

Milton Capital Plc

**Annual Report and
Financial Statements**

**For the period ended
31 January 2023**

Milton Capital Plc
Chairman's Statement
for the period ended 31 January 2023

Dear Shareholders,

The board of Milton Capital Plc is pleased to present its inaugural Annual Report to shareholders.

I am delighted to announce that our cash shell with a focus on technology has successfully completed its listing on the London Stock Exchange on 4th October 2022, and we are now officially a public company. This marks an important milestone for our business and opens up new opportunities for us to create value for our shareholders.

As a cash shell, our primary objective is to identify and invest in attractive businesses or assets that have the potential to generate strong returns for our investors. With our focus on technology, we are particularly interested in high-growth sectors such as AI, edge computing, quantum computing, machine learning, automation, robotics, blockchain, nanomaterials and the exploitation of space. We believe that the rapid pace of technological change and disruption presents significant opportunities for value creation, and we will be actively seeking out innovative businesses and technologies that have the potential to generate significant returns for our shareholders.

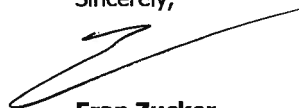
Our experienced management team has a proven track record of identifying and executing successful investments, and we believe that our team's expertise and network will be a key advantage as we seek out new investment opportunities in the technology sector. We will continue to be guided by our core principles of integrity, transparency, and accountability as we navigate the investment landscape and evaluate potential investments in the technology space.

We believe that building strong relationships with our investors is essential to our success as a public company, and we are committed to earning and maintaining your trust. We are also committed to maintaining open and transparent communication with our shareholders, and we will provide regular updates on our progress and any material developments. It is important to us that our shareholders have a clear understanding of our strategy and investment approach, and we will be as forthcoming as possible with information that is relevant to our performance. It is worth noting that this statement has been drafted by ChatGPT, a language model trained by OpenAI, but it has been reviewed and approved by our management team to ensure that it accurately reflects our vision and objectives.

Our commitment to technology extends beyond just investing in innovative businesses and assets. As evidenced by our use of ChatGPT to draft this statement, we are constantly exploring new and emerging technologies that can help us achieve our objectives more efficiently and effectively. We believe that our use of cutting-edge technology reflects the ethos of our company and our dedication to remaining at the forefront of technological advancement. We are committed to leveraging technology in all areas of our business to drive growth and create value for our shareholders.

In conclusion, I would like to thank our shareholders for their support and confidence in our business. We are excited about the opportunities that lie ahead in the dynamic and rapidly evolving technology sector, and look forward to delivering value for our shareholders as we embark on this new chapter in our journey.

Sincerely,



Eran Zucker
Non-Executive Director
28 April 2023

Milton Capital Plc Strategic Report

for the period ended 31 January 2023

The Directors present their Strategic Report on the Company for the period ended 31 January 2023.

Principal activity and business review

For the financial period ended 31 January 2023, the Company's principal activity was a holding company, which has actively pursued its strategy through the sourcing and assessment of acquisition and investment opportunities across technology sectors.

Review of business and analysis using key performance indicators

The Company was incorporated on 17 September 2021.

The Company reported a loss for the first reporting period of £98,985 out of which £25,081 was share based payment.

Net assets amounted to £926,096 at 31 January 2023.

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 period to 31 January 2023. The main KPIs for the Company are listed as follows:

Key Performance indicator	2023
Current assets	£960,130
Net assets	£926,096
Loss before tax	£98,985

Investing policy

Milton Capital Plc was formed with the intention to identify and acquire a suitable business opportunity or opportunities and undertake an acquisition or merger or a series of acquisitions or mergers.

The Company intends the main focus of the acquisition strategy to be on the technology sector, in particular: edge computing, quantum computing, artificial intelligence, machine learning, automation, robotics, blockchain, nanomaterials and the exploitation of space.

The Directors see these technologies as having considerable growth potential for the foreseeable future and many of the prospects they have identified are in this sector. The Directors believe that any acquisition target will have at least one of four key components: (i) a strong management team; (ii) an innovative product proposal (iii) revenue enhancing or cost saving capabilities; and (iv) high growth potential. It is anticipated that the main driver of success for the Company will be its focus, during the investment screening process, on the management involved in the potential target companies and the potential value creation that the team of people is capable of realising. The Company intends to own, operate and manage the target acquisitions. Accordingly, where the Directors feel that a target company would benefit from their skills and expertise, they may look to seek representation on the board of the target company.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable acquisition opportunities.

Future developments

The Directors expect to continue to execute the Company's strategy in sourcing and assessing acquisition and investment opportunities across its stated sectors of focus.

Milton Capital Plc
Chairman's Statement
for the period ended 31 January 2023

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

The Directors 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 Standard Segment of the Main Market on the London Stock Exchange. Its members are kept informed, 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 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 year therefore effectiveness of employee policies is not relevant for the Company.

Principal risks and uncertainties

The Company's primary risk is that it may not be able to identify suitable investment opportunities or there is no guarantee that investment opportunities will be available, and the Company may incur costs in conducting due diligence into potential investment opportunities that may not result in an investment being made. The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable acquisition opportunities.

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 Milton Capital Plc as well as the ability of investments to return suitable profit cannot be guaranteed, particularly in the current economic climate. The Directors stringently monitor the Company's expenses. As a cash shell, the annual outgoings are minimal. Both Directors have an active presence in the finance sectors and will be able to raise future funding if required.

This report was approved by the board of directors on 27 April 2023 and signed on its behalf by



Eran Zucker
Non-Executive Director
28 April 2023

Milton Capital Plc Directors' Report

for the period ended 31 January 2023

The Directors present their report together with the audited financial statements for the period ended 31 January 2023.

Results and dividends

The trading results for the period ended 31 January 2023 and the Company's financial position at that date are shown in the attached financial statements.

The Directors do not recommend the payment of a dividend for the first reporting period ended 31 January 2023.

Principal activities and review of the business

The Company was formed on 17 September 2021 as a cash shell with the aim to undertake one or more acquisitions, which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase or a scheme arrangement of a majority interest in a company or business. The Company shares were admitted to trading on the Standard List of the Main Market on the London Stock Exchange on 4 October 2022.

A review of the business is included within the Chairman's Statement and Strategic Report.

Directors serving during the year

Mr Malcolm Burne	Appointed on 11 October 2021
Mr Eran Zucker	Appointed on 11 January 2022
Mr Michael Hobon Willis	Appointed on 11 October 2021, Resigned on 11 January 2022
Mr Ian Hedley Wallis	Appointed on 11 October 2021, Resigned on 11 January 2022

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:

	31 January 2023	
	Number of ordinary Shares	Warrants
Mr Malcolm Burne	18,000,000	36,000,000
Mr Eran Zucker	1,999,900	3,999,800
Mr Michael Hobon Willis	-	-

Significant shareholders

As at 31 January 2023 (and 21 days prior to the AGM), 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:

Shareholder	Number of Ordinary Shares	Percentage of Issued Share Capital
Richard Cayne	25,000,000	25.00%
Malcolm Burne	18,000,000	18.00%
Fiske Plc	7,500,000	7.50%
Peterhouse Capital Limited	5,000,100	5.00%
Antoine Salame	5,000,000	5.00%
Borden James	5,000,000	5.00%
Richard Edwards	5,000,000	5.00%
P3 Capital Limited	3,700,000	3.70%
P4 Capital Limited	3,300,000	3.30%
Flare Capital Limited	3,250,000	3.25%

Milton Capital Plc
Chairman's Statement
for the period ended 31 January 2023

Related party transactions

Related party transactions and relationships are disclosed in note 12.

Going concern

The Company has reported a loss for the period of £98,985.

The Company had receivables reserves at the year-end of £960,130.

The Directors therefore consider that the company has adequate resources to continue its operational existence for the foreseeable future.

Share capital

Details of the Company's share capital is set out in Note 8. The Company's share capital consists of one class of ordinary share, which does not carry rights to fixed income. As at 31 January 2022, there were 100,000,000 ordinary shares of 1p par value each in issue.

Events after the reporting date

Events after the reporting date are disclosed in note 15.

Greenhouse gas emissions, energy consumption and energy efficiency

As the Company has not completed its first acquisition and has on only two Directors, limited travel and no premises, the Directors do not consider any disclosure under the Task Force on Climate-related Financial Disclosures is required at this juncture, however the Company will continue to review this position as it executes its investment and acquisition strategy.

Political donations

There were no political donations made for the period ended 31 January 2023.

Charitable donations

The Company has made no charitable donations during the period.

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

MHA MacIntyre Hudson have expressed their willingness to continue in office as auditor and will be proposed for reappointment at the Annual General Meeting.

This report was approved by the board of directors on 27 April 2023 and signed on its behalf by



Eran Zucker
Non-Executive Director
28 April 2023

Milton Capital Plc
Directors' Remuneration Report

for the period ended 31 January 2023

The Directors' do not receive any remuneration for their respective roles. There are no other benefits paid to Directors outside of their service fees, save for ordinary course reimbursable expenses properly incurred in the performing their duties as Directors. The Company does not operate a pension scheme.

The Directors are holders of warrants as stipulated by their existing shareholdings. Details of the warrant issues are detailed below.

Warrant issues

On Admission, the Company issued 200,000,000 Investor Warrants. The Investor Warrant entitles the holder to subscribe for one Ordinary Share at £0.015 per Ordinary Share. The Investor Warrants are exercisable either in whole or in part for a period of 5 years from the date of Admission. The Investor Warrants have an accelerator clause which applies if the Company announces and signs a sale and purchase agreement within 60 months of Admission. The Company will serve notice on the Investor Warrant holders to exercise their warrants in this event. When the Company serves notice, any Investor Warrants remaining unexercised after 7 calendar days following the notification of the notice will be cancelled.

As of 31 January 2023, none of these warrants have been converted into shares.

Milton Capital Plc

Corporate Governance Report

for the period ended 31 January 2023

The Company has adopted the principles of the Quoted Companies Alliance Corporate Governance Code (QCA Code) for small and mid-size quoted companies. The QCA Code identifies ten principles that they consider to be appropriate arrangements and asks companies to provide an explanation on how they are meeting the principles. The Board considers that the Company complies with the QCA Code so far as it is practicable having regard to the size, and complexity of the Company and its business.

These disclosures are set out on the basis of the current Company and the Board highlights where it has departed from the Code presently.

The following paragraphs set out the Company's compliance with the 10 principles of the QCA code and the information below was last updated on 22 November 2022.

1. Establish a strategy and business model which promotes long-term value for shareholders

The Company's strategy is to undertake one or more acquisitions, which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase or a scheme arrangement of a majority interest in a company or business. The Board maintains close dialogue with several funds, specialist funding businesses and brokers to help identify suitable investment opportunities.

The Board considers that the key challenge in executing the Company's plan is identifying opportunities where it is likely that the investee will progress rapidly and the investment will therefore rise in value.

The Board intends to deliver shareholder returns through capital appreciation. Challenges to delivering strategy, long-term goals and capital appreciation are an uncertainty in relation to organisational, operational, financial and strategic risks, all of which are outlined in the Risk Management section below, as well as steps the Board takes to protect the Company by mitigating these risks and secure a long-term future for the Company.

Given the size of the Company, we believe the strategy and business model we have adopted is consistent with our goal of promoting long term value for shareholders.

2. Seek to understand and meet shareholder needs and expectations

The Company is committed to communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. The principal forms of communication are the Annual Report and Accounts, full and half-year announcements, trading updates, other Regulatory News Service announcements and its website.

The Company also maintains a dialogue with shareholders through Annual General Meetings, which provides an opportunity to meet, listen and present to shareholders, and shareholders are encouraged to attend in order to express their views on the Company's business activities and performance.

The Company's website is kept updated and contains details of relevant developments and has a facility for questions to be addressed to the Company and it is the Board's commitment that all reasonable questions are answered promptly.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Company's business is focused on making and appraising investments. As such, stakeholder and social responsibilities, in terms of impact on society, the communities within which the Company operates and the environment, apply less than that of an operating company. Therefore, the Company appraises its social responsibilities as part of its investment appraisal process.

The key resource on which the Company relies is the collective experience of the Directors. All employees within the Company are valued members of the team, and the Board seeks to implement provisions to retain and incentivise all its employees. The Company offers equal opportunities regardless of race, gender, gender identity or reassignment, age, disability, religion or sexual orientation.

In terms of its shareholders, the Company aims to provide transparent and balanced information to encourage support and confidence in the Board's approach.

Milton Capital Plc
Corporate Governance Report (continued)

for the period ended 31 January 2023

The Board recognises that the long-term success of the Company is reliant upon the efforts of employees, regulators and many other stakeholders and has close ongoing relationships with a broad range of its stakeholders.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board recognises the need for an effective and well-defined risk management process and it oversees and regularly reviews the current risk management and internal control mechanisms.

The Company considers risk management to fall into two broad categories, being the investment activity of the Company and the operations of the Company.

(a) The investment risk is considered as part of the appraisal processes and by way of due diligence and ongoing monitoring.

(b) The Company uses internal appraisal and the annual audit to ensure financial risks are evaluated in detail. Board meetings are also used for the directors to raise any issues relating to business risk arising from the Company's business model and operations.

Dealings in the Company's shares are monitored and any dealings must first be approved by the Non-executive Director.

The risk assessment matrix below sets out and categorises key risks, and outlines the mitigating actions which are in place. This matrix is updated as changes arise in the nature of risks or the mitigating actions implemented, and the Board reviews these on a regular basis. The Company has identified the principal risks to the Company achieving its objectives as follows:

Risk	Potential Impact	Mitigation
Dependence on the Company's Directors, who are the only employees.	As a consequence of a failure by the Executive Management Team: <ul style="list-style-type: none"> Quarterly management information is not adequate/received in a timely fashion. Annual or interim reports or other market updates are filed late, therefore damaging market reputation. 	The Company has very simple operations, its assets consist of only cash and prepayments.
Ability to raise further funds	Our business model depends on our ability to raise debt and/or equity funding to finance future investments and overheads in the Company. There can be no guarantee that we will be able to raise funds, particularly in the current economic climate.	The careful management of our investments underpin our success to date in raising funds. This includes not only making the initial investment after our appraisal process but continuous ongoing monitoring of the investee companies and reporting positive news.
Ability to identify further suitable investment opportunities	There is no guarantee that investment opportunities will be available, and the Company may incur costs in conducting due diligence into potential investment opportunities that may not result in an investment being made.	The detailed due diligence carried out coupled with the Board's knowledge and expertise give us confidence that we will continue to identify potential investments.

Milton Capital Plc Corporate Governance Report (*continued*)

for the period ended 31 January 2023

The Board considers that an internal audit function is not considered necessary or practical due to the size of the Company and the day-to-day control exercised by the Directors. However, the Board will monitor the need for an internal audit function. The Board has established appropriate reporting and control mechanisms to ensure the effectiveness of its control systems.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

The Board recognises the QCA recommendation for a balance between Executive and Non-executive Directors and the recommendation that there be at least two Independent Non-executives. The Board consists of two directors; one Executive Director and one Non-executive Director. The Board deems the current composition to be sufficient, given the nature and size of the Company. The Board maintains that the Board's compositions will be frequently reviewed as the Company develops.

The Directors of the Company are committed to sound governance of the business, and each devotes sufficient time to ensure this happens. The Board held four Board meetings in the period. All meetings were attended by both Directors. Board meetings cover regular business, investments, finance, and operations.

6. Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Company believes that the Board as a whole has significant experience in the financial services industry. The Board believes they have the requisite mix of skills and experience to successfully execute the business strategy in order to meet the Company's objectives.

Malcolm Burne – (Executive Director) (date of appointment: 11 October 2021)

Malcolm Burne started his long career with a leading firm of London Stockbrokers as an equities analyst and later became a financial columnist with the Financial Times and other business publications. He has started a number of businesses in the financial, technology and natural resources sectors not only in UK but also Australia, Hong Kong and North America. He has been the architect of a substantial number of SPACS usually targeting new trends and has completed many reverse takeovers. Malcolm has sat on the boards of numerous public companies, including Main Market companies such as GRIT Investment Trust Plc and Golden Prospect. He was a director of Auctus Growth Plc, a Standard List special purpose acquisition company, which acquired HeiQ Materials AG and was re-admitted to Standard List in December 2020. Malcolm is also a founder director of Star Tech NG Plc, a pre-IPO fund in US growth tech. As a corporate financier and venture capital investor Malcolm has a significant investment portfolio of private companies in the new economy and fintech space some of which he is a director representing his shareholding.

Eran Zucker – (Non-Executive Director) (date of appointment: 11 January 2022)

Having joined Peterhouse Capital Limited in 2007, Eran has over 15 years of experience dealing with a range of transactional and advisory work, including company affairs, restructurings, mergers and acquisitions, and IPOs. Eran works with companies in both the UK and international markets, listed on the Standard List, AIM and AQSE Growth Market. Over his career, Eran has been instrumental in advising several reverse takeovers of technology and life sciences companies, including Rule 3 independent advisory, financial advisory for Main Market companies and corporate advisory for a combination of AIM and AQSE Growth Market companies. Starting as an associate at Lion Capital Corporation Limited, Eran is now a Managing Director at Peterhouse, leading transactions on AIM and the Standard List. With more than 15 years of experience in driving innovation and technology companies to list on the London markets, Eran is well connected to the Israeli innovation ecosystem. Eran holds a Masters in Finance degree from London Business School and First Class Honours degree in Business Studies from Cass Business School, City University London. He is also a combat medic and a trained chef.

Milton Capital Plc
Corporate Governance Report (continued)

for the period ended 31 January 2023

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Directors consider that the Company and Board are not yet of a sufficient size and complexity for a full Board evaluation to make commercial and practical sense. The Board acknowledges that it is non-compliant with its processes to evaluate the performance of the Board.

As the Company is a cash shell, the Board deems the current structure to be sufficient.

As the Company grows, it expects to expand the Board and with the Board expansion, re-consider the need for Board evaluation.

In view of the size of the Board, the responsibility for proposing and considering candidates for appointment to the Board as well as succession planning is retained by the Board. All Directors submit themselves for re-election at the AGM at regular intervals.

8. Promote a corporate culture that is based on ethical values and behaviours

The Board believes that by acting ethically and promoting strong core values it will gain a reputation for honesty and that this will attract business and help the long-term objectives of the Company. As such the Board adopts an open approach to all investors, investment opportunities and all its advisers and service providers.

The Board further considers the activities of and persons involved with potential investee companies as part of its due diligence processes.

The Board places great importance on the responsibility of accurate financial statements and auditing standards which comply with the Auditing Practice Board's (APB's) and Ethical Standards for Auditors. The Board places great importance on accuracy and honesty, and seeks to ensure that this aspect of corporate life flows through all that the Company does.

A large part of the Company's activities is centred upon an open and respectful dialogue with stakeholders. The Directors consider that the Company has an open culture facilitating comprehensive dialogue and feedback.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is committed to, and ultimately responsible for, high standards of corporate governance and notes the departure from the Code in terms of independence on the Board. The Board reviews the Company's corporate governance arrangements regularly and expects these to evolve over time, in line with the Company's growth.

The Executive Director is responsible for the day-to-day management of the Company's activities.

The matters reserved for the Board are:

- (a) Defining the long-term strategy for the Company;
- (b) Approving all major investments;
- (c) Approving any changes to the Capital and debt structure of the Company
- (d) Approving the full year and half year results and reports;
- (e) Approving resolutions to be put to the AGM and any general meetings of the Company;
- (f) Approving changes to the Advisory team; and
- (g) Approving changes to the Board structure.

Milton Capital Plc
Corporate Governance Report (continued)

for the period ended 31 January 2023

10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining effective communication and having constructive dialogue with its stakeholders. All shareholders are encouraged to attend the Company's Annual General Meeting and the Board discloses the result of General Meetings by way of announcement.

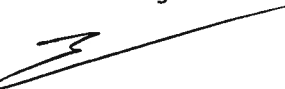
The Company's first annual financial statements will be publicly announced once audited and will also be available on the Company's website and at the Company's registered office.

Information on the Investor Relations section of the Company's website is kept updated and contains details of relevant developments, regulatory announcements, financial reports and shareholder circulars. Shareholders with a specific enquiry can contact us on the website contact page.

The Board, so far as is practicable given the Company's size and stage of its development, has voluntarily adopted the QCA Code as its chosen corporate governance framework. There are certain provisions of the QCA Code which the Company will not adhere to currently, and their adoption will be delayed until such time as the Directors believe it is appropriate to do so. It is anticipated that this will occur concurrently with the Company's first material investment or acquisition.

Following such an acquisition, the Company will seek to develop its corporate governance position and will address key differences to the QCA Code. Specifically, it is anticipated this will include:

- i. the augmentation of the Board with suitably qualified additional executive and non-executive directors including independents;
- ii. the implementation of audit, remuneration and nomination committees with appropriate terms of reference;
- iii. a formalised annual evaluation and review process covering the Board and Committees, including succession planning;
- iv. the publication of KPIs;
- v. the development of a corporate and social responsibility policy; and
- vi. an enhanced risk management and governance framework tailored to the operating assets and strategic direction of the enlarged entity.



Eran Zucker
Non-executive Director
28 April 2023

**Statement of Directors' Responsibilities
to the members of Milton Capital Plc
for the period ended 31 January 2023**

Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, 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 period. Under that law they are required to prepare financial statements in accordance with the UK adopted international accounting standards (IAS).

The financial statements are required by law and IAS to present fairly the financial position and performance of the Company; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of the Act to financial statements give a true and fair view and references to their achieving a fair presentation.

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 of the profit or loss for the period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock exchange.

In preparing the Company's 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 UK adopted international accounting standards (IAS), in conformity to the Companies Act, been followed, subject to any material departures disclosed and explained in the financial statements,;
- prepare the financial statements on a going concern basis unless it is inappropriate to assume 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 requirements of 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.

Website publication

Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Independent Audit Report to the members of Milton Capital Plc for the period ended 31 January 2023

For the purpose of this report, the terms “we” and “our” denote MHA MacIntyre Hudson in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Milton Capital Plc (the ‘Company’). For the purposes of the table on pages 14 to 20 that sets out the key audit matters and how our audit addressed the key audit matters, the terms “we” and “our” refer to MHA MacIntyre Hudson. The relevant legislation governing the Company is the United Kingdom Companies Act 2006.

Opinion

We have audited the financial statements of Milton Capital Plc for the period ended 31 December 2022.

The financial statements that we have audited comprise:

- the Statement of Profit or Loss and Other Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity;
- the Statement of Cash Flows; and
- Notes 1 to 16 to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK adopted International Financial Reporting Standards (‘UK adopted IFRS’).

In our opinion the financial statements:

- give a true and fair view of the state of the Company’s affairs as at 31 January 2023 and of the loss for the period then ended;
- the Company financial statements have been properly prepared in accordance with UK adopted IFRS;
- have been prepared in accordance with the requirements of the United Kingdom Companies Act 2006.

Our opinion is consistent with our reporting to the Board of Directors.

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 as applied to listed public interest entities, and we have fulfilled our ethical responsibilities in accordance with those 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

In auditing the financial statements, we have concluded that the Directors’ use of the going basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors’ assessment of the Company’s ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company’s operations and specifically their business model of searching for suitable acquisition targets.
- The evaluation of how those risks might impact on the available financial resources.
- Liquidity considerations including examination of cash flow projections for the Company.
- The evaluation of the base case scenarios and stress scenarios and the respective sensitivities and rationale

Independent Audit Report (continued)
to the members of Milton Capital Plc
for the period ended 31 January 2023

- Viability assessments, including consideration of reserve levels and business plans.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Overview of our audit approach

Scope	Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.	
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Materiality	2022	
Company	£46.5k	5% of net assets

Key audit matters

- Management override of controls
-

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 matters 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.

Management override of controls

Key audit matter description	Management is in a unique position to perpetrate fraud because of management's ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively. Due to the unpredictable way in which such override could occur, this is deemed a key audit matter for this engagement.
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Independent Audit Report (continued)
to the members of Milton Capital Plc
for the period ended 31 January 2023

How the scope of our audit responded to the key audit matter Our audit procedures included:

Controls testing – Given the nature of the business at the reporting date and the associated accounting records, there are very few transactions and/or journals. As such, we evaluated the design and implementation of key controls around bank payments and receipts, as well as considerations relating to financial reporting.

We performed detailed reviews and testing of journal entries made, particularly those considered to rely on greater levels of judgement, such as period-end estimations.

We tested the basis of accounting estimates of a subjective nature, such as period-end accruals, to understand the judgments made, assessment of potential management bias and assessed the adequacy of disclosures for compliance with the accounting standards and regulatory considerations.

Key observations communicated to the Company's members The results of our testing were satisfactory, and we considered that entries made into the accounting system and subsequent disclosure made into the financial statements were deemed to have an appropriate supporting basis and there was no indication of any management bias.

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality was set at £46,500 which was determined on the basis of 5% of the Company's net assets. Net assets was deemed to be the appropriate benchmark for the calculation of materiality as this is a key area of the financial statements because this is the metric by which the performance and risk exposure of the Company is principally assessed. This is also the metric against which users assess the ability of the Company to continue in its search for suitable acquisition targets.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality was set at £32,550 which represents 70% of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing, the nature of the systems and controls.

We agreed to report any corrected or uncorrected adjustments exceeding £2,325 to the Board of Directors as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

Independent Audit Report (continued)
to the members of Milton Capital Plc
for the period ended 31 January 2023

The control environment

We evaluated the design and implementation of those internal controls of the Company, which are relevant to our audit, such as those relating to the financial reporting cycle.

Reporting on other information

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

We have nothing to report in this regard.

Strategic report and directors report

In our opinion, based on the work undertaken in the course of the 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 strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Directors' remuneration report

Those aspects of the director's remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

Independent Audit Report (continued) to the members of Milton Capital Plc for the period ended 31 January 2023

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 Group's and the Parent 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 Group or Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor 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 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 financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Company's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Company focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements.
- We enquired of the directors and management concerning the Company's policies and procedures relating to:

Independent Audit Report (continued)
to the members of Milton Capital Plc
for the period ended 31 January 2023

- identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls.

Audit response to risks identified

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Company's board meetings;
- audit procedures performed by the engagement team in connection with the risks identified included:
 - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements;
 - testing journal entries, including those posted to unusual account combinations;
 - evaluating the business rationale of significant transactions, and reviewing accounting estimates for bias;
 - enquiry of management around actual and potential litigation and claims;
 - challenging the assumptions and judgements made by management in its significant accounting estimates; and
 - obtaining confirmations from third parties to confirm existence of a sample of balances.
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Other requirements

We were appointed by the Directors on 17 March 2023. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 1 years.

We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Group or the Parent Company, and we remain independent of the Company in conducting our audit.

Independent Audit Report (continued)
to the members of Milton Capital Plc
for the period ended 31 January 2023

Use of our report

This report is made solely to the Company's members in accordance with Chapter 3 of Part 16 of the Companies Act. 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 for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.



Jason Mitchell MBA BSc FCA
(Senior Statutory Auditor)

for and on behalf of MHA MacIntyre Hudson, Statutory Auditor

Maidenhead, United Kingdom
28 April 2023

Milton Capital Plc
Statement of Profit or Loss and Other Comprehensive Income
for the period ended 31 January 2023

	Notes	2023 (*) £
Administrative expenses	2	(96,485)
Operating loss		(96,485)
Net finance expenses		(2,500)
Loss before taxation from continuing operations		(98,985)
Income tax	4	-
Loss for the period from continuing operations		(98,985)
Loss for the period attributable to the owners of the Company and total comprehensive loss for the period		(98,985)
Loss per share attributable to the owners of the Company		
From loss from continuing operations/loss for the period:		
Basic and diluted (pence per share)	5	(0.1) p


(*) For the reporting period since 17 September 2021 till 31 January 2023.

The notes on pages 17 to 25 form part of these financial statements.

Milton Capital Plc
Statement of Financial Position
As at 31 January 2023

	Notes	2023 £
Current assets		
Cash and cash equivalents	6	960,130
Total current assets		960,130
Total assets		960,130
Current liabilities		
Trade and other payables	7	(34,034)
Total current liabilities		(34,034)
Total liabilities		(34,034)
Net assets		926,096
Shareholders' equity		
Share capital	8	1,000,000
Share based payments reserve	9	25,081
Retained earnings		(98,985)
Total shareholders' equity		926,096

The financial statements were approved by the Board, authorised for issue on [●] 2023 and were signed on its behalf by:



Eran Zucker
 Non-Executive Director
 28 April 2023

Registered number: 13628457

The notes on pages 17 to 25 form part of these financial statements

Milton Capital Plc
Statement of Changes in Equity
for the period ended 31 January 2023

	Share capital	Retained earnings	Total
	£	£	£
Balance at 17 September 2021	-	-	-
Total comprehensive loss for the period ended	-	(98,985)	(98,985)
Issue of warrants	-	25,081	25,081
Shares issued in period	1,000,000	-	1,000,000
Balance at 31 January 2023	1,000,000	(98,985)	926,096

Share capital

Share capital represents the nominal value on the issue of the Company's equity share capital, comprising £0.01 ordinary shares.

Retained earnings

Retained earnings represent the cumulative net losses of the Company recognised through the Statement of Profit or Loss and Other Comprehensive Income.

The notes on pages 17 to 25 form part of these financial statements.

Milton Capital Plc
Statement of Cash Flows
for the period ended 31 January 2023

	Note	2023 (*) £
Operating activities		
Loss for the period ended 31 January 2023	9	(98,985)
<i>Adjustments to reconcile profit before tax to net cash flows</i>		
Share based payment		25,081
<i>Working capital adjustments</i>		
Increase in trade and other payables	7	34,034
Net cash used in operating activities		(39,870)
Financing activities		
Proceeds from issue of equity	8	1,000,000
Net cash generated from financing activities		1,000,000
Net increase in cash and cash equivalents		-
Cash and cash equivalents at start of the year		-
Cash and cash equivalents at end of the year		960,130

(*) For the reporting period since 17 September 2021 till 31 January 2023.

The notes on pages 17 to 25 form part of these financial statements.

Milton Capital Plc
Notes to the Financial Statements
for the period ended 31 January 2023

1. Accounting policies

General information

Milton Capital Plc (the "Company") is a public limited company incorporated and domiciled in the United Kingdom. The address of its registered office is 3rd Floor, 80 Cheapside, London, EC2V 6EE.

The Company is listed on the standard segment of the main market of the London Stock Exchange.

Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below.

Basis of preparation

These financial statements have been prepared in accordance with the UK adopted International Accounting Standards and Companies Act 2006.

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

These are the first financial statements of the company.

The preparation of financial statements in conformity with the UK adopted International Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There were no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates were significant in the financial statements. Financial statements are prepared in Sterling and to the nearest whole pound.

Going concern

The Company has reported a loss for the year of £98,985.

The Company had other receivables balance at the year-end of £960,130.

The Directors therefore consider that the company has adequate resources to continue its operational existence for the foreseeable future.

New standards, amendments and interpretations adopted by the Company

Standard	Impact on initial application	Effective date
Amendments to IAS 1	Classification of liabilities as current or non-current	1 January 2024

New standards, amendments and interpretations not yet adopted

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 instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

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 from inception.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

1. Accounting policies (continued)

New standards, amendments and interpretations not yet adopted

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 instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

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 from inception.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

Financial assets

The Company's financial assets comprise cash and cash equivalents. Financial assets are stated at amortised cost less provision for expected credit losses.

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.

Operating loss

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

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

1. Accounting policies (continued)

Current taxation

The tax currently payable is based on taxable profit or loss for the period and is calculated using rates and laws that are enacted, or substantively enacted, at the reporting date. Taxable profit or loss differs from net profit or loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

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).

2. Nature of expenses

	2023 (*)
	£
Share based payment	25,081
Listing expenses	44,274
Bank fees	2,500
Audit fee	18,000
Legal fees	8,400
Other expenses	730
	<hr/>
	98,985
	<hr/>

(*) For the reporting period since 17 September 2021 till 31 January 2023.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

3. Staff costs, including Directors

During the year the Company had no employees. The Company employs only two Directors.

	2023
	£
Wages and Salaries	-
Social security taxes	-
	-

The Directors did not earn/ accrue any fees or salaries for the period ended 31 October 2022.

Directors' and key management personnel

Directors' remuneration for the period ended 31 January 2023 is as follows:

	Salary	Fees	Share based	Total
	£	£	payments	2023
			£	£
Malcolm Burne	-	-	-	-
Eran Zucker	-	-	-	-
	-	-	-	-

Both directors were issued investor warrants during the period based on their existing investments, with Malcolm Burne holding 36,000,000 and Eran Zucker holding 3,999,800. Details of the warrant terms are included in note 9.

4. Taxation

The tax assessed on loss before tax for the period differs to the applicable rate of corporation tax in the UK for small companies of 19%. The differences are explained below:

	2023
	£
Analysis of income tax expense:	
Current tax	-
Deferred tax	-
Total income tax expense	-
Loss before tax	(98,985)
Profit before tax multiplied by effective rate of corporation tax of 19%	-
Effect of:	
Capital allowances	-
Expenses not deductible for tax purposes	-
Losses carried forward	(98,985)
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.

On 10 June 2021, the UK Government's proposal to increase the rate of UK corporation tax from 19% to 25% with effect from 1 April 2023 was enacted into UK law.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

5. Earnings per ordinary share

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

	<u>2023</u>
Basic loss per share	
Loss for the financial period	(98,985)
Weighted average number of shares	<u>25,588,271</u>
Loss per share (pence)	<u>(0.4) p</u>

As at the end of the financial period ended 31 October 2022, there were 256,250,005 share warrants in issue, which had an anti-dilutive effect on the weighted average number of shares.

6. Cash and cash equivalents

	<u>2023</u>
	<u>£</u>
Trust account	<u>960,130</u>
	<u>960,130</u>

During the period the Company raised a total amount of £1,000,000. The funds were deposit from investors on a trust account on behalf of the Company. The Company has access to these funds and interest receivable from being held in the trust account.

On the 1 February 2023, the net funds were transferred from the trust account to the Company own bank account.

7. Trade and other payables

	<u>2023</u>
	<u>£</u>
Trade payables	1,534
Accruals	<u>32,500</u>
	<u>34,034</u>

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.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

8. Share capital

	2023	2023
	Number	£
Issued and fully paid		
At 17 September 2021 – at incorporation (a)	1	1
Total shares at £1 each	1	1
Share consolidation:		
1 share at £1 per share, consolidated into		
100 shares at £0.01 per share	100	1
Total shares at £0.01 each	100	1
Ordinary shares issued at £0.01 (b)	4,999,900	49,999
Ordinary shares issued at £0.01 (c)	95,000,000	950,000
At 31 January 2023	100,000,000	1,000,000

(a) On incorporation, the Company issued 1 Ordinary Share at £1 nominal value. On 1 November 2021, the Company consolidated the 1 Ordinary Share at £1 in issue into 100 Ordinary Shares at £0.01 each.

(b) On 21 March 2022, the Company issued 4,999,900 new Ordinary Shares at £0.01 per share.

(c) On 4 October 2022, 95,000,000 new Ordinary Shares were issued at £0.01 per share.

The holder of ordinary shares is entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

9. Warrants

	2023	2023
	Weighted average	Number
	exercise price (p)	
Outstanding at the beginning of the period	-	-
Issued during year – investor warrants	1.5p	200,000,000
Issued during year – broker warrants	1.5p	5,000,000
Outstanding at the end of the period	1.5p	205,000,000

Investor warrants

On Admission, the Company issued 200,000,000 Investor Warrants. The Investor Warrant entitles the holder to subscribe for one Ordinary Share at £0.015 per Ordinary Share. The Investor Warrants are exercisable either in whole or in part for a period of 5 years from the date of Admission. The Investor Warrants have an accelerator clause which applies if the Company announces and signs a sale and purchase agreement within 60 months of Admission. The Company will serve notice on the Investor Warrant holders to exercise their warrants in this event. When the Company serves notice, any Investor Warrants remaining unexercised after 7 calendar days following the notification of the notice will be cancelled.

As of 31 January 2023, none of these warrants have been converted into shares.

Broker warrants

On Admission, the Company issued 5,000,000 Broker Warrants to Peterhouse Capital Limited. The Broker Warrants are exercisable at £0.015 per Ordinary Share and are exercisable either in whole or in part for a period of 5 years from the date of Admission. The Broker Warrants are non-transferable. The Broker Warrants have an accelerator clause which applies if the Company announces and signs a sale and purchase agreement within 60 months of Admission. The Company will serve notice on the Broker Warrant holders to exercise their warrants in this event. When the Company serves notice, any Broker Warrants remaining unexercised after 7 calendar days following the notification of the notice will be cancelled.

As the warrants were issued to the brokers assisting with the raise upon re-listing, the fair value of these warrants, £25 thousands, was treated as a share issue cost and debited against retained earnings through profit and loss.

As of 31 January 2023, none of these warrants have been converted into shares.

The following table list the inputs to the model used for the warrants plan for the year ended 31 January 2023:

	4 October 2022
Weighted average fair values of shares at the measurement date	£0.0058
Dividend yield	0%
Expected volatility	70%
Risk-free interest rate	2.25%
Expected life of warrants (years)	5
Weighted average share price	£0.011
Model used	Black-Scholes

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

10. Financial instruments

Categories of financial assets and liabilities

The following tables set out the categories of financial instruments held by the Company:

Financial assets	Note	Receivables
		2023
		£
Cash and cash equivalents	6	960,130
		960,130

Financial liabilities	Note	Financial liabilities measured at amortised cost
		2023
		£
Trade and other payables	7	32,500
		32,500

The Company's financial instruments comprise of other receivables and payables that arise directly from the Company's operations. The main purpose of these instruments is to ensure that the Company has sufficient resources to fulfil its investment strategy. The main risks arising from holding these financial instruments are market risk and liquidity risk.

Market risk

All trading instruments are subject to market risk, the potential that future changes in market conditions may make any future investments 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.

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.

Capital Disclosure

The Company defines capital as issued capital 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.

Milton Capital Plc
Notes to the Financial Statements (continued)
for the period ended 31 January 2023

12. Related party transactions

During the year, the Company issued 2,700,000 ordinary shares and 5,000,000 broker warrants to Peterhouse Capital Limited, a company connected to one of the Company's director.

13. Ultimate Controlling Party

The Company considers that there is no ultimate controlling party.

14. Post Balance Sheet Events

There were no significant Post Balance Sheet Events.

15. Capital Commitments

There were no contracts for capital expenditure at the period end.

16. Contingent Liabilities or assets

There were no contingent liabilities or assets at the period end.
