

Company No. 00092343 (England and Wales)

TEATHERS FINANCIAL PLC

**Annual Report and Consolidated Financial Statements
for the year ended 31 October 2023**

TEATHERS FINANCIAL PLC

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TEATHERS FINANCIAL PLC

Company Information

Directors:

Mario Visconti
Alexander John Barblett
Sean Edward Wade

Secretary:

Blakelaw Secretaries Limited
Harbour Court
Compass Road
Portsmouth
Hampshire
PO6 4ST

Company Number:

00092343 (England and Wales)

Registered Office:

Suite 11
14 London Road
Guildford
Surrey
GU1 2AG

Statutory Auditors:

Adler Shine LLP
Chartered Accountants & Statutory Auditor
Aston House
Cornwall Avenue
London
N3 1LF

Principal Bankers:

Lloyds Banking Group Plc
79 High Street
Chesham
HP5 1BT

Solicitors to the Company:

Blake Morgan LLP
Apex Plaza
Forbury Road
Reading
RG1 1AX

Registrar:

Share Registrars Ltd
The Courtyard
17 West Street
Farnham
GU9 7DR

TEATHERS FINANCIAL PLC
Chief Executive's Statement

For the year ended 31 October 2023

During the period, the main activity was continued preparation for a London listing.

Work was undertaken to prepare for an IPO on the AIM Segment of the London Stock Exchange, which will involve the conditional purchase of four exploration licences in Canada which are prospective for uranium.

The future outlook for the business is as a listed entity with a growing portfolio of uranium exploration licences.

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

TEATHERS FINANCIAL PLC

Strategic Report

For the year ended 31 October 2023

The Directors present their strategic report on Teathers Financial Plc ("the Company") and its subsidiaries (together "the Group") for the year ended 31 October 2023.

Review of the business

A review of the business is given in the Chief Executive's Statement on page 2.

Future outlook

The Chief Executive's Statement on page 2 gives information on the future outlook of the Group.

Principal risks and uncertainties

Set out below are the principal risks which we believe could materially affect the Group's ability to achieve its objectives. The risks are not listed in order of significance.

Reliance on its Directors

The Group's business, development and prospects are dependent upon the continued services and performance of its Directors. The experience and commercial relationships of the Directors help provide the Group with a competitive edge. The Directors believe that the loss of services of any of its Directors, for any reason, or failure to attract and retain necessary personnel in the future, could adversely impact the business, development, financial condition, results of operations and prospects of the Group.

Market conditions

Market conditions may have a negative impact on the Group's ability to execute investments in suitable entities which generate acceptable returns. There is no guarantee that the Group will be successful in sourcing suitable investments. The longer the period the greater the likely impact on the Group's performance and financial condition.

Financing

The Group's sources of financing currently are limited. The Group's ability to raise further funds will depend on the success of investments identified. The Group may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Group may be required to reduce the scope of its investments or anticipated expansion. Further, shareholders' holdings of new share issues may be materially diluted if debt financing is not available.

General economic climate

During periods of adverse economic conditions, the Group may have difficulty accessing financial markets, which could make it more difficult or impossible for the Group to obtain funding for additional investments and negatively affect its net asset value and operating results. Accordingly, adverse economic conditions may have a material adverse effect on the business, financial condition, results of operations and prospects. Factors that may contribute to the general economic climate include industrial disruption, interest rates and the rate of inflation.

Competition

The Group may face competition from other entities for the same investments, many of which may have significantly greater financial resources. There is therefore no guarantee that even if the Group identifies a suitable investment, it will be successful in completing such investment.

TEATHERS FINANCIAL PLC

Strategic Report (continued)

For the year ended 31 October 2023

Key Performance Indicators (KPIs)

The key performance indicators currently used by the Group are investments made to-date and cash resources. The Directors intend to establish other key performance indicators in due course once the Group has matured sufficiently.

The Group does not use and does not at present intend to use non-financial key performance indicators.

	Group	
	2023 £	2022 £
Cash and cash equivalents	9,055	77,224
Net liabilities	(416,683)	(208,024)

Review of strategy and business model

The Board of Directors (the “Board”) judge the Group’s financial performance by reference to the internal budget which it establishes at the beginning of each financial year and the expected performance of its investments in the future.

The Group’s strategy is to invest in uranium exploration licences. During the period, the Group made significant progress towards the acquisition of two licences.

Investing policy

The Group’s primary objective is that of securing for the Shareholders the best possible capital appreciation over time.

Environment

The Directors consider that the nature of the Group’s activities is not inherently detrimental to the environment.

Social, community, and human rights

The Board recognises that the Group has a duty to be a good corporate citizen and to respect the laws, and where appropriate the customs and culture of the territories in which it operates. It contributes as far as is practicable to the local communities in which it operates and takes a responsible and positive approach to employment practices.

Section 172 (1) Statement

The Directors of Teathers Financial Plc have considered their duties under Section 172 of the Companies Act 2006 and confirm that, in making decisions that effect the company, they have acted in accordance with their duty to promote the success of the company. In doing so, the directors have taken into account the long-term consequences of their decisions, the interests of the company’s employees, the relationships with suppliers, customers and others.

The directors have also engaged with stakeholders to understand their views and have taken these into account when making decisions that affect the company. The board has established effective systems of internal control to safeguard the assets of the company and to ensure compliance with relevant laws and regulations.

The strategic report was approved by the Board and signed on its behalf by:

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

TEATHERS FINANCIAL PLC

Directors' Report

For the year ended 31 October 2023

The Directors present their report and the audited consolidated financial statements of Teathers Financial Plc for the year ended 31 October 2023.

Corporate details

Teathers Financial Plc is incorporated and registered in England and Wales, company number 00092343. The registered office is Suite 11, 14 London Road, Guildford, Surrey, GU1 2AG.

Directors

The following Directors have held office during the year and up to the date of approval of this report:

Alexander John Barblett

Mario Visconti

Sean Edward Wade

Ben Turney (resigned 3 November 2022)

In accordance with the Company's Articles of Association, Directors are required to retire by rotation.

Principal activities

The principal activity of the Group is to invest in uranium exploration licences.

Dividends

There were no dividends paid or proposed by the Group in the current period (2022: £nil).

Going concern

As at 31 October 2023 the Group had a cash balance of £9,055 (2022: £77,224), net current liabilities of £416,683 (2022: £208,024).

The Directors have considered the applicability of the going concern basis in the preparation of these financial statements. This included the review of internal budgets and financial results which show, taking into account reasonably probable changes in financial performance that the Group should be able to operate within the level of its current funding arrangements.

The Directors have a reasonable expectation that once the necessary funding has been received, the Group will have adequate resources to continue in operation for the foreseeable future. For this reason, they have adopted the going concern basis in the preparation of the financial statements.

The Directors note, however, that the ability of the Group to raise funds in the future represents a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

Financial risk management

The financial risk management is discussed in note 19 of the financial statements.

Creditors' payment policy

The Group's policy is to agree terms of payment with suppliers and abide by those terms subject to timely submission of acceptable invoices. Where prompt payment settlement discount is available it is the Group's policy to settle accounts whenever possible within the discount period. In order to manage their cash more effectively, where possible, the Group negotiates special terms with certain suppliers to delay payments. At the period end, the amounts owing to trade creditors represented an average of 59 days (2022: 35 days).

TEATHERS FINANCIAL PLC

Directors' Report (continued)

For the year ended 31 October 2023

Directors' interest in shares and debentures

Directors' interests in the shares of the Group, including family interests, were as follows:

Director	31 October 2023	31 October 2022
	Ordinary Shares of 0.5p each	Ordinary Shares of 0.5p each
Alexander John Barblett	-	-
Mario Visconti	-	-
Sean Edward Wade	1,873,464	1,873,464

Directors' indemnity

The Group has not provided qualifying third-party indemnities for the benefit of its Directors.

Disclosure of information

In the case of each of the persons who are acting as Directors of the Group at the date when this report was approved:

- so far as each of the Directors are aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Group's auditor is not aware; and
- each of the Directors have taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Auditors

Adler Shine LLP were appointed as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Annual General Meeting

The resolutions to be proposed at the forthcoming Annual General Meeting are set out in the notice of the meeting.

Recommendation

The Board considers that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Group and it is unanimously recommended that shareholders support these proposals as the Board intends to do in respect of their own holdings.

The Directors' Report was approved by the Board and signed on its behalf by:

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

TEATHERS FINANCIAL PLC

Directors' Information

For the year ended 31 October 2023

Mario Visconti, Director

Mario Visconti has over 20 years' experience in the accountancy sector. He owns a successful accountancy and consultancy business that specialises working with limited companies in the private sectors. He has been finance manager of a company within the construction industry for 17 years, heading up the finance department. Mario also works as a consultant for a number of PLCs, assisting them with internal financial management and reporting.

Alexander John Barblett, Non-Executive Chairman

Sandy has over 25 years of senior management experience across numerous sectors. He sits as a director and advises companies, both private and listed, in relation to raising private equity and general fundraising, admission into public markets, strategy and management selection. He spent 10 years in senior management working for former FTSE 250 technology company, Pace PLC, including overseas assignments in USA and Hong Kong.

He is a founder and advisor to the Eastern Heavy Minerals project which is the sole project for AIM quoted Capital Metals PLC, currently Chairman of East Star Resources PLC and IamFire PLC.

Sandy has a Bachelor of Business from Curtin University of Technology in Perth, Australia, and a Bachelor of Law from the University of Queensland.

Sean Edward Wade, Chief Executive

Sean Wade is an experienced corporate executive within the natural resources sector, having held senior roles in a number of mining companies including Berkeley Energia, Pensana and Asia Resource Minerals. He has also held consultancy roles with: SolGold, AEX Gold, AfriTin, Candelaria Mining, Anglesey Mining and Kavango Resources.

He has worked on numerous transactions in the capital markets, including IPO's, secondary capital raising and M&A in various jurisdictions.

Sean started his career in capital markets at Cazenove & Co. He holds a masters degree from the University of Cambridge.

TEATHERS FINANCIAL PLC

Statement of Directors' Responsibilities in the preparation of the Consolidated Financial Statements

For the year ended 31 October 2023

The Directors are responsible for preparing the financial statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the financial statements in accordance with UK adopted International Accounting Standards ("IFRS") and in conformity with the requirements of the Companies Act 2006 and have elected under company law to prepare the Group financial statements in accordance with IFRS in conformity with the requirements of the Companies Act 2006. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss for that period. In preparing those financial statements, International Accounting Standard 1 requires the Directors to:

- properly select and consistently apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and accounting estimates that are reasonable and prudent
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the Group's assets and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for the maintenance and integrity of the investor information contained on the website. Legislation in the UK concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Financial statements are published on the Company's website. The maintenance and integrity of the website is the responsibility of the Directors. The Director's responsibility also extends to the financial statements contained therein.

The Statement of Directors' Responsibilities in the preparation of the Consolidated Financial Statements was approved by the Board and signed on its behalf by:

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

TEATHERS FINANCIAL PLC

Independent Auditors' Report to the members of Teathers Financial Plc

For the year ended 31 October 2023

Opinion

We have audited the financial statements of Teathers Financial Plc for the period-ended 31 October 2023 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards ("IAS").

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2023 and of the company's loss for the period then ended;
- have been properly prepared in accordance with UK adopted International Accounting Standards;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to the going concern accounting policy within the financial statements, which indicates that the Group made a loss in the current year as well as having a cash position of £9,055 and net liability position of £416,683 as at 31 October 2023. The company needs to raise funds in the near term for working capital purposes. As a result this casts a material uncertainty as to the future performance of the company for the 12 months following the audit report signature date. The Chief Executive's Statement outlines the future plans of the company which contain a number of conditional events that are required to occur in order for the company to resume profitable trading and working capital coverage. Our opinion is not modified in respect of this matter.

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. Our opinion on the company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, 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.

TEATHERS FINANCIAL PLC

Independent Auditors' Report to the members of Teathers Financial Plc (continued)

For the year ended 31 October 2023

Matters on which we are required to report by exception

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.

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

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

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and experience of the sector.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from the Companies Act 2006 and IFRS accounting standards.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to:
 - enquiries of management and review of minutes of meetings
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to the testing of journals and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

TEATHERS FINANCIAL PLC

Independent Auditors' Report to the members of Teathers Financial Plc (continued)

For the year ended 31 October 2023

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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



Christopher Taylor FCA
(Senior Statutory Auditor)

For and on behalf of Adler Shine LLP, Chartered Accountants and Statutory Auditor

Aston House
Cornwall Avenue
London N3 1LF

Date: 02/02/2024

Adler Shine LLP is a limited liability partnership registered in England and Wales (with registered number OC301724).

TEATHERS FINANCIAL PLC

Consolidated Statement of Comprehensive Income

For the year ended 31 October 2023

	Notes	Year ended 31 Oct 2023	Period ended 31 Oct 2022
		£	£
Continuing operations			
Administrative expenses	4	(214,003)	(96,892)
Operating loss		(214,003)	(96,892)
Other gains	7	5,949	-
Finance costs	8	(605)	(2,000)
Loss before taxation		(208,659)	(98,892)
Income tax	9	-	-
Loss for the period		(208,659)	(98,892)
Other comprehensive income		-	-
Total comprehensive loss for the period		(208,659)	(98,892)
Loss per ordinary share (pence)			
Basic and diluted	10	(0.30)	(0.14)

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC
Consolidated Statement of Financial Position
For the year ended 31 October 2023

	Notes	As at 31 Oct 2023	As at 31 Oct 2022
		£	£
Assets			
Current assets			
Trade and other receivables	12	14,941	3,978
Cash and cash equivalents	13	9,055	77,224
Total current assets		23,996	81,202
TOTAL ASSETS		23,996	81,202
Equity			
Share capital	16	352,500	352,500
Share premium	16	1,515,032	1,515,032
Accumulated losses		(2,284,215)	(2,075,556)
Total equity		(416,683)	(208,024)
Liabilities			
Current liabilities			
Trade and other payables	14	225,139	215,226
Borrowings	15	215,540	74,000
Total current liabilities		440,679	289,226
TOTAL EQUITY AND LIABILITIES		23,996	81,202

The consolidated financial statements were approved and authorised for issue by the Board and signed for on its behalf by:

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

Company registration number: 00092343

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC

Company Statement of Financial Position

For the year ended 31 October 2023

	Notes	As at 31 Oct 2023	As at 31 Oct 2022
		£	£
Assets			
Non-current assets			
Investment in subsidiary	11	1	1
Total non-current assets		1	1
Current assets			
Trade and other receivables	12	16,115	4,501
Cash and cash equivalents	13	9,055	77,224
Total current assets		25,170	81,725
TOTAL ASSETS		25,171	81,726
Equity			
Share capital	16	352,500	352,500
Share premium	16	1,515,032	1,515,032
Accumulated losses		(2,283,041)	(2,075,033)
Total equity		(415,509)	(207,501)
Liabilities			
Current liabilities			
Trade and other payables	14	225,140	215,227
Borrowings	15	215,540	74,000
Total current liabilities		440,680	289,227
TOTAL EQUITY AND LIABILITIES		25,171	81,726

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Company's Statement of Comprehensive Income. The loss after tax for the year ended 31 October 2023 was £208,008 (2022: loss of £98,369).

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

Sean Wade

Sean Edward Wade
Chief Executive Officer

Date: 02 February 2024

Company registration number: 00092343

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC**Consolidated Statement of Changes in Equity**

For the year ended 31 October 2023

	Share capital £	Share premium £	Accumulated Losses £	Total £
At 30 October 2021	352,500	1,515,032	(1,976,664)	(109,132)
Total comprehensive loss for the period	-	-	(98,892)	(98,892)
At 31 October 2022	352,500	1,515,032	(2,075,556)	(208,024)
Total comprehensive loss for the year	-	-	(208,659)	(208,659)
At 31 October 2023	352,500	1,515,032	(2,284,215)	(416,683)

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC**Company Statement of Changes in Equity**

For the year ended 31 October 2023

	Share capital £	Share premium £	Accumulated Losses £	Total £
At 30 October 2021	352,500	1,515,032	(1,976,664)	(109,132)
Total comprehensive loss for the period	-	-	(98,369)	(98,369)
At 31 October 2022	352,500	1,515,032	(2,075,033)	(207,501)
Total comprehensive loss for the year	-	-	(208,008)	(208,008)
At 31 October 2023	352,500	1,515,032	(2,283,041)	(415,509)

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC
Consolidated Statement of Cash Flows

For the year ended 31 October 2023

Notes	Year ended	Period ended
	31 Oct 2023	31 Oct 2022
	£	£
Cash flow from operating activities		
Loss before tax	(208,659)	(98,892)
Adjustments for:		
Other gains	7 (5,949)	-
Finance cost	8 605	-
Changes in working capital:		
Increase trade and other receivables	(10,963)	(3,635)
Increase in trade and other payables	15,862	29,961
Net cash used in operating activities	(117,564)	(72,566)
Cash flows from financing activities		
Proceeds from borrowings	15 140,935	24,000
Funds received for shares not yet issued	14 -	125,000
Net cash generated from financing activities	140,935	149,000
Net (decrease)/increase in cash and cash equivalents	(68,169)	76,434
Cash and cash equivalents at beginning of period	77,224	790
Cash and cash equivalents at end of period	13 9,055	77,224

Significant non-cash transactions for the year are disclosed in note 15.

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC
Company Statement of Cash Flows
For the year ended 31 October 2023

	Notes	Year ended 31 Oct 2023	Period ended 31 Oct 2022
		£	£
Cash flow from operating activities			
Loss before tax		(208,008)	(98,369)
Adjustments for:			
Other gains	7	(5,949)	-
Finance cost	8	605	-
Changes in working capital			
Increase trade and other receivables		(11,614)	(4,158)
Increase in trade and other payables		15,862	29,962
Net cash used in operating activities		(117,564)	(72,565)
Cash flow from investing activities			
Investment in subsidiary		-	(1)
Net cash used in investing activities		-	(1)
Cash flows from financing activities			
Proceeds from borrowings	15	140,935	24,000
Funds received for shares not yet issued	14	-	125,000
Net cash generated from investing activities		140,935	149,000
Net increase in cash and cash equivalents		(68,169)	76,434
Cash and cash equivalents at beginning of year / period		77,224	790
Cash and cash equivalents at end of year / period	13	9,055	77,224

Significant non-cash transactions for the year are disclosed in note 15.

The notes on pages 19 to 30 are an integral part of these financial statements.

TEATHERS FINANCIAL PLC

Notes to the financial statements

For the year ended 31 October 2023

1. General information

Teathers Financial Plc (the “Company”) is incorporated and domiciled in the United Kingdom. The Company is a public limited company, the address of the registered office is Suite 11, 14 London Road, Guildford, Surrey, England, GU1 2AG.

The principal activity of the Company and its subsidiaries (together the “Group”) during the year was that of an investment group.

2. Accounting policies

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

The policies have been consistently applied throughout the year.

Basis of preparation

The consolidated and company financial statements have been prepared in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006 (“IFRS”).

The consolidated and company financial statements comprise the financial year to 31 October 2023 and the comparative figures represent the period from 30 October 2021 to 31 October 2022.

The consolidated and company financial statements have also been prepared under the historical cost convention, except for revaluation of certain financial instruments.

The consolidated and company financial statements are presented in Pounds Sterling (“£”/ “GBP”), which is the Group’s and Company’s presentational currency and the currency of the primary economic environment in which the Company operates.

All amounts disclosed in the financial statements have been rounded to the nearest whole number, unless otherwise stated.

New standards, amendments and interpretations adopted by the Group

There were no new standards, amendments, or interpretations effective for the first time for periods beginning on or after 1 January 2022 that had a material effect on the Group financial statements.

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective:

Standard	Effective date
Disclosure of accounting policies (Amendments to IAS 1);	1 January 2023
Definition of accounting estimates (Amendments to IAS 8);	1 January 2023
Deferred Tax relating to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12);	1 January 2023
International Tax Reform — Pillar Two Model Rules (Amendments to IAS 12);	1 January 2023
Initial Application of IFRS 17 and IFRS 9 – Comparative Information Amendment to IFRS 17);	1 January 2023
Non-current Liabilities with Covenants (Amendments to IAS 1);	1 January 2024
Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current*; and	1 January 2024
Amendments to IAS 21- Effects of Changes in Foreign Exchange Rates : Lack of Exchangeability*	1 January 2025

**Not yet endorsed in the UK*

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

3. Accounting policies (continued)

The Directors do not expect that the adoption of these standards will have a material impact on the financial information of the group or company in future periods.

Going concern

As at 31 October 2023 the Group had a cash balance of £9,055 (2022: £77,224), net current liabilities of £416,683 (2022: £208,024).

The Directors have considered the applicability of the going concern basis in the preparation of these financial statements. This included the review of internal budgets and financial results which show, taking into account reasonably probable changes in financial performance that the Group should be able to operate within the level of its current funding arrangements.

The Directors have a reasonable expectation that once the necessary funding has been received, the Group will have adequate resources to continue in operation for the foreseeable future. For this reason, they have adopted the going concern basis in the preparation of the financial statements.

The ability of the Group to raise funds in the future represents a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

Financial assets

Classification

The Group classifies its financial liabilities into one category, being financial assets held at amortised cost.

Amortised cost

Financial assets held at amortised cost comprise trade and other receivables and cash and cash equivalents.

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g., trade receivables), but also incorporate other types of financial assets where the objective is to hold their assets in order to collect contractual cash flows and the contractual cash flows are solely payments of the principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for trade and other receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses ("ECL") method. During this process the probability of the non-payment of the receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime ECL for the receivables. For trade and other receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administrative expenses in the statement of comprehensive income. On confirmation that the trade or other receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Derecognition of financial assets

The Group derecognise a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the asset and substantially all the risk and rewards of ownership of the asset to another entity.

Cash and cash equivalents

Cash and short-term deposits in the Statement of Financial Position comprise cash at bank and in hand and short-term deposits with an original maturity of less than three months, reduced by overdrafts to the extent that there is a right of offset against other cash balances.

Share capital

Share capital represents the nominal value of equity shares.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

2. Accounting policies (continued)

Share premium

Share premium represents the excess over nominal value of the fair value of consideration received for equity shares.

Incremental costs directly attributable to the issue of new equity shares are deducted from the share premium account.

Accumulated losses

Accumulated losses consist of cumulative net gains and losses recognised in the statement of comprehensive income plus transactions recognised directly in equity.

Financial liabilities

The Group classifies its financial liabilities into one category, being other financial liabilities measured at amortised cost.

Trade and other payables

Financial liabilities included in trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings, using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Convertible loan note

Convertible loan notes are regarded as compound instruments, consisting of a liability component and an equity component. The component parts of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

Current and deferred tax

The tax expense comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income where the associated tax is also recognised in other comprehensive income.

The current income tax charge is calculated on the basis of the tax rates at the Statement of Financial Position date. Management evaluates the position and establishes provisions on the basis of amounts expected to be paid to the tax authority.

Deferred tax is recognised, using the liability method, on all temporary differences at the Statement of Financial Position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

2. Accounting policies (continued)

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and tax losses, to the extent that they are regarded as recoverable. They are regarded as recoverable where, on the basis of available evidence, there will be sufficient taxable profits against which the future reversal of the underlying temporary differences can be deducted.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on the current tax rates at the Statement of Financial Position date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities.

Foreign currencies

Transactions in currencies other than the functional currency of each entity are recorded at the exchange rate on the date the transaction occurred. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are recognised in profit or loss.

Investment in subsidiaries

In the Company financial statements, equity investments in Company's subsidiaries are stated at cost, which is the fair value of the consideration paid, less any impairment provision.

3. Critical accounting estimates and judgements

For the year ended 31 October 2023 and the comparative period end, the Directors do not consider that they have made any significant estimates or judgements which would materially affect the balances and results reported in these financial statements.

4. Operating loss

	Group		Company	
	Year ended	Period ended	Year ended	Period ended
	31 Oct 2023	31 Oct 2022	31 Oct 2023	31 Oct 2022
£ £ £ £				
Operating loss is presented after taking the following into account:				
Professional and legal fees	90,006	51,381	89,355	51,381
Auditor remuneration (note 5)	9,175	8,500	9,175	8,500
Employee benefit expense (note 6)	57,000	11,500	57,000	11,500
Other expenses	57,822	25,511	57,822	24,988

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

5. Auditor remuneration

During the period the Company obtained the following services from the auditor:

	Group and Company	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Fees payable to the auditor for the audit of the Company	8,000	7,500
Fees payable to the auditor for other services:		
Tax services	1,175	1,000
Total auditor's remuneration	9,175	8,500

6. Employee benefit expense

	Group and Company	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Directors' remuneration	57,000	11,500
Total employee benefit expense	57,000	11,500

Sean Edward Wade and Mario Visconti received directors' fees paid to companies, of which they are directors. More details can be found in note 20. The Group has no employees (2022: none).

7. Other gains

	Group and Company	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Net foreign exchange gains	163	-
Other gains – modification of convertible loan facility	5,786	-
	5,949	-

Other gains represent the cancellation of accrued income incurred whilst in default of the Convertible Loan Facility. More information is disclosed in note 15.

8. Finance cost

	Group and Company	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Interest on convertible loan note facility	-	2,000
Interest on other loans	605	-
	605	2,000

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

9. Taxation

	Group	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Current tax charge	-	-
Deferred tax charge	-	-
Total tax charge	-	-
 Loss before taxation	 (208,659)	 (98,892)
 Loss multiplied by the standard rate for tax for small companies of 19% (2022: 19%)	 39,645	 18,789
Effects of:		
Effect of tax losses not recognised as deferred tax assets	(39,645)	(18,789)
Tax credit	-	-

Tax losses totalling approximately £1,132,959 (2022: £1,093,313) have been carried forward for use against future taxable profits. A deferred tax asset has not been recognised because of uncertainty over future taxable profits against which the losses may be used. Tax losses can be carried forward indefinitely.

Factors that may affect future tax charges:

From 1 April 2023 the corporation tax rate increased to 25% for companies with profits of over £250,000. A small profits rate was also introduced for companies with profits of £50,000 or less so that they will continue to pay corporation tax at 19%. From this date companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate.

10. Loss per share

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Group by the weighted average number of ordinary shares in issue during the period. As the Group is loss making, the effect of instruments that convert into ordinary shares is considered anti-dilutive.

The weighted average number of shares used in the calculations are set out below:

	Group	
	Year ended 31 Oct 2023	Period ended 31 Oct 2022
	£	£
Loss attributable to equity holders of the company	(208,659)	(98,892)
Weighted average number of ordinary shares in issue	70,500,000	70,500,000
Basic and diluted per share (pence)	(0.30)	(0.14)

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

11. Investment in subsidiary

	Company	
	As at 31 Oct 2023	As at 31 Oct 2022
	£	£
At period start	1	-
Additions	-	1
At period end	1	1

At 31 October 2023 the Company held investments in share capital of the following subsidiary:

Company	Registered office	Proportion of equity shares and voting rights held by the Company	Nature of business
Uranium Energy Exploration Limited	14 London Road, Suite 11, Guildford, Surrey, United Kingdom, GU1 2AG	100%	Uranium Exploration

Uranium Energy Exploration Limited was incorporated on 17 August 2022 in which the Company was issued 1 share with an aggregate nominal value of £1.

12. Trade and other receivables

	Group		Company	
	As at 31 Oct 2023	As at 31 Oct 2022	As at 31 Oct 2023	As at 31 Oct 2022
	£	£	£	£
Trade receivables	-	612	-	612
Intercompany receivables	-	-	1,174	523
VAT receivable	14,941	3,366	14,941	3,366
	14,941	3,978	16,115	4,501

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value. All trade and other receivables are denominated in GBP.

13. Cash and cash equivalents

	Group and Company	
	As at 31 Oct 2023	As at 31 Oct 2022
	£	£
Cash at bank and on hand	9,055	77,224

All of the Group's cash and cash equivalents are at floating rate. The Directors consider that the carrying amount of cash and cash equivalents approximates to their fair value. All cash held are denominated in GBP. The credit rating of the institutions where cash is held is A+.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

14. Trade and other payables

	Group		Company	
	As at	As at	As at	As at
	31 Oct 2023	31 Oct 2022	31 Oct 2023	31 Oct 2022
	£	£	£	£
Trade and other payables	85,964	43,231	85,965	43,232
Shares to be issued	125,000	125,000	125,000	125,000
Accrued interest on convertible loan facility	-	2,000	-	2,000
Accrued expenses	14,175	44,995	14,175	44,995
	225,139	215,226	225,140	215,227

The shares to be issued balance is expected to be settled on the Company's listing on AIM.

The Directors consider that the carrying amount of trade payables approximates to their fair value. All trade and other payables are denominated in GBP.

15. Borrowings

	Group and Company	
	As at	As at
	31 Oct 2023	31 Oct 2022
	£	£
Convertible loan facility	50,000	50,000
Directors loan	14,353	14,000
Loan from Power Metal Resources Plc	140,935	-
Other Borrowings	10,252	10,000
	215,540	74,000

Convertible loan facility

On 12 April 2018, the Group entered into an agreement for a £50,000 facility, by way of an unsecured term convertible loan facility, bearing interest at 4% per annum and convertible into 10,000,000 ordinary shares between 12 April 2018 and 12 October 2018. As the loan did not convert, the Group was in default of the loan facility and the loan plus interest was repayable in cash. The interest continued to accrue at 4% per annum and £nil (2022: £2,000) was recognised as a finance cost and included within trade and other payables.

The facility was renegotiated on 1 November 2022 and as a result the accumulated interest of £4,893 was written off and the loan principal of £50,000 is repayable in Company shares on the Company's listing on AIM. A gain on the modification of the liability of £4,893 is included within 'Other gains' in the consolidated income statement.

Loan from Power Metal Resources Plc

On 1 August 2023, the Group received a cash advance of £50,000 from Power Metal Resources Plc ("Power Metals") and on 4 August 2023 the loan was increased by £90,935 as a result of Power Metals settling supplier invoices on behalf of the Group. The loan is non-interest bearing and is repayable in cash on demand.

Directors loan

On 31 March 2022, The Group received £10,000 from Ben Turney and a further £1,000 and £3,000 on 19 May 2022 and 26 May 2022. Ben Turney ceased to be a director of the Company on 3 November 2022. During the year ended 31 October 2023, interest of £353 (2022: £nil) was incurred on the loan.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

16. Share capital and share premium

	Number of shares issued and fully paid	Share capital £	Share premium £	Total £
Ordinary shares of 0.5p				
At 31 October 2022 and 31 October 2023	70,500,000	352,500	1,515,032	1,867,532

17. Share warrants

	Group and Company			
	As at 31 Oct 2023		As at 31 Oct 2022	
	Number of Warrants	Weighted average exercise price £	Number of Warrants	Weighted average exercise price £
At the beginning and end of the year	5,131,269	0.04	5,131,269	0.04
Exercisable at year end	5,131,269	0.04	5,131,269	0.04

Movements related to the changes in the share warrants are recognised in retained earnings.

The following warrants are outstanding at the end of the period:

Date granted	Party	Number of warrants	Exercise price	Expiry date
3 December 2014	Jason Drummond	1,710,423	0.03-0.04	3 December 2024
3 December 2014	Oliver Fattal	1,710,423	0.03-0.04	3 December 2024
3 December 2014	Nilesh Jagatia	1,710,423	0.03-0.04	3 December 2024

The warrants are equity instruments recognised at fair value at the date of grant. The fair value of the warrants is not subsequently remeasured.

18. Financial instruments

The Group's and Company's financial assets comprise investments, trade and other receivables and cash and cash equivalents.

Management objectives and policies

The Group's policy is to maximise the after tax return on cash deposits, to take all discounts available from the settlement of financial liabilities and to offer settlement discounts that result in the early payment of financial assets, thus minimising credit risk.

Information relating to financial assets and liabilities

Details of the carrying value of the financial assets and liabilities are given in the Statement of Financial Position and the related notes. The carrying value of these approximate to their fair value. The main risks arising from the Group's instruments with the continuing operations are interest rate and capital risk management. The policy for managing these risks is summarised below and will be applied.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

18. Financial instruments (continued)

Interest rates

Cash deposits are denominated in sterling and held in interest bearing bank accounts which currently require no notice and are with recognised clearing banks. The accounts have been selected to achieve the maximum possible interest rate whilst meeting the Company's daily working capital requirements and are regularly reviewed. The interest rates vary with the bank's base rate.

Categories of financial instruments:

	Group				
	As at 31 Oct 2023		As at 31 Oct 2022		£
	Amortised Cost	Total	Amortised Cost	Total	
£	£	£	£	£	£
Financial assets					
Trade and other receivables (excluding prepayments)	-	-	3,978	3,978	
Cash and cash equivalents	9,055	9,055	77,224	77,224	
	9,055	9,055	81,202	81,202	

	Group				
	As at 31 Oct 2023		As at 31 Oct 2022		£
	Amortised Cost	Total	Amortised Cost	Total	
£	£	£	£	£	£
Financial liabilities					
Trade and other payables (excluding non-financial liabilities)	225,139	225,139	215,226	215,226	
Borrowings	215,540	215,540	74,000	74,000	
	440,679	440,679	289,226	289,226	

	Company				
	As at 31 Oct 2023		As at 31 Oct 2022		£
	Amortised Cost	Total	Amortised Cost	Total	
£	£	£	£	£	£
Financial assets					
Trade and other receivables (excluding prepayments)	-	-	3,978	3,978	
Intercompany receivables	1,174	1,174	523	523	
Cash and cash equivalents	9,055	9,055	77,224	77,224	
	10,229	10,229	81,725	81,725	

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

18. Financial instruments (continued)

	Company		As at 31 Oct 2022 £	
	As at 31 Oct 2023 £			
	Amortised Cost £	Total £		
Financial liabilities				
Trade and other payables (excluding non-financial liabilities)	225,140	225,140	215,226	
Borrowings	215,540	215,540	74,000	
	440,680	440,680	289,226	

19. Risk management objectives and policies

Capital risk management

The Group's objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for shareholders;
- to support growth; and
- to provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration its future capital requirement, capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes.

The Directors monitors working capital on the basis of the value of its investments and the cash reserve. The Company is currently largely un-gearred. It is the stated strategy of the Group to invest in companies funded through an equity fundraising or issue of debt instruments.

Credit risk

The Group's financial instruments that are subject to credit risk are cash and cash equivalents and trade and other receivables. The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable financial institutions. The credit risk for trade and other receivables is not significant for the Group and for the Company is includes a intercompany balance which is deemed recoverable.

The Group's maximum exposure to credit risk is £nil (2022: £3,978) comprising cash and cash equivalents and trade and other receivables. No ECL provision has been recognised as at 31 October 2023 (2022: none) and no financial assts have been written-off during the year (2022: £nil).

Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Company manages this risk through maintaining a positive cash balance and controlling expenses and commitments. The Directors are confident that adequate resources exist to finance current operations. As at 31 October 2023, all of Group's and Company's financial liabilities are repayable on demand with the exception of shares to be issued and the convertible loan facility which will be settled in Company shares.

TEATHERS FINANCIAL PLC

Notes to the financial statements (continued)

For the year ended 31 October 2023

20. Related party transactions

Related parties comprise of key management personnel who are the Directors of the Company.

Keysford Limited, in which Sean Edward Wade is a Director, charged consultancy fees of £36,000 (2022: £8,500). The amount owed to Keysford Limited at 31 October 2023 was £nil (2022: £nil).

123 Accounting Solutions Limited, in which Mario Visconti is a Director, charged consultancy fees of £21,000 (2022: £3,000). The amount owed to 123 Accounting Solutions Limited at 31 October 2023 was £1,800 (2022: £3,000).

21. Ultimate controlling party

The Directors do not consider there to be an ultimate controlling party.