which the Board believes represents a rare opportunity to generate significant shareholder value.

Policy in relation to gearing

The Directors may exercise the powers of the Company to borrow money and to give security over its assets. The Company may also be indirectly exposed to the effects of gearing to the extent that investee companies have outstanding borrowings.

Returns and distribution policy

It is anticipated that returns from the Company's investment portfolio will arise upon realisation or sale of its investee companies, rather than from dividends received. Whilst it is not possible to determine the timing of exits, the Board will seek to return capital to shareholders when appropriate.

Future developments

The Company is working closely with its largest investee business, SatoshiPay, to establish an independent valuation for the business. Once the valuation and potential options for SatoshiPay become clearer the Board will then consult with shareholders on the future direction of the Company

Promotion of the Company for the benefit of the members as a whole

The Director's believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term,
- Act fairly between the members of the Company,
- Maintain a reputation for high standards of business conduct,
- Consider the interests of the Company's employees,
- Foster the Company's relationships with suppliers, customers and others, and
- Consider the impact of the Company's operations on the community and the environment.

The following paragraphs summarise how the Directors fulfil their duties:

The Company is quoted on AIM and its members will be fully aware, through detailed announcements, shareholder meetings and financial communications, of the Board's broad and specific intentions and the rationale for its decisions. The Board recognises its responsibility for setting and maintaining a high standard of behaviour and business conduct. There is no special treatment for any group of shareholders and all material information is disseminated through appropriate channels and available to all through the Company's news releases and website.

When selecting investments, issues such as the impact on the community and the environment have actively been taken into consideration. The Company's approach is to use its position to promote positive change for the people with whom it interacts.

The Company is committed to being a responsible business. The Company pays its employees and creditors promptly and keeps its costs to a minimum to protect shareholders funds. There were no employees in the Company other than the two Directors in the current and prior-year and therefore effectiveness of employee policies is not relevant for the Group.

Principal risks and uncertainties

The Company seeks investments in late-stage venture capital and early-stage private equity opportunities, which by their very nature allow a diverse portfolio of investments within different sectors and geographic locations.

The Company's primary risk is loss or impairment of investments. This is mitigated by careful management of the investment and in particular, only continuing to support those investments which demonstrate potential to achieve a positive exit and decisively determining those which do not. Portfolio and capital management techniques are fully applied according to industry standard practice.

It may be necessary to raise additional funds in the future by a further issue of new Ordinary shares or by other means. However, the ability to fund future investments and overheads in Blue Star Capital Plc as well as the ability of investments to return suitable profit cannot be guaranteed, particularly in the current economic climate.

The value of companies similar to those in Blue Star Capital's portfolio and in particular those at an early stage of development, can be highly volatile. The price at which investments are made, and the price which the Company may realise for its investment, will be influenced by a large number of factors, some specific to the Company and its operations and some which may affect the sector.

By Order of the Board

Anthony Fabrizi

Executive Chairman

27 March 2025

<u>Directors' Report</u>

The Directors present their report together with the audited financial statements for the year ended 30 September 2024.

Results and dividends

The trading results for the year ended 30 September 2024 and the Company's financial position at that date are shown in the enclosed financial statements.

The Directors do not recommend the payment of a dividend for the year (2023: £nil).

Principal activities and review of the business

The principal activity of the Company is to invest in the technology and the esports and gaming sectors. A review of the business is included within the Chairman's Statement and Strategic Report.

Directors serving during the year

Anthony Fabrizi

Sean King

Directors' interests

The Directors at the date of these financial statements who served, and their interest in the ordinary shares of the Company, are as follows:

	30 September 2024		30 September 2023	
	Number of ordinary Shares	Warrants	Number of ordinary Shares	Warrants
Anthony Fabrizi	-	170,000,000	-	170,000,000
Sean King	-	30,000,000	-	30,000,000

Following the year-end, all the above warrants granted to Directors were cancelled (refer to note 21).

Significant shareholders

As at 27 March 2025, so far as the Directors are aware, the parties (other than the interests held by Directors) who are directly or indirectly interested in 3% or more of the nominal value of the Company's share capital is as follows:

	Number of Ordinary Shares	Percentage of issued share capital
Nicolas Slater	4,330,502	13.14%
Meinhard Benn	2,750,000	8.34%
Gabi Ventures Limited	2,500,000	7.58%
Derek Lew	1,557,638	4.73%
Christopher Sebakhi	1,550,000	4.70%

Related party transactions

Related party transactions and relationships are disclosed in note 18.

Going concern

The Company has reported a loss for the year excluding fair value loss on the valuation of investments of £179,447 (2023: £565,497).

The Company had cash reserves at the year-end of £5,828 (2023: £63,158).

Post year-end, the Company undertook a capital reorganisation, consolidating its shares in the ratio 200:1, this allowed the Company to raise £150,000 from a placing of new ordinary shares at a price of 2p per new ordinary share (refer to note 21). In February 2025, the Company also received £15,000 from the exercise of warrants. The Company recently invested

€75,000 in a fund raise by SatoshiPay and currently has cash of £30,176.

The Directors have committed to receive no cash salaries until January 2026 and taken steps to reduce ongoing costs.

Based on the above and the success of future fund raising, the Directors consider that they have sufficient resources to continue trading for at least 12 months from the date of approval of these financial statements and have therefore continued to prepare the financial statements on a going concern basis.

Energy and Carbon Reporting (SECR)

The Company is a low energy user and as such is exempt from reporting under these regulations.

The Company currently has no process for identifying and assessing climate-related risks and opportunities given they are not deemed material to the Company. The Board will keep the assessment of climate related financial disclosures under regular review.

Post balance sheet events

Post balance sheet events are disclosed in note 21.

Political Donations

There were no political donations during the current or prior year.

Provision of information to Auditor

In so far as each of the Directors are aware at the time of approval of the report:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Adler Shine LLP have expressed their willingness to continue as auditor and a resolution to re-appoint Adler Shine LLP will be proposed at the Annual General Meeting.

On behalf of the board of Directors

Anthony Fabrizi

Executive Chairman

27 March 2025

Statement of Comprehensive Income

For the year ended 30 September 2024

	Note	2024 £	2023 £
Revenue		-	-
Loss on disposal of investments		(17,536)	(122,196)
Fair valuation movements in financial instruments designated at fair value through profit or loss	11	(4,312,519)	(5,762,911)
		(4,330,055)	(5,885,107)
Share based payments	6	-	(243,248)
Administrative expenses	3	(162,309)	(201,118)
Operating loss	4	(4,492,364)	(6,329,473)
Finance income	5	398	1,065
Loss before and after taxation and total comprehensive income for the year		(4,491,966)	(6,328,408)
Loss per ordinary share:			
Basic loss per share on loss for the year	10	(0.09p)	(0.13p)
Diluted loss per share on loss for the year	10	(0.09p)	(0.13p)

The notes form part of these financial statements.

Statement of Financial Position

For the year ended 30 September 2024

	Note	2024 £	2023 £
Non-current assets			
Financial assets at fair value through profit or loss	11	970,394	5,291,806
Total non-current assets		970,394	5,291,806
Current assets			
Trade and other receivables	12	3,308	6,459
Cash and cash equivalents	13	5,828	63,158
Total current assets		9,136	69,617
Total assets		979,530	5,361,423
Current liabilities			
Trade and other payables	14	42,149	32,076
Total liabilities		42,149	32,076
Net assets		937,381	5,329,347
Shareholders' equity			
Share capital	15	4,992,774	4,892,774
Share premium account		9,575,072	9,575,072
Other reserves		243,248	243,248
Retained earnings		(13,873,713)	(9,381,747)
Total shareholders' equity		937,381	5,329,347

The financial statements were approved by the Board, authorised for issue on 27 March 2025 and were signed on its behalf by:

Anthony Fabrizi

Director

Registered number: 05174441

The notes form part of these financial statements.

Statement of Changes in Equity

For the year ended 30 September 2024

	Share capital £	Share premium £	Other reserves £	Retained earnings £	Total £
Year ended 30 September 2023					
At 1 October 2022	4,892,774	9,575,072	-	(3,053,339)	11,414,507
Loss for the year and total comprehensive income	-	-	-	(6,328,408)	(6,328,408)
Share based payments	-	-	243,248	-	243,248
At 30 September 2023	4,892,774	9,575,072	243,248	(9,381,747)	5,329,347
Year ended 30 September 2024					
At 1 October 2023	4,892,774	9,575,072	243,248	(9,381,747)	5,329,347

Loss for the year and total comprehensive income	-	-	-	(4,491,966)	(4,491,966)
Shares issued	100,000	-	-	-	100,000
At 30 September 2024	4,992,774	9,575,072	243,248	(13,873,713)	937,381

Share capital

Share capital represents the nominal value on the issue of the Company's equity share capital, comprising £0.001 ordinary shares.

Share premium

Share premium represents the amount subscribed for the Company's equity share capital in excess of nominal value.

Other reserves

Other reserves represent the cumulative cost of share-based payments.

Retained earnings

Retained earnings represent the cumulative net income and losses of the Company recognised through the statement of comprehensive income.

The notes form part of these financial statements.

Cash Flow Statement

For the year ended 30 September 2024

	Note	2024 £	2023 £
Operating activities			
Loss for the year		(4,491,966)	(6,328,408)
Adjustments:			
Finance income	5	(398)	(1,065)
Fair value losses		4,312,519	5,762,911
Loss on disposal of investments		17,536	122,196
Share based payment		-	243,248
Working capital adjustments			
Decrease in trade and other receivables		3,151	1,613
Increase/(decrease) in trade and other payables		10,073	(38,342)
Net cash used in operating activities		(149,085)	(237,847)
Investing activities			
Proceeds from sale of investments		51,660	213,365
Purchase of convertible loan note		(60,303)	-
Interest received		398	1,065
Net cash (used in)/from investing activities		(8,245)	214,430
Financing activities			
Share issue		100,000	-
Net cash generated from financing activities		100,000	-
Net decrease in cash and cash equivalents		(57,330)	(23,417)
Cash and cash equivalents at start of the year	13	63,158	86,575
Cash and cash equivalents at end of the year	13	5,828	63,158

The notes form part of these financial statements.

Notes to the Financial Statements

For the year ended 30 September 2024

1. Accounting policies

General information

Blue Star Capital Plc (the Company) invests principally in the media, technology and gaming sectors.

The Company is a public limited company incorporated and domiciled in England and Wales with registered number: 05174441. The address of its registered office is Griffin House, 135 High Street, Crawley RH10 1DQ.

The Company is listed on the Alternative Investment Market (AIM) market of the London Stock Exchange plc.

The financial statements are presented in Pound Sterling (£) and rounded to the nearest £1.

Summary of significant accounting policies

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

Basis of preparation

These financial statements have been prepared in accordance with UK adopted International Accounting Standards ("UK adopted IAS") and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of assets and liabilities held at fair value.

The preparation of financial statements in conformity with Uk adopted IAS 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 in the financial statements, are disclosed in note 2.

Going concern

The Company has reported a loss for the year excluding fair value gain on the valuation of investments and foreign exchange movements of £179,447. The Company had cash reserves at the year-end of £5,828.

Following the year end the company has raised £150,000 through the issue of 7,500,000 new ordinary shares of £0.001 at an issue price of £0.02. €75,000 was used to subscribe in a Simple Agreement for Future Equity issued by SatoshiPay Limited. A further £15,000 was received on exercise of warrants.

The Directors have committed to receive no cash salaries until January 2026 and taken steps to reduce ongoing costs.

Based on the above and the success of future fund raising, the Directors consider that they have sufficient resources to continue trading for at least 12 months form the date of approval of these financial statements and have therefore continued to prepare the financial statements on a going concern basis.

New standards, amendments and interpretations adopted by the Company

The following IFRS or IFRIC interpretations that were effective for the first time for annual periods beginning on or after 1 October 2023 that the Company had to adopt.

Standards/ interpretations	Application
IAS 16	*Property, Plant and Equipment* Amendments prohibiting a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use
IAS 1	*Presentation of Financial statements* Amendments regarding the disclosure of accounting policies
IAS 8	*Accounting policies, Changes in Accounting Estimates and Errors* Amendments regarding definition of accounting estimates
IAS 12	*Income Taxes* - Amendments regarding deferred tax on leases and decommissioning obligations - Amendments to provide a temporary exception to the requirements regarding deferred tax assets and liabilities related to pillar two income taxes

New standards, amendments and interpretations in issue but not yet effective (in some cases not yet adopted by the UK) and not applied in these financial statements.

Standards/ interpretations	Application	Effective date
IFRS S1	*General Requirements for Disclosure of Sustainability-related Financial Information* Original issue	01/01/2024
IFRS S2	*Climate-related Disclosures* Original issue	01/01/2024
IFRS 7	*Financial Instruments: Disclosures* Amendments regarding supplier finance arrangements	01/01/2024
IFRS 7	*Financial Instruments: Disclosures* - Amendments regarding the classification and measurement of financial instruments - Amendments resulting from Annual Improvements to IFRS Accounting Standards - Volume 11 (including implementation guidance)	01/01/2026
IFRS 9	*Financial Instruments* - Amendments regarding the classification and measurement of financial instruments - Amendments resulting from Annual Improvements to IFRS Accounting Standards - Volume 11	01/01/2026
IFRS 10	*Consolidated Financial Statements* Amendments resulting from Annual Improvements to IFRS Accounting Standards - Volume 11	01/01/2026
IFRS 16	*Leases* Amendments to clarify how a seller-lessee subsequently measures sale and leaseback transactions	01/01/2024
IFRS 18	*Presentation and Disclosures in Financial Statements* Original Issue	01/01/2027
IFRS 19	*Subsidiaries without Public Accountability: Disclosures* Original issue	01/01/2027
IAS 1	*Presentation of Financial Statements* Amendments regarding the classification of liabilities Amendments to defer effective date of January 2020 amendments Amendments regarding classification of debt with covenants	01/01/2024

IAS 7	*Statement of Cash Flows* Amendments regarding supplier finance arrangements	01/01/2024
IAS 7	*Statement of Cash Flows* Amendments resulting from Annual Improvements to IFRS Accounting Standards - Volume 11	01/01/2026

There are no IFRS's or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company has not classified any of its financial assets as held to maturity or available for sale.

The Company's accounting policy for each category is as follows:

Fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets designated at fair value through the profit or loss are those that have been designated by management upon initial recognition. Management designated the financial assets, comprising equity shares and warrants, at fair value through profit or loss upon initial recognition due to these assets being part of the Company's financial assets, which are managed and their performance evaluated on a fair value basis.

Financial assets at fair value through the profit or loss are recorded in the statement of financial position at fair value. Changes in fair value are recorded in "Fair valuation movements in financial assets designated at fair value through profit or loss".

Financial assets, comprising equity shares and warrants, are valued in accordance with the International Private Equity and Venture Capital ("IPEVC") guidelines.

(a) Early-stage investments: these are investments in immature companies, including seed, start-up and early-stage investments. Such investments are valued at cost less any provision considered necessary, until no longer viewed as an early stage

(b) or unless significant transactions involving an independent third-party arm's length, values the investment at a materially different value:

(c) Development stage investments: such investments are in mature companies having a maintainable trend of sustainable revenue and from which an exit, by way of floatation or trade sale, can be reasonably foreseen. An investment of this stage is periodically re-valued by reference to open market value. Valuation will usually be by one of five methods as indicated below:

I. At cost for at least one period unless such basis is unsustainable;

II. On a third-party basis based on the price at which a subsequent significant investment is made involving a new investor;

III. On an earnings basis, but not until at least a period since the investment was made, by applying a discounted price/earnings ratio to the profit after tax, either before or after interest; or

IV. On a net asset basis, again applying a discount to reflect the illiquidity of the investment.

V. In a comparable valuation by reference to similar businesses that have objective data representing their equity value.

(d) Quoted investments: such investments are valued using the quoted market price, discounted if the shares are subject to any particular restrictions or are significant in relation to the issued share capital of a small quoted company.

At each balance sheet date, a review of impairment in value is undertaken by reference to funding, investment or offers in progress after the balance sheet date and provisions is made accordingly where the impairment in value is recognised.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Financial liabilities

The Company classifies its financial liabilities in the category of financial liabilities measured at amortised cost. The Company does not have any financial liabilities at fair value through profit or loss.

Financial liabilities measured at amortised cost

Financial liabilities measured at amortised cost include:

Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

Finance income

Finance income relates to interest income arising on cash and cash equivalents held on deposit and interest accrued on loans receivable. Finance income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Operating loss

Operating loss is stated after crediting all items of operating income and charging all items of operating expense.

Deferred taxation

Deferred taxation

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, it's carrying amount is the present value of the cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Present obligations under onerous leases are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Share-based payments

All services received in exchange for the grant of any share-based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options/warrants awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Share based payments are ultimately recognised as an expense in the Statement of Comprehensive Income with a corresponding credit to other reserves in equity, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options/warrants expected to vest. Non-market vesting conditions are included in assumptions about the number of options/warrants that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options/warrants expected to vest differs from previous estimates. No adjustment is made to the expense or share issue cost recognised in prior periods if fewer share options ultimately are exercised than originally estimated.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as share premium.

Where share options are cancelled, this is treated as an acceleration of the vesting period of the options. The amount that otherwise would have been recognised for services received over the remainder of the vesting period is recognised immediately within the Statement of Comprehensive Income.

2. Critical accounting estimates and judgements

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. 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 those in relation to:

Fair value of financial instruments

The Company holds investments that have been designated at fair value through profit or loss on initial recognition. The Company determines the fair value of these financial instruments that are not quoted, using valuation techniques, contained in the IPEVC guidelines. These techniques are significantly affected by certain key assumptions. Other valuation methodologies such as discounted cash flow analysis assess estimates of future cash flows and it is important to recognise that in that regard, the derived fair value estimates cannot always be substantiated by comparison with independent markets and, in many cases, may not be capable of being realised immediately.

In certain circumstances, where fair value cannot be readily established, the Company is required to make judgements over carrying value impairment, and evaluate the size of any impairment required.

The methods and assumptions applied, and the valuation techniques used, are disclosed in note 11.

Share based payment

All services received in exchange for the grant of any share-based remuneration are measured at their fair values. These are indirectly determined by reference to the fair value of the share options/warrants awarded. Their value is appraised at the grant date. and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Share based payments are ultimately recognised as an expense in the Statement of Comprehensive Income with a corresponding credit to other reserves in equity, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options/warrants expected to vest. Non-market vesting conditions are included in assumptions about the number of options/warrants that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options/warrants expected to vest differs from previous estimates. No adjustment is made to the expense or share issue cost recognised in prior periods if fewer share options ultimately are exercised than originally estimated.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as share premium.

Where share options are cancelled, this is treated as an acceleration of the vesting period of the options. The amount that otherwise would have been recognised for services received over the remainder of the vesting period is recognised immediately within the Statement of Comprehensive Income.

3. Nature of expenses

	2024 £	2023 £
Directors' fees	20,500	100,067
Legal and professional fees	135,983	94,598
Other expenses	5,826	6,453

	162,309	201,118

4. Operating loss

	2024 £	2023 £
This is stated after charging:		
Auditor's remuneration - statutory audit fees	15,000	19,000

5. Finance income

	2024 £	2023 £
Interest received on short term deposits	398	1,065
	398	1,065

6. Share based payments

	2024		2023	
	Weighted average exercise price (p)	Number	Weighted average exercise price (p)	Number
Outstanding at the beginning of the year	0.37	250,000,000	-	-
Granted during the year	0.1	100,000,000	0.37	250,000,000
Outstanding at the end of the year	0.37	350,000,000	0.37	250,000,000

The contracted average remaining life of warrants at 30 September 2024 was 1.6 years (2023: 2.3 years). At 30 September 2024, the Company had the following warrants in issue:

Date of grant	27 January 2023	27 January 2023	17 January 2024
Number outstanding	200,000,000	50,000,000	100,000,000
Contractual life	3 years	3 years	3 years
Exercise price (pence)	0.35p	0.45p	0.45p

The fair value of warrants is determined using the Black-Scholes valuation model. The charge to the profit and loss for the year ended 30 September 2024 was £Nil (2023: £243,248).

The assumptions used in the calculation of fair value of the warrants were as follows:

Date of grant	27 January 2023	27 January 2023
Share price at date of grant	0.235p	0.235p
Exercise price	0.35p	0.45p
Expected life (years)	2.18	2.93
Volatility	94.98%	94.98%
Risk free interest rate	3.34%	3.29%

Following the year-end, 200,000,000 warrants outstanding at year-end were cancelled and the Directors were awarded 2,500,000 warrants over ordinary shares in lieu of Director cash salaries for the period from 1 October 2024 to 31 December 2025 (refer to note 21).

7. Staff costs, including Directors

	2024 £	2023 £
Wages and salaries	-	66,000
Social security costs	-	4,067
Share based payment	-	243,248
	-	313,315

During the year the Company had an average of 2 employees who were management (2023: 2). The employees are Directors and key management personnel of the Company.

8. Directors' and key management personnel

Directors' remuneration for the year ended 30 September 2024 is as follows:

	Salary £	Fees £	Share based payments £	Total 2024 £
A Fabrizi	-	16,000	-	16,000
S King	-	4,500	-	4,500
	-	20,500	-	20,500

The Directors have waived their right to the balance of remuneration for the year.

Directors' remuneration for the year ended 30 September 2023 which is as follows:

	Salary	Fees	Share based payments	Total 2023

	£	£	£	£
A Fabrizi	36,000	12,000	165,145	213,145
B Rowbotham	30,000	-	48,649	78,649
S King	-	18,000	29,454	47,454
	66,000	30,000	243,248	339,248

9. Taxation

The tax assessed on loss before tax for the year differs to the applicable rate of corporation tax in the UK for small companies of 25% (2023: 25%). The differences are explained below:

	2024 £	2023 £
Loss before tax	(4,491,966)	(6,328,408)
Loss before tax multiplied by effective rate of corporation tax of 25% (2022:25%)	(1,122,991)	(1,582,102)
Effect of:		
Loss on disposal of investments	4,384	30,549
Fair value movements on investments	1,078,072	1,440,728
Share based payments	-	60,802
Losses carried forward	40,535	80,572
Tax charge in the income statement	-	-

The Company has incurred tax losses for the year and a corporation tax expense is not anticipated. The amount of the unutilised tax losses has not been recognised in the financial statements as the recovery of this benefit is dependent on future profitability, the timing of which cannot be reasonably foreseen. The unrecognised and revised deferred tax asset at 30 September 2024 is £1,381,632 (2023: £1,341,055).

10. Earnings per ordinary share

The earnings and number of shares used in the calculation of loss/earnings per ordinary share are set out below:

	2024	2023
Basic:		
Loss for the financial period	(4,491,966)	(6,328,408)
Weighted average number of shares	5,063,264,799	4,992,772,996
Loss per share (pence)	(0.09)	(0.13)
Fully Diluted:		
Loss for the financial period	(4,491,966)	(6,328,408)
Weighted average number of shares	5,063,264,799	4,992,772,996
Loss per share (pence)	(0.09)	(0.13)

There is no difference between the diluted loss per share and the basic loss per share presented due to the loss position of the Company. Share options and warrants could potentially dilute basic earnings per share in the future, but were not included in the calculation of diluted earnings per share as they are anti-dilutive for the year presented.

11. Investments

	2024 £	2023 £
At start of year	5,291,806	11,390,278
Additions	60,303	-
Disposals	(69,196)	(335,561)
Net fair value loss for the year	(4,312,519)	(5,762,911)
At end of year	970,394	5,291,806

During the year the Company disposed of its shareholding in Guild Esports plc together with its shareholding in East Side Group. This reduction resulted in a loss on disposal of £17,536 (2023: £122,196).

	2024 £	2023 £
Quoted investments	-	69,196
Unquoted investments	970,394	5,222,610
	970,394	5,291,806

The country of incorporation for all investments held at 30 September 2023 are listed below:

	£	Country of Incorporation
Dynasty Gaming & Media Pte Limited	279,300	Singapore
SatoshiPay Limited	581,069	United Kingdom
Sthaler Limited	13,600	United Kingdom
Paidia Esports Inc	96,425	Canada
	970,394	

The methods used to value the unquoted investments are described below.

Fair value

The fair value of unquoted investments is established using valuation techniques. These include the use of quoted market prices, recent arm's length transactions, the Black-Scholes option pricing model and discounted cash flow analysis. Where a fair value cannot be estimated reliably the investment is reported at the carrying value at the previous reporting date in accordance with International Private Equity and Venture Capital ("IPEVC") guidelines.

The Company assesses at each balance sheet date whether there is any objective evidence that the unquoted investments are impaired. The unquoted investments are deemed to be impaired, if and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future fair value of the investments that can be reliably measured.

12. Trade and other receivables

	2024 £	2023 £
Prepayments	2,908	3,044
Other receivables	400	3,415
	3,308	6,459

The Directors consider that the carrying value of trade and other receivables approximates to the fair value.

13. Cash and cash equivalents

	2024 £	2023 £
Cash at bank and in hand	5,828	63,158
	5,828	63,158

Cash and cash equivalents comprise cash at bank and other short-term highly liquid investments with an original maturity of three months or less. The Directors consider that the carrying value of cash and cash equivalents approximates to their fair value.

14. Trade and other payables

	2024 £	2023 £
Trade payables	6,200	3,750
Accruals	35,949	28,326
	42,149	32,076

All trade and other payables fall due for payment within one year. The Directors consider that the carrying value of trade and other payables approximates to their fair value.

15. Share capital

	Issued and fully paid			
	2024 Number	2024 £	2023 Number	2023 £
At 1 October	4,992,772,996	4,892,774	4,992,772,996	4,892,774
Shares issued in the year	100,000,000	100,000	-	-
At 30 September	5,092,772,996	4,992,774	4,992,772,996	4,892,774

During the year ended 30 September 2024 the following shares were issued:

	Number	£	Issue price
17 January 2024	100,000,000	100,000	0.1p

During the year ended 30 September 2023 there were no shares issued.

16. Financial risk management

Interest rate risk

The Company's exposure to changes in interest rates relate primarily to cash and cash equivalents. Cash and cash equivalents are held either on current or on short term deposits at floating rates of interest determined by the relevant bank's prevailing base rate. The Company seeks to obtain a favourable interest rate on its cash balances through the use of bank treasury deposits. Any reasonable change in interest rate would not have a material impact on finance income that the Company could receive in the course of a year, based on the current level of cash and cash equivalents either held in current accounts or short-term deposits.

Market risk

The Company's market risk is attributable to the financial instruments that are held at fair value through profit and loss

The Company's market risk is attributable to the financial instruments that are held at fair value through profit and loss. The potential that future changes in market conditions may make an instrument less valuable, due to fluctuations in security prices, as well as interest and foreign exchange rates. Market risk is directly impacted by the volatility and liquidity in the markets in which the related underlying assets are traded.

Sensitivity analysis

The following table looks at the impact on net profit or loss based on a given movement in the fair value of all the investments.

	2024 £	2023 £
10% increase or decrease in fair value	97,039	529,181
20% increase or decrease in fair value	194,079	1,058,361
30% increase or decrease in fair value	291,118	1,587,542

Borrowing facilities

The operations to date have been financed through the placing of shares and investor loans. It is the Board's policy to keep borrowing to a minimum, where possible.

Liquidity risks

The Company seeks to manage liquidity risk by ensuring sufficient liquid assets are available to meet foreseeable needs and to invest liquid funds safely and profitably. All cash balances are immediately accessible and the Company holds no trades payable that mature in greater than 3 months, hence a contractual maturity analysis of financial liabilities has not been presented. Since these financial liabilities all mature within 3 months, the Directors believe that their carrying value reasonably equates to fair value.

Foreign currency risk management

The Company undertakes certain transactions denominated in currencies other than pound sterling, hence exposures to exchange rate fluctuations arise. The fair values of the Company's investments that have foreign currency exposure at 30 September 2024 are shown below:

		2024	
	EUR £	SGD £	CAD £
Fair value of investments	581,069	279,300	96,425

		2023	
	EUR £	SGD £	CAD £
Fair value of investments	4,653,099	450,001	123,635

The Company accounts for movements in fair value of financial assets in the comprehensive income. The following table illustrates the sensitivity of the equity in regard to the company's financial assets and the exchange rates for £/Euro, £/ Singapore Dollar and £/Canadian Dollar.

It assumes the following changes in exchanges rates:

- £/EUR +/- 20% (2021: +/- 20%)
- £/SGD +/- 20% (2021: +/- 20%)
- £/CAD +/- 20% (2021: +/- 20%)

The sensitivity analysis is based on the Company's foreign currency financial instruments held at each balance sheet date. If £ Sterling had weakened against the currencies shown, this would have had the following effect:

		2024	
	EUR £	SGD £	CAD £
Increase in fair value of investments	116,214	55,860	19,285

		2023	
	EUR £	SGD £	CAD £
Increase in fair value of investments	930,620	90,000	24,727

If £ Sterling had strengthened against the currencies shows, this would have had the following effect:

		2024	
	EUR	SGD	CAD

	£	£	£
Reduction in fair value of investments	(96,845)	(46,550)	(16,071)

	2023		
	EUR £	SGD £	CAD £
Reduction in fair value of investments	(775,517)	(75,000)	(20,606)

The Company's functional and presentational currency is the pound sterling as it is the currency of its main trading environment.

Credit risk

The Company's credit risk is attributable to cash and cash equivalents and trade and other receivables.

Cash is deposited with reputable financial institutions with a high credit rating. The maximum credit risk relating to cash and cash equivalents and trade and other receivables is equal to their carrying value of £6,228 (2023: £66,573)

Capital Disclosure

As in previous years, the Company defines capital as issued capital, reserves and retained earnings as disclosed in statement of changes in equity. The Company manages its capital to ensure that the Company will be able to continue to pursue strategic investments and continue as a going concern. The Company does not have any externally imposed financial requirements.

17. Financial instruments

Set out below is an overview of financial instruments held by the company:

	Note	2024 £	2023 £
Financial assets at fair value through profit and loss			
Investments	11	970,394	5,291,806
Total		970,394	5,354,964
Financial assets at amortised cost			
Cash and cash equivalents	13	5,828	63,158
Trade and other receivables	12	-	-
Total		5,828	63,158
Financial liabilities at amortised cost			
Trade and other payables	14	42,149	32,076
Total		42,149	32,076

The fair value measurement of financial assets carried at fair value through profit and loss is set out in the table below:

	Note	Fair value measurement Level 1 £	Level 2 £	Level 3 £
At 30 September 2024				
Investments	11	-	-	970,394
Total financial assets		-	-	970,394
At 30 September 2023				
Investments	11	69,196	-	5,222,610
Total financial assets		69,196	-	5,222,610

18. Related party transactions

Sean King was paid his directors fees of £4,500 (2023: £18,000) through Three S Ventures Limited. At the year-end an amount of £1,500 (2023: £3,000) was included within Trade and other payables.

19. Operating lease commitments

At the balance sheet date, the Company had no outstanding commitments under operating leases.

20. Ultimate Controlling Party

The Company considers that there is no ultimate controlling party.

21. Post Balance Sheet Events

On 6 January 2025, the following Capital Reorganisation was approved:

- Every 200 Existing Ordinary Shares of £0.001 each in the issued share capital of the Company will be consolidated into 1 Consolidated Share of £0.20 each.
- Subsequently, each Consolidated Share will be subdivided into 1 New Ordinary Share of £0.001 and 199 Deferred Shares of £0.001 each.

Prior to the above Capital Reorganisation the following was approved to take effect:

- The issue of 5 New Ordinary shares for rounding.
- Issuing a further 491,511 New Ordinary Shares of £0.001 per ordinary share as a corrective share issuance related to a legacy discrepancy of the total voting rights in the Company

The following also took place after the shareholder approval on 6 January 2025:

- The Company raised £150,000 via a subscription for 7,500,000 New Ordinary Shares of £0.001 each at an Issue Price of £0.02 per New Ordinary Share.
- All existing 200,000,000 warrants granted to Directors were cancelled.
- The Directors were awarded 2,500,000 warrants over ordinary shares in lieu of Director cash salaries for the period from 1 October 2024 to 31 December 2025.

	Number of warrants cancelled	Number of new warrants granted	New warrant exercise price
Anthony Fabrizi	170,0000,000	2,000,000	£0.02
Sean King	30,000,000	500,000	£0.02

- In addition to the above warrants, 750,000 warrants over ordinary shares in the Company at an exercise price of £0.02p granted to an adviser in lieu of retainer fees.
- The warrants granted to shareholders following the capital raise in January 2024 was amended on the basis as set out in the table below:

	Before 6 January 2025	After 6 January 2025	Nominal value
Exercise price	0.1p	20p	£0.001
Exercise ratio*	1:1	200:1	-

* Denotes the number of warrants following the Capital Reorganisation required to be exercised in order to grant one new ordinary share.

On 25 January 2025, the Company announced that it had subscribed for €75,000 in SatoshiPay Limited via a Simple Agreement for Future Equity (SAFE Note).

The Company also raised £15,000 on 25 February 2025 through an exercise of warrants.

On 27 March 2025 the Company issued 100,000 new ordinary shares at 7p per share in part settlement of an outstanding invoice due to an adviser.

END

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