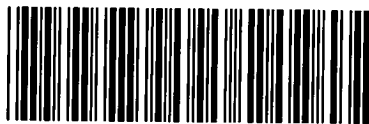


EC MARKETS GROUP LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

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EC MARKETS GROUP LTD

COMPANY INFORMATION

Directors	L D Benarroch M J Smith	(Appointed 11 January 2021)
Company number	07601714	
Registered office	2nd Floor Regis House 45 King William Street London United Kingdom EC4R 9AN	
Auditor	Azets Audit Services 2nd Floor Regis House 45 King William Street London United Kingdom EC4R 9AN	
Business address	New Broad Street House 35 New Broad Street London EC2M 1NH	

EC MARKETS GROUP LTD

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EC MARKETS GROUP LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report for the year ended 31 December 2020.

Fair review of the business

The company's principal activity during the period continued to be that of an execution only trader brokerage of CFD and rolling spot forex authorised and regulated by FCA.

Turnover for the period under review was \$NIL (2019: \$NIL).

During the period, the company made an operating loss of \$761,122 (2019: \$1,016,888). This is as a result of the company not trading for whole of the reporting period.

The company's balance sheet as detailed on page 13 shows a net asset position with shareholder's funds amounting to \$764,588 (2019: \$753,965).

Capital management

The firm's objectives when managing capital are to safeguard the firm's ability to continue as a going concern and to ensure that it complies with the capital requirement set by the regulator and that there is adequate capital to meet margin requirements and ongoing working capital requirements. In order to maintain or adjust the capital structure, the firm may issue new shares. Capital is managed through budgeting, forecasting and quarterly entity capital reporting.

Principal risks and uncertainties

The firm's Directors are ultimately responsible for the overall risk management approach of the firm and for approving and monitoring risk strategies, setting limits, applying principles and ensuring appropriate risk reduction strategies and procedures are coordinated and implemented.

The firm has robust risk management policies in place to monitor and control risks and the principal risks are:

Market risk

All transactions executed by the company are on a matched principal basis. All completed transactions are systematically matched to client's orders. However, no order shall be executed if the client does not have sufficient collateral within their client account or is not confirmed by the executing counterparty. The company will therefore never enter into a transaction that will not be netted off to the client and as such the company is acting as a matched principal only. Since the company takes no market positions itself it therefore has no market risk.

Foreign Exchange Risk

The company derives its matched principal trading income in US Dollars (USD) while its clients derive their trading profit and loss in their margin account base currencies. This can cause a mismatch in income for the company due to exchange rate differences. The company attempts to reduce this risk by carrying regular conversion of excess cash to its accounting currency.

Credit risk

The firm has credit risk with banks with which it deposits funds and market counterparties. The firm sets limits as to the maximum exposure to credit risk. The firm's credit risk is also the risk that clients will cause a financial loss for the firm by failing to discharge their financial obligations to it.

Liquidity risk

Liquidity risk is the risk that the firm will encounter difficulties in meeting its financial obligations. The firm's approach to liquidity is to ensure that it will always have sufficient liquidity to meet its clients and brokers margin requirement and liabilities when they fall due. This is achieved by ongoing monitoring of the firm's available working capital as compared with the amounts due to clients and counterparties, as settled daily to their respective P&Ls.

EC MARKETS GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Description of Principal Risks and Uncertainties (continued)

Operational risk

The firm's operational risk is the risk that the firm will derive losses through inherent failures in its processes, personnel, technology or infrastructure or by external forces impacting on any one of these. These risks are addressed through regular assessment of the likelihood of these risks occurring as part of the firm's ongoing internal risk management procedures, including maintaining a fully up to date risk register and ICAAP, and contingency planning for dealing with such risks arising. The firm's ICAAP also details expected costs which would be associated with risk which cannot be fully mitigated, and these are taken into account when planning the firm's capital.

Economic risk

The directors and management team have considered the impact of the COVID-19 virus on the business. After 11 months operating under the outbreak of COVID-19 virus, it is still too early to assess the full economic impact of the outbreak of the COVID-19 virus, the directors envisage that it can have a variable effect. The directors have modelled various scenarios and although a positive outcome can be created because the market volatility that occurs in times of uncertainty would normally result in an upturn in volumes and revenue there is, on the downside, a scenario in that there is an underlying negative effect on the health of the underlying world economy and ongoing travel and other restrictions imposed by governments all over the world. The firm expects that client acquisition and volume growth are likely to slow down significantly for a period of economic adjustment. In light of this analysis, and whilst taking into account the assurance of continued financial support by the firm's shareholder, the directors have concluded that the company has access to sufficient reserves to operate as a going concern in this downmarket situation. The company's focus continues to be in the acquisition of professional clients and an established sales network should help to reduce the effects of such adverse market conditions. Furthermore, the company has a low headcount comprised of experienced staff who are able to operate the business as usual without constraint for an extended period of time.

Credit and liquidity risk

Sufficient current and liquid assets are available to meet current liabilities.

Future cash flows are also monitored on a regular basis and the company ensures that there is sufficient day to day cash to settle immediate liabilities and the growth of the business.

Currency risk

The company is exposed to the impact of fluctuations in exchange rates as it generates income and incurs expenses in currencies other than US Dollar. The company has exposure to Sterling (GBP), Euro (EUR) and Japanese Yen (YEN).

Interest rate risk

The company has interest bearing assets but no material bearing liabilities that would give rise to exposures to fluctuation in interest rates.

Future Developments

FCA has an increase in margin requirements and negative equity protection for retail clients which might impact the potential income from trading.

A new Regulatory regime for Investment Firms will be implemented in January 2022. The Firm will implement the necessary new measures before the start of the new regime.

During the Transitional implementation period of the new Investment Firms Regime additional capital maybe required before the end of year 2021 and in the following 5 years increase in minimum capital will be required to comply with the new regime. The Directors have conveyed this message to its parent company.

EC MARKETS GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Analysis based on Key Performance Indicators

The company uses a range of performance measures to monitor and manage the business effectively. These are both financial and non-financial and the most significant of these are the key performance indicators (KPI's).

The key financial performance indicators are turnover, operating profit and net assets. These KPI's indicate the success of the company.

The key non-financial performance indicators are the number of clients and the notional volume traded by clients.

The key performance indicators for the year ended 31 December 2020, with comparatives for the year ended 31 December 2019 are set out below:

	2020	2019
	\$	\$
Turnover	-	-
Operating loss	(761,122)	(1,016,888)
Net assets	764,588	753,965
Number of employees	4	1

Statement by the directors relating to their statutory duties under s172(1) Companies Act 2006

The Board of Directors considers, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2020. The Board has developed a rolling business plan which is based around achieving our long-term goal of being regarded as a leading online financial brokerage operator, recognised for our operational excellence and for the service that we provide to our customers.

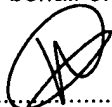
- Our team of staff remains fundamental to achievement of our business plan. In addition to aiming to be a responsible employer in our approach to pay and benefits, we continue to engage with our team to ascertain which training and development opportunities should be made available to improve our team's productivity and our individual employees' potential within the business.
- We continue to engage with our clients who utilise our online trading facilities. Our aim is to ensure our product offering and execution quality meets and sometimes exceeds their requirements.
- As a newly enlivened business our aim is to onboard a number of core clients who will form the basis of our revenue growth whilst building out our sales networks in our key geographic regions. Our focus is on high value professional and retail customers looking for a premium service. We remain committed to being fair and transparent in our dealings with all our clients and business partners.
- The Board takes sustainability and environmental responsibility very seriously. Our environmental impact is limited to the use and disposal of equipment in our office and occasional business trips however, we aim to recycle all eligible office waste and ensure our travel arrangements are limited to purposeful journeys.
- The Board's intention is to behave responsibly and to ensure that the management team operates the business in a responsible manner, acting with the high standards of business conduct and good governance required of a business regulated by the Financial Conduct Authority. In doing so, we believe we will achieve our long-term business strategy and also further develop our reputation in our sector.
- The Board also seeks to behave in a responsible manner towards our shareholders and to treat them fairly and equally, in order that they too can benefit from the company achieving its long-term business strategy.

EC MARKETS GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

On behalf of the board



.....
L D Benarroch

Director

26 April 2021.....

EC MARKETS GROUP LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and financial statements for the year ended 31 December 2020.

Change of name

The company passed a special resolution on 28 January 2020 changing its name from GCM Prime Ltd to EC Markets Group Ltd.

Principal activities

The principal activity of the company in the year under review was that of an execution only brokerage of CFD and rolling spot forex authorised and regulated by Financial Conduct Authority.

Results and dividends

No dividends will be distributed for the year ended 31 December 2020.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

L D Benarroch

M J Smith

(Appointed 11 January 2021)

Auditor

The auditors, Azets Audit Services, will be proposed for re-appointment at the forthcoming Annual General Meeting,

Energy and carbon report

As the company has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of:

- financial instruments risks;
- fair review of business;
- future development.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Going concern

The directors have prepared the financial statements on a going concern basis which requires the directors to have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

EC MARKETS GROUP LTD

DIRECTORS' REPORT (CONTINUED)

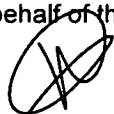
FOR THE YEAR ENDED 31 DECEMBER 2020

Covid-19

The directors have assessed the impact of COVID-19 on the company's ability to continue as a going concern. Whilst the company expects to have access to the necessary resources and support through the crisis and beyond, given the inherent uncertainties, it is not practicable at this time to determine the future impact of COVID-19 on the company or to provide a quantitative estimate of this impact.

The directors continue to consider the potential implications of the pandemic; however at this stage it has not had a material impact on any of the balances in the company's financial statements.

On behalf of the board



.....
L D Benarroch
Director

Date: 26 April 2021

EC MARKETS GROUP LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2020

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

EC MARKETS GROUP LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF EC MARKETS GROUP LTD

Opinion

We have audited the financial statements of EC Markets Group Ltd (the 'company') for the year ended 31 December 2020 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

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

We have nothing to report in this regard.

EC MARKETS GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF EC MARKETS GROUP LTD

Opinions on other matters prescribed by the Companies Act 2006

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

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

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 and the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- 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, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

EC MARKETS GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF EC MARKETS GROUP LTD

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the company through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

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 of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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.

Azets Audit Services

Robin Haslam (Senior Statutory Auditor)
For and on behalf of Azets Audit Services

27 April 2021
.....

Chartered Accountants
Statutory Auditor

2nd Floor
Regis House
45 King William Street
London
United Kingdom
EC4R 9AN

EC MARKETS GROUP LTD

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2020

		2020	2019
	Notes	\$	\$
Cost of sales		(129,790)	(17,056)
Administrative expenses		(631,332)	(284,832)
Exceptional item	3	-	(715,000)
		<hr/>	<hr/>
Operating loss	4	(761,122)	(1,016,888)
Interest receivable and similar income		860	1,587
		<hr/>	<hr/>
Loss before taxation		(760,262)	(1,015,301)
Tax on loss	8	-	1,090
		<hr/>	<hr/>
Loss for the financial year		<u>(760,262)</u>	<u>(1,014,211)</u>

EC MARKETS GROUP LTD

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 \$	2019 \$
Loss for the year	(760,262)	(1,014,211)
Other comprehensive income	-	-
Total comprehensive income for the year	<u>(760,262)</u>	<u>(1,014,211)</u>

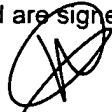
EC MARKETS GROUP LTD

BALANCE SHEET

AS AT 31 DECEMBER 2020

	Notes	2020 \$	\$	2019 \$	\$
Fixed assets					
Tangible assets	10		-		5,747
Current assets					
Debtors	11	9,239		1,467	
Cash at bank and in hand		817,932		832,402	
		<u>827,171</u>		<u>833,869</u>	
Creditors: amounts falling due within one year	12	(62,583)		(85,651)	
Net current assets			764,588		748,218
Total assets less current liabilities			<u>764,588</u>		<u>753,965</u>
Capital and reserves					
Called up share capital	13	10,549,323		10,533,879	
Share premium account	14	755,441		-	
Revaluation reserve	15	(427,033)		(427,033)	
Profit and loss reserves	16	(10,113,143)		(9,352,881)	
Total equity			<u>764,588</u>		<u>753,965</u>

The financial statements were approved by the board of directors and authorised for issue on 26 April 2021.....
and are signed on its behalf by:



.....
L D Benarroch
Director

Company Registration No. 07601714

EC MARKETS GROUP LTD

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	Share capital \$	Share premium account \$	Revaluation reserve \$	Profit and loss reserves \$	Total \$
Balance at 1 January 2019		11,089,508	-	(427,033)	(8,338,670)	2,323,805
Year ended 31 December 2019:						
Loss and total comprehensive income for the year		-	-	-	(1,014,211)	(1,014,211)
Redemption of shares	13	(555,629)	-	-	-	(555,629)
Balance at 31 December 2019		10,533,879	-	(427,033)	(9,352,881)	753,965
Year ended 31 December 2020:						
Loss and total comprehensive income for the year		-	-	-	(760,262)	(760,262)
Issue of share capital	13	15,444	755,441	-	-	770,885
Balance at 31 December 2020		10,549,323	755,441	(427,033)	(10,113,143)	764,588

EC MARKETS GROUP LTD

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	2020 \$	\$	2019 \$	\$
Cash flows from operating activities					
Cash absorbed by operations	19	(786,215)		(763,841)	
Income taxes (paid)/refunded		-		1,090	
Net cash outflow from operating activities		<u>(786,215)</u>		<u>(762,751)</u>	
Investing activities					
Interest received		860		1,587	
Net cash generated from investing activities		<u>860</u>		<u>1,587</u>	
Financing activities					
Proceeds from issue of shares		770,885		-	
Redemption of shares		-		(555,629)	
Net cash generated from/(used in) financing activities		<u>770,885</u>		<u>(555,629)</u>	
Net decrease in cash and cash equivalents		<u>(14,470)</u>		<u>(1,316,793)</u>	
Cash and cash equivalents at beginning of year		832,402		2,149,195	
Cash and cash equivalents at end of year		<u><u>817,932</u></u>		<u><u>832,402</u></u>	

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

EC Markets Group Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 2nd Floor Regis House, 45 King William Street, London, United Kingdom, EC4R 9AN.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The presentational currency of the company is US Dollar. In determining the functional currency, the Directors took account of the fact that revenues, profits and cash flows are primarily generated in US Dollar, and are expected to remain principally denominated in the US Dollar in the future.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The company's principal activity during the year continued to be that of an execution only brokerage of CFD and rolling spot forex authorised and regulated by the FCA.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

The directors have also considered the potential emerging impact of the COVID-19 virus on the business. While it is too early to predict the full economic effect of the outbreak of the COVID-19 virus on the United Kingdom, the directors have modelled downside scenarios for the business based on information to hand at this time. This analysis has given the directors comfort that the business has sufficient resources to continue to operate as a going concern in a downturn market. The Company is monitoring the economic situation daily to allow it to take any necessary corrective action in a timely manner if required.

As a consequence of these factors and other evidence available to the directors in respect of the company's trading prospects, the Directors are satisfied that the Company has sufficient resources to meet its liabilities as they fall due, for a period of at least twelve months from the date of signing of these financial statements. Accordingly, the financial statements are prepared on a going concern basis and do not include any adjustments which would be necessary if this basis of preparation was inappropriate.

1.3 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	25% on cost
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The company has adopted to policy not to depreciate in the year of purchase of the asset, however full depreciation will be provided in the year of disposal.

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.4 Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and other short-term highly liquid investments with a maturity of three months or less from the date of acquisition and bank overdrafts.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.5 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. Current or deferred taxation assets and liabilities are not discounted.

Current tax

Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.6 Retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

1.7 Leases

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

1.8 Foreign exchange

Assets and liabilities in foreign currencies are translated into dollar at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into dollars at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

1.9 Client money

The company holds money on behalf of clients in accordance with the Client Asset (CASS) rules of the Financial Conduct Authority. Client monies are classified as cash and cash equivalents in accordance with the relevant regulatory requirements. The amounts held on behalf of clients at the balance sheet date is stated in the notes to the financial statements.

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Impairment of fixed assets

In the view of the directors there were no critical judgements and assumptions made in preparation of these financial statements.

3 Exceptional item

	2020	2019
	\$	\$
Expenditure		
Settlement	-	715,000

In the prior accounting period, two entities under common control, Avenica Inc and Gallant Capital Markets Ltd, having filed for relief under Chapter 11 of the US Bankruptcy Code, entered claims against the company. During the prior year, a settlement of \$715,000 was paid in relation to the claims.

4 Operating loss

	2020	2019
	\$	\$
Operating loss for the year is stated after charging/(crediting):		
Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	(2,972)	919
Depreciation of owned tangible fixed assets	5,747	5,747
Operating lease charges	5,302	13,150

5 Auditor's remuneration

	2020	2019
	\$	\$
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	6,825	7,133
Fees to the company's auditor for non-audit services	19,130	7,107
	25,955	14,240

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

6 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2020 Number	2019 Number
Management	4	1

Their aggregate remuneration comprised:

	2020 \$	2019 \$
Wages and salaries	390,863	124,597
Social security costs	42,717	16,083
Pension costs	29,362	21,131
	<u>462,942</u>	<u>161,811</u>

7 Directors' remuneration

	2020 \$	2019 \$
Remuneration for qualifying services	120,051	124,597
Company pension contributions to defined contribution schemes	21,242	21,131
	<u>141,293</u>	<u>145,728</u>

8 Taxation

	2020 \$	2019 \$
Current tax		
UK corporation tax on profits for the current period	-	(1,090)

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

8 Taxation

(Continued)

The actual charge/(credit) for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2020 \$	2019 \$
Loss before taxation	(760,262)	(1,015,301)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(144,450)	(192,907)
Tax effect of expenses that are not deductible in determining taxable profit	-	135,854
Adjustments in respect of prior years	-	(1,090)
Permanent capital allowances in excess of depreciation	1,092	1,092
Tax losses carried forward	143,358	55,961
Taxation charge/(credit) for the year	-	(1,090)

Deferred tax asset of \$718,800 (2019: \$468,300) has arisen from the losses recorded in the current and previous periods. The balance is not recognised in the balance sheet due to the uncertainty of future profits.

9 Pillar 3 disclosures

In accordance with FCA regulations, the Pillar 3 disclosures are available on the Company's website at <http://www.ecmarkets.co.uk>.

10 Tangible fixed assets

	Plant and equipment \$
Cost	
At 1 January 2020 and 31 December 2020	22,989
Depreciation and impairment	
At 1 January 2020	17,242
Depreciation charged in the year	5,747
At 31 December 2020	22,989
Carrying amount	
At 31 December 2020	-
At 31 December 2019	5,747

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

11 Debtors

	2020	2019
	\$	\$
Amounts falling due within one year:		
Other debtors	-	1,078
Prepayments and accrued income	9,239	389
	<u>9,239</u>	<u>1,467</u>

12 Creditors: amounts falling due within one year

	2020	2019
	\$	\$
Trade creditors	12,619	722
Taxation and social security	33,132	3,462
Other creditors	5,260	68,198
Accruals and deferred income	11,572	13,269
	<u>62,583</u>	<u>85,651</u>

13 Share capital

	2020	2019
	\$	\$
Ordinary share capital Issued and fully paid 7,302,877 (2019: 7,290,877) Ordinary shares of £1 each	<u>10,549,323</u>	<u>10,533,879</u>

During the year the company issued 12,000 ordinary shares at £50 each.

14 Share premium account

	2020	2019
	\$	\$
At the beginning of the year	-	-
Issue of new shares	755,441	-
At the end of the year	<u>755,441</u>	<u>-</u>

15 Revaluation reserve

	2020	2019
	\$	\$
At the beginning and end of the year	<u>(427,033)</u>	<u>(427,033)</u>

EC MARKETS GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

16 Profit and loss reserves

	2020 \$	2019 \$
At the beginning of the year	(9,352,881)	(8,338,670)
Loss for the year	(760,262)	(1,014,211)
At the end of the year	<u>(10,113,143)</u>	<u>(9,352,881)</u>

17 Ultimate controlling party

At the start of the year the ultimate controlling party was S Buccelatto by virtue of his shareholdings in Prime Trade Holdings Corp., the ultimate parent company, incorporated in the United States of America. That control was transferred on 16 January 2021. The ultimate controlling party is now EC Markets Global Limited.

18 Client Money Held

As at 31 December 2020, the company held client money amounting to \$97,099 (2019; \$97,056). This balance is not reflected in the financial statement of the company.

19 Cash absorbed by operations

	2020 \$	2019 \$
Loss for the year after tax	(760,262)	(1,014,211)
Adjustments for:		
Taxation charged/(credited)	-	(1,090)
Investment income	(860)	(1,587)
Depreciation and impairment of tangible fixed assets	5,747	5,747
Movements in working capital:		
(Increase)/decrease in debtors	(7,772)	243,451
(Decrease)/increase in creditors	(23,068)	3,849
Cash absorbed by operations	<u>(786,215)</u>	<u>(763,841)</u>