

IKIGAI VENTURES LIMITED
UNAUDITED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

IKIGAI VENTURES LIMITED

UNAUDITED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

CONTENTS	Page
General Information	1
Directors' Report	2 - 6
Directors' Responsibilities	7
Statement of Comprehensive Income	8
Statement of Financial Position	9
Statement of Changes in Equity	10
Statement of Cash Flows	11
Notes to the Financial Statements	12 - 19

IKIGAI VENTURES LIMITED

GENERAL INFORMATION

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

Directors:	Ashley Charles Paxton Meriel Catherine Lenfestey Nicholas Harris Bryan-Brown
Secretary:	Cosign Limited
Registered Office:	Martello Court Admiral Park St Peter Port Guernsey GY1 3HB
Registered Number:	69265
Financial Adviser:	Strand Hanson Limited 26 Mount Row, London, W1K 3SQ, UK
Broker:	Novum Securities Limited 57 Berkeley Square, London, W1J 6ER, UK
Auditor:	Crowe U.K. LLP 55 Ludgate Hill, London, EC4M 7JW, UK
Solicitors to the Company:	Pinsent Masons MPillay LLP 182 Cecil Street, #32-01 Frasers Tower, Singapore, 069547
Guernsey counsel to the Company:	Carey Olsen (Guernsey) LLP PO Box 98, Carey House, Les Banques, St. Peter Port, GY1 4BZ, Guernsey
Registrars:	Link Market Services (Guernsey) Limited Mont Crevelt House, Bulwer Avenue, 24 St. Sampson, GY2 4LH, Guernsey
Corporate secretarial services provider:	Intertrust International Management Limited Martello Court, Admiral Park, St. Peter Port, GY1 3HB, Guernsey
Financial public relations advisors to the Company:	IFC Advisory Limited Birchin Court, 20 Birchin Lane, London, EC3V 9DU, UK

IKIGAI VENTURES LIMITED

DIRECTORS' REPORT

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

The directors ("Directors" and, together, the "Board") submit the half year report and unaudited interim financial statements of Ikigai Ventures Limited (the "Company") which is incorporated in Guernsey, for the six month period ended 31 December 2023.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of an investment company established to acquire businesses focused on having a strong positive social impact. There has been no change in the activity of the Company during the period.

PUBLIC LISTING

On 15 September 2022 the Company was admitted to the main market for listed securities of the London Stock Exchange under the ticker symbol "IKIV" with shares registered with an ISIN of GG00BPG8J619 and SEDOL of BPG8J61. The Company issued 4,180,000 Ordinary Shares on admission raising GBP2,090,000 to pursue the Company's strategy through paying the costs of admission, the costs of due diligence associated with a potential acquisition and to pay towards the costs of re-admission on an acquisition.

BUSINESS UPDATE

Acquisition search

Since listing, the Company has actively sought potential acquisition targets both in Asia and in Europe. The Company has looked at over 50 companies and reached the preliminary stage of negotiating Heads of Terms with three. A combination of very poor market sentiment, the ongoing difficulty of raising equity capital on suitable terms and the nervousness of potential reverse takeover candidates of the depressed IPO market has meant none of these discussions has progressed to the stage of signed Heads of Terms.

Financial and equity market conditions remain challenging and the Company has continued to monitor market conditions in order to match investor appetite with the opportunities available.

The Company's investment focus remains relatively wide within the broader ESG market segment. The Company continues to seek out attractive potential acquisition targets and will provide further information to shareholders (when appropriate).

Continuation of Listing

In the Company's prospectus, published in September 2022, it was stated that if a suitable acquisition target was not identified within 18 months, the Directors intended to return remaining funds to its shareholders. In the light of this statement, the Directors have consulted the Company's principal shareholders, who have indicated their desire for the Company to continue its acquisition search beyond the 18-month point. Accordingly, the Directors have agreed that the Company will not return shareholders' funds and will continue its search for the present, although shareholders' attention is drawn to the statements in this report regarding the Company's financial position and the need to secure additional funding in due course, whether equity or debt.

The Directors are continuing to review the Company's financial position in the context of the challenge of securing a suitable acquisition target and will review the decision not to return funds to shareholders if they believe that it is the most appropriate course of action in the context of market conditions, the availability of suitable acquisition targets, the Company's cash resources and the availability of necessary additional funding (whether debt or equity).

IKIGAI VENTURES LIMITED

DIRECTORS' REPORT

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors confirm that they have carried out a robust assessment of the principal and emerging risks and uncertainties facing the Company, including those that would threaten its business model, future performance, solvency, or liquidity.

The Board is responsible for the Company's system of internal controls and for reviewing its effectiveness. The principal and emerging risks that have been identified and the steps taken by the Board to mitigate these are as follows:

A suitable acquisition opportunity may not be identified or completed

The Company's business strategy and prospects are dependent on the ability of the Directors to identify suitable acquisition opportunities. If the Directors are not able to do so, the Company may not be able to fulfil its objectives. Furthermore, if the Directors identify a suitable target, the Company may not be able to acquire it on suitable terms or at all. Aborting a proposed acquisition could mean that the Company is left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses that may not allow it to pursue further opportunities.

The Directors' skill and experience of mergers and acquisitions and the careful selection of a suitable acquisition target and of professional advisors will reduce this risk as will the adoption of a break clause in any Heads of Terms agreement entered into with an acquisition target company.

Capital adequacy

At present, the Company remains a cash shell with no business activities or income. As noted in the going concern note below the Directors have a reasonable expectation that the Company can continue in operation and meet all its liabilities as they fall due. However, the Company is unlikely to have sufficient funds to also meet the estimated transaction costs associated with completing a reverse acquisition and the Directors would need to explore alternative funding options available to the Company as part of any reverse acquisition.

The Company may not receive sufficient support from its existing shareholders to raise additional equity and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. The Directors are mitigating these risks through the active discussions being undertaken with potential acquisition targets, by managing operating costs prudently and by exploring alternative funding options.

Risks inherent in an acquisition

Although the Directors will evaluate the risks inherent in a particular target, they cannot offer any assurance that all of the significant risk factors can be identified or properly assessed or that the business acquired will prove to be successful for the growth and profitability of the Company. In particular, the Company will be reliant on the successful business performance of a completed acquisition to generate income and profits. The Board's experience and skill in company analysis, due diligence and corporate finance are expected to mitigate these risks.

IKIGAI VENTURES LIMITED

DIRECTORS' REPORT

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Reliance on external advisors

The Directors rely to some degree on external advisors to help identify and assess potential acquisitions and there is a risk that such advisors fail to perform as required. The Board's experience of working closely with key advisors in previous transactions is key to mitigating these risks.

Management risk

The contract for Nicholas Bryan-Brown to provide his services as CEO expires at the end of March 2024. He has indicated his willingness to extend this contract for an interim period. As part of its strategic planning, the Board is actively looking at succession planning should Mr Bryan-Brown not seek to extend his contract on a long term basis and this process forms part of a wider strategic review by the Board to be undertaken over the next two months.

Other risks

The Company operates in an uncertain environment and is subject to a number of other risk factors which are set out in these accounts or in the IPO prospectus published in September 2022. The Directors have carried out a robust assessment of the risks and how best to mitigate them, although it should be noted that this list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply. Should an emerging risk be determined to have any potential impact on the Company, appropriate mitigating measures and controls will be put in place.

IKIGAI VENTURES LIMITED

DIRECTORS' REPORT

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

GOING CONCERN

The financial statements have been prepared using the going concern basis of accounting. The Company at present has no business or income but is actively seeking to identify and complete a reverse takeover of an acquisition target. Whilst the Company has ongoing discussions with acquisition targets, none have reached a point where the Company is ready to enter into Heads of Terms.

At the reporting date the Company had a cash balance of GBP946,563 and the Directors have considered cash flow projections for a period of at least 12 months from the date of approval of these unaudited interim financial statements. Based on their estimate of the operating costs of the Company, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet all its liabilities as they fall due.

In making their assessment the Directors:

- Have carried out an assessment of the principal and emerging risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The principal risks facing the Company and the ways they are being managed and mitigated are summarised above and on pages 9-18 of the Company's listing prospectus
- Do not anticipate that the current rate of monthly expenses should materially increase from their current level of approximately GBP40,000.
- Have estimated the likely costs of any solvent liquidation, assuming all potential reverse takeover opportunities available to the Company have been exhausted.
- Have concluded that the Company is unlikely to have sufficient funds to meet the estimated legal, accounting, due diligence and other costs of a reverse acquisition, based on a review of all major cost categories and estimates of each based on discussions with external advisors. Consequently, the Directors would need to explore alternative funding options available to the Company as part of any reverse acquisition, which might include certain costs being met by the acquisition target from its own cash resources, success fees with certain professional advisors paid for out of post completion funds, or from a capital raise to be conducted at the time of completion of the acquisition.
- Consider that it is impossible to foresee all risks, and the combinations in which they could manifest, and there may be risks that currently or individually do not appear material that could turn out to be material, particularly if occurring in close sequence. In the worst case, the Company would be required to seek additional equity or debt capital from existing shareholders or new investors and, if no such investment could be obtained, the Directors would look to seek an orderly winding up of the Company.

IKIGAI VENTURES LIMITED

DIRECTORS' REPORT

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

DIVIDENDS

The Directors do not recommend the payment of a dividend.

RESULTS

The results of the Company for the six month period ended 31 December 2023 are shown in the Statement of Comprehensive Income on page 8.

DIRECTORS

The Directors of the Company during the period and for the period to the date these financial statements were signed were as follows:

Ashley Charles Paxton
Meriel Catherine Lenfestey
Nicholas Harris Bryan-Brown

UNAUDITED STATUS

These interim financial statements are not audited.

IKIGAI VENTURES LIMITED

DIRECTORS' RESPONSIBILITIES

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

The directors are responsible for preparing financial statements for each financial period which give a true and fair view, in accordance with the applicable Guernsey law and International Financial Reporting Standards ("IFRS") 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:

- i) select suitable accounting policies and then apply them consistently;
- ii) make judgements and accounting estimates that are reasonable and prudent;
- iii) state whether applicable IFRS accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- iv) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that 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 (Guernsey) Law, 2008. 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.

The directors confirm that, to the best of their knowledge:

- The condensed set of financial statements, which have been prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company
- The interim management report includes a fair review of the important events and risks required by DTR 4.2.7 R and a fair review of the material related party transactions required by DTR 4.2.8 R

APPROVED BY THE BOARD OF DIRECTORS

Meriel Lenfestey - Director

Ashley Paxton - Director

14 March 2024

IKIGAI VENTURES LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

(Expressed in Pounds Sterling)

		Six months to 31 December 2023		Six months to 31 December 2022	
	Notes	GBP	GBP	GBP	GBP
INCOME					
Bank interest			9,890		5,282
			<u>9,890</u>		<u>5,282</u>
EXPENSES					
Administration fees		29,914		55,524	
Audit fees		12,500		-	
Legal and professional fees	12	93,019		197,153	
Annual registration fees		250		250	
Directors' remuneration		103,141		69,228	
Insurance		9,443		11,499	
Commission fees		-		6,500	
Bank charges		444		795	
Sundry expenses		1,744		2,406	
			<u>250,455</u>		<u>343,355</u>
OPERATING LOSS		GBP	(240,565)	GBP	(338,073)
Loss on foreign exchange			(1,893)		(1,376)
COMPREHENSIVE LOSS FOR THE PERIOD		GBP	(242,458)	GBP	(339,449)
EARNINGS PER SHARE:					
Loss per share		GBP	(0.01)	GBP	(0.02)
Diluted loss per share		GBP	(0.01)	GBP	(0.02)

There were no items of other comprehensive income during the period, accordingly, only a single statement of comprehensive income is presented.

The accompanying notes form an integral part of these financial statements.

IKIGAI VENTURES LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

(Expressed in Pounds Sterling)

	Notes	As at 31 December 2023		As at 30 June 2023	
		GBP	GBP	GBP	GBP
CURRENT ASSETS					
Other current assets	4	24,231		4,684	
Cash and cash equivalents		<u>946,563</u>		<u>1,189,569</u>	
		970,794		1,194,253	
CURRENT LIABILITIES					
Trade and other payables	5	<u>58,567</u>		<u>39,568</u>	
		58,567		39,568	
NET CURRENT ASSETS			912,227		1,154,685
NET ASSETS		GBP	<u>912,227</u>	GBP	<u>1,154,685</u>
CAPITAL AND RESERVES					
SHARE CAPITAL	7		-		-
SHARE PREMIUM	7		2,376,500		2,376,500
ACCUMULATED LOSSES			(1,464,273)		(1,221,815)
		GBP	<u>912,227</u>	GBP	<u>1,154,685</u>

The accompanying notes form an integral part of these financial statements.

IKIGAI VENTURES LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

(Expressed in Pounds Sterling)

	Notes	Share Capital GBP	Share Premium GBP	Accumulated Losses GBP	Total Equity GBP
AT 01 JULY 2022		-	561,000	(579,490)	(18,490)
Issued shares	7	-	2,090,000	-	2,090,000
Costs attributable to issue of shares (Restated)	7	-	(274,500)	-	(274,500)
Loss for the period (Restated)		-	-	(382,052)	(382,052)
AT 31 DECEMBER 2022 (Restated)		<u>-</u>	<u>2,376,500</u>	<u>(961,542)</u>	<u>1,414,958</u>
AT 01 JULY 2023		-	2,376,500	(1,221,815)	1,154,685
Loss for the period		-	-	(242,458)	(242,458)
AT 31 DECEMBER 2023		<u>-</u>	<u>2,376,500</u>	<u>(1,464,273)</u>	<u>912,227</u>

The accompanying notes form an integral part of these financial statements.

IKIGAI VENTURES LIMITED

STATEMENT OF CASH FLOWS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

(Expressed in Pounds Sterling)

	Six months to 31 December 2023	Six months to 31 December 2022
	GBP	GBP
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax for the period	(242,458)	(339,449)
Adjustments for:		
Share-based payment charge	-	-
OPERATING CASH FLOW BEFORE WORKING CAPITAL CHANGES	(242,458)	(339,449)
<i>Add/(deduct) working capital changes:</i>	-	-
(Increase) in other current assets	(19,547)	(7,024)
(Decrease)/increase in trade and other payables	18,999	(101,508)
NET CASH USED IN OPERATING ACTIVITIES	(243,006)	(447,981)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from issuance of share capital	-	1,772,867
NET CASH GENERATED FROM FINANCING ACTIVITIES	-	1,772,867
NET CHANGE IN CASH AND CASH EQUIVALENTS	(243,006)	1,324,886
Cash and cash equivalents at the beginning of the period	1,189,569	116,157
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	946,563	1,441,043

The accompanying notes form an integral part of these financial statements.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

1 GENERAL INFORMATION

The Company is a listed company incorporated on 28 May 2021 in Guernsey under the Companies (Guernsey) Law, 2008, as amended and is registered in Guernsey. On 15 September 2022 the company was admitted to the main market for listed securities of the London Stock Exchange under the ticker symbol "IKIV" with shares registered with an ISIN of GG00BPG8J619 and SEDOL of BPG8J61. The address of the Company's registered office is Martello Court, Admiral Park, St Peter Port, Guernsey, GY1 3HB and the Company's registration number is 69265.

Statement of Compliance

These financial statements give a true and fair view, comply with the Companies (Guernsey) Law, 2008, as amended and were prepared in accordance with the UK adopted International Accounting Standards ("UK IFRS").

2 Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value.

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and to the preceding period.

The functional and presentation currency of these financial statements is Pounds Sterling.

2.1 Financial Instruments

Financial Assets

The Company's financial assets are cash and cash equivalents and trade and other receivables. The classification is determined by management at initial recognition and depends on the purpose for which the financial assets are acquired.

The Company initially recognises receivables issued when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

Receivables are subsequently carried at amortised cost using the effective interest method. Amortised cost is the initial measurement amount adjusted for the amortisation of any differences between the initial and maturity amounts using the effective interest method. Receivables are reviewed for impairment assessment.

Cash and cash equivalents

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

Trade and other receivables

The Company's trade and other receivables are subject to the expected credit loss model under IFRS 9.

As the Company's trade and other receivables consist of prepayments, these are carried at amortised and do not require testing for impairment purposes.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership or has not retained control of the financial asset.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

Financial Instruments (Continued)

Financial Liabilities

All financial liabilities are initially recognised on the trade date when the entity becomes party to the contractual provisions of the instrument.

Financial liabilities which includes trade and other payables and are recognised initially at fair value, net of directly attributable transaction costs. Financial liabilities are subsequently stated at amortised cost, using the effective interest method.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognised from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of

2.2 Equity

Share capital represents the nominal value of shares that have been issued.

Share premium includes any contributions from equity holders over and above the nominal value of shares issued. Any transaction costs associated with the issuance of shares are deducted from share premium.

Retained earnings represent all current period results of operations as reported in the statement of profit or loss, reduced by the amounts of dividends declared.

2.3 Costs and expenses

Cost and expenses are recognised in profit or loss upon utilisation of goods or services or at the date they are incurred. All finance costs are reported in profit or loss on an accrual basis.

2.4 Taxation

The Company is liable to tax at the standard Guernsey rate of 0%.

2.5 Going Concern

The financial statements have been prepared using the going concern basis of accounting. The Company at present has no business or income but is actively seeking to identify and complete a reverse takeover of an acquisition target. As noted in the report, whilst the Company has ongoing discussions with acquisition targets, none have reached a point where the Company is ready to enter into Heads of Terms. At the reporting date the Company had a cash balance of GBP946,563 and the Directors have considered cash flow projections for a period of at least 12 months from the date of approval of these financial statements. Based on their estimate of the operating costs of the Company, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet all its liabilities as they fall due. Further analysis on the Directors assessment of going concern is given on page 4 of these unaudited interim financial statements.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be materially different when compared to actual results.

Share-based payments:

The Company measures the cost of equity settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Judgement is required for the inputs into the valuation model specifically volatility rates and estimated life of the warrants as follows:

Risk free interest rate	5.05%
Expected volatility	15.7%
Time to maturity	3 years
Share price on warrant issue date	GBP0.50

The total share-based payment charge of £19,398 was calculated as at the date of admission to the main market of 15 September 2022 and is not recognised in these financial statements on the ground of materiality level. The fair value calculation of warrant is sensitive to management's estimate of the expected volatility applied. If a higher volatility of 20% was applied, the share-based payment charge would be approximately £21,000.

4 TRADE AND OTHER RECEIVABLES	Six months to	Six months to
	31 December 2023	30 June 2023
	GBP	GBP
Prepayments	24,231	4,684
	<u>24,231</u>	<u>4,684</u>

5 TRADE AND OTHER PAYABLES	Six months to	Six months to
	31 December 2023	30 June 2023
	GBP	GBP
Administration fees	31,114	5,275
Accountancy fees	-	1,755
Directors' remuneration	12,500	-
Legal and professional fees	2,241	7,538
Audit fee	12,500	25,000
Sundry expenses	212	-
	<u>58,567</u>	<u>39,568</u>

6 TAXATION

The Company is registered in a non-tax jurisdiction. Providing detailed information on the effective tax rate is not considered to be meaningful and as such, no tax reconciliation has been provided.

IKIGAI VENTURES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

7 SHARE CAPITAL AND SHARE PREMIUM

	Number of ordinary shares	Ordinary shares GBP	Share Premium GBP	Total GBP
31 December 2022	20,680,000	-	2,651,000	2,651,000
Costs attributable to issue of shares	-	-	(274,500)	(274,500)
30 June 2023	20,680,000	-	2,376,500	2,376,500
31 December 2023	20,680,000	-	2,376,500	2,376,500

On incorporation, the Company issued 1 ordinary Subscriber Share of GBP1 at par of GBP1. On 29 July 2021, it was resolved to re-designate the sole ordinary share of GBP1 par value issued to Tanglin Capital Limited upon the formation of the Company as a redeemable share, and to redeem the Subscriber Share for GBP1.

On 29 July 2021, Tanglin Capital Limited invested GBP10,000 into the Company as cash consideration for 10,000,000 ordinary shares of no par value at a price of GBP0.001 per share.

On 20 August 2021 and 8 September 2021, the Company issued 3,000,000 and 2,000,000 Ordinary Shares of no par value at a price of GBP0.10 per share in connection with the pre-IPO fundraising, raising a total of GBP500,000.

On 20 August 2021 the Company issued Strand Hanson Limited GBP50,000 in equity as an initiation fee which equates to 500,000 ordinary Shares of no par value at a price of GBP0.10 per share. The Company also agreed, on admission, to issue a warrant to Strand Hanson Limited to subscribe at any time during the three years following the date of issue of the warrant for an aggregate number of shares equal to one per cent of the enlarged issued share capital of the Company. The warrant can be freely assigned by Strand Hanson Limited to any subsidiary or associated company, shareholders or employees.

The Directors valued the warrant using the Black Scholes Formula. Using this formula, the warrant has an estimated consideration of GBP19,398 and as such is below the materiality threshold. As a result, no liability has been recognised in relation to the warrant.

On 05 April 2022 Nicholas Harris Bryan-Brown invested GBP1,000 into the Company as cash consideration for 1,000,000 ordinary shares of no par value at a price of GBP0.001 per share.

On 15 September 2022 and on admission to the main market for listed securities of the London Stock Exchange, the Company issued 4,180,000 Ordinary Shares of no par value respectively at a price of £0.50 each, raising a total of GBP2,090,000.

During the prior period, the Directors allocated GBP317,133 of costs directly attributable to the issue of shares against Share Premium, during the Financial Year the Directors reclassified GBP42,633 of the costs attributable to Share Premium back against expenses. As at 30 June 2023 total costs attributable to Share Premium stood at GBP274,500. This restatement has no impact on stated net assets.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

8 LOSSES PER ORDINARY SHARE

	Period ended 31 December 2023 GBP		
	Earnings	Weighted average of number of shares	Per-share amount GBP
Losses attributable to Shareholders	(242,458)	18,930,761	(0.01)

Basic loss per Ordinary Share is calculated by dividing the losses attributable to Shareholders by the weighted average number of Ordinary Shares outstanding during the period.

Diluted loss per share is calculated by adjusting the weighted average number of Ordinary Shares outstanding to assume conversion of all dilutive potential Ordinary Shares. As at 31 December 2023 (and in accordance with the warrant issued to Strand Hanson on 20 August 2021 as disclosed in note 7), there were 206,800 warrants outstanding which represented 1% of the number of Ordinary Shares in issue. The basic loss per share attributable to Shareholders as at 31 December 2023 was GBP0.01 and does not take into consideration the warrant mentioned above.

9 RELATED PARTY TRANSACTIONS

The directors' remuneration for Mr Ashley Charles Paxton, Mrs Meriel Catherine Lenfestey was GBP12,500 and GBP12,500 respectively.

Nicholas Bryan-Brown received SGD72,798 (GBP42,713) during the period for CEO services provided by Synapse Asia Pte. Ltd. During the period Nicholas Bryan-Brown received SGD877 (GBP513) for travel related expenses.

Andrew Roberto Mankiewicz OBE is not a director of the Company but is a major shareholder and, through a company wholly-owned by him, acts as a consultant to the Company. During the period the Company paid SGD60,000 (GBP35,428) of advisory fees. As part of a continuing effort to manage costs, it was agreed in February 2024 that the consulting fees payable to Mr Mankiewicz's company would be reduced to SGD5,000 per month for the remainder of the contract.

10 ULTIMATE CONTROLLING PARTY

The directors confirm that there is no ultimate controlling party, although Tanglin Capital Limited hold the majority vote, which is ultimately controlled by Andrew Roberto Mankiewicz OBE.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

11 FINANCIAL RISK MANAGEMENT

The Company is exposed to a number of risks arising from the financial instruments it holds. The main risks to which the Company is exposed are market risk, credit risk and liquidity risk. The risk management policies employed by the Company to manage these risks are discussed below as follows:

11.1.1 Market risk

Market risk is the risk that changes in market prices such as equity prices, interest rates and foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

Price risk

The Company is not directly or indirectly exposed to any significant price risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk arises on interest-bearing financial instruments recognised in the Statement of Financial Position.

Cash and cash equivalents are interest bearing but not at significant levels.

Currency risk

The Company is exposed to currency risk arising from trade and other payables denominated in United States Dollars. Consequently, the Company is exposed to the risk that the exchange rate of its reporting currency relative to other foreign currencies may change in a manner that has an adverse effect on the fair value or future cash flows of the Company's financial assets or liabilities denominated in currencies other than GBP.

11.1.2 Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents as well as outstanding receivables.

The Company assesses all counterparties for credit risk before contracting with them. The credit risk on cash and cash equivalents is mitigated by entering into transactions with counterparties that are regulated entities subject to prudential supervision, with high credit ratings assigned by international credit rating agencies. Cash and cash equivalents are held with Barclays Bank plc, which at the year end was assigned a credit rating of A by Standard and Poor's rating agency.

The maximum exposure to credit risk is the carrying amount of the financial assets set out below.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

FINANCIAL RISK MANAGEMENT (Continued)

	Six months to 31 December 2023 GBP	Six months to 30 June 2023 GBP
Other current assets	24,231	4,684
Cash and cash equivalents	946,563	1,189,569
Total credit risk exposure	970,794	1,194,253

11.1.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. This risk can arise from mismatches in the timing of cash flows relating to assets and liabilities. The Company receives funding from the shareholders and does not have significant ad hoc expenses to settle. The only significant expense that the Company is exposed to are general operating expenses.

The table below analyses the Company's financial assets and liabilities into the relevant maturity groupings based on the remaining period at the reporting date. The amounts in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

As at 31 December 2023	Less than 1 month/on demand	1-12 months	More than 12 months	Total
Assets				
Other current assets	24,231	-	-	24,231
Cash and cash equivalents	946,563	-	-	946,563
	970,794	-	-	970,794
Liabilities				
Trade and other payables	58,567	-	-	58,567
	58,567	-	-	58,567

11.2 Capital risk management

The capital of the Company is represented by the net assets attributable to the equity shareholders. The Company's objective when managing capital is to safeguard the ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders.

IKIGAI VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD FROM 01 JULY 2023 TO 31 DECEMBER 2023

12 LEGAL AND PROFESSIONAL FEES	Six months to 31 December 2023 GBP	Six months to 31 December 2022 GBP
Eneko PTE LTD	95	1,079
Financial Conduct Authority	11,477	-
IFC Advisory Ltd	9,000	9,000
Intertrust Fiduciary Services (Jersey) Limited	-	20,962
Investis Digital Limited	90	1,800
Link Market Services (Guernsey) Limited	3,048	-
London Stock Exchange Plc	590	27,580
Pinsent Masons Mpillay LLP	28,719	10,500
Sonderhoff and Insel Law Patent Office	-	1,225
Strand Hanson Limited	40,000	23,507
Yarlun Capital Pte Ltd	-	101,500
	<u>93,019</u>	<u>197,153</u>

13 POST BALANCE SHEET EVENTS

There are no post balance sheet events to report that have not already been disclosed throughout these Financial Statements.