ROQUEFORT
THERAPEUTICS PLC

Annual Report & Financial Statements

for the period ended 31 December 2021

Company Registration No. 12819145 (England and Wales)

Contents

Company information

Directors

Stephen West (appointed 17 August 2020)
Glenn Whiddon (appointed 17 August 2020; resigned 20 October 2021)
Mark Rollins (appointed 2 November 2020; resigned 4 April 2022)
Dr Michael Stein (appointed 22 March 2021)
Mark Freeman (appointed 20 October 2021)
Ms Jean Duvall (appointed 5 April 2022)
Dr Simon Sinclair (appointed 20 April 2022)

Company Secretary

Stephen West (resigned 15 December 2021)
Orana Corporate LLP (appointed 15 December 2021)

Registered Office

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25 Eccleston Place
London SW1W 9NF

Registered Number

12819145

Brokers

Optiva Securities Limited
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London W1J 5AZ

Independent Auditor

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London EC1V 9EE

Solicitors

Locke Lord (UK) LLP
201 Bishopsgate
London EC2M 3AB

Principal Bankers

Alpha FX
2 Eastbourne Terrace
London W2 6LG

Registrars

Share Registrars Limited
27/28 Endcastle Street
London W1W 8DH

Chairman's Statement

I am pleased to report the audited financial statements to shareholders for the period ended 31 December 2021. During the period the Company has made substantial progress as a London-listed biotechnology company.

Most notably, in December 2021, Roquefort successfully completed a placing of £3 million in order to fund the cash component of the acquisition of Lyramid Pty Limited ("Lyramid"), its pre-clinical drug development programmes and working capital. At the same time the Company completed the acquisition of Lyramid's entire issued share capital, through a combination of £500,000 cash (50%) and the issue of 5,000,000 new ordinary shares (50%). The acquisition constituted as a Reverse Take-Over ("RTO") under the Listing Rules of the FCA and accordingly the Company applied for re-admission of its shares to the Official List and the Main Market of the London Stock Exchange, which completed on 21 December 2021.

Acquisition of Lyramid

We were attracted to Lyramid as it is a clear market leader in Midkine inhibiting RNA therapeutic drugs with the exclusive worldwide licence to commercialise up to 37 patents related to Midkine-based therapies for the treatment of cancer patients, autoimmune disorders, chronic kidney disease and Covid-19. Lyramid operates in a market with significant growth potential as this is a novel disease target – where there is therapeutic potential for Midkine for a number of indications of unmet needs. The potential Midkine blocking drug development market is enormous with the drug markets for cancer estimated to be $75 billion, anti-inflammatory $98 billion, autoimmune $110 billon and Covid-19 $25.6 billion.

Our aim is to achieve value creation at an early stage as RNA based therapeutic drugs offer a quicker and cheaper route to market versus the monoclonal antibody approach to drug discovery. We believe the foundations are in place to achieve value in the medium term with the Company fully funded to drive our pre-clinical programmes forward and we expect to enter the clinic by H2 2023. Our strategy remains to either partner with or sell our drugs to big pharma.

Post Period End

The Company has made encouraging progress with its pre-clinical programme and on 17 January 2022 completed the first stage screening of a novel series of gene silencing reagents targeting Midkine, with the most promising lead drugs selected. The lead compounds were synthesized in preparation for in vitro experiments to test efficacy in altering cancer cell properties. This is a first-in-class drug target with significant clinical potential and we believe the targeted delivery of Midkine inhibiting RNA therapeutic drugs to tumours represents a novel anti-cancer treatment strategy. After establishing efficacy to inhibit Midkine in cancer, this opens up the significant possibility to target Midkine for other indications such as Covid-19, anti-inflammatory and autoimmune disorders.

Following the positive pre-clinical trials, the Company announced on 21 March 2022 that it had filed its first composition of matter provisional patent application for a new class of RNA therapeutic drugs targeting Midkine. The in vitro experiments generated very positive results demonstrating that the Company's lead oligonucleotide drug candidates significantly reduce Midkine levels seen in human cancer cells, in line with initial pre-test expectations.

In order to drive our preclinical programmes forward towards commercialisation, the Company has strengthened the team with three appointments from the pharmaceutical industry, each of whom add significant relevant expertise in drug development, commercialising programmes and driving pre-clinical and clinical programmes. As such, I'd like to again welcome Professor Trevor Jones, as strategic and scientific advisor to the Board who joined the Company on 14 February 2022, and Ms Jean Duvall and Dr Simon Sinclair as Non-Executive Directors, who joined on 5 April and 20 April 2022, respectively. All three appointments will help further the Company's ability to capitalise on the significant growth potential that Midkine inhibiting RNA therapeutics drugs offer.

Chairman's Statement

continued

Outlook

As we look to the future, we are optimistic in the therapeutic potential of Midkine in meeting a number of indications of unmet needs in major multi-billion dollar markets. In cancer in particular, we continue to believe it is a first-in-class drug target with significant clinical potential and we believe the targeted delivery of Midkine inhibiting RNA therapeutic drugs to tumours represents a novel anti-cancer treatment strategy.

With licences held for the largest portfolio of patents on Midkine and a limited competitive landscape, the Company is uniquely positioned to progress this exciting area of development and achieve significant value. I would like to thank shareholders for their continued support and I look forward to updating them as we progress through the year.

Stephen West,
Executive Chairman

10 May 2022

Board of Directors and Senior Management

Board of Directors

Stephen West,
Executive Chairman

Stephen is a Fellow Chartered Accountant with over 26 years of financial and corporate experience gained in public practice, the resource sector and investment banking. Stephen has a proven track record in working with growth companies with extensive experience in IPOs, secondary listings, corporate finance, fundraising and investor relations. Stephen is currently non-executive Chairman of Zeta Petroleum plc and non-executive director of EnergyPathways Ltd.

Dr Michael Stein,
Non-Executive Director
(appointed on 22 March 2021)

Michael is a business leader and strategic adviser with C-suite experience in healthcare. Michael was the founding CEO of Valo Therapeutics and also of OxStem Ltd, an award-winning biotechnology spin-out from the University of Oxford, which broke the UK record for a seed round fund-raise of over £16m in May 2016.

In addition, Michael has served as founding CEO for Doctor Care Anywhere, acquired by Synergix in 2015. In 2001, he co-founded the Map of Medicine Ltd (the Map) with University College London. As founding CEO (and later CMO), the Map was nationally licensed across NHS England (2005-15) and acquired by Hearst Business Media (HBM) in 2008, after which Michael transitioned to executive vice-president of healthcare innovation.

Michael graduated as a medical doctor (Honours) and biochemist (First Class Honours) from the University of Cape Town (1988) and from the University of Oxford (Rhodes Scholar) with a doctorate in Physiological Sciences (Immunology). He subsequently was appointed as a Junior Research Fellow in Medicine at Trinity College, Oxford (1992-95) having been a part-time lecturer in Immunology and Pathology at Balliol College, Oxford (1988-91). As a medical scientist, Michael first described the alternative pathway of macrophage activation, now known as the M2 phenotype (J Exp Med. 1992 Jul 1;176(1):287-92). In addition, Michael co-authored the best-selling UK medical handbook entitled The Hands on Guide to House Officers, Blackwell Science (1996), until it's 5th edition as The Hands on Guide to the Foundation Programme in 2014 (Blackwell-Wiley).

Mark Freeman,
Non-Executive Director
(appointed on 20 October 2021)

Mark is a Chartered Accountant and has more than 25 years' experience in corporate finance and the public markets, with a focus on project development. Mark is a graduate of the University of Western Australia with a Bachelor of Commerce with a double major in Banking & Finance and Accounting as well as holding a Graduate Diploma in Applied Finance with a major in Investment Analysis from the Securities Institute of Australia. He has experience in strategic planning, business development, acquisitions and mergers, project commercialisation, project development and general management. Mark is currently a director of Pursuit Minerals Ltd (ASX:PUR) and Calima Energy Ltd (ASX:CE1).

Ms Jean Duvall,
Non-Executive Director
(appointed on 5 April 2022)

Ms Duvall is a highly accomplished individual in the biotech and pharma sector, with over 25 years experience in executive roles in the industry. During this time, Ms Duvall acted for Ferring Pharmaceuticals, as one of the Executive Board Members who built the company from a US$700 million to US$2 billion in revenue. During her time at Ferring, Ms Duvall led or co-led over 10 transactions and had legal oversight on over 25 transactions. Ms Duvall has a significant track record in corporate development having led multiple successful M&A, divestment and licensing deals throughout her career. During her time at Elan Corporation, Ms Duvall was responsible for the launch and commercialisation of Tysabri, a treatment for multiple sclerosis and Crohn's disease, outside of the US in collaboration with Biogen Idec. She previously had the role of General Counsel at Elan and was legal lead, negotiating the divestment of over $2bn in assets.

Additionally, she has co-founded and led biopharma start-ups including Trizell and Amzell, resulting in multiple products having successful phase 2 and 3 clinical studies. Trizell in particular received several multi-billion dollar offers for its lead oncology gene therapy product, Adstiladrin, which is now in the registration phase.

Ms Duvall is currently CEO and Co-Founder of ReproNovo, a women's health and reproductive medicine company focussing on R&D and manufacturing with potential products entering phase 2 and phase 1. Additionally, Ms Duvall is a Non Executive Board member of an AIM listed life sciences company, Ondine Biomedical Inc., a company focused on photodisinfection-based therapies to prevent and treat a broad spectrum of infections, including those caused by drug-resistant pathogens.

Dr Simon Sinclair,
Non-Executive Director
(appointed on 20 April 2022)

Dr Sinclair is a commercial physician scientist leader with 20 years' pharma, medtech and consumer healthcare industry experience in translational medicine, clinical development, medical affairs, evidence-based market access, medical safety, vigilance and real-world evidence in both executive and non-executive roles.

During his career, Dr Sinclair has held senior roles at Johnson and Johnson and Merck & Co. At Johnson and Johnson, Dr Sinclair held the role of VP Medical Affairs (CMO) EMEA where he created an integrated Medical Affairs function for Johnson and Johnson Medical Devices across EMEA, a $6bn segment of the business. Prior to that he served as International Clinical Director and WW VP Medical Affairs where he set up and led the Medical Affairs function globally for DePuy Synthes (part of Johnson and Johnson) Joint Reconstruction. He was also responsible for DePuy Orthopaedics' non-US Clinical research strategy and execution. He guided new product development, registration and post-market strategies from a Clinical Evidence perspective. He also oversaw the company's global Medical Safety product surveillance.

At Merck & Co, Dr Sinclair was Head of Global Trial Optimization, where he revolutionised Merck's approach to the conduct of its clinical trials globally. He developed and installed a new strategy and process to oversee the execution of clinical development programmes from proof of concept onwards. This included ensuring the design of clinical studies was optimised for execution; the definition of geographical and temporal models for clinical programs and individual studies; the development and implementation of impactful patient recruitment and retention strategies; and risk assessment, mitigation and control during study conduct. Dr Sinclair also served as Senior Director Clinical Research Operations, USA at Merck, where he led clinical research operations in several therapeutic areas, including neuroscience, ophthalmology, respiratory, gastro-intestinal, endocrinology, clinical pharmacology and experimental medicine.

Dr Sinclair is currently Chief Safety Officer of Reckitt Benckiser Group plc ("Reckitt") where he is responsible for guiding and evaluating the safety of all its products to protect its consumers, and for building and maintaining consumers' trust in Reckitt. Simon also holds the role of Executive Director and Chair at the Reckitt Global Hygeine Institute, where using a $25m seed fund from Reckitt, he created and established the new non-profit organisation. Additionally, Dr Sinclair is a Non-Executive Board member of Ondine Biomedical Inc., an AIM listed life sciences company focused on photodisinfection-based therapies to prevent and treat a broad spectrum of infections, including those caused by drug-resistant pathogens. He is also Non-Executive Director at Renovos Biologics Limited, an orthopaedic biotech company.

Dr Sinclair is a renowned scientist with a PhD in neural transplantation from Cambridge University, medical degree and numerous publications in scientific journals throughout his career.

Board of Directors and Senior Management

continued

Mark Rollins,
Non-Executive Director
(appointed on 2 November 2020; resigned 4 April 2022)

Mark holds doctorate in Engineering Science from Oxford University, as well as a Masters in Mathematics from Cambridge University. Mark has a proven commercial track record with extensive experience in business development, government negotiation and private equity. Mark is currently non-executive chairman of AIM listed Advance Energy plc (AIM:ADV). Mr Rollins previously held senior positions at several large listed companies including Chairman and CEO of Ukrnafta in Ukraine with over 20,000 employees, and Senior VP at BG Group plc and Shell International.

Senior Management

Dr Graham Robertson,
Chief Scientific Officer

Dr Robertson gained his PhD in molecular virology from Macquarie University, Australia before undertaking Post-Doctoral training in gene regulation and nuclear architecture at Oxford. He returned to Australia as a Post-Doc in the laboratory of Prof. Emma Whitelaw at University of Sydney where he set up a transgenic mouse facility and discovered repeat-induced silencing as an epigenetic process on mammalian transgenes. Dr Robertson then moved to Westmead Hospital Millennium Institute where he pursued studies on the fibrotic liver disease NASH and the impact of inducible xenobiotic/drug interactions on drug clearance pathways. A component of this work involved creating a transgenic mouse model for studying gene regulation of human CYP3A4, the main pathway for drug metabolism. The model was subsequently commercially leveraged as a screening tool for drug development. At the ANZAC and Garvan Institutes in Sydney (2004-2014), Dr Robertson explored the impact of cancer-associated inflammation in repressing drug clearance leading to excessive toxicity. Dr Robertson also explored the link between chronic inflammation and disrupted energy metabolism as the basis for cancer cachexia. A key discovery from this work was the activation of thermogenesis in white & brown fat, linked to body wasting. These findings were published in Cancer Research and Cell Metabolism where it was ranked amongst the 10th highest papers in the latter journal. He has published ~60 papers with >3,000 citations.

Professor Trevor M. Jones,
Strategic & Scientific Advisor

Professor Trevor Jones CBE FMedSci has had a distinguished career in the pharmaceutical and biotech industry spanning over 45 years, having previously been main Board Director for Research & Development at The Wellcome Foundation (Wellcome plc), where he was responsible for the development of a number of significant products across several therapeutic areas attracting reimbursement, as well as OTC formulations. Prof. Jones also served as a Non-Executive Director of Allergan Inc from 2004 to 2015 during which time the company made a number of key acquisitions.

During Prof. Jones career, he has served on the Boards of a number of other private and publicly listed companies and industry bodies across the UK, USA and Europe. In particular, he was a former Director General of the Association of the British Pharmaceutical Industry where he directed all the activities related to UK pharmaceutical industry government relations on behalf of national and international pharmaceutical companies. For 12 years he was a member of The UK Government Regulatory Agency, The Medicines Commission and Chair of the UK Government Advisory Group on Genetics Research. He was also a member of the Scientific Board of the EU Life Sciences Innovative Medicines Initiative (IMI). More recently, Prof. Jones joined the Board of Ascension as a Non-Executive Director, helping advise the company on product development and its commercial activities related to haemophilia and osteoarthritis. He also serves as an adviser to the UK Government on public health matters including COVID-19.

Board of Directors and Senior Management

continued

Maria Halasz,
Strategic Advisor

Ms Halasz has been involved with biotechnology companies for over 27 years and is the former CEO of Lyramid and is the former Chief Executive and Managing Director of Anagenics Ltd (formerly Cellmid Ltd). Ms Halasz initially worked in executive positions in biotechnology firms, then managed investment funds and later held senior positions in corporate finance specialising in life sciences. An accomplished public company CEO with international experience Ms Halasz has executed transactions in the US, China, Europe, Japan and the UK. Maria is a graduate of the University of Western Australia (B.Sc., MBA) and the Australian Institute of Company Directors (GAICD). She has board experience in public and private companies and has acted on advisory boards of non-profit organisations. A passionate innovator, Ms Halasz is inventor on several patents and co-author of peer reviewed publications.

Directors' Report

The Directors present their report with the audited financial statements of Roquefort Therapeutics plc ("the Company") and its subsidiary Lyramid Pty Limited ("Lyramid"), together "the Group" for the period from the Company's incorporation on 17 August 2020 to 31 December 2021. A commentary on the business for the period is included in the Chairman's Statement on page 3. A review of the business is also included in the Strategic Report on pages 12 to 22.

The Company's Ordinary Shares were admitted to listing on the London Stock Exchange, on the Official List pursuant to Chapters 14 of the Listing Rules, which sets out the requirements for Standard Listings.

Directors

The Directors of the Company during the year and their beneficial interest in the Ordinary shares of the Company at 31 December 2021 were as follows:

Director	Position	Appointed	Resigned	Ordinary shares	Warrants
Stephen West[1]	Executive Chairman	17/08/2020	–	4,400,000	7,500,000
Glenn Whiddon[2,3]	Non-Executive Director	17/08/2020	20/10/2021	8,000,000	3,500,000
Mark Rollins	Non-Executive Director	02/11/2020	04/04/2022	4,000,000	3,750,000
Dr Michael Stein	Non-Executive Director	22/03/2021	–	–	2,000,000
Mark Freeman	Non-Executive Director	20/10/2021	–	–	500,000

[1] 4,399,000 Ordinary shares and warrants held by Stephen West were held by Cresthaven Investments Pty Ltd ATF The Bellini Trust; and 1,000 were held by Stephen West direct.
[2] 2,500,000 shares held by MIMO Strategies Pty Ltd (ATF the Mimo Trust), 4,100,000 shares held by 6466 Investment Pty Ltd and 700,000 shares held by Nautical Holdings WA Pty Ltd which are entities controlled by Jane Whiddon, the spouse of Glenn Whiddon. 700,000 shares held by Getmeoutofhere Pty Ltd which is an entity controlled by Glenn Whiddon.
[3] 2,500,000 warrants held by MIMO Strategies Pty Ltd (ATF the Mimo Trust), 300,000 warrants held by 6466 Investment Pty Ltd and 350,000 warrants held by Nautical Holdings WA Pty Ltd which are entities controlled by Jane Whiddon, the spouse of Glenn Whiddon. 350,000 warrants held by Getmeoutofhere Pty Ltd which is an entity controlled by Glenn Whiddon.

Qualifying Third Party Indemnity Provision

At the date of this report, the Company has a third-party indemnity policy in place for all Directors.

Substantial shareholders

As at 31 December 2021, the total number of issued Ordinary Shares with voting rights in the Company was 71,900,000. Details of the Company's capital structure and voting rights are set out in note 17 to the financial statements.

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at the date of approval of this report.

Party Name	Number of Ordinary Shares	% of Share Capital
Jane Whiddon[1]	7,300,000	10.15%
Abdelatif Lachab	7,200,000	10.00%
Provelmare SA	5,000,000	6.90%
Stephen West[2]	4,550,000	6.33%
Mark Rollins	4,000,000	5.56%
Sebastian Marr	2,400,000	3.34%

[1] 2,500,000 shares held by MIMO Strategies Pty Ltd (ATF the MIMO Trust); 4,100,000 shares held by 6466 Investments Pty Ltd; 700,000 shares held by Nautical Holdings WA Pty Ltd – all of which are entities controlled by J Whiddon
[2] 4,399,000 shares held by Cresthaven Investments Pty Ltd (ATF the Bellini Trust) – an entity associated with S West

Directors' Report

continued

Financial instruments

Details of the use of the Company's financial risk management objectives and policies as well as exposure to financial risk are contained in the Accounting policies and note 19 of the financial statements.

Greenhouse Gas (GHG) Emissions

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the year under review, it has not been practical to measure its carbon footprint.

In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

Dividends

The Directors do not propose a dividend in respect of the period ended 31 December 2021.

Future developments and events subsequent to the year end

Further details of the Company's future developments and events subsequent to the year-end are set out in the Strategic Report on pages 12 to 22.

Corporate Governance

The Governance report forms part of the Director's Report and is disclosed on pages 23 to 26.

Going Concern

The Company's business activities, together with facts likely to affect its future operations and financial and liquidity positions are set out in the Chairman's Statement and also note 1 of the financial statements. In addition, note 19 to the financial statements disclose the Company's financial risk management policy.

The Directors, having made due and careful enquiry, are of the opinion that the Company and the newly formed group have as a result of the successful RTO and significant funds raised, adequate working capital to execute its operations over the next 12 months. As a result, the Directors have adopted the going concern basis of accounting in the preparation of the annual financial statements.

Principal Activities

The Company's principal activity in the reporting period was to seek investment opportunities in businesses focused on early-stage opportunities in the medical biotechnology sector.

Auditors

The Board appointed Jeffreys Henry Audit Limited as auditors of the Company on 18 February 2022. They have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report alongside 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 prepared the financial statements in accordance with UK adopted International Accounting Standards.

Directors' Report

continued

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 year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies with a Standard Listing.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and accounting estimates that are reasonable and prudent;
- State whether applicable UK adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 and the Remuneration Committee Report 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. They are also responsible to make a statement that they consider that the annual report and accounts, taken as a whole, is fair, balanced, and understandable and provides the information necessary for the shareholders to assess the Company's position and performance, business model and strategy.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Statement of Directors' responsibilities pursuant to Disclosure and Transparency Rule

Each of the Directors, whose names and functions are listed on page 5 to 7 confirm that, to the best of their knowledge and belief:

- the financial statements prepared in accordance with UK adopted International Accounting Standards, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Annual Report and financial statements, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

Disclosure of Information to Auditors

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This directors' report was approved by the Board of Directors on 10 May 2022 and is signed on its behalf by:

Stephen West,
Executive Chairman

Strategic Report

The Directors present the Strategic Report of the Company and the Group for the period ended 31 December 2021.

Section 172(1) Statement - Promotion of the Company for the benefit of the members as a whole

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between the members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interests of the Company's employees;
- Foster the Company's relationships with suppliers, customers and others; and
- Consider the impact of the Company's operations on the community and the environment.

The Company operated as a cash shell, which was successful in sourcing a business to acquire and has been re-admitted to the LSE main market. The pre-revenue nature of the business prior to the acquisition of Lyramid Pty Limited is important to the understanding of the Company by its members and suppliers, and the Directors were as transparent about the cash position and funding requirements as is allowed under LSE regulations.

We aim to work responsibly with our stakeholders, including suppliers. The key Board decisions made in the year and post year end are set out below:

Significant events / decisions	Key s172 matter(s) affected	Actions and Consequences
Entering into an agreement to acquire the enlarged share capital of Lyramid Pty Limited through a Reverse Takeover transaction. ("RTO")	Shareholders and Business Relationships	Completion of RTO and Re-Admission of the enlarged share capital to the London Stock Exchange leading to greater likely outcomes for shareholders in the future.

Interests of Employees
The Company's Corporate Governance Statement at pages 23 to 26 of this Annual Report sets out (under board responsibilities) the processes in place to safeguard the interests of employees.

Foster business relationships with suppliers, joint venture partners and others
Potential suppliers and joint venture partners are considered in the light of their suitability to comply with the Company's policies.

Impact of operations on the community and environment
The Company has no current operations that impact upon the community or environment.

Maintain a reputation for high standards of business conduct
The Corporate Governance section of this Annual Report at pages 23 to 26 sets out the Board and Committee structures and Board and Committee meetings held during the year, together with the experience of executive management and the Board and the Company's policies and procedures.

Act fairly as between members of the Company
The Board takes feedback from a wide range of shareholders (large and small) and endeavours at every opportunity to pro-actively engage with all shareholders (via regular news reporting-RNS) and engage with any specific shareholders in response to particular queries they may have from time to time. The Board considers that its key decisions during the year have impacted equally on all members of the Company.

Strategic Report

continued

Review of Business in the Period

Operational Review

The Company's principal activity is set out in the Directors' Report on page 10. During the period under review the Company was primarily concerned with listing on the standard segment of the London Stock Exchange, which was successfully achieved on 22 March 2021. The Company then turned its attention to identifying and screening suitable businesses focused on early-stage opportunities in the medical biotechnology sector.

On 29 September 2021 the Company announced that it had entered into non-binding term sheet with Provelmare Holding S.A. to acquire 100% of the total issued equity in Lyramid Pty Limited ("Lyramid") for an initial consideration of £1.1 million payable £0.6m in cash and £0.5m in shares (the "Transaction"). Lyramid has the exclusive worldwide licence to commercialise up to 37 patents related to Midkine-based therapies for the treatment of COVID-19 patients, cancer, autoimmune disorders and chronic kidney disease ("Midkine-Based Therapies").

To fund the Transaction, the Company carried out a successful placing of new ordinary shares to new and existing investors to raise funds of £3 million to finance the cash component of the consideration, pre-clinical drug development and working capital.

The Transaction constituted a Reverse Take-Over ("RTO") under the Listing Rules and accordingly the Company requested suspension of its listing on the standard segment of the Official List as of 29 September 2021. Trading on the Main Market of the London Stock Exchange was also suspended at this date.

The Company successfully applied for the re-admission of its shares to the Official List and the Main Market of the London Stock Exchange on 21 December 2021 following the completion of its acquisition of the entire issued share capital of Lyramid.

Business Strategy

During the period under review the Company was primarily concerned with listing on the standard segment of the London Stock Exchange, which was successfully achieved on 22 March 2021. The Company then turned its attention to identifying and screening suitable businesses focused on early-stage opportunities in the medical biotechnology sector.

COVID-19

The impact of the Covid-19 pandemic had little effect on the business of the Company during the period to 31 December 2021. Work continued using phone communications and video conference facilities to minimise risk to participants. The Directors believe that the global vaccination programmes taking place and the widespread existence of on-line purchasing will not hinder the business of the organisation.

Events since the year end

On 19 January 2022 Stephen West, a Director, acquired a further 150,000 ordinary shares in the Company at a price of 10.36 pence per share. This increased Mr West's shareholding in the Company to 6.33% of the issued share capital.

On 14 February 2022 Professor Trevor M Jones CBE FMedSci was appointed as an advisor to the Board.

On 11 March 2022 the Company incorporated a new subsidiary (Tumorkine Pty Limited) to focus on new business opportunities in Australia.

On 4 April 2022 Mark Rollins resigned as a Director, and on 5 April 2022 Ms Jean Duvall was appointed as a Director.

On 20 April 2022 Dr Simon Sinclair was appointed as a Director.

Strategic Report

continued

Financial review

Results for the period to 31 December 2021
The Consolidated Statement of Comprehensive Income for the period shows a loss of £917,433 and the Consolidated Statement of Financial Position at 31 December 2021 shows net assets of £4,082,606 for the Group.

The loss for the year occurred as a result of on-going administrative expenses required to operate the Company and costs in relation to the completion of the acquisition of Lyramid.

Cash flow
Net cash inflow for the Group for 2021 was £900,335.

Closing cash
As at 31 December 2021, the Group held £899,721 of cash.

Key Performance Indicators

The sole KPI for the Company has been to source a suitable acquisition target. This KPI was met with the identification of Lyramid as the RTO target. Going forward, the Company's KPIs will be the registration of new patents to protect the clinical advancements in Midkine therapeutics being achieved during the pre-clinical stages of drug discovery, with the ultimate KPI being the successful submission of drugs into clinical trials.

Position of Company's Business

At the year end
At the year end the Company's Statement of Financial Position shows net assets totalling £4,014,683. The Company has few liabilities and is considered to have a strong cash position at the reporting date.

Environmental matters
The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of noncompliance in respect of environmental matters.

Employee information
During the period there were no female Directors. Post period end, on 5 April 2022 Ms Jean Duvall was appointed to the Board. The Company now has a Chairman and four Non-Executive Directors. The Company is committed to gender equality and, as future roles are identified, a wide-ranging search would be completed with the most appropriate individual being appointed irrespective of gender.

Social/Community/Human rights matters
The Company ensures that employment practices take into account the necessary diversity requirements and compliance with all employment laws. The Board has experience in dealing with such issues and sufficient training and qualifications to ensure they meet all requirements.

Anti-corruption and anti-bribery policy
The government of the United Kingdom has issued guidelines setting out appropriate procedures for companies to follow to ensure that they are compliant with the UK Bribery Act 2010. The Company has conducted a review into its operational procedures to consider the impact of the Bribery Act 2010 and the Board has adopted an anti-corruption and anti-bribery policy.

Principal Risks and Uncertainties

The Group operates in an uncertain environment and is subject to a number of risk factors. The Directors consider the following risk factors are of particular relevance to the Group's activities 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.

Risks/Uncertainties to the Group

Issue	Risk/Uncertainty	Mitigation
The Group is a pre-revenue business and there is no guarantee that it will generate significant or any revenue in the near future	The generation of revenues is difficult to predict and there is no guarantee that the Group will generate significant or any revenues in the foreseeable future. The Group will face risks frequently encountered by pre-revenue businesses looking to bring new products and devices to the market. There is also no guarantee that the intellectual property held will ultimately result in a commercially viable product. It is also possible that technical and/or regulatory hurdles could lengthen the time required for the delivery of such a testing product. The Group's future growth will also depend on its ability to secure commercialisation partnerships on appropriate terms, to manage growth and to expand and improve operational, financial and management information, quality control systems and its commercialisation function on a timely basis, whilst at the same time maintaining effective cost controls.	The Directors are seeking the appointment of a CEO to actively manage the commercial activities of the Group as it develops. The CEO and the Directors will oversee the progress of the development of the research programme and associated technologies and will ensure funding is in place to support the necessary trials and further development steps as these come on stream.
Existing patents and licences are subject to the terms and conditions of the Licence Agreement which could be terminated for non-compliance with the terms of such Licence Agreement	Lyramid operates its Midkine research and development programmes under a worldwide, Licence Agreement with Anagenics Ltd (formerly Cellmid Ltd), the owner of the Midkine patents. Whilst Lyramid is currently compliant, there is a risk that the rights to these patents, as defined by the Licence Agreement, will be forfeited by Lyramid, by virtue of either party failing to meet licence conditions. For example, Anagenics is entitled to terminate the Licence Agreement if Lyramid has not, on or before the fifth anniversary of 1 August 2025, commenced good manufacturing practice or administered the first dose in phase 0 or phase 1 human clinical trial of a lead drug candidate covered by the Patent Rights or Know-How.	The Chief Scientific Officer has a good understanding of the details of the Licence Agreement and Lyramid's obligations under it. Should any areas of concern arise, legal counsel will be sought before further steps are taken.

Issue	Risk/Uncertainty	Mitigation
Risks of Midkine as a novel target which may not result in sufficient improvement in therapeutic outcomes in humans to deliver commercial success for a drug of this nature	Lyramid is engaged in the research and development of drugs targeting Midkine, a circulating growth factor protein and pro-inflammatory mediator. Midkine is a novel target and there has been no drug developed to date that effectively and consistently blocks Midkine in the human body. Furthermore, even if Midkine is effectively targeted, this may not result in sufficient improvement in therapeutic outcomes in humans to deliver commercial success for a drug of this nature or may cause unpredictable off-target effects, that can result in adverse events in animal models, during clinical trials or even, post commercialisation.	This is an overall risk of developing a new treatment. The Directors will monitor the progress at each stage of development, and will critically evaluate the chance of success at each stage, making the necessary decisions as they see fit.
Research and development risks carry technical risks, including the programme undertaken by Lyramid and there is no guarantee that these technical risks can be effectively overcome, and a successful, approved product can be developed	All therapeutic research and development programmes carry technical risks, including the programme undertaken by Lyramid. These risks include: those associated with delays in development of effective and potent drugs to target Midkine; failure of delivery by third party suppliers of research services or materials essential to the programmes; the unpredictability of the biological processes associated with disease states targeted by Midkine inhibitors; and outcomes of clinical testing. There is no guarantee that these technical risks can be effectively overcome, and a successful, approved product can be developed. Furthermore, Lyramid is pursuing the relatively new drug class of oligonucleotides. Whilst several examples of approved drugs now exist in this class, as yet no such drug has been developed targeting Midkine. There is a risk that an oligonucleotide drug may not be an effective way of modulating Midkine expression to exert appropriate clinical benefit in the target conditions.	The Directors will engage in continuous dialogue with the Chief Scientific Officer to critically review the technical risks. The Board has appointed a Strategic and Scientific Adviser to support them in this review process.

Strategic Report

continued

Issue	Risk/Uncertainty	Mitigation
Biotechnology programmes are subject to the most stringent regulatory oversight by various government agencies and ethics committees and there is no guarantee that the proposed development work will result in an efficacious treatment, or even if it does, that the drug will be approved by regulatory authorities	Biotechnology programmes are subject to the most stringent regulatory oversight by various government agencies and ethics committees. Key regulatory focus areas are safety and efficacy, and future clinical trials conducted by Lyramid may be suspended or abandoned entirely in the event that regulatory agencies consider that continuation of these trials could expose participants to undue risks. Before obtaining regulatory approval of a product for a target indication, substantial evidence must be gathered in controlled clinical trials that the product candidate is safe and effective for use for that clinical setting. Similar approvals must be obtained from the relevant regulatory authorities in each country in which the product may be made available, including Australia, US and the EU.	The Strategic and Scientific Advisor will be critical in supporting the Board in understanding and mitigating these risks. Even so, a sudden unforeseen change in the regulations could have a material adverse impact on the development programme. Lyramid cannot guarantee that the proposed development work will result in an efficacious treatment, or even if it does, that the drug will be approved by regulatory authorities.
Even where Lyramid is successful in terms of technical and regulatory approvals, there is no guarantee it will be successful in securing an appropriate licensing deal or in achieving alternative means of commercialising its Midkine oligonucleotide drug	Even where Lyramid is successful in terms of technical and regulatory approvals, there is no guarantee it will be successful in securing an appropriate licensing deal or in achieving alternative means of commercialising its Midkine oligonucleotide drug. There may be other companies developing effective treatments for the same conditions as Lyramid which could make commercialising a Midkine drug more difficult. The research and development programme planned by Lyramid is expected to take several years before a Midkine drug might be ready and the market for such a drug may contract significantly or become too competitive for an economically viable drug launch. In addition, even post regulatory approval, the drug may need to be withdrawn from the market, as well as expose the Group to claims for compensation as a result of serious adverse events associated with the treatment. Historically, very few drugs make it from discovery to regulatory approval and commercialisation.	As the business develops, the Board will seek to appoint new Directors, a CEO and other Advisors with appropriate experience and expertise to give the Group the best chance of commercialising any successful drug in the future.

Issue	Risk/Uncertainty	Mitigation
The Group's ability to compete will depend in part, upon the successful protection of its intellectual property, in particular its patents and know-how	The Group's ability to compete will depend in part, upon the successful protection of its intellectual property, in particular its Patents Rights and Know-How. Filing, prosecuting and defending patents in all countries throughout the world would be prohibitively expensive. It is possible that competitors will use the technologies in jurisdictions where the Group has not registered patents. Any such claims are likely to be expensive to defend, and the other litigating parties may be able to sustain the costs of complex patent litigation more effectively than the Group can, because they have substantially greater resources. Moreover, even if the Group is successful in defending any infringement proceedings, it may incur substantial costs and divert management's time and attention in doing so, which may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations. Further, disputes can often last for a number of years, and can be subject to lengthy appeals processes before any final resolution is achieved through the various different courts and/or tribunals. Furthermore, it cannot be guaranteed that a court will not rule against Lyramid were such claims to be defended. Despite these precautions that may be taken by the Group to protect its intellectual technology and products, unauthorised third parties may attempt to copy, or obtain and use its technology and products. A third party may infringe upon the Group's intellectual property, release information considered confidential about the Group's intellectual property and/or claim technology that is registered to the Group. In addition, the Group may fail to discover infringement of its intellectual property, and/or any steps taken or that will be taken by it may not be sufficient to protect its intellectual property rights or prevent others from seeking to invalidate its intellectual property (for example, in response to a claim for infringement or where an attempt is made to "clear a path"	The Group seeks to protect its intellectual property through the filing of patent applications, as well as robust confidentiality obligations on its employees. The Board intends to defend the Group's intellectual property vigorously, where necessary through litigation and other means.

Issue	Risk/Uncertainty	Mitigation
	for a new competing product) or block sales of its products by alleging a breach of their intellectual property. Third parties can bring material and arguments which the patent office granting the patent may not have seen at the time of granting the patent. Therefore, whilst a patent may be granted to the Group it could in the future be found by a court of law or by a patent office to be invalid or unenforceable or in need of further restriction. As a result of a validity challenge, a patent may be amended so as to narrow its scope to an extent that it may be more difficult to restrict activities of competitors. Applications filed by the Group in respect of new patents and trademarks may also not be granted or, if granted, may still be subject to opposition. In addition, there can be no guarantee that the patents or trademarks will be granted on a timely basis. Subject to certain time limits, there may, in certain circumstances, also be claims to entitlement, and/or compensation arising from contributions made, to granted patents by those who have assisted with the relevant research or project. In the event that litigation is necessary in the future in order to enforce the Group's intellectual property rights, determine the scope and validity of proprietary rights of other companies, and/or defend claims of infringement or invalidity, it could require the Group to commit significant resource to pursue the protection of its intellectual property and there is no guarantee that the result of such litigation would result in a favourable outcome to the Group, or the damages or other remedies awarded, if any, may not be commercially meaningful or represent acceptable compensation in respect to the infringement. The Group is not currently aware of any such active or pending litigation risk.	

Strategic Report

continued

Issue	Risk/Uncertainty	Mitigation
Competition and the pace of development in the biotechnology sector could lead to the market participants creating approaches, products and services equivalent or superior to the diagnostic testing products and services than those to be offered by the Group	Lyramid operates within the biotechnology sector, a complex area of the healthcare industry. Rapid scientific and technological change within the biotechnology sector could lead to other market participants creating approaches, products and services equivalent or superior to the diagnostic testing products and services than those to be offered by the Group, which could adversely affect the Group's performance and success. Better resourced competitors may be able to devote more time and capital towards the research and development process, which, in turn, could lead to scientific and/or technological breakthroughs that may materially alter the outlook or focus for markets in which the Group will operate. If the Group is unable to keep pace with the changes in the biotechnology sector and in the wider healthcare industry, the demand for its platforms and associated products and services could fall, which may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations. In addition, certain of the Group's competitors may have significantly greater financial and human resource capacity and, as such, better manufacturing capability or sales and marketing expertise. New companies with alternative technologies and products may also emerge.	The Board will be monitoring the speed and output of the programme closely and challenging where it believes things could be done more quickly. The Board is aware of the potential need for further funding as the programme develops. Being a listed company gives the Group the ability to raise more funds in the future should they be required.
The Group relies on the experience and talent of its management and advisors	The successful management and operations of the Group are reliant upon the contributions of directors and advisors. In addition, the Group's future success depends in part on its ability to continue to recruit, motivate and retain highly experienced and qualified directors and consultants.	The Group offers incentives to Directors through share warrants, which makes them linked to the long-term success of the business.

Strategic Report

continued

Issue	Risk/Uncertainty	Mitigation
The Covid-19 pandemic	The COVID-19 pandemic has created and may continue to create significant uncertainty in global markets, and the long-term economic impact of the COVID-19 pandemic is highly uncertain. The perceived risks of infection and health risk associated with COVID-19 and the number of people infected in the UK, Australia and across the world generally, has resulted in various restrictive measures being taken by governmental authorities to stop the spread of COVID-19. Fear of COVID-19 related risks as well as measures taken to fight the pandemic has affected, and could continue in the longer term to affect, the economies and markets of many countries globally, and could ultimately result in an economic downturn adversely affecting the Group's business and results of operations or its ability to raise capital, to the extent required. Additionally, the COVID-19 pandemic may disrupt the ability of the Directors and/or senior management to travel between the UK and Australia which may negatively impact the ability of the business to progress efficiently. Further, the COVID-19 pandemic may also negatively impact the operations of the Group's future business partners for an indefinite period of time, including as a result of actions taken by governments in response to the COVID-19 pandemic and/or business shutdowns.	The Board will take the necessary measures to ensure that its operations can continue with minimal disruption due to COVID-19. However, the impact of the COVID-19 pandemic on the industry and the Group's business, financial condition and results of operations will depend on future developments, including the duration and spread of the pandemic and the effectiveness of vaccine distribution efforts globally, all of which cannot be predicted with certainty.

Composition of the Board

A full analysis of the Board, its function, composition and policies, is included in the Governance Report.

Capital structure

The Company's capital consists of ordinary shares which rank *pari passu* in all respects which are traded on the Standard segment of the Main Market of the London Stock Exchange. There are no restrictions on the transfer of securities in the Company or restrictions on voting rights and none of the Company's shares are owned or controlled by employee share schemes. There are no arrangements in place between shareholders that are known to the Company that may restrict voting rights, restrict the transfer of securities, result in the appointment or replacement of Directors, amend the Company's Articles of Association or restrict the powers of the Company's Directors, including in relation to the issuing or buying back by the Company of its shares or any significant agreements to which the Company is a party that take effect after or terminate upon, a change of control of the Company following a takeover bid or arrangements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that may occur because of a takeover bid.

Approved by the Board on 10 May 2022

Stephen West,
Executive Chairman

Governance Report

Introduction

The Directors acknowledge the importance of high standards of corporate governance and intend, given the Company's size and the constitution of the Board, to comply with the principles set out in the QCA Corporate Governance Code. The QCA Code sets out a standard of minimum best practice for small and mid-size quoted companies.

Compliance with the QCA Code

Set out below are the Company's corporate governance practices for the period ended 31 December 2021. Following completion of the acquisition of Lyramid, these corporate governance practices are being considered and reviewed to ensure they remain appropriate.

Maintain governance structures and processes that are fit for purpose and support good decision making by the board

The Board is responsible for the determination of the investment decisions of the Company and for its overall supervision via the investment policy and the objectives that it has set out. At the date of this report, the Board comprises five Directors, one of whom is an Executive Director and four are Non-Executive Directors, reflecting a blend of different experiences and backgrounds.

The QCA Code states that a company should have at least two independent non-executive directors; the Company had three independent non-executive directors during the period being Mark Rollins, Mark Freeman and Michael Stein. The Board believes that its composition brings a desirable range of skills and experience in light of the Company's challenges and opportunities, while at the same time ensuring that no individual (or a small group of individuals) can dominate the Board's decision making. The Company will appraise the structure of the Board on an ongoing basis.

All new Directors received an informal induction as soon as practical on joining the Board. No formal induction process exists for new Directors, given the size of the Company, but the Chairman ensures that each individual is given a tailored introduction to the Company and fully understands the requirements of the role.

A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

The Board intends to meet formally at least four times each year to review, formulate and approve the Group's strategy, budgets, and corporate actions and oversee the Group's progress towards its goals, and to ensure the Directors maintain overall control and supervision of the Company's affairs.

Attendance at meetings in the period:

Member	Position	Meetings attended
Stephen West	Executive Chairman	14 of 14
Glenn Whiddon	Non-Executive Director	11 of 12
Mark Rollins	Non-Executive Director	13 of 13
Dr Michael Stein	Non-Executive Director	6 of 9
Mark Freeman	Non-Executive Director	1 of 2

The Board is pleased with the high level of attendance and participation of Directors at Board meetings.

At each Board meeting the Executive Chairman, Stephen West, proposes and seeks agreement to the Board Agenda and ensures adequate time for discussion.

Governance Report

continued

The Board maintains regular contact with all its service providers and are kept fully informed of investment and financial controls and any other matters that should be brought to the attention of the Directors. The Directors also have access where necessary to independent professional advice at the expense of the Company.

Audit Committee

The Company has established an Audit Committee with delegated duties and responsibilities. Due to the size and nature of the Company and Board during the majority of the period, there was no Audit Committee. Since the acquisition of Lyramid on 21 December 2021 an Audit Committee has been constituted.

The Audit Committee has the primary responsibility of monitoring the quality of internal controls to ensure that the financial performance of the Group is properly measured and reported on. It receives and reviews reports from the Group's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The Audit Committee meets not less than three times in each financial year and has unrestricted access to the Group's external auditors. The members of the Audit Committee includes two non-executive Directors. The Audit Committee comprises Mark Freeman (as chairman) and Dr. Michael Stein.

The Audit Committee meets with the auditors at least twice a year and more frequently if required.

Terms of reference of the Audit Committee will be made available upon written request.

The Audit Committee report is included on pages 30 to 31.

Remuneration Committee

The Company has established a Remuneration Committee, to assist the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the policy on remuneration. Due to the size and nature of the Company and Board during the majority of the period, there was no Remuneration Committee. Since the acquisition of Lyramid on 21 December 2021 a Remuneration Committee has been constituted.

The Remuneration Committee reviews the performance of executive directors, chairman of the Board and senior management of the Group and makes recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee also makes recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time. The Remuneration Committee meets as and when necessary, but at least twice each year. In exercising this role, the Directors shall have regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance. The members of the Remuneration Committee includes two Non-Executive Directors. The Remuneration Committee comprised Mark Rollins (as chairman) and Mark Freeman during the period ended 31 December 2021. On 4 April 2022 Mark Rollins resigned from the Board and the Remuneration Committee. On 28 April 2022 Jean Duvall was appointed as Chairman of the Remuneration Committee, with Dr Michael Stein acting as a temporary member during the interim period between the date of Mark Rollins resignation and the appointment of Jean Duvall.

Formal terms of reference for the Remuneration Committee will be made available upon written request.

The Remuneration Committee report is included on pages 27 to 29.

Nomination Committee

The Company has established a Nomination Committee. Due to the size and nature of the Company and Board during the majority of the period, there was no Nomination Committee. Since the acquisition of Lyramid on 21 December 2021 a Nomination Committee has been constituted.

The Nomination Committee leads the process for board appointments and makes recommendations to the Board. The Nomination Committee evaluates the balance of skills, experience, independence and knowledge on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. The Nomination Committee meets as and when necessary, but at least twice each year. The Nomination Committee comprised Dr Michael Stein (as chairman) and Mark Freeman during the period ended 31 December 2021. On 28 April 2022 Mark Freeman resigned from, and Simon Sinclair was appointed to, the Nomination Committee.

Terms of reference for the Nomination Committee will be made available upon written request.

The Nomination Committee report is included on page 32.

Market Abuse Regulations

The Company has adopted a share dealing policy, in conformity with the requirements of the Listing Rules and the Market Abuse Regulation, regulating trading and confidentiality of inside information for persons discharging managerial responsibility ("PDMRs") and persons closely associated with them which contains provisions appropriate for a company whose shares are admitted to trading on the Official List. The Company intends to take all reasonable steps to ensure compliance by PDMRs and any relevant employees with the terms of its share dealing policy.

Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

All Board appointments have been made after consultation and detailed due diligence is carried out on all new potential board candidates. The Board will consider using external advisers to review and evaluate the effectiveness of the Board and Directors in future to supplement its own internal evaluation processes.

All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

The Group's Articles require that all Directors are submitted for election at the AGM following their first appointment to the Board and one third of the Directors are subject to retirement by rotation on an annual basis to refresh the Board, irrespective of performance.

The terms and conditions of appointment of Non-Executive Directors will be made available upon written request.

Seek to understand and meet shareholder needs and expectations

The Company is committed to engaging and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. All Board members have responsibility for shareholder liaison, but queries are primarily delegated to the Company's Advisors in the first instance or the Company's Executive Chairman. Details of the Company's advisors can be found on the Company's website.

Copies of the annual and interim reports will be made available to all shareholders and copies downloaded from the Company's website.

Other Company information for shareholders is also available on the website.

The Company also engages with shareholders at its AGM each year which gives investors the opportunity to enter into dialogue with the Board and for the Board to receive feedback and take action if and when necessary. The results of the AGM are subsequently announced via RNS and published on the Company's website.

Governance Report

continued

Establish a strategy and business model which promote long-term value for shareholders

The Company is seeking to acquire businesses focused on early-stage medical biotechnology, with the aim of generating optimal returns for both the target businesses and our shareholders.

The investment strategy is to provide Shareholders with an attractive total return achieved primarily through capital appreciation. The Directors believe that there are numerous investment opportunities within both private and public businesses in the medical biotech sector in United Kingdom, Continental Europe & Australia.

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

The Board is aware that engaging with Roquefort Therapeutics' stakeholders strengthens relationships, assists the Board in making better business decisions and ultimately promotes the long-term success of Roquefort Therapeutics plc. The group's stakeholders include shareholders, and other service providers, suppliers, auditors, lenders, regulators, industry bodies and the surrounding communities of where its future investments will be located. The Board as a whole are responsible for reviewing and monitoring the parties contracted to the Company, including their service terms and conditions.

The Board is regularly updated on wider stakeholder views and issues concerning the portfolio both formally at Board meetings and informally through ad hoc updates.

This Governance Report was approved by the Board and signed on its behalf by:

Stephen West
Executive Chairman

10 May 2022

Remuneration Committee Report

The Remuneration Committee presents its report for the year ended 31 December 2021.

Membership of the Remuneration Committee

The Remuneration Committee was formed subsequent to the acquisition of Lyramid on 21 December 2021. During the period ended 31 December 2021 it comprises of two Non-Executive Directors Mark Rollins (chairman) and Mark Freeman. On 4 April 2022 Mark Rollins resigned from the Board and the Remuneration Committee. On 28 April 2022 Jean Duvall was appointed as Chairman of the Remuneration Committee, with Dr Michael Stein acting as a temporary member during the interim period between the date of Mark Rollins resignation and the appointment of Jean Duvall.

During the period ended 31 December 2021, no formal meeting of the Remuneration Committee was held.

Subject to what appears below, no other third parties have provided advice that materially assisted the Remuneration Committee during the period.

The items included in this report are unaudited unless otherwise stated.

Remuneration Committee's main responsibilities

- The Remuneration Committee considers the remuneration policy, employment terms and remuneration of the Board and advisors;
- The Remuneration Committee's role is advisory in nature and it makes recommendations to the Board on the overall remuneration packages;
- The Remuneration Committee, when considering the remuneration packages of the Company's Board, will review the policies of comparable companies in the industry.

Report Approval

A resolution to approve this report will be proposed at the AGM of the Company. The vote will have advisory status, will be in respect of the remuneration policy and overall remuneration packages and will not be specific to individual levels of remuneration.

Remuneration policy

In accordance with the commitments made in the Company's IPO prospectus in March 2021, and for the remainder of the period to 20 December 2021, the remuneration policy was such that the Executive Chairman would be paid £24,000 per annum and non-executive directors would be paid directors' fees of £12,000 each per annum. The Directors would not receive any other fee from the Company until the Company completed an acquisition.

Following the acquisition of Lyramid on 21 December 2021 the Executive Chairman's salary was increased to £48,000 per annum and the Non-Executive Directors fees were increased to £24,000 each per annum.

No amounts have been set aside by the Company to provide for pension, retirement or similar benefits.

The Remuneration Committee has been working on a remuneration policy to apply to Directors and employees.

Non-Executive Directors

The Company policy is that the Non-Executive Directors are expected to attend scheduled board meetings and attend committee meetings as required.

Remuneration Committee Report

continued

Other Employees

During the period ended 31 December 2021, there were no employees in the Company other than the Directors, so this policy only applies to the Board.

Terms of appointment

The services of the Directors during the period ended 31 December 2021 were provided in accordance with their appointment letters. Directors were expected to devote such time as was necessary for the proper performance of their duties, but as a minimum they were expected to commit at least one day per month, which should include attendance at all meetings of the Board and any sub-committees of the Board.

Director	Year of appointment
Stephen West	2020
Glenn Whiddon (resigned 20 October 2021)	2020
Mark Rollins (resigned 4 April 2022)	2020
Dr Michael Stein	2021
Mark Freeman	2021

Directors' emoluments and compensation (audited)

Set out below are the emoluments of the Directors who served in the period ended 31 December 2021 (GBP):

Name of Director	Salary and Fees	Taxable Benefits	Annual Bonus and Long Term Benefits	Pension Related Benefits	Share Based Payment	Total
Stephen West	18,645	–	10,000	–	132,180	160,825
Glenn Whiddon	6,968	–	–	–	–	6,968
Mark Rollins	9,677	–	–	–	7,808	17,485
Dr Michael Stein	9,323	–	–	–	22,449	31,772
Mark Freeman	2,688	–	–	–	15,616	18,304

Pension contributions (audited)

The Company does not currently have any pension plans for any of the Directors and does not pay pension amounts in relation to their remuneration.

The Company has not paid out any excess retirement benefits to any Directors or past Directors.

Payments to past directors (audited)

The Company has not paid any compensation to past Directors.

Payments for loss of office (audited)

No payments were made for loss of office during the year.

UK Remuneration percentage changes

As this is the first set of accounts for the Company remuneration for the preceding financial year is nil for all Directors, no percentage changes for remuneration have been set out in this report.

Remuneration Committee Report

continued

UK 10-year performance graph

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company only listed in 2021, is not paying dividends, is currently incurring losses as it gains scale; and its focus during the period ended 31 December 2021 was to seek an acquisition. In addition, and as mentioned above, the remuneration of Directors was not linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

UK 10-year CEO table and UK percentage change table

The Company has not employed a CEO in the period therefore the Directors do not currently consider that including such a table would be meaningful. The Directors will review the inclusion of this table for future reports.

Relative importance of spend on pay

The Directors have considered the requirement to present information on the relative importance of spend on pay compared to shareholder dividends paid. Given that the Company does not currently pay dividends we have not considered it necessary to include such information.

UK Directors' shares (audited)

The interests of the Directors who served during the year in the share capital of the Company at 31 December 2021 and at the date of this report has been set out in the Directors' Report on page 9.

Other matters

The Company does not currently have any other annual or long-term incentive schemes in place for any of the Directors and as such there are no disclosures in this respect.

Approved on behalf of the Board of Directors by:

Ms Jean Duvall
Chair of the Remuneration Committee

10 May 2022

Audit Committee Report

Given the size and nature of the Company for the majority of the period the Board did not establish a separate Audit Committee. Since the acquisition of Lyramid on 21 December 2021 an Audit Committee has been constituted. It comprises of two Non-Executive Directors Mark Freeman and Dr. Michael Stein.

The Audit Committee oversees the Company's financial reporting and internal controls and provides a formal reporting link with the external auditors. The ultimate responsibility for reviewing and approving the annual report and financial statements and the half-yearly report remains with the Board.

Main Responsibilities

The Audit Committee acts as a preparatory body for discharging the Board's responsibilities in a wide range of financial matters by:

- monitoring the integrity of the financial statements and formal announcements relating to the Company's financial performance;
- reviewing significant financial reporting issues, accounting policies and disclosures in financial reports, which are considered to be in accordance with the key audit matters identified by the external auditors;
- overseeing that an effective system of internal control and risk management systems are maintained;
- ensuring that an effective whistle-blowing, anti-fraud and bribery procedures are in place;
- overseeing the Board's relationship with the external auditor and, where appropriate, the selection of new external auditors;
- monitoring the statutory audit of the annual financial statements, in particular, its performance, taking into account any findings and conclusions by the competent authority;
- approving non-audit services provided by the external auditor, or any other accounting firm, ensuring the independence and objectivity of the external auditors is safeguarded when appointing them to conduct non-audit services; and
- ensuring compliance with legal requirements, accounting standards and the Listing Rules and the Disclosure and Transparency Rules.

Governance

Good practice suggests that at least one member of the Audit Committee has recent and relevant financial experience. Mark Freeman is a Chartered Accountant and has more than 25 years' experience in corporate finance and the public markets. The Board is satisfied that the Audit Committee has recent and relevant financial experience.

Members of the Audit Committee are appointed by the Board and whilst warrant holders, the Company believes they are considered to be independent in both character and judgement.

The Company's external auditor is Jeffreys Henry Audit Limited and the Audit Committee will closely monitor the level of audit and non-audit services they provide to the Company.

Meetings

For the period to 31 December 2021 the Board has met with the auditors on one occasion.

The key work undertaken by the Audit Committee is as follows:

- interview of external auditors and recommendation to the Board
- review of audit planning and update on relevant accounting developments;

Audit Committee Report

continued

- consideration and approval of the risk management framework, appropriateness of key performance indicators;
- consideration and review of full-year results;
- review of the effectiveness of the Audit Committee;
- review of internal controls; and
- considered whether an internal audit function is required and confirmed it is not necessary given the present size of the Company.

The Audit Committee has primary responsibility for making a recommendation on the appointment, reappointment or removal of the external auditor.

External auditor

The Company's external auditor is Jeffreys Henry Audit Limited. The external auditor has unrestricted access to the Audit Committee Chairman. The Committee is satisfied that Jeffreys Henry Audit Limited has adequate policies and safeguards in place to ensure that auditor objectivity and independence are maintained.

The external auditors report to the Audit Committee annually on their independence from the Company. In accordance with professional standards, the partner responsible for the audit is changed every five years. The current auditor, Jeffreys Henry Audit Limited was first appointed by the Company in 2022, and therefore the current partner is due to rotate off the engagement after completing the audit for the year ended 31 December 2026. Having assessed the performance objectivity and independence of the auditors, the Committee will be recommending the reappointment of Jeffreys Henry Audit Limited as auditors to the Company at the 2022 Annual General Meeting.

Approved on behalf of the Board of Directors by:

Mark Freeman
Chair of the Audit Committee

10 May 2022

Nomination Committee Report

Given the size and nature of the Company for the majority of the period the Board did not establish a separate Nomination Committee. Since the acquisition of Lyramid on 21 December 2021 a Nomination Committee has been constituted. During the period ended 31 December 2021 it comprised of two Non-Executive Directors Dr. Michael Stein and Mark Freeman. On 28 April 2022 Mark Freeman resigned from, and Simon Sinclair was appointed to, the Nomination Committee. The committee considers potential candidates for appointment to the Company's Board who maintain the highest standards of corporate governance and have sufficient time to commit to the role.

Nomination committee evaluation

The nomination committee evaluates the composition, skills, and diversity of the Board and its committees and identifies a requirement for a Board appointment.

Identify suitable candidates

The nomination committee undertakes a review of each candidate and their experience in accordance with the Company's 'director's profile' and suitable candidates are identified.

For the appointment of a Chairman, the Nomination Committee will prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises.

Nomination committee recommendation

Following interviews with a candidate conducted by the Chairman, and other members of the Board, the nomination committee makes a recommendation on a preferred candidate to the Board.

Due diligence

After a candidate has been recommended to the Board by the nomination committee, the company secretary undertakes appropriate background checks on a candidate. The Board of directors meets any candidate recommended by the nomination committee and the candidate is given an opportunity to make a presentation to the Board prior to deciding on their appointment.

Board appointment

The Board formally approves a candidate's appointment to the Board.

Approach to Diversity

The nomination committee believes in the benefits of diversity, including the need for diversity in order to effectively represent shareholders' interests. This diversity is not restricted to gender but also includes geographic location, nationality, skills, age, educational and professional background. The Board's policy remains that selection should be based on the best person for the role.

On behalf of the nomination committee

Dr. Michael Stein
Chair of the Nomination Committee

10 May 2022

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

Opinion

We have audited the financial statements of Roquefort Therapeutics plc (the 'group') for the period ended 31 December 2021 which comprise the statement of comprehensive income, the statements of financial position, the statements of cash flows, the statements of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the Group's financial statements is applicable law and UK adopted International Accounting Standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 December 2021 and of the loss for the period then ended;
- have been properly prepared in accordance with UK adopted international standards; 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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, 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. Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included, as part of our risk assessment, review of the nature of the business of the group, its business model and related risks including where relevant the impact of the COVID-19 pandemic, the requirements of the applicable financial reporting framework and the system of internal control. We evaluated the Directors' assessment of the Group's ability to continue as a going concern, including challenging the underlying data and key assumptions used to make the assessment, and evaluated the Directors' plans for future actions in relation to their going concern assessment.

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 group'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.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

- Valuation of share-based payments transactions

These are explained in more detail below:

Key audit matter	How our audit addressed the key audit matter
Valuation of share-based payments transactions The group provided warrants to non-employee service providers, whereby the external service providers render services and receive rights to acquire shares of the Company at a specified price. These share-based payment transactions are classified by the group as an equity settled share-based payment transactions. The Company valued the warrants, using the Black Scholes model, where inputs such as volatility, dividend yield, risk free rate and adjustments for sub-optimal exercises are factored in to derive the valuation of the warrants. These factors are subjective in nature and require management to make judgements on the estimates to be used in the valuation of the warrants. The accounting for share-based payments is a key audit matter because the expense recognised in the financial statements is material in nature and monetary value, the impact on the profit and loss account for the period. There is a risk that the estimates used in the valuation may be inconsistent with the factors surrounding the business, therefore, the valuation may be materially misstated. There is also a risk that the disclosures in the financial statements are not in accordance with IFRSs.	We undertook the following audit procedures, amongst others: ● Compared the terms and conditions for a sample of the warrants issued during the financial period included in the valuations with appropriate Board minutes and agreements to the service providers. ● Compared the warrants vesting period and exercise price used in the valuations to warrants certificates and agreements. ● Obtained the warrants valuation workings and assessed the reasonableness of selected inputs used in valuation, agreeing the inputs to publicly available information, where possible. ● Assessed attributes, on a sample basis, in respect of the valuation of the warrants. Ascertained whether these attributes were appropriately included in the warrant valuation model, and the expense is recognised over the appropriate vesting period. ● Assessed the reasonableness of the fair value calculation through re-performing the calculation using the Black Scholes model. ● Evaluated the adequacy of disclosures made by the Group in the financial statements in accordance with the requirements of international accounting standards as adopted by the UK. Based on the audit work carried performed, we are satisfied that the assumptions and judgements used in the valuation of the warrants are appropriate, the calculations are free from material misstatement and appropriate disclosures have been made in

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

Key audit matter	How our audit addressed the key audit matter
Intangible assets The Group had capitalised goodwill and acquired licence agreement costs during the period amounting to £1,481,530 at 31 December 2021. This was made up of: acquired licence agreements of £1,199,619 from Cellmid Limited, and goodwill recognised at acquisition of £281,911. The licence costs are to be amortised over a period of 4 years starting from 2022. The Directors have valued the licence and considered if it meets the criteria for capitalisation and whether there are any indicators of impairment. The risk is that the costs may be misstated due to technological advancement and may be rendered obsolete due to internal and external factors.	We have performed the following audit procedures: ● considered whether the cost of acquired licence met the necessary criteria under IAS 38 for the costs to be allowed for capitalisation; ● vouched a sample of the patents per licence agreement to copies of registration, to confirm that they relate to intellectual property and its existence; ● considered whether the management's policy for the fair value of acquisition is reasonable and reviewed whether the costs included in the reconciliation were in line with the management policy; ● confirmed the management's assessment that the amortisation policy is reasonable; and ● reviewed the intangibles for any indication of impairment, and none noted due to the proximity of acquisition and year end. Based on the audit work performed we are satisfied, that although there are inherent uncertainties associated with the forecast and estimation of useful economic life of intangible assets, the directors have made reasonable assumptions about the valuation and useful economic life of intangible assets, based on past experience. We are also satisfied that all necessary disclosures have been made in the financial statements.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

Key audit matter	How our audit addressed the key audit matter
Carrying value of investments in subsidiaries and recoverability of intercompany balances – parent company financial statements only. The Company had investments of £1,015,615 at the year ended 31 December 2021. The Directors have confirmed all additions were correctly calculated and being held at cost. The amounts due from subsidiaries amounts to £132,800. We identified a risk that the investment held within the parent company financial statements in its subsidiary may be impaired. Management's assessment of the recoverable amount of investments in subsidiaries requires estimation and judgement around assumptions used, including the cash flows to be generated from continuing operations. Changes to assumptions could lead to material changes in the estimated recoverable amount, impacting the value of investment in the subsidiary and impairment charges.	We have performed the following audit procedures: ● Reviewed management's plan of future operating cashflows and indicators of impairment; ● obtaining evidence of the commercial and technical feasibility of the capitalised cost under licence agreement; ● Undertook a comparison of the Group's net assets against its market value as indicated by its share price; to look for indicators of impairment; ● Ensured that disclosures of the key judgements and assumptions was appropriately disclosed. Based on the audit work performed, we are satisfied with management's assertion that no impairment exists.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements
Overall materiality	£46,000
How we determined it	5% of Net loss rounded down to the nearest £'000
Rationale for benchmark applied	We believe that net loss is the primary measure used by shareholders in assessing the position and performance of the group at the end of the period. Net loss is generally accepted auditing benchmarks.

We agreed with the Board of Directors that we would report to them misstatements identified during our audit above £2,150 as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group, its accounting processes, its internal controls and the industry in which it operates.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

- the information given in the strategic report and the directors' report for the financial period 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.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the Group, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group financial statements and the directors' remuneration report to be audited 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 set out on pages 10 to 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the Group through discussions with the Directors, and from our commercial knowledge and experience of the biotech sector.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the group, including Companies Act 2006, taxation legislation, data protection, anti-bribery, employment, environmental, health and safety legislation and anti-money laundering regulations.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the group's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 3 of the Group financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims;
- reviewing correspondence with HMRC and the group's legal advisor.

There are inherent limitations in our audit procedures described above. The more removed the laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

Other matters which we are required to address

We were appointed by the Board of Directors on 18 February 2022 to audit the financial statements for the period ending 31 December 2021. Our total uninterrupted period of engagement is 1 period, covering the periods ending 31 December 2021.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to group and we remain independent of the Group in conducting our audit.

Independent Auditors' Report to the Members of Roquefort Therapeutics plc

continued

Our audit opinion is consistent with the additional report to the Board of Directors.

Use of this report

This report is made solely to the Group'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 Group'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 Group and the Group's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sanjay Parmar (Senior Statutory Auditor)
For and on behalf of Jeffreys Henry Audit Limited (Statutory Auditor)

Finsgate
5-7 Cranwood Street
London EC1V 9EE

10 May 2022

Consolidated Statement of Comprehensive Income for Roquefort Therapeutics plc

	Note	Period ended 31 December 2021 £
Revenue	7	719
Other income		130
Cost of goods		(10,069)
Administrative expenses	8	(252,392)
Costs associated with the IPO		(182,053)
Share based payments to directors and senior managers		(248,326)
Costs associated with the acquisition of Lyramid		(224,744)
Research and development expenditure		(698)
Operating loss		(917,433)
Finance income		–
Loss before taxation		(917,433)
Taxation	9	–
Loss for the period		(917,433)
Foreign exchange loss		–
Total comprehensive loss for the period attributable to equity holders of the parent		(917,433)
Loss per share (basic and diluted) attributable to the equity holders (pence)	10	(3.71)

The notes to the financial statements form an integral part of these financial statements.

Consolidated Statement of Financial Position for Roquefort Therapeutics plc

	Note	As at 31 December 2021 £	£
Assets			
Non-current assets			
Intangible assets	11		1,481,530
Current assets			
Trade and other receivables	13	2,178,783	
Cash and cash equivalents	14	899,721	
Total current assets			3,078,504
Total assets			4,560,034
Equity and liabilities			
Equity attributable to shareholders			
Share capital	17	719,000	
Share premium	17	3,910,595	
Share based payments reserve	18	366,708	
Retained deficit		(914,321)	
Currency translation reserve		624	
Total equity			4,082,606
Liabilities			
Non-current liabilities			
Deferred tax liabilities	16	281,911	
Current liabilities			
Trade and other payables	15	195,517	
Total liabilities			477,428
Total equity and liabilities			4,560,034

The notes to the financial statements form an integral part of these financial statements.

This report was approved by the board and authorised for issue on 10 May 2022 and signed on its behalf by:

Stephen West
Executive Chairman

Company Registration Number: 12819145

Statement of Financial Position for Roquefort Therapeutics plc

	Note	As at 31 December 2021 £	£
Assets			
Non-current assets			
Investments	12	1,015,695	
Intercompany receivables		132,800	
Total non-current assets			1,148,495
Current assets			
Trade and other receivables	13	2,136,224	
Cash and cash equivalents	14	857,614	
Total current assets			2,993,838
Total assets			4,142,333
Equity and liabilities			
Equity attributable to shareholders			
Share capital	17	719,000	
Share premium	17	3,910,595	
Share based payments reserve	18	366,708	
Retained deficit		(981,620)	
Total equity			4,014,683
Liabilities			
Current liabilities			
Trade and other payables	15	127,650	
Total liabilities			127,650
Total equity and liabilities			4,142,333

The notes to the financial statements form an integral part of these financial statements.

This report was approved by the board and authorised for issue on 10 May 2022 and signed on its behalf by:

Stephen West
Executive Chairman

Company Registration Number: 12819145

Consolidated Statement of Changes in Equity for Roquefort Therapeutics plc

	Ordinary Share capital £	Share Premium £	Share Based Payment Reserve £	Retained earnings £	Translation Reserve £	Total equity £
On Incorporation	–	–	–	3,112	–	3,112
Profit/ (Loss) for the period	–	–	–	(917,433)	624	(916,809)
Total comprehensive profit / (loss) for the period	–	–	–	(914,321)	624	(913,697)
Transactions with owners						
Ordinary Shares issued	719,000	4,070,000	–	–	–	4,789,000
Share issue costs	–	(159,405)	–	–	–	(159,405)
Warrants issued	–	–	366,708	–	–	366,708
Total transactions with owners	719,000	3,910,595	366,708	(914,321)	624	4,082,606
As at 31 December 2021	**719,000**	**3,910,595**	**366,708**	**(914,321)**	**624**	**4,082,606**

Share capital comprises the ordinary issued share capital of the Company.

Share premium represents consideration less nominal value of issued shares and costs directly attributable to the issue of new shares.

Share based payments represents the value of equity settled share-based payments provided to employees, including key management personnel, and third parties for services provided.

Retained deficit represents the cumulative retained losses of the Company at the reporting date.

Translation reserve represents the exchange difference arising on the consolidation of foreign subsidiaries.

The notes to the financial statements form an integral part of these financial statements.

Statement of Changes in Equity for Roquefort Therapeutics plc

	Ordinary Share capital £	Share Premium £	Share Based Payment Reserves £	Retained earnings £	Total equity £
On Incorporation	–	–	–	–	–
Loss for the period	–	–	–	(981,620)	(981,620)
Total comprehensive loss for the period	–	–	–	(981,620)	(981,620)
Transactions with owners					
Ordinary Shares issued	719,000	4,070,000	–	–	4,789,000
Share issue costs	–	(159,405)	–	–	(159,405)
Warrants issued	–	–	366,708	–	366,708
Total transactions with owners	719,000	3,910,595	366,708	(981,620)	4,014,683
As at 31 December 2021	**719,000**	**3,910,595**	**366,708**	**(981,620)**	**4,014,683**

The notes to the financial statements form an integral part of these financial statements.

Consolidated Statement of Cash Flow for Roquefort Therapeutics plc

	Note	Period ended 31 December 2021 £
Cash flow from operating activities		
Loss before income tax		(996,068)
Adjustments for:		
Foreign Exchange		765
Non-cash adjustment		(2,602)
Share based payment	18	366,708
Changes in working capital:		
Increase in trade and other receivables		(2,130,636)
Increase in trade and other payables		129,525
Decrease in Inventory		9,273
Net cash used in operating activities		(2,623,035)
Cash flow from Investing activities		
Acquisition of subsidiary, net of cash acquired		(1,106,225)
Cash flows from financing activities		
Proceeds from the issue of ordinary shares	17	4,789,000
Share issue costs	17	(159,405)
Net Cash used in financing activities		4,669,502
Net increase in cash and cash equivalents		900,335
Cash and cash equivalents at the beginning of the period		–
Foreign exchange impact on cash		(614)
Cash and cash equivalents at the end of the period	14	899,721

A net debt reconciliation has not been included as the Company had no debt during the year.

The notes to the financial statements form an integral part of these financial statements.

Notes to the Accounts

For the year ended 31 December 2021

1. General Information

Roquefort Therapeutics plc, the Group's ultimate parent company, was incorporated on 17 August 2020 as a public company in England and Wales with company number 12819145 under the Companies Act.

The address of its registered office is Eccleston Yards, 25 Eccleston Place, London SW1W 9NF, United Kingdom.

The principal activity of the Company is to pursue opportunities to acquire biotechnology businesses that are focused on early stage opportunities in the medical biotechnology sector to include (but not limited to):

- Drug and vaccine development;
- Diagnostics;
- Immuno-therapy; and
- Cell and gene therapies.

The Company listed on the London Stock Exchange ("LSE") on 22 March 2021.

The consolidated financial statements of the Group have been prepared in accordance with UK adopted International Accounting Standards as issued by the UK Accounting Standards Board (ASB). They have been prepared under the assumption that the Group operates on a going concern basis.

2. New Standards and Interpretations

No new standards, amendments or interpretations, effective for the first time for the period beginning on or after 17 August 2020 have had a material impact on the Group.

Standards, amendments and interpretations that are not yet effective and have not been early adopted are as follows:

Standard	Impact on initial application	Effective date
IFRS 3	Reference to Conceptual Framework	1 January 2022
IAS 37	Onerous contracts	1 January 2022
IAS 16	Proceeds before intended use	1 January 2022
Annual improvements	2018-2020 Cycle	1 January 2023
IFRS 17	Insurance contracts	1 January 2023
IAS 8	Accounting estimates	1 January 2023
IAS 1	Classification of Liabilities as Current or Non-Current	1 January 2023

The Directors are evaluating the impact of the new and amended standards above. The Directors believe that these new and amended standards are not expected to have a material impact on the financial statements of the Group.

3. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the period presented, unless otherwise stated.

a) Basis of Preparation

The financial statements of Roquefort Therapeutics plc have been prepared in accordance with UK adopted International Accounting Standards and the Companies Act 2006.

The financial statements have been prepared on an accrual basis and under the historical cost convention.

b) Going Concern

The preparation of the financial statements requires an assessment on the validity of the going concern assumption.

Notes to the Accounts

continued

The Directors, having made due and careful enquiry, are of the opinion that the Company and the newly formed Group have, as a result of the successful Reverse Takeover (RTO) and significant funds raised, adequate working capital to execute its operations over the next 12 months. As a result, the Directors have adopted the going concern basis of accounting in the preparation of the annual financial statements.

Furthermore, the Directors acknowledge that COVID-19 has had, and will continue to have, a significant adverse impact on the global economy. The Directors do not believe that COVID-19's impact on the global economy gives rise to a material uncertainty in respect of the Company's going concern status due to the Company not being dependent on future financing being obtained in the going concern period.

c) Basis of Consolidation

The Group's financial statements consolidate those of the parent company and its subsidiary as of 31 December 2021. Its subsidiary has a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of its subsidiary have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

d) Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

e) Foreign Currency Translation

i) Functional and Presentation Currency

The financial statements are presented in Pounds Sterling (GBP), which is the Company's functional and presentation currency. IAS 21 The Effects of Changes in Foreign Exchange Rates requires that assets and liabilities be translated using the exchange rate at period end, and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (i.e. the average rate for the period). The foreign exchange differences on translation is recognised in other comprehensive income (loss).

ii) Transactions and Balances

Transactions denominated in a foreign currency are translated into the functional currency at the exchange rate at the date of the transaction. Assets and liabilities in foreign currencies are translated to the functional currency at rates of exchange ruling at balance date. Gains or losses arising from settlement of transactions and from translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement for the period.

iii) Foreign operations

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than GBP are translated into GBP upon consolidation. The functional currencies of entities within the Group have remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into GBP at the closing rate of 0.5371 at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into GBP at the closing rate on the acquisition date of 0.5387.

Income and expenses have been translated into GBP at the average rate of 0.5461 over the reporting period. Exchange differences are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation, the related cumulative translation differences recognised in equity are reclassified to profit or loss and are recognised as part of the gain or loss on disposal.

f) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive Board of Directors.

All operations and information are reviewed together so that at present there is only one reportable operating segment.

In the opinion of the Directors, during the period the Group operated in the single business segment of biotechnology.

g) Goodwill and Intangible assets

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Refer to Note (h) for a description of impairment testing procedures.

Other intangible assets, including customer relationships, licences, patents and trademarks, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Refer to Note (h) for amortisation procedures.

h) Impairment testing of goodwill, other intangible assets and property, plant and equipment

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of a related business combination and represent the lowest level within the Group at which management monitors goodwill.

Cash-generating units to which goodwill has been allocated (determined by the Group's management as equivalent to its operating segments) are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

The estimated useful lives for current and comparative periods are as follows:

- licences, patents and trademarks: 1-5 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

i) Financial Instruments
IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

i) Classification
The Company classifies its financial assets in the following measurement categories:

- those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company classifies financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payment of principal and interest.

ii) Recognition
Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Company commits to purchase or sell the asset). Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

iii) Measurement
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments
Amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

iv) Impairment
The Company assesses, on a forward looking basis, the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

j) Financial Liabilities
The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

k) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials and direct labour with any variable and fixed overheads expensed is a period cost. Costs of purchased inventory are determined after deducting rebates and realisable value as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated cost necessary to make the sale.

l) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability, a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the entity has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

m) Taxation

Taxation comprises current and deferred tax.

Current tax is based on taxable profit or loss for the period. Taxable profit or loss differs from profit or loss as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The asset or 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 information 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 initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and demand deposits with banks and other financial institutions, that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value.

o) Equity, reserves and dividend payments

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

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Translation reserve comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into GBP.

Retained losses includes all current period results as disclosed in the income statement and share-based employee remuneration.

All transactions with owners of the parent are recorded separately within equity.

No dividends are proposed for the period.

p) Earnings per Ordinary Share

The Company presents basic and diluted earnings per share data for its Ordinary Shares.

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

Diluted earnings per Ordinary Share is calculated by adjusting the earnings and number of Ordinary Shares for the effects of dilutive potential Ordinary Shares.

q) Employee benefits

For the period the Group's only employees due benefits were within its subsidiary, Lyramid.

Provision is made for Lyramid's liability for employee benefits arising from services rendered by employees up to the end of the reporting period. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements.

Short term obligations

Liability for wages and salaries, including non-monetary benefits, annual leave, long service leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefit obligations

Liability for annual leave and long service leave not expected to be settled within 12 months from the reporting date is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date, using the projected unit credit method. Consideration is given to expected future wage and salary levels, of employee departures and period of service.

Retirement benefit obligations
Contributions for retirement benefit obligations are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available. Contributions are paid into the fund nominated by the employee.

Employee benefits provision
The liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

r) Share-based payments
The Company has applied the requirements of IFRS 2 Share-based payments.

The Company issues equity settled share based payments to the directors and to third parties for the provision of services provided for assistance in raising private equity. Equity settled share based payments are measured at fair value at the date of grant, or the date of the service provided. The fair value determined at the grant date or service date of the equity settled share based payment is recognised as an expense, or recognised against share premium where the service received relates assistance in raising equity, with a corresponding credit to the share base payment reserve. The fair value determined at the grant date of equity settled share based payment is expensed on a straight line basis over the life of the vesting period, based on the company's estimate of shares that will eventually vest. Once an option or warrant vests, no further adjustment is made to the aggregate expensed.

The fair value is measured by use of the Black Scholes model as the Directors view this as providing the most reliable measure of valuation. The expected life used in the model has been adjusted, based on management's best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations. The market price used in the model is the quoted LSE closing price immediately preceding the calculation date. The fair value calculated is inherently subjective and uncertain due to the assumptions made and the limitation of the calculation used.

s) Financial Risk Management Objectives and Policies
The Company does not enter into any forward exchange rate contracts.

The main financial risks arising from the Company's activities are market risk, interest rate risk, foreign exchange risk, credit risk, liquidity risk and capital risk management. Further details on the risk disclosures can be found in Note 19.

t) Significant accounting judgements, estimates and assumptions
The preparation of the financial statements in conformity with International Financial Reporting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

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. The Directors consider the significant accounting judgements, estimates and assumptions used within the financial statements to be:

Impairment of non-financial assets and goodwill
In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. In the period the Directors consider the significant accounting judgements, estimates and assumptions used within the financial statements to be:

Business combinations
Management uses valuation techniques when determining the fair values of certain assets and liabilities acquired in a business combination (see Note (d)). In particular, the fair value of contingent consideration is dependent on the outcome of many variables including the acquirees' future profitability (see Note 4).

Share Based Payments
In the period to 31 December 2021 35,875,000 warrants were granted. When accounting for the share based payment expense in respect of those warrants granted, Management must calculate the fair value of the share warrants issued. Management have done so using the Black Scholes model, however, a number of the inputs in this model are subjective and thus management must make estimates.

4. Acquisition of Lyramid Pty Limited

On 21 December 2021, Roquefort Therapeutics made its first acquisition. It acquired 100% of the equity instruments of Lyramid Pty Limited, an Australian based business, thereby obtaining control. The acquisition was made in line with the Company's stated strategic objective to pursue investments in the global biotechnology sector.

The details of the business combination as follows:

Fair value of consideration transferred	**£**
Amount settled in cash	1,148,495
Loans assigned at acquisition	(132,800)
Fair value of contingent consideration	–
Total	1,015,695
Recognised amounts of identifiable net assets at book values	
Inventories	9,273
Trade and other receivables	42,674
Cash and cash equivalents	42,270
Total current assets	94,217
Borrowings	212,065
Deferred tax liabilities	281,911
Total non-current liabilities	493,976
Provisions	
Other liabilities	28,195
Trade and other payables	37,881
Total current liabilities	66,076
Identifiable net liabilities	465,835
Intangible asset at fair value	1,481,530
Consideration transferred settled in cash	648,496
Cash and cash equivalents acquired	42,270
Net cash outflow on acquisition	606,226
Acquisition costs charged to expenses	224,744

Consideration transferred
The acquisition of Lyramid was settled for a consideration of £1,148,495; £648,495 being payable in cash and £500,000 payable in shares. On acquisition, loans of £132,800 were assigned from the previous owner.

The purchase agreement included an additional contingent deferred consideration to the Seller to be satisfied in the form of Ordinary Shares as follows:

(a) if prior to fifth anniversary of Admission (on 21 December 2021), the Company's market capitalisation exceeds £25,000,000 for a period of 5 or more consecutive trading days the Company shall issue to the Seller (or its nominee) 5,000,000 Ordinary Shares; and

(b) if prior to fifth anniversary of Admission (on 21 December 2021) the Company's market capitalisation exceeds £50,000,000 for a period of 5 or more consecutive trading days the Company shall issue to the Seller (or its nominee) a further 5,000,000 Ordinary Shares.

Acquisition-related costs amounting to £224,744 are not included as part of consideration transferred and have been recognised as an expense in the consolidated statement of profit or loss, as part of other expenses.

Identifiable net assets
The fair value of the trade and other receivables acquired as part of the business combination amounted to £42,674. As of the acquisition date, the Group's best estimate of the contractual cash flow not expected to be collected amounted to zero.

Lyramid's contribution to the Group results
Lyramid incurred a loss of £14,449, for the eleven days from 21 December 2021 to the reporting date. Revenue for this period was £719.

If Lyramid had been acquired on 17 August 2020, revenue of the Group for the period would have been £23,857, and loss for the period would have increased by £193,881.

5. Investments in subsidiaries

The parent company has investments in the following subsidiary undertakings which are unlisted:

Name	Country of incorporation	Holding	Proportion of voting rights	Principal activity
Lyramid Pty Limited	Australia	Ordinary shares	100%	Biotechnology research company

6. Directors' and Employees' Remuneration

Directors' Remuneration

	Period ended 31 December 2021 £
Fees to non-executive directors	47,301
Bonus	10,000
Share based payment charge	178,053
	235,354

Further information about the remuneration of individual directors are provided in the Directors' Remuneration Report.

Remuneration of Key Management Personnel

	Period ended 31 December 2021 £
Salaries and short-term employee benefits	1,899
Long term benefits	221
Post-employment benefits	186
Share based payment charge	62,464
	64,770

Notes to the Accounts

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Average number of employees during the year (including Directors full time equivalent)

	Period ended 31 December 2021
Continuing operations	1

Stephen West is the sole employee of the Company, and the Company has had no other employees in the period.

Lyramid's sole employee is Graham Robertson.

7. Revenue

Revenue in the period was £719 and was in the Group's only business segment of biotechnology.

8. Operating Loss

The following items have been charged/(credited) to the income statement in arriving at the Group's operating loss from continuing operations:

	Period ended 31 December 2021 £
Other operating costs	
Costs associated with the IPO	182,053
Directors' and employee costs	59,607
Share based payments to directors and senior management	248,326
Costs associated with the acquisition of Lyramid	224,744
Legal fees	31,165
Consulting and professional fees	125,807
Other expenditure	35,818
	907,515

During the year the Group obtained the following services from its auditor:

	Period ended 31 December 2021 £
Audit Services	
Statutory audit – Group and Company	22,000
	22,000

9. Taxation

	Period ended 31 December 2021 £
Current tax	–
Deferred tax	–
Income tax expense	–

Notes to the Accounts

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Income tax can be reconciled to the loss in the statement of comprehensive income as follows:

	Period ended 31 December 2021 £
Loss before taxation	(917,433)
Tax at the UK Corporation rate of 19%	174,312
Effect of overseas tax rates	867
Expenditure disallowable for taxation	–
Tax losses on which no deferred tax asset has been recognised	(175,179)
Total tax (charge)/credit	–
UK	–
Overseas	–
Total tax (charge)/credit	–

The Group has accumulated tax losses of approximately £917,000 that are available, under current legislation, to be carried forward indefinitely against future profits.

A deferred tax asset has not been recognised in respect of these losses due to the uncertainty of future profits. The amount of the deferred tax asset not recognised is approximately £175,000.

On 11 March 2020 it was announced (and substantively enacted on 17 March 2020) that the UK corporation tax rate would remain at 19% and not reduce to 17% (the previously enacted rate) from 1 April 2020. On 3 March 2021, the Chancellor announced that the corporation tax rate will be increasing to 25% from 1 April 2023.

10. Earnings per share

	Period ended 31 December 2021 £
Loss attributable to equity shareholders	(917,433)
Weighted average number of ordinary shares	24,701,793
Loss per share in pence	
Basic	(3.71)
Diluted	(3.71)

There is no difference between the basic and diluted earnings per share as the effect would be to decrease earnings per share.

As at the end of the financial period there were 34,375,000 warrants in issue, which could potentially have an anti-dilutive impact depending on the results of the Company.

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11. Intangible Assets

	£
Cost	
At 17 August 2020	–
Goodwill	281,911
Licences	1,199,619
At 31 December 2021	1,481,530
Amortisation	
At 17 August 2021	–
Impairment Charge	–
At 31 December 2021	–
Carrying value	
At 17 August 2020	–
At 31 December 2021	1,481,530

The Directors have concluded that there has been no material impairment of the goodwill associated with the acquisition of Lyramid Pty Limited at 31 December 2021. The Goodwill represents the deferred tax value of the licence agreement and patents held by Lyramid.

12. Investments

The Group had no investments at 31 December 2021, or 17 August 2020.

Company	Shares in subsidiary undertakings £
Cost at 17 August 2020	–
Additions	1,015,695
Cost at 31 December 2021	1,015,695
Impairment	
At 17 August 2021	–
Charge for the period	–
At 31 December 2021	–
Net book value at 17 August 2020	–
Net book value at 31 December 2021	1,015,695

In the period the Company acquired 100% of the issued shares of Lyramid Pty Limited. The net book value of shares in subsidiary undertakings is subject to commercial and management review, as well as review for indicators of impairment at least once a year. This is to confirm the carrying amount of the investment in the financial statements does not exceed the estimated recoverable amount of the investment. When this is no longer the case, the costs are written off through the statement of profit or loss and other comprehensive income. The Directors have concluded that there has been no material impairment to the investment in Lyramid Pty Limited at 31 December 2021.

Notes to the Accounts

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13. Trade and other receivables

	Group 31 December 2021 £	Company 31 December 2021 £
Trade receivables	17,825	–
Other receivables	2,135,031	2,130,875
Prepayments and accrued income	25,927	5,349
	2,178,783	2,136,224

There are no material differences between the fair value of trade and other receivables and their carrying value at the year end.

The other receivables balance primarily relates to shares issued in December 2021 as part of the RTO to acquire Lyramid. These monies were collected in full in January 2022.

No receivables were past due or impaired at the year end.

14. Cash and cash equivalents

	Group 31 December 2021 £	Company 31 December 2021 £
Cash at bank and in hand	899,271	857,614

The Directors consider the carrying amount of cash and cash equivalents approximates to their fair value.

15. Trade and other payables

	Group 31 December 2021 £	Company 31 December 2021 £
Trade creditors	40,718	962
Accruals and other creditors	154,799	126,688
	195,517	127,650

16. Deferred tax assets and liabilities

	Group Period ended 31 December 2021 £	Company Period ended 31 December 2021 £
At 17 August 2020	–	–
Recognised in business combination	281,911	–
At 31 December 2021	281,911	–

See note 4 – Acquisition of Lyramid Pty Limited.

Notes to the Accounts

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17. Share capital

Group and Company	Ordinary Shares No.	Share Capital £	Share Premium £	Total £
Issue of ordinary shares on incorporation[1]	5,000,000	50,000	–	50,000
Issue of ordinary shares[2]	7,400,000	74,000	–	74,000
Issue of ordinary shares[3]	20,000,000	200,000	800,000	1,000,000
Exercise of broker warrants[4]	1,500,000	15,000	–	15,000
Issue of ordinary shares[5]	3,000,000	30,000	120,000	150,000
Issue of ordinary shares[6]	30,000,000	300,000	2,700,000	3,000,000
Issue of ordinary shares[7]	5,000,000	50,000	450,000	500,000
Share issue costs	–	–	(159,405)	(159,405)
At 31 December 2021	71,900,000	719,000	3,910,595	4,629,595

[1] On incorporation on 17 August 2020, the Company issued 5,000,000 ordinary shares of £0.01 at their nominal value of £0.01.
[2] On 20 November 2020, the Company issued 7,400,000 ordinary shares at their nominal value of £0.01.
[3] On admission to the Standard List of the LSE on 22 March 2021, 20,000,000 shares were issued at a placing price of £0.05.
[4] On 19 April 2021 1,500,000 brokers warrants were exercised at the exercise price if £0.01 resulting in the issue of 1,500,000 ordinary shares.
[5] On 18 August 2021, the Company issued 3,000,000 ordinary shares of £0.01 at an issue price of £0.05.
[6] On 21 December 2021, the Company issued 30,000,000 ordinary shares of £0.01 at an issue price of £0.10.
[7] On 21 December 2021, the Company issued 5,000,000 ordinary shares of £0.01 at an issue price of £0.10.

18. Share Based Payment Reserves

	Total £
Directors warrants issued[1]	6,833
Broker seed warrants issued[2]	60,002
Broker placing warrants issued[3]	8,076
Completion warrants issued[4]	100,947
Senior management warrants issued[5]	140,544
Optiva warrants issued[6]	44,417
Orana warrants issued[7]	5,889
At 31 December 2021	366,708

[1] On admission to LSE on 22 March 2021 750,000 directors' warrants were issued that entitle the warrant holder to subscribe for one Ordinary Share at £0.05 per ordinary share and a further 750,000 directors warrants were issued that entitle the warrant holder to subscribe for one ordinary share at £0.10 per ordinary share.
[2] On admission to LSE on 22 March 2021 1,500,000 brokers warrants were issued that entitle the warrant holder to subscribe for one Ordinary Share at £0.01 per ordinary share.
[3] On admission to LSE on 22 March 2021, 480,000 Broker Placing Warrants were issued that entitle the warrant holder to subscribe for one ordinary share at the placing price of £0.05 per ordinary share.
[4] On readmission to LSE on 21 December 2021, 3,000,000 Completion Warrants were issued that entitle, Stephen West (the warrant holder) to subscribe for one ordinary share at £0.10 per ordinary share.
[5] On readmission to LSE on 21 December 2021, 4,500,000 Senior Management Warrants were issued that entitle the warrant holder to subscribe for one ordinary share at £0.15 per ordinary share.
[6] On readmission to LSE on 21 December 2021, 1,320,000 Optiva Warrants were issued that entitle the warrant holder to subscribe for one ordinary share at £0.10 per ordinary share.
[7] On readmission to LSE on 21 December 2021, 175,000 Orana Warrants were issued that entitle the warrant holder to subscribe for one ordinary share at £0.10 per ordinary share.

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The fair value of the services received in return for the warrants granted are measured by reference to the fair value of the warrants granted. The estimate of the fair value of the warrants granted is measured based on the Black-Scholes valuations model. Measurement inputs and assumptions are as follows:

Warrant	Number of warrants	Share Price	Exercise Price	Expected volatility	Expected life	Risk free rate	Expected dividends
Director	750,000	£0.05	£0.05	50.00%	5	15.00%	0.00%
Director	750,000	£0.05	£0.10	50.00%	5	15.00%	0.00%
Broker	1,500,000	£0.05	£0.01	50.00%	0.08	15.00%	0.00%
Broker Placing	480,000	£0.05	£0.05	50.00%	3	15.00%	0.00%
Completion	3,000,000	£0.10	£0.10	50.00%	3	15.00%	0.00%
Senior Management	4,500,000	£0.10	£0.15	50.00%	5	15.00%	0.00%
Optiva	1,320,000	£0.10	£0.10	50.00%	3	15.00%	0.00%
Orana	175,000	£0.10	£0.10	50.00%	3	15.00%	0.00%

Warrants	Number of Warrants	Exercise Price	Expiry date
On incorporation	–	–	–
Issued on 25 November 2020[1]	5,000,000	£0.10	22 March 2026
Issued on 25 November 2020[1]	7,000,000	£0.10	22 March 2026
Issued on 17 March 2021	1,500,000	£0.01	20 April 2021
Issued on 17 March 2021	480,000	£0.05	22 March 2024
Issued on 17 March 2021[1]	750,000	£0.05	22 March 2026
Issued on 17 March 2021[1]	750,000	£0.10	22 March 2026
Issued on 17 March 2021	10,000,000	£0.10	21 March 2023
Exercised on 19 April 2021	(1,500,000)	£0.01	20 April 2021
Issued on 18 August 2021	1,500,000	£0.10	22 March 2023
Issued on 13 October 2021	3,000,000	£0.10	21 December 2024
Issued on 13 October 2021	4,500,000	£0.15	21 December 2026
Issued on 13 October 2021	1,320,000	£0.10	21 December 2024
Issued on 13 October 2021	175,000	£0.10	21 December 2024
At 31 December 2021	34,375,000	£0.105	

[1] The warrants vest on 21 March 2022, being 12 months from date of admission.

The weighted average time to expiry of the warrants as at 31 December 2021 is 3.05 years.

19. Financial Instruments and Risk Management

Capital Risk Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders. The overall strategy of the Group is to minimise costs and liquidity risk.

The capital structure of the Group consists of equity attributable to equity holders of the Group, comprising issued share capital, reserves and retained earnings as disclosed in the Statement of Changes of Equity.

The Group is exposed to a number of risks through its normal operations, the most significant of which are interest, credit, foreign exchange, commodity and liquidity risks. The management of these risks is vested to the Board of Directors.

The sensitivity has been prepared assuming the liability outstanding was outstanding for the whole period. In all cases presented, a negative number in profit and loss represents an increase in finance expense / decrease in interest income.

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Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers. Indicators that there is no reasonable expectation of recovery include, amongst others, failure to make contractual payments for a period of greater than 120 days past due.

The carrying amount of financial assets represents the maximum credit exposure.

The principal financial assets of the Group are bank balances. The Group deposits surplus liquid funds with counterparty banks that have high credit ratings and the Directors consider the credit risk to be minimal.

The Group's maximum exposure to credit by class of individual financial instrument is shown in the table below:

	Carrying value at 31 December 2021 £	Maximum exposure at 31 December 2021 £
Trade receivables	17,825	17,825
Other receivables	2,160,958	2,160,958
Cash and cash equivalents	899,721	899,721
	3,078,504	3,078,504

Currency Risk

The Group operates in a global market with income and costs possibly arising in a number of currencies and is exposed to foreign currency risk arising from commercial transactions, translation of assets and liabilities and net investment in foreign subsidiaries. Exposure to commercial transactions arise from sales or purchases by operating companies in currencies other than the Group's functional currency. Currency exposures are reviewed regularly.

The Group has a limited level of exposure to foreign exchange risk through their foreign currency denominated cash balances and a portion of the Group's costs being incurred in Australian Dollars. Accordingly, movements in the Sterling exchange rate against these currencies could have a detrimental effect on the Group's results and financial condition.

Currency risk is managed by maintaining some cash deposits in currencies other than Sterling.

The table below shows the currency profiles of cash and cash equivalents:

Cash and cash equivalents	At 31 December 2021 £
Sterling	857,614
Australian Dollars	42,107
	899,721

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group seeks to manage liquidity risk by regularly reviewing cash flow budgets and forecasts to ensure that sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Group deems there is sufficient liquidity for the foreseeable future.

Notes to the Accounts

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The Group had cash and cash equivalents at period end as below:

	At 31 December 2021 £
Cash and cash equivalents	899,721
	899,721

Interest Rate Risk

The Group is exposed to interest rate risk whereby the risk can be a reduction of interest received on cash surpluses held and an increase in interest on borrowings the Group may have. The maximum exposure to interest rate risk at the reporting date by class of financial asset was:

	At 31 December 2021 £
Bank balances	899,721
	899,721

Given the extremely low interest rate environment on bank balances, any probable movement in interest rates would have an immaterial effect.

20. Financial assets and financial liabilities

Group **31 December 2021** **Financial assets/liabilities**	**Financial Assets At amortised Cost £**	**Financial Liabilities At amortised Cost £**	**Total £**
Trade and other receivables	2,178,783	–	2,178,783
Cash and cash equivalents	899,721	–	899,721
Trade and other payables	–	(195,517)	(195,517)
	3,078,504	(195,517)	2,882,987

Company **31 December 2021** **Financial assets/liabilities**	**Financial Assets At amortised Cost £**	**Financial Liabilities At amortised Cost £**	**Total £**
Trade and other receivables	2,136,224	–	2,136,224
Cash and cash equivalents	857,614	–	857,614
Trade and other payables	–	(127,650)	(127,650)
	2,993,838	(127,650)	2,866,188

21. Capital Commitments

There were no capital commitments at 31 December 2021.

22. Contingent Liabilities

There were no contingent liabilities at 31 December 2021.

Notes to the Accounts

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23. Operating lease commitments

There were no operating lease commitments at 31 December 2021.

24. Related party transactions

On incorporation, the Company issued 2,500,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £25,000 to Stephen West, a Director and 2,500,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £25,000 to Glenn Whiddon, a Director.

On 20 November 2020, the Company issued 500,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £5,000 to Cresthaven Investments Pty Ltd ATF The Bellini Trust (an entity associated with Stephen West, a Director); 3,500,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £35,000 to 6466 Investments Pty Ltd (an entity associated with Glenn Whiddon, a Director); 3,000,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £30,000 to Mark Rollins, a Director; and 400,000 Ordinary Shares of £0.01 at £0.01 per Ordinary Share for cash consideration of £4,000 to Orana Corporate LLP, an entity which has a service agreement with the Company for the provision of accounting and company secretarial services. All of these shares are paid up.

On admission to the Standard List of the LSE on 22 March 2021, the Company issued 700,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £70,000 to Nautical Holdings Pty Limited (an entity associated with Glenn Whiddon, a Director); 600,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £60,000 to 6466 Investments Pty Limited (an entity associated with Glenn Whiddon, a Director); 700,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £70,000 to Getmeoutofhere Pty Limited (an entity associated with Glenn Whiddon, a Director); 1,000,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £100,000 to Cresthaven Investments Pty Ltd ATF The Bellini Trust (an entity associated with Stephen West, a Director); and 1,000,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £100,000 to Mark Rollins a Director;

On 21 December 2021, the Company issued 399,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £39,900 to Cresthaven Investments Pty Ltd ATF The Bellini Trust (an entity associated with Stephen West, a Director) and 1,000 Ordinary Shares of £0.01 at £0.10 per Ordinary Share for cash consideration of £100 to Stephen West, a Director.

Orana Corporate LLP has a service agreement with the Company for the provision of accounting and company secretarial services. In the period Orana Corporate LLP received £6,930 for these services from the Company. A further £24,000 was received for advisory work in connection with the Company's initial listing on the LSE. A further £30,000 was received for the Placing and subsequent relisting of the Company.

In the period the Company made a loan of £80,000 to its subsidiary Lyramid. This loan has been impaired and a provision has been made against it at the year end.

25. Post reporting date events

No adjusting or significant non-adjusting events have occurred between the 31 December reporting date and the date of authorisation.

26. Ultimate controlling party

As at 31 December 2021, there was no ultimate controlling party of the Company.

Roquefort Therapeutics plc

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