REGISTERED NUMBER: 03241871 (England and Wales)

REPORT OF THE DIRECTORS AND

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2021

FOR

SBS GROUP LTD

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2021

COMPANY INFORMATION
FOR THE YEAR ENDED 31 AUGUST 2021

DIRECTORS:	R A Murray-Obodynski T P Ramsden J M Walker
SECRETARY:	Steve Monico Limited
REGISTERED OFFICE:	Level 17 Dashwood House 69 Old Broad Street London EC2M 1QS
REGISTERED NUMBER:	03241871 (England and Wales)
ACCOUNTANTS:	Steve Monico Limited Chartered Accountants 19 Goldington Road Bedford MK40 3JY

CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2021

We are pleased to announce the results of the year ending 30th August 2021. The company is becoming exponential as it branches out its trading strategy.

The directors have completed round one as part of its capital raising program at a gross sum of £300,000 up to the 30 August 2021, and round two has raised £1,363,692 via share placing to date on the 30 May 2022.

The company has engaged between several private companies, including AMT Global Investments and BPMT, in a variety of sectors to make their securities electronically compatible for purchase or sale in order to cover fundraising capabilities.

SBS Group is the parent company to the following subsidiaries:

SBS Commercial Finance Ltd which will focus on restructuring and refinancing torturous business and bridge loans outstanding on developments uncompleted across the country. Its forte will be the unique ability to consolidate all of these facets into a single umbrella program represented by a single highly capitalised investment group.

SBS Portal Ltd which has been created to increase an explanatory development of the Bloomberg TOMS system in agreed modification for allowance of private companies' equity participation and transaction, securing market making arrangements in the various securities with a recognised financial institution qualified to do so as a principal book in junior cap stocks. It will accruing month to month revenue streaming products in specific growth areas, care leasing car rental finance, sports branding and promotion and all of the overlaps.

These subsidiaries are not included in these accounts as they had not commenced trading at the time of the accounting period end.

SBS Group is continuing to engage new private companies and seek further capital raising.

Anything further, please contact us at info@sbsgroup.uk

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 AUGUST 2021

The directors present their report with the financial statements of the company for the year ended 31 August 2021.

PRINCIPAL ACTIVITY
The principal activity of the company was that of a holding company. The company's previous subsidiary company has been liquidated since the end of the financial year and the two additional subsidiaries had not commenced trading by the end of the financial year.

REVIEW OF BUSINESS
The company generated a loss in the year of £290,534 (2020: profit of £73,538).

Earnings per share on ordinary activities is a loss of 0.75p per share (2020: profit of 0.69p per share).

The director does not recommend the payment of a dividend.

Key risks and uncertainties

Whilst there is a risk that the new directors will not succeed, the director and shareholders are hoping it will. The report next year will provide a further update.

Key performance indicators

Since the company had only a small amount of turnover by way of consultancy income, there are no performance indicators relative to revenue and gross margin. There are non-financial performance indicators being used at present.

FUTURE DEVELOPMENTS
As stated in the Chairman's Statement, the directors have engaged a specialist company that operates a transactional portal linked to Bloomberg which allows private company shares to be traded electronically. SBS Group Ltd will act as a catalyst by introducing private companies to the platform and earn fees from the recurring transaction fees. The initial target is for 25 companies but indications are that this number may grow and consequently the revenue earnings capability may significantly increase.

EVENTS SINCE THE END OF THE YEAR
Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS
The directors who have held office during the period from 1 September 2020 to the date of this report are as follows:

R A Murray-Obodynski - appointed 23 March 2021
L E V Knifton - resigned 23 March 2021
W N V Weller - resigned 23 March 2021

T P Ramsden and J M Walker were appointed as directors after 31 August 2021 but prior to the date of this report.

The beneficial interest of the director holding office at 31 August 2021 in the issued share capital of the company is 1,200,000 Ordinary 1p shares and no deferred shares as at 31 August 2021 (23 March 2021: no beneficial interest held).

SUBSTANTIAL SHAREHOLDINGS
Substantial shareholdings include Directors as at 23 May 2022 were as follows:

	% of shares issued
The Bank of New York (Nominees) Ltd	48.96
Barnard Nominees Ltd	14.98
Richard Alan Murray-Obodynski	6.53
	70.47
Other shareholders holding less than 3% of the issued share capital	29.53
	100.00%

RISK ASSESSMENT
Creditor payment policy

The company policy, in relation to all of its suppliers, is to settle terms of payment when agreeing the terms of the transactions and to abide by those terms. At the period end new terms had been agreed with all creditors.

Financial risk factors and management

The Company's principal financial instruments comprise cash and short-term deposits. The main purpose of these financial instruments is to provide working capital. The Company has various other financial instruments such as trade and other receivables and trade and other payables, which arise directly from its operations.

Interest rate risk

The main risk arising from the Company's financial instruments is changes in interest rates. The Board's policy towards cash deposits is to deposit cash in short term interest bearing bank deposit accounts.

Credit risk

The Company's credit risk is minimal, upon repayment of the loan receivable. The maximum credit risk exposure of the Company comprises the amounts presented in the balance sheet that are stated net of provisions, where appropriate. A provision is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of future cash flows.

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. 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 of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

Richard Murray

R A Murray-Obodynski - Director

27 May 2022

STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 AUGUST 2021

	Notes	2021 £	2020 £
CONTINUING OPERATIONS			
Revenue		46,667	-
Administrative expenses		(337,201)	73,538
OPERATING (LOSS)/PROFIT		(290,534)	73,538
(LOSS)/PROFIT BEFORE INCOME TAX		(290,534)	73,538
Income tax	5	-	-
(LOSS)/PROFIT FOR THE YEAR		(290,534)	73,538

The notes form part of these financial statements

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2021

	2021	2020
	£	£
(LOSS)/PROFIT FOR THE YEAR	(290,534)	73,538
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(290,534)	73,538

The notes form part of these financial statements

STATEMENT OF FINANCIAL POSITION
31 AUGUST 2021

	Notes	2021 £	2020 £
ASSETS			
NON-CURRENT ASSETS			
Investments	6	-	-
CURRENT ASSETS			
Trade and other receivables	7	171,138	110,000
Cash and cash equivalents	8	1,606	1,038
		172,744	111,038
TOTAL ASSETS		172,744	111,038
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	9	700,930	421,130
Share premium	10	7,018,978	7,018,978
Other reserves	10	38,041	38,041
Retained earnings	10	(7,840,145)	(7,549,611)
TOTAL EQUITY		(82,196)	(71,462)
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	12	-	95,000
CURRENT LIABILITIES			
Trade and other payables	11	254,940	87,500
TOTAL LIABILITIES		254,940	182,500
TOTAL EQUITY AND LIABILITIES		172,744	111,038

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 August 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 August 2021 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

(a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and

(b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The notes form part of these financial statements

continued...

STATEMENT OF FINANCIAL POSITION - continued
31 AUGUST 2021

The financial statements were approved by the Board of Directors and authorised for issue on 27 May 2022 and were signed on its behalf by:

Richard Murray

R A Murray-Obodynski - Director

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2021

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
Balance at 1 September 2019	421,130	(7,623,149)	7,018,978	38,041	(145,000)
Changes in equity					
Total comprehensive income	-	73,538	-	-	73,538
Balance at 31 August 2020	421,130	(7,549,611)	7,018,978	38,041	(71,462)
Changes in equity					
Issue of share capital	279,800	-	-	-	279,800
Total comprehensive income	-	(290,534)	-	-	(290,534)
Balance at 31 August 2021	700,930	(7,840,145)	7,018,978	38,041	(82,196)

The notes form part of these financial statements

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2021

	Notes	2021 £	2020 £
Cash flows from operating activities			
Cash generated from operations	1	(279,232)	38
Net cash from operating activities		(279,232)	38
Cash flows from financing activities			
Share issue		279,800	-
Net cash from financing activities		279,800	-
Increase in cash and cash equivalents		568	38
Cash and cash equivalents at beginning of year	2	1,038	1,000
Cash and cash equivalents at end of year	2	1,606	1,038

The notes form part of these financial statements

NOTES TO THE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2021

1. **RECONCILIATION OF (LOSS)/PROFIT BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS**

	2021	2020
	£	£
(Loss)/profit before income tax	(290,534)	73,538
(Increase)/decrease in trade and other receivables	(61,138)	354,000
Increase/(decrease) in trade and other payables	72,440	(427,500)
Cash generated from operations	(279,232)	38

2. **CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 August 2021

	31/8/21	1/9/20
	£	£
Cash and cash equivalents	1,606	1,038

Year ended 31 August 2020

	31/8/20	1/9/19
	£	£
Cash and cash equivalents	1,038	1,000

1. **STATUTORY INFORMATION**

SBS Group Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office is Level 17, Dashwood House, 69 Old Broad Street, London, EC2M 1QS. The nature of the company's operations and its principal activities are described in the Directors' Report.

The financial statements have been prepared in a going concern basis.

2. **ACCOUNTING POLICIES**

Basis of preparation
These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Preparation of consolidated financial statements
The financial statements contain information about SBS Group Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 399(2A) of the Companies Act 2006 from the requirements to prepare consolidated financial statements.

Revenue recognition
Revenue is the consideration received or receivable from customers in the normal course of business.

Cash and cash equivalents
Cash represents cash in hand and deposits held on demand with financial institutions. Cash equivalents are short-term, highly-liquid investments with original maturities of three months or less (as at their date of acquisition). Cash equivalents are readily convertible to known amounts of cash and subject to an insignificant risk of change in that cash value.

In the presentation of the Statement of Cash Flows, cash and cash equivalents also include bank overdrafts. Any such overdrafts are shown within borrowings under 'current liabilities' on the Statement of Financial Position.

continued...

2. ACCOUNTING POLICIES - continued

Financial instruments
A financial instrument is recognised in the financial statements when, and only when, the company becomes a party to the contractual provisions of the instrument.

A financial instrument is recognised initially at its fair value plus directly attributable transaction costs.

Financial assets

The company determines the classification of its financial assets as loans and receivables and they comprise debt instruments that are not quoted on and active market, trade and other receivables and cash and cash equivalents.

(i) Subsequent measurement
Financial assets categorised as loans and receivables are subsequently measured at amortised cost using the effective interest rate method.

(ii) Derecognition
A financial asset or part of it is derecognised when, and only when, the contractual right to receive cash flows from the asset has expired or the financial asset is transferred to another party without retaining control and substantially all risks and rewards of the asset.

(iii) Impairment of financial assets
At each reporting date the company assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset or the group of financial assets and it can be reliably measured.

Financial liabilities

The company determines the classification of its financial liabilities as other financial liabilities and they comprise trade and other payables.

Other financial liabilities are subsequently measured at amortised cost.

A financial liability or part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Comprehensive Income.

Receivables

Receivables are recognised and stated at fair value less any allowances for doubtful debts and provisions for impairment. Known bad debts are written off and doubtful debts are provided for based on estimates of possible losses which may arise from non-collection of certain receivables amounts.

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, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Trade payables

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

Borrowings

continued...

2. **ACCOUNTING POLICIES - continued**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised costs; 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 rate method.

Borrowings are classified and current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Taxation
Income tax expense represents the sum of tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the same income statement because it excludes certain items of income or expense that are taxable or deductible other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or the initial recognition (other than in a business combination).

Foreign currencies
(a) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates (the functional currency).

The financial statements are presented in Pounds Sterling (£) which is the company's functional and presentation currency.

(b) Transactions and balances

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

Share capital and share premium
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Share premium represents the excess of the amount subscribed for share capital over the nominal value of those shares net of share issue expenses.

continued...

2. **ACCOUNTING POLICIES - continued**

Risks and sensitivity analysis

The company's activities expose it to a variety of financial risks: interest rate risk, liquidity risk, foreign currency risk and capital risk. The company's activities also expose it to non-financial risks: market risk, regulatory and legislative risk, exploration and mining extraction risk. The company's overall risk management programme focusses on unpredictability and seeks to minimise the potential adverse effects on the company's financial performance. The Board, on a regular basis, reviews key risks and, where appropriate, actions are taken to mitigate the key risks identified.

<u>Foreign currency risk</u>

Currency fluctuations are unlikely to affect the company's operating cash flows since its costs and potential future revenues are likely to be denominated in Pounds Sterling.

<u>Interest rate risk</u>

The company does not have formal policies on interest rate risk. However, the company's exposure in these areas (as at the balance sheet date) was minimal.

<u>Liquidity risk</u>

The company prepares periodic working capital forecasts for the foreseeable future, allowing an assessment of the cash requirements of the company, to manage liquidity risk. Cash resources are managed in accordance with planned expenditure forecasts and the directors have regard to the maintenance of sufficient cash resources to fund the company's immediate operating and exploration activities.

<u>Capital risk</u>

The successful exploration for, and commercial exploitation of, natural resources on any project will require very significant capital investment. The main sources of financing currently available to the company are through the issue of additional equity capital or through bringing in partners to fund exploration and development costs. The company's ability to raise funds will depend, inter alia, on the success of its strategy and operations.

continued...

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Impairment of receivables
The company assesses at each Statement of Financial Position date whether there is objective evidence that trade receivables have been impaired. Impairment loss is calculated based on a review of the current status of existing receivables and historical collections experience. Such provisions are adjusted periodically to reflect the actual and anticipated impairment. The carrying amount of the company's receivables at the reporting date is disclosed in Note 7.

Impairment of goodwill
The company is required to test, at least annually, whether goodwill has suffered any impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the choice of a suitable discount rate in order to calculate the present value of these cash flows. Actual outcomes could vary.

Impairment of intangibles (other than goodwill)
Intangible assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on value in use calculations prepared on the basis of management's assumptions and estimates.

Impairment of inter-group loan
The inter-group loans are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is dependent on the performance of the subsidiary concerned and its ability to repay the loans.

Share-based compensation
The fair value of options and warrants are determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, is any, in the income statement, with a corresponding adjustment to equity.

4. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 August 2021 nor for the year ended 31 August 2020.

The average number of employees during the year was as follows:

	2021	2020
Executive Directors	3	2

	2021 £	2020 £
Directors' remuneration	-	-

5. INCOME TAX

Analysis of tax expense
No liability to UK corporation tax arose for the year ended 31 August 2021 nor for the year ended 31 August 2020.

continued...

5. **INCOME TAX - continued**

Factors affecting the tax expense
The tax assessed for the year is higher (2020 - lower) than the standard rate of corporation tax in the UK. The difference is explained below:

	2021	2020
	£	£
(Loss)/profit before income tax	(290,534)	73,538
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 19% (2020 - 19%)	(55,201)	13,972
Effects of:		
tax purposes		
Losses carried forward	55,201	(13,972)
Tax expense	-	-

The company has estimated excess management losses to carry forward of £732,328 (2020: £773,462). Deferred tax assets arising from these losses of £416,000 (2020: £416,000) have not been provided for in these financial statements as their recovery is not probable in the foreseeable future. The company has an estimated non-trading deficit of £181,000 (2020: £181,000) to carry forward.

6. **INVESTMENTS**

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Osprey Assets Corp. (in process of liquidation)
Registered office: BVI
Nature of business: Property company

	%
Class of shares:	holding
Ordinary	100.00

	2021	31/8/21
	£	£
Profit for the year	-	163,000

In the opinion of the Directors, the aggregate value of the company's investment in its subsidiary undertakings is equal to the amount included in the Balance Sheet of £nil.

7. **TRADE AND OTHER RECEIVABLES**

	2021	2020
	£	£
Current:		
Amounts owed by group undertakings	110,000	110,000
Other debtors	2,808	-
VAT	45,830	-
Prepayments and accrued income	12,500	-
	171,138	110,000

continued...

7. **TRADE AND OTHER RECEIVABLES - continued**

The amount due by a group company arose from funding the subsidiary's acquisition of the property and the related improvements thereto. As a result of the recent review of the carrying value of the assets, the debt has been reduced to the level of the expected proceeds, which will be paid directly to the parent company, thus eliminating that debt.

8. **CASH AND CASH EQUIVALENTS**

	2021	2020
	£	£
Bank accounts	1,606	1,038

9. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2021 £	2020 £
38,564,889	Ordinary	1p	385,649	105,849
643,431	Deferred	49p	315,281	315,281
			700,930	421,130

27,980,000 Ordinary shares of 1p each were allotted and fully paid for cash at par during the year.

The authorised share capital of the company is as follows:

	2020	2019
	£	£
Authorised:		
268,471,881 ordinary shares of 1p each	2,684,719	2,684,719
643,431 deferred shares of 49p each	315,281	315,281
	3,000,000	3,000,000

The deferred shares are non-voting.

10. **RESERVES**

	Retained earnings £	Share premium £	Other reserves £	Totals £
At 1 September 2020	(7,549,611)	7,018,978	38,041	(492,592)
Deficit for the year	(290,534)			(290,534)
At 31 August 2021	(7,840,145)	7,018,978	38,041	(783,126)

continued...

11. TRADE AND OTHER PAYABLES

	2021	2020
	£	£
Current:		
Trade creditors	251,190	10,500
Accruals and deferred income	3,750	77,000
	254,940	87,500

During the reporting period, the previous directors came to voluntary compromise agreements with all the actual and potential creditors of the group, culminating in an overall substantial reduction current in liabilities, ie., both trade creditors and accruals. The accruals were almost entirely for uninvoiced but contractually due management fees to both the previous directors. This has resulted in an overall reduction in group liabilities of £432,000, treated as an exceptional item of income on the Statement of Comprehensive Income in the previous year.

12. FINANCIAL LIABILITIES - BORROWINGS

	2021	2020
	£	£
Non-current:		
Other loans - 1-2 years	-	95,000

On 19 August 2010, the company issued £95,000 of convertible loan notes to the directors or companies controlled by them, convertible anytime up to 31 December 2015. The note holders have the right to convert any amount into New Ordinary Shares at the exercise price of £0.001 per each convertible loan note. The ordinary shares that would have been issued on conversion (assuming full conversion) would have amounted to 95,000,000 ordinary shares.

The convertible loan notes are:
(a) freely transferable and may be transferred to new note holders who will then be able to exercise the conversion rights attaching to the loan notes.
(b) transferable but bear no interest.

On 20 January 2015, the convertible loan note holders agreed to extend the final date for conversion to 31 December 2020. In January 2021, the final redemption date was again extended to 31 December 2025, and a further £74,000 convertible loan notes were issued to the former directors to satisfy their reduced liability for management fees provided as accruals as at 31 August 2020. At the same time, the conversion ration was reduced to £0.01 per £1.00 of loan note, which will result in the issue of 16,900,000 new ordinary shares of 1p each.

The net proceeds from the issue of the convertible loan notes have been split between the liability element and an equity component, representing the fair value of the embedded option to convert the liability into equity of the company.

On 25 March 2021 a new investor purchased the convertible loan notes from the exiting directors and converted them to 16,900,000 ordinary shares.

13. CONTINGENT LIABILITIES

The company has no contingent liabilities in respect of legal claims arising from its ordinary course of business and it is not anticipated that any material liabilities will arise from any contingent liabilities.

14. CAPITAL COMMITMENTS

There is no capital commitment at the year-end that requires disclosure.

continued...

15. **RELATED PARTY DISCLOSURES**

There are no intercompany transactions to be reported.

continued...

16. **EVENTS AFTER THE REPORTING PERIOD**

On 22 September 2021 Jurg Marcel Walker and Terence Philip Ramsden joined the board. Performance options were granted to the three Directors at a price of £1 per share. The criteria for the options to vest is that the total market capital of the company exceeds £250,000,000. The options are valid to 31st December 2026. The amounts are 700,000 to both Jurg Walker and Richard Murray and 4,200,000 to E.T Phone Home Ltd.

We are pleased to update that a growth of our security unitisation program with the following interim details, fixed income property backed instruments.

This first primary product will derive itself from the main SBS collateral finance business. Its composition will be that of deeply discounted loan to value (LTV) as set against the gross development value (GDV), of singular or multiple projects within their own SPVs or under the umbrella of SBS commercial Finance Ltd. It has the capability of unitisation making it entirely flexible to be divided or sub divided into any number of similar or cohesive instruments for related or complimentary projects.

With the current market constraints caused by the building supply chain issues, a large number of working projects, which have been previously bridged, are in a current state of disarray and other financial difficulties. This composition allows us the opportunity to introduce midterm cheap funding from within the LCP financial 4% 2027 Bond. We have completed the purchase of the issuing company and its current portal arrangements and are dovetailing them into a much wider and more flexible multi portal platform system, enabling transactability of wide ranges of both bond and quasi fixed income instruments hitherto unseen in financial markets.

The derived units from these products will remain within a 50% LTV covering criteria fitted into a one to three year life span to be comfortably within the full term of the bond. Alternatively there remit is to be overcovered in such a relative percentage equation as to ultimately fulfil rating compliance, requires to transform the product into an Investment Grade qualified instrument therefore opening out the bond to a multitude of Investor participants.

This issue and qualified securities are currently traded on the Vienna Stock Market (a qualified EU Exchange) and a Bloomberg portal system, inherited within the purchase of the LCP Financial company.

With the creation of Equity participation and other optional instruments, the SBS Portal Ltd subsidiary carries the benefit of a seamless structure for private companies to access capital markets via the Bloomberg portal trading systems. This will also dovetail perfectly into the current J P Jenkins platform and an innumerate number of other potential market servicing links and platforms.

The composition of the type of units to be transacted is a carefully selected, well balanced makeup of strongly capitalized companies with high revenue currently and exponential growth possible from their participation in the system.

The variables of this category have the bespoke capability and capacity by design for them to qualify for significant differing client participation by qualifying investor groups and their detailed order book or order flow accordingly.

Each company flags its market capitalisation at outset and the enormous advantages of the composition and dematerialisation, which result in significant higher market capitalisations and capital strengths, are shared between the participants and SBS Group and its operational subsidiary are entitled in each case, to receive a 10% uplifting participation in each respective company in each and every case.

The order book for this product has exponential growth potential and first participants begin with A.M.T Group and will numerically exceed most junior exchanges, currently operating. All users are to be bound within these terms without exception.

The Company

The Company also announced that a final share purchase agreement has been reached and effected between the company and Lombard Capital PLC for the purchase of LCP holdings limited.

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We are book building a number of varying assets in size and composition to fit within the LCP Financial Ltd 4% 5-year bond, for full marketability to Institutions and Accredited Investors both affiliated to and held within our group. External participants are guided to the product by linking in through Bloomberg access which has an infinite number of users worldwide.

This enables SBS Portal Ltd to grow its product line exponentially in the multilateral fixed income and structural products market and correspondingly, the equity market for the common use of each participating sub issuer.

It is envisaged there will be up to a dozen projects covered within each batch or section of the growth curve of our developing system, which will cover a number of operational subsidiaries varying from property, sports, entertainment and financial divisions both individually and collectively, according to its bespoke and unique nature.

Holding in BPMT

Now the execution of a corporate progression agreement with the company has been completed, our shake stake in the company has been increased by 59,200,000 shares with immediate effect. This brings the total number of shares in the company to 106,700,000 substantively increasing our net asset value holding in the company accordingly. This is set against the background of a disclosed value currently of £1.44p per share, with further revisions that likely have a profound change on our capital strength as we work closer with the overall Group going forward, in the Global development of its unitisation program.

Further steps and widening developments between our subsidiary companies will bring forward the schedule for dematerialisation and portalisation of the security and we look forward to a long working relationship with the group.

Holding in AMT Group

This is a highly progressive vehicle and commercial company which is participating in a significant funding increase in its business plan, initially through its vehicle rental and leasing subsidiary. This planned funding will operate within the LCP financial Ltd 4% 2027 existing as qualified security bonds, listed and traded on the Vienna Stock Exchange and on the Bloomberg platform.

A composite arrangement of secured debt free vehicles, combined with a progressive and added fleet from within its own portfolio, together with planned purchased fleets or varying vehicles, will provide the security under the bond conditions.

Significant revenue streaming and increasing capability for the growth of the business in this highly profitable sector, will be provided by a series of placings through both High Net Worth groups and Institutional funders alike.

With an initial allocation of up to £20,000,000 on terms that have been agreed, this will establish a clear platform for the group to enter the next phase of its development as a major countrywide force in the fast growing sector.

We have made clear to the group, a combination of equity growth and bond funding as well as specialist instruments dedicated solely to their needs, is available to them with immediate effect and they are the opening Company for equity transactability on the new Portal arrangement following LCP Financial Ltd purchase completion.

Due diligence and compliance requirements within the overall strategy have being progressed with all the practical speed. A further update will be available as soon as the target steps are achieved and will be completed within the second quarter, upgrading our program substantively.

Work is progressing expeditiously on the overall order flow and a high growth market is envisaged for their newly restructured Group and its operational capacity following the Innovative changes brought to their Companies.

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They fit within the above premium market valuation participation arrangements and will demonstrate the benefits of recalibration of small market capital companies into a dedicated and more efficient. and better enabled marketplace for the private sector needs.

17. ULTIMATE CONTROLLING PARTY

At the date of the annual report and financial statements the directors controlled the company.

18. LOSSES PER SHARE

Profits/losses per ordinary share have been calculated using the weighted average number of shares in issue during the relevant financial year. The weighted average number of shares in issue before the exceptional item was basic and fully diluted 38,564,889 (2020: 10,584,889). The loss for the financial year before exceptional expense was £290,534 (2020: profit of £73,538).

19. GOING CONCERN

These financial statements have been prepared on the assumption that the company is a going concern which the director believes to be appropriate. When assessing the foreseeable future, the directors have considered a period of twelve months from the date of approval of these financial statements. The directors acknowledge that the company be be likely to continue making operating losses for the foreseeable future and therefore the company remains reliant on its ability to raise finance through other means.

The support of the company's shareholders has been evident in the recent past and continues to be.of significant importance and, notwithstanding the aforementioned uncertainty, the directors are confident that sufficient support will be received from existing shareholders and potential new investors to enable the funding requirement to May 2023 to be satisfied. The directors will continue to carefully manage the company's existing resources and control costs at all times. Accordingly, the directors are confident that the going concern basis is appropriate and is satisfied that new investment will be forthcoming in the period as and when required.

Were the company to be unable to continue as a going concern, adjustments may have to be made to the balance sheet of the company to reduce the balance sheet values of assets to their recoverable amounts, to provide for future liabilities that might arise and to reclassify non-current assets and long-term liabilities as current assets and liabilities.