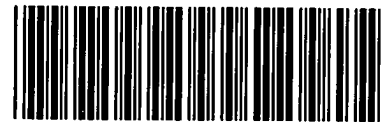


Company registration number 09621151 (England and Wales)

**QUANTUM FINANCIAL HOLDINGS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2024**

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QUANTUM FINANCIAL HOLDINGS LIMITED

COMPANY INFORMATION

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|                   |                                                         |
|-------------------|---------------------------------------------------------|
| Directors         | Mr F Woodrow<br>Mr G Smith<br>Mr S Strauss              |
| Secretary         | Cosec Services Limited                                  |
| Company number    | 09621151                                                |
| Registered office | 15 Belgrave Square<br>London<br>SW1X 8PS                |
| Auditor           | Gerald Edelman LLP<br>73 Cornhill<br>London<br>EC3V 3QQ |
| Business address  | 15 Belgrave Square<br>London<br>SW1X 8PS                |

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# QUANTUM FINANCIAL HOLDINGS LIMITED

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# QUANTUM FINANCIAL HOLDINGS LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 31 MARCH 2024

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The directors present their strategic report for the year ended 31 March 2024.

#### **Fair Review of the Business**

The ongoing results of this investment is noticeable from further significant client wins to positive client feedback.

As we move further from the post-pandemic environment, we continue to take advantage of new working practices and behaviours — which have changed both personal and professional work routines for many people — to continue to capitalise on these changing behaviours and working conditions to create a strong, positive culture within the Group. We continue to increase our social media activity across all active subsidiaries and have seen positive growth in our visibility across these channels. The active development of our presence in this area will help to reinforce brand awareness generally, and we expect this important area to continue to increase our reach, enabling us to engage with ever-larger potential customer groups as we move forward.

This has helped to deliver both an increase in clients and revenues across the board as we build upon the significant investment we have made, creating a platform and foundations that will continue to deliver growth across the various businesses.

#### ***Volopa:***

The company continues to focus on its B2B solution together with an ever-evolving full product roadmap aimed at delivering a best-in-class corporate solution, encompassing easy integration to corporate financial systems and making use of open banking features, to provide and enhance client experience.

This vision, and the continued delivery of key roadmap items, has generated significant client interest, resulting in a continually upgraded business expense management tool. While our target market remains with SMEs, our solution is entirely scalable, and we have already seen this deployed into much larger organisations, with strong positive feedback highlighting that we are delivering features that our clients need and that other major banking organisations are unable to deliver.

Our Product, Sales and Marketing teams are coordinating well along with our Software Development team to drive product delivery, brand awareness through various marketing initiatives and, subsequently, increased sales. We continue to see month-on-month positive and sustainable client growth, which allows us to look forward to another productive and successful year ahead.

For the first time, the company invested in a stand at the British Business Show held at ExCeL London . We launched an online and offline marketing program successfully driving businesses to our stand and, after the two days, we had collected over 200 strong corporate leads. In addition to the immediate 20% of conversions, we continue to capitalise on these customer contacts awaiting additional features that have since been added to the platform, translating to month-on-month increases in sales throughout the year.

#### ***Tail Offers:***

The re-positioning of the business, which began in 2022 and has seen Tail shifting away from a primarily restaurants-based focus to a more broadly based suite of retailers across multiple categories, has been ongoing. This approach, aimed at improving the appeal of the offering — initially to strategic partners, consisting of challenger and legacy banks, who have received the technology well, but also to other card providers — has led to continuing discussions on the deployment of Tail's technology directly to the customer base of these businesses via open banking and through dedicated APIs. Tail's platform is highly configurable and continues to be improved with added services and products, which allows retailers to provide targeted and increased engagement with its end customers while also allowing our strategic partners to deliver a value-added service to their clients, and to promote their own card products with the objective of becoming top of wallet for client spending. White label opportunities will be the key to rapid growth for which the platform has been preparing throughout the year, with some interesting discussions developing with major banking clients that, if successful, will see Tail scale significantly in the coming year.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## STRATEGIC REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

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#### **Valkyrie:**

Valkyrie, the physical and cyber security arm of the business, continues to experience growth in its traditional services (including electronic countermeasures, TSCM and penetration testing) and has added key services with additional specialist hires to expand its cyber teams and physical security services. Investigations continue to fuel the upward trend of incoming work, and the quality of work and focused delivery from these specialist teams are cementing long-term and trusted relationships both in our high net worth private client base and corporate customers, leading to significant increases in business across all Valkyrie's competencies.

With ever-increasing demand for cyber-related services, and the wider general security needs of its high net worth and ultra-high net worth clients, Valkyrie continues to develop its Ambassador Programme, which provides a highly secure, holistic, financial and physical security environment to these highly mobile individuals and their associated businesses across the globe. With the Ambassador Programme as its lead, the company continues to extend its userbase and explore the potential for the Ambassador Programme to deliver white labelled financial and security services to other significant customer bases with similar demographics to our existing clients —as well as looking to collaborative work to support other, similar service providers in the space.

In addition to developing its own cyber security capabilities throughout the year, Valkyrie is also focused on the internal security of Quantum Group, adding an additional level of security and awareness with cutting edge cyber security support, dark web monitoring and regular training sessions, designed to enhance awareness and resilience across the Group and hardening our defences against the ever-increasing threat.

#### **Vantage Media:**

Vantage Media's key publication Tempus Magazine continues to develop and grow in stature and recognition in the industry, working closely with its distribution partners, which include major luxury brands, five-star hotels, private members' clubs, and travel hubs such as British Airways Club Lounges. In Tempus, Vantage has produced an outstanding and well-regarded magazine and this year saw the switch from bi-monthly to quarterly, increasing pagination and bringing its publication cycle in line with its major competitors (that can now be considered to be GQ and Tatler) but, uniquely, still retains a near perfect 50/50 balance of HNW male and female readers. This makes the title extremely attractive in the luxury lifestyle space and enables Vantage to continue to work with some of the world's biggest luxury brands, adding to the interest and diversity of articles throughout the publication whose focus remains on editorial strength and relevance.

Vantage Media continues to add key hires to help grow the business with a continued focus on client acquisition. Ongoing work during the year continued to assess opportunities to exploit the company's market position, core services (publishing and design) and its mid-term strategy started in 2022, launching a dynamic new website that includes our client portfolio ([www.vantagemediagroup.co.uk](http://www.vantagemediagroup.co.uk)).

In the year, key issues included the Jubilee issue with an exclusive image of the young Queen, the 10th anniversary edition (Sept 2022), and growing high-level brand collaborations (such as Daniel Craig/Omega and Lady Gaga/Dom Perignon).

Revenue generation and client acquisition remains the major focus for Vantage and Tempus, as well as building on the already significant network of world class contributors and freelance designers in order to expand the offerings and to identify growth and revenue generating opportunities.

#### **Oya:**

We continue to review opportunities surrounding the Oya product following the process changes initiated by the Central Bank of Nigeria (CBN) and the introduction of the E-Naira. This includes discussions with the leading banks in Nigeria, to partner with them to expand our offering and reach to this fast growing economy and important remittance corridor, alongside our existing partner Wema Bank and through our regulatory status with the CBN potentially passport services to a wider Sub-Saharan customer base.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## STRATEGIC REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

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#### **Principal risks and uncertainties**

Our risk management strategy continues to support the successful running of the businesses across the Group by identifying and managing risks to acceptable levels. Key business risks, as noted below, are continually monitored and managed by the senior management teams, who regularly review these systems and report to the Board. Appropriate processes are currently in place to monitor and mitigate risk at every level, while all management teams are committed to constantly reviewing and adapting these processes to directly meet potential threats and risk to the business.

#### **Operational Risk:**

The Group has, to date, been highly successful in attracting specialist senior personnel to new roles and promoting from within as our teams develop and demonstrate their wider capabilities, thus allowing the group to backfill as appropriate. Our approach to using a pipeline of flexible resource has helped in this area, enabling specialist appointments to be made quickly, at low cost and risk, with the ability to flex when required. This has had a positive impact on the time and cost of recruitment as we move forward. Specialist external recruitment teams remain a requirement in certain areas where flexible resource is less available to secure.

Rapid expansion across the Group's businesses and the risks this growth has brought has been managed by the senior management via the Group Steering Committee. The scaling has driven the need to reinforce functional roles with resource to ensure senior management time is better utilised to focus on further growth, product enhancement and delivery and, importantly, revenue generation. By doing this, the management team has minimised the risk of overstretching and has ensured a steady stream of pipeline projects have been delivered, thereby continuing to cement our reputation as one of the UK's leading (fintech) incubators well into the current decade.

#### **Financial risks:**

The impact of Brexit is still present and we are coming to terms with the changes this has brought. By extending our remit with existing partners we have been able to continue our growth into Europe. Within Volopa this has enabled the onboarding of EU clients to use our bank transfer payment service. Longer term we may elect to address this need differently, and are actively looking at a potential European presence, but as of today our focus is on immediate scale in our domestic market; partnering with strong organisations able to amplify our service offerings in the near term is the best way forward.

The financial services industry continues to review and establish a new regulatory framework for Europe, and we await the full outcome of this before committing funds to further European expansion.

#### **Strategic and external risks:**

The risk posed by changing technologies, competitor activities, compliance, and the regulatory and economic environment in which the Group operates remains. However, the agility of the Group and its key subsidiary teams will continue to allow it to adapt quickly to change, mitigate risk and look for opportunities created by these very changes.

#### **Reputational risks:**

The risk to the Group's reputation will necessarily diversify, spread across a wider userbase accessing services through a number of brands the Group owns. These brands will themselves carry reputational risk as they develop their activities, both in the domestic markets and abroad. Compliance, enhanced IT security, back-office and infrastructure are areas we continue to focus much effort on to ensure reputational risk is minimised through following industry and regulatory best practice, as well as benefiting from additional awareness and resilience training from within.

The risks set out above are not exhaustive, and additional risks and uncertainties may arise or become material in the future. The Main Board of Directors, supported by the management teams in each of its subsidiaries, monitors these risks and uncertainties continuously, and remain committed to improving and enhancing systems and services directly designed to meet the current and future risks across the Group.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## STRATEGIC REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 MARCH 2024**

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### **Development and performance**

Creative solutions designed to meet specific client requirements as well as market and industry trends remains a key driver across the Group. We continue to seek customer feedback at every level, incorporating new ideas to strengthen our offerings and often combining core capabilities to deliver unique hybrid products, drive innovation and deliver economies of scale. The ongoing recruitment of key hires has enabled the Group to add specialist capabilities to fill key strategic roles, with individuals with proven track records boosting our teams and allowing existing members to focus on their core competencies, adding to the success of the Group.

Opportunities created for crypto-currencies and blockchain technology continue to fuel innovative thinking, and while much risk still exists in these areas, attitudes in regulatory bodies and leading banks show this to be a maturing environment that we will continue to monitor closely to explore opportunities. The addition of an e-money licence was delayed due to other priorities within the business, but is back as a key priority for 2024-2025. Once this is achieved, the Group will be able to develop and utilise new technologies to strengthen our own core value proposition.

Advances in cyber security techniques continue to evolve rapidly. Development and training go hand in hand to ensure that relevant staff have what they need to maintain their prime position in this market. Valkyrie remains committed to strengthening its own internal capabilities and to project this strength, both to support the other group companies internally as well as externally, increasing its client base through this and other initiatives driving its own business objectives.

### **Key performance indicators**

With the continued addition of new senior management teams focused on scaling their respective businesses, new financial modelling has been developed by our finance teams that clearly identify new exciting and achievable milestones. The speed of our growth, and opportunities that will positively impact revenues and bring forward breakeven, continually change the trajectory and growth curve we are enjoying but the management remains committed to manageable milestones and developing realistic KPIs that will continue to drive the success of each Group member as these teams scale, and each subsidiary focuses on customer acquisition and revenue generation. The consolidated modelling (combining each individual subsidiary's detailed cashflow projections) supports our clear roadmap and understanding of the Group's full potential. Strong performance to date continues to drive interest and investment from external investors as well as existing shareholders, cementing our current trajectory.

We remain committed to maintaining this approach and continuing to support each subsidiary and their specialist management teams to realise their full potential, which will, in turn, continue to drive the Group's collective success.

### **Looking ahead**

The year ending 2025 has seen some significant advances across the Group as we transition from inward development and product delivery into a period of aggressive scaling, powered by world-class products undergoing continual development to directly meet our customers' needs, supported by strong customer service. The sales teams across the Group have been strengthened and are already making significant gains. Client retention has been a focus and long-term customer relationships have been developed, cemented by the collaborative can-do approach that defines the Group.

Looking into the year ahead we anticipate the conversion of the UK Government's Future Fund investment from debt to equity, bringing the UK Government in as shareholders in the business through the British Business Bank. This investment, combined with fresh equity in the form of cash from lead investors, will significantly strengthen the balance sheet and enable us to focus more resources on sales and marketing to enhance brand awareness, customer engagement and revenue generation. The new financial modelling we are putting in place will be agile, enabling us to quickly assess the positive impact of additional opportunities and big wins. This will steepen the curve and bring forward breakeven, which is within our grasp, and will significantly enhance the Group's value as the international investment community looks for investment opportunities in UK regulated fintech, but want to avoid loss-making entities, which so many of our competitors continue to be.

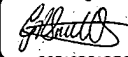
# QUANTUM FINANCIAL HOLDINGS LIMITED

## STRATEGIC REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 MARCH 2024**

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On behalf of the board

DocuSigned by:  
  
C2512D5ABEC2486...  
Mr G Smith  
**Director**

2 September 2025

# QUANTUM FINANCIAL HOLDINGS LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 MARCH 2024

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The directors present their annual report and financial statements for the year ended 31 March 2024.

#### Principal activities

The principal activity of the company and group continued to be that of financial services, other financial intermediation and the holding of such entities.

#### Results and dividends

The results for the year are set out on page 12.

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

#### Directors

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

Mr F Woodrow

Mr G Smith

Mr S Strauss

#### Auditor

In accordance with the company's articles, a resolution proposing that Gerald Edelman LLP be reappointed as auditor of the group will be put at a General Meeting.

#### Statement of disclosure to auditor

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

#### Going concern

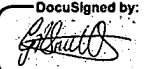
The financial statements have been prepared on the assumption that the group and parent company are a going concern. At the balance sheet date, the group had net current liabilities (excluding long-term debtors) of £5,588,745 (2023: £14,642,252) and overall net liability of £26,932 (2023: £8,431,188).

The Group finances its operations through cash generated from trading and ongoing shareholder support. The directors have secured £10.1m of funding, comprising £2.1m contracted and awaiting completion and £8m pledged by an existing shareholder. A further £4.0m of additional funding has also been secured, of which £1.0m has been received, with the balance scheduled for payment in September and October 2025.

While the Group does not currently hold sufficient cleared cash balances to remove a material uncertainty in respect of going concern, the directors have sufficient visibility over the committed funding pipeline to support the Group's operations and strategic plans.

Accordingly, the directors have a reasonable expectation that the Group and Company will have adequate resources to continue trading, and the financial statements are prepared on a going concern basis.

On behalf of the board

DocuSigned by:  
  
C2512D5ABEC2488...

Mr G Smith

Director

2 September 2025

# **QUANTUM FINANCIAL HOLDINGS LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

### ***FOR THE YEAR ENDED 31 MARCH 2024***

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The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

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

# QUANTUM FINANCIAL HOLDINGS LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF QUANTUM FINANCIAL HOLDINGS LIMITED

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#### Opinion

We have audited the financial statements of Quantum Financial Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2024 which comprise the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2024 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

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

#### Material uncertainty related to going concern

We draw attention to note 1.4 in the financial statements which indicates that a material uncertainty exists that may cast doubt on the group and the parent company's ability to continue as a going concern.

The group incurred a net loss of £10,757,792 during the period ended 31 March 2024 and, at that date, the group had net current liabilities of £5,588,745 and overall net liability of £26,932. The group meets its day-to-day working capital requirements through operating cash flows and through the financial support provided by new and existing shareholders as it has done since inception. The directors are currently in negotiations with existing and new shareholders seeking further financial support as they have done successfully in the past, to provide the necessary cash injection for the group to enable it to continue trading.

We draw attention to the directors' report on page 6 in the financial statements, which indicates that the directors are confident that they will be able to secure this future funding. However, at the date of the approval of the financial statements there is no certainty that the group will have sufficient funding of its own to be able to finance the group's operation for the period of twelve months from the date of approval of the financial statements as the required level of funding has yet to be received by the group. Furthermore, the group has yet to secure signed contracts or orders of its product portfolio in line with their forecast revenue targets. Conclusions related to going concern

#### Conclusions related 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 group and the parent company's ability to continue to adopt the going concern basis of accounting included review of financial projections and communications with existing shareholders and investors on future fund raises.

However, as noted in the section "Material uncertainty related to going concern", these events of conditions indicate that a material uncertainty exists that may cast doubt on the group's and the parent company's ability to continue as a going concern

# QUANTUM FINANCIAL HOLDINGS LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF QUANTUM FINANCIAL HOLDINGS LIMITED

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#### Other information

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

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

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

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

#### Matters on which we are required to report by exception

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

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the parent company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

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

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

# QUANTUM FINANCIAL HOLDINGS LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF QUANTUM FINANCIAL HOLDINGS LIMITED

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

Our audit procedures were primarily directed towards testing the accounting systems in operation upon which we have based our assessment of the financial statements for the year ended 31 March 2024.

We planned our audit so that we have a reasonable expectation of detecting material misstatements in the financial statements resulting from irregularities, fraud or non-compliance with law or regulations.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- Enquiring of management of whether they are aware of any non-compliance with laws and regulations.
- Enquiring of management whether they have knowledge of any actual, suspected or alleged fraud.
- Enquiring of management their internal controls established to mitigate risk related to fraud or non-compliance with laws and regulations.
- Discussions amongst the engagement team on how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in the following areas; posting of unusual journals; fraudulent expenses.
- Obtaining understanding of the legal and regulatory framework the company operates in focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations. The key laws and regulations we considered in this context included UK Companies Act 2006, tax legislation, data protection, anti-bribery, employment, FCA regulation, health and safety.

#### ***Fraud due to management override***

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

- Performed analytical procedures to identify any unusual or unexpected relationships.
- Auditing the risk of management override of controls, including through testing journal entries for appropriateness.
- Assessed whether judgements and assumptions made in determining the accounting estimates set out in note 2 were indicative of potential bias.
- Investigated the rationale behind significant or unusual transactions.

#### ***Irregularities and non-compliance with laws and regulations***

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

- Agreeing financial statements disclosures to underlying supporting documentation.
- Enquiring of management as to actual and potential litigation claims.
- Reviewing correspondence with HMRC and the FCA.

The test nature and other inherent limitations of an audit, together with the inherent limitations of any accounting and internal control system, mean that there is an unavoidable risk that even some material misstatements in respect of irregularities may remain undiscovered even though the audit is properly planned and performed in accordance with ISAs (UK). Furthermore, the more removed that laws and regulations are from financial transactions, the less likely that we would become aware of non-compliance.

Our examination should therefore not be relied upon to disclose all such material misstatements or frauds, errors or instances of non-compliance that might exist. The responsibility for safeguarding the assets of the company and for the prevention and detection of fraud, error and non-compliance with law or regulations rests with the directors of the company.

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

# QUANTUM FINANCIAL HOLDINGS LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF QUANTUM FINANCIAL HOLDINGS LIMITED

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#### Use of our report

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

Signed by:  


E23F2044CE814C5...  
**Hemen Doshi FCCA (Senior Statutory Auditor)**

**For and on behalf of Gerald Edelman LLP**

2 September 2025

**Chartered Accountants  
Statutory Auditor**

73 Cornhill  
London  
EC3V 3QQ

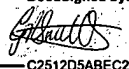
**QUANTUM FINANCIAL HOLDINGS LIMITED****GROUP STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 MARCH 2024**

|                                                             | Notes     | 2024<br>£           | 2023<br>£          |
|-------------------------------------------------------------|-----------|---------------------|--------------------|
| <b>Turnover</b>                                             | <b>3</b>  | 852,236             | 705,830            |
| Cost of sales                                               |           | (809,541)           | (708,587)          |
| <b>Gross profit/(loss)</b>                                  |           | <b>42,695</b>       | <b>(2,757)</b>     |
| Administrative expenses                                     |           | (6,916,599)         | (5,418,915)        |
| Other operating income                                      |           | 16                  | 86,352             |
| Intercompany balance writeback                              | <b>4</b>  | (2,158)             | -                  |
| <b>Operating loss</b>                                       | <b>5</b>  | <b>(6,876,046)</b>  | <b>(5,335,320)</b> |
| Interest receivable and similar income                      | <b>8</b>  | 466                 | 5,232              |
| Interest payable and similar expenses                       | <b>9</b>  | (3,990,794)         | (1,901,356)        |
| Disposal of investments                                     | <b>10</b> | (46)                | 365,591            |
| <b>Loss before taxation</b>                                 |           | <b>(10,866,420)</b> | <b>(6,865,853)</b> |
| Tax on loss                                                 | <b>11</b> | 108,628             | 239,197            |
| <b>Loss for the financial year</b>                          |           | <b>(10,757,792)</b> | <b>(6,626,656)</b> |
| Loss for the financial year is attributable to:             |           |                     |                    |
| - Owners of the parent company                              |           | (9,893,500)         | (5,817,237)        |
| - Non-controlling interests                                 |           | (864,292)           | (809,419)          |
|                                                             |           | <b>(10,757,792)</b> | <b>(6,626,656)</b> |
| Total comprehensive income for the year is attributable to: |           |                     |                    |
| - Owners of the parent company                              |           | (9,893,500)         | (5,817,237)        |
| - Non-controlling interests                                 |           | (864,292)           | (809,419)          |
|                                                             |           | <b>(10,757,792)</b> | <b>(6,626,656)</b> |

**QUANTUM FINANCIAL HOLDINGS LIMITED****GROUP BALANCE SHEET****AS AT 31 MARCH 2024**

|                                                                | Notos | 2024<br>£   | £            | 2023<br>£    | £            |
|----------------------------------------------------------------|-------|-------------|--------------|--------------|--------------|
| <b>Fixed assets</b>                                            |       |             |              |              |              |
| Goodwill                                                       | 13    |             | 3,683,033    |              | 4,483,536    |
| Other intangible assets                                        | 13    |             | 588,890      |              | 447,724      |
|                                                                |       |             |              |              |              |
| Total intangible assets                                        |       |             | 4,271,923    |              | 4,931,260    |
| Tangible assets                                                | 14    |             | 84,682       |              | 72,096       |
| Investments                                                    | 15    |             | 1,497,000    |              | 1,497,000    |
|                                                                |       |             |              |              |              |
|                                                                |       |             | 5,853,605    |              | 6,500,356    |
| <b>Current assets</b>                                          |       |             |              |              |              |
| Stocks                                                         | 17    | 15,703      |              | 18,229       |              |
| Debtors                                                        | 18    | 1,075,173   |              | 734,744      |              |
| Cash at bank and in hand                                       |       | 907,887     |              | 535,438      |              |
|                                                                |       |             |              |              |              |
|                                                                |       |             | 1,998,763    |              | 1,288,411    |
| <b>Creditors: amounts falling due within one year</b>          | 19    | (7,587,508) |              | (15,930,663) |              |
|                                                                |       |             |              |              |              |
| <b>Net current liabilities</b>                                 |       |             | (5,588,745)  |              | (14,642,252) |
|                                                                |       |             |              |              |              |
| <b>Total assets less current liabilities</b>                   |       |             | 264,860      |              | (8,141,896)  |
|                                                                |       |             |              |              |              |
| <b>Creditors: amounts falling due after more than one year</b> | 20    |             | (291,792)    |              | (289,292)    |
|                                                                |       |             |              |              |              |
| <b>Net liabilities</b>                                         |       |             | (26,932)     |              | (8,431,188)  |
|                                                                |       |             |              |              |              |
| <b>Capital and reserves</b>                                    |       |             |              |              |              |
| Called up share capital                                        | 24    |             | 1,532        |              | 1,442        |
| Share premium account                                          |       |             | 29,027,278   |              | 9,865,320    |
| Other reserves                                                 |       |             | 2,703,962    |              | 2,703,962    |
| Profit and loss reserves                                       |       |             | (30,559,170) |              | (20,468,594) |
|                                                                |       |             |              |              |              |
| <b>Equity attributable to owners of the parent company</b>     |       |             | 1,173,602    |              | (7,897,870)  |
| <b>Non-controlling interests</b>                               |       |             | (1,200,534)  |              | (533,318)    |
|                                                                |       |             |              |              |              |
|                                                                |       |             | (26,932)     |              | (8,431,188)  |

The financial statements were approved by the board of directors and authorised for issue on 2 September 2025 and are signed on its behalf by:

DocuSigned by:  
  
 C2512D5ABEC2488...

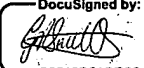
Mr G Smith  
 Director

**QUANTUM FINANCIAL HOLDINGS LIMITED****COMPANY BALANCE SHEET****AS AT 31 MARCH 2024**

|                                                                | Notes | 2024<br>£         | £                 | 2023<br>£        | £                  |
|----------------------------------------------------------------|-------|-------------------|-------------------|------------------|--------------------|
| <b>Fixed assets</b>                                            |       |                   |                   |                  |                    |
| Intangible assets                                              | 13    |                   | 58,661            |                  | 59,899             |
| Tangible assets                                                | 14    |                   | 1,338             |                  | 817                |
| Investments                                                    | 15    |                   | 11,344,746        |                  | 11,344,646         |
|                                                                |       |                   | <u>11,404,745</u> |                  | <u>11,405,362</u>  |
| <b>Current assets</b>                                          |       |                   |                   |                  |                    |
| Debtors                                                        | 18    | 14,698,600        |                   | 9,301,458        |                    |
| Cash at bank and in hand                                       |       | 47,903            |                   | 40,971           |                    |
|                                                                |       | <u>14,746,503</u> |                   | <u>9,342,429</u> |                    |
| <b>Creditors: amounts falling due within one year</b>          | 19    | (6,709,261)       |                   | (15,321,415)     |                    |
| <b>Net current assets/(liabilities)</b>                        |       |                   | <u>8,037,242</u>  |                  | <u>(5,978,986)</u> |
| <b>Total assets less current liabilities</b>                   |       |                   | <u>19,441,987</u> |                  | <u>5,426,376</u>   |
| <b>Creditors: amounts falling due after more than one year</b> | 20    |                   | (278,459)         |                  | (265,959)          |
| <b>Net assets</b>                                              |       |                   | <u>19,163,528</u> |                  | <u>5,160,417</u>   |
| <b>Capital and reserves</b>                                    |       |                   |                   |                  |                    |
| Called up share capital                                        | 24    |                   | 1,532             |                  | 1,442              |
| Share premium account                                          |       |                   | 29,027,278        |                  | 9,865,320          |
| Profit and loss reserves                                       |       |                   | (9,865,282)       |                  | (4,706,345)        |
| <b>Total equity</b>                                            |       |                   | <u>19,163,528</u> |                  | <u>5,160,417</u>   |

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £5,158,937 (2023 - £2,781,148 loss).

The financial statements were approved by the board of directors and authorised for issue on 2 September 2025 and are signed on its behalf by:

DocuSigned by:  
  
 C2512D5ABEC2486...  
 Mr G Smith  
 Director

Company registration number 09621151 (England and Wales)

## QUANTUM FINANCIAL HOLDINGS LIMITED

### GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024

|                                                                | Notes | Share capital<br>£ | Share premium account<br>£ | Other reserves<br>£ | Profit and loss reserves<br>£ | Total controlling interest<br>£ | Non-controlling interest<br>£ | Total<br>£   |
|----------------------------------------------------------------|-------|--------------------|----------------------------|---------------------|-------------------------------|---------------------------------|-------------------------------|--------------|
| <b>Balance at 1 April 2022</b>                                 |       | 1,349              | 6,932,613                  | 2,703,962           | (14,699,523)                  | (5,061,599)                     | 324,267                       | (4,737,332)  |
| <b>Year ended 31 March 2023:</b>                               |       |                    |                            |                     |                               |                                 |                               |              |
| Loss and total comprehensive income for the year               |       | -                  | -                          | -                   | (5,817,237)                   | (5,817,237)                     | (809,419)                     | (6,626,656)  |
| Issue of share capital                                         | 24    | 93                 | -                          | -                   | -                             | 93                              | -                             | 93           |
| Transfers                                                      |       | -                  | -                          | -                   | 48,166                        | 48,166                          | -                             | 48,166       |
| Disposal of subsidiary                                         |       | -                  | -                          | -                   | -                             | -                               | (48,166)                      | (48,166)     |
| Other movements                                                |       | -                  | 2,932,707                  | -                   | -                             | 2,932,707                       | -                             | 2,932,707    |
| <b>Balance at 31 March 2023</b>                                |       | 1,442              | 9,865,320                  | 2,703,962           | (20,468,594)                  | (7,897,870)                     | (533,318)                     | (8,431,188)  |
| <b>Year ended 31 March 2024:</b>                               |       |                    |                            |                     |                               |                                 |                               |              |
| Loss and total comprehensive income for the year               |       | -                  | -                          | -                   | (9,893,500)                   | (9,893,500)                     | (864,292)                     | (10,757,792) |
| Issue of share capital                                         | 24    | 90                 | -                          | -                   | -                             | 90                              | -                             | 90           |
| Purchase of shares in subsidiary from non-controlling interest |       | -                  | -                          | -                   | (197,076)                     | (197,076)                       | 197,076                       | -            |
| Other movements                                                |       | -                  | 19,161,958                 | -                   | -                             | 19,161,958                      | -                             | 19,161,958   |
| <b>Balance at 31 March 2024</b>                                |       | 1,532              | 29,027,278                 | 2,703,962           | (30,559,170)                  | 1,173,602                       | (1,200,534)                   | (26,932)     |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## COMPANY STATEMENT OF CHANGES IN EQUITY

### FOR THE YEAR ENDED 31 MARCH 2024

|                                                  | Notes | Share capital<br>£ | Share premium account<br>£ | Profit and loss reserves<br>£ | Total<br>£  |
|--------------------------------------------------|-------|--------------------|----------------------------|-------------------------------|-------------|
| <b>Balance at 1 April 2022</b>                   |       | 1,349              | 6,932,613                  | (1,925,196)                   | 5,008,766   |
| <b>Year ended 31 March 2023:</b>                 |       |                    |                            |                               |             |
| Loss and total comprehensive income for the year |       | -                  | -                          | (2,781,149)                   | (2,781,149) |
| Issue of share capital                           | 24    | 93                 | -                          | -                             | 93          |
| Other movements                                  |       | -                  | 2,932,707                  | -                             | 2,932,707   |
| <b>Balance at 31 March 2023</b>                  |       | 1,442              | 9,865,320                  | (4,706,345)                   | 5,160,417   |
| <b>Year ended 31 March 2024:</b>                 |       |                    |                            |                               |             |
| Loss and total comprehensive income for the year |       | -                  | -                          | (5,158,937)                   | (5,158,937) |
| Issue of share capital                           | 24    | 90                 | -                          | -                             | 90          |
| Other movements                                  |       | -                  | 19,161,958                 | -                             | 19,161,958  |
| <b>Balance at 31 March 2024</b>                  |       | 1,532              | 29,027,278                 | (9,865,282)                   | 19,163,528  |

**QUANTUM FINANCIAL HOLDINGS LIMITED****GROUP STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 MARCH 2024**

|                                                               | Notes | 2024<br>£          | £ | 2023<br>£       | £ |
|---------------------------------------------------------------|-------|--------------------|---|-----------------|---|
| <b>Cash flows from operating activities</b>                   |       |                    |   |                 |   |
| Cash (absorbed by)/generated from operations                  | 28    | (4,166,347)        |   | 930,808         |   |
| Interest paid                                                 |       | (94,048)           |   | (863,282)       |   |
| Income taxes refunded                                         |       | 101,810            |   | 124,011         |   |
|                                                               |       |                    |   |                 |   |
| <b>Net cash (outflow)/inflow from operating activities</b>    |       | <b>(4,158,585)</b> |   | <b>191,537</b>  |   |
| <b>Investing activities</b>                                   |       |                    |   |                 |   |
| Purchase of intangible assets                                 |       | (421,807)          |   | (149,333)       |   |
| Proceeds on disposal of investments                           |       | -                  |   | 245,000         |   |
| Purchase of tangible fixed assets                             |       | (40,024)           |   | (20,776)        |   |
| Proceeds on disposal of tangible fixed assets                 |       | -                  |   | 108             |   |
| Proceeds on disposal of investments                           |       | -                  |   | 119,986         |   |
| Receipts arising from loans made                              |       | -                  |   | (120,094)       |   |
| Interest received                                             |       | 466                |   | 5,232           |   |
|                                                               |       |                    |   |                 |   |
| <b>Net cash (used in)/generated from investing activities</b> |       | <b>(461,365)</b>   |   | <b>80,123</b>   |   |
| <b>Financing activities</b>                                   |       |                    |   |                 |   |
| Proceeds from issue of shares                                 |       | 6,001,600          |   | 93              |   |
| Proceeds from borrowings                                      |       | -                  |   | 215,507         |   |
| Repayment of borrowings                                       |       | (999,201)          |   | (232,973)       |   |
| Repayment of bank loans                                       |       | (10,000)           |   | (10,000)        |   |
| Payment of finance leases obligations                         |       | -                  |   | (39,961)        |   |
|                                                               |       |                    |   |                 |   |
| <b>Net cash generated from/(used in) financing activities</b> |       | <b>4,992,399</b>   |   | <b>(67,334)</b> |   |
|                                                               |       |                    |   |                 |   |
| <b>Net increase in cash and cash equivalents</b>              |       | <b>372,449</b>     |   | <b>204,326</b>  |   |
| Cash and cash equivalents at beginning of year                |       | 535,438            |   | 331,112         |   |
|                                                               |       |                    |   |                 |   |
| <b>Cash and cash equivalents at end of year</b>               |       | <b>907,887</b>     |   | <b>535,438</b>  |   |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2024

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#### 1 Accounting policies

##### Company information

Quantum Financial Holdings Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 15 Belgrave Square, London, SW1X 8PS.

The group consists of Quantum Financial Holdings Limited and all of its subsidiaries.

##### 1.1 Accounting convention

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

During the year, the company shortened its accounting reference date from 31 March 2024 to 30 March 2024.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

For the financial year ended 31 March 2024, the following subsidiary companies are entitled to exemption from audit of their individual accounts from the parent company guarantee provided by Quantum Financial Holdings Limited under section 479A of Companies Act 2006:

Vantage Media Limited (company number 11617616)

Tail Offers Limited (company number 10008580)

Valkyrie (GB) Limited (company number 07229188)

##### 1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

##### 1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Quantum Financial Holdings Limited together with all entities controlled by the parent company (its subsidiaries) and the group's share of its interests in joint ventures and associates.

All financial statements are made up to 31 March 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

Entities in which the group holds an interest and which are jointly controlled by the group and one or more other venturers under a contractual arrangement are treated as joint ventures. Entities other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence, are treated as associates.

Investments in joint ventures and associates are carried in the group balance sheet at cost plus post-acquisition changes in the group's share of the net assets of the entity, less any impairment in value. The carrying values of investments in joint ventures and associates include acquired goodwill.

If the group's share of losses in a joint venture or associate equals or exceeds its investment in the joint venture or associate, the group does not recognise further losses unless it has incurred obligations to do so or has made payments on behalf of the joint venture or associate.

Unrealised gains arising from transactions with joint ventures and associates are eliminated to the extent of the group's interest in the entity.

##### 1.4 Going concern

The financial statements have been prepared on the assumption that the group and parent company are a going concern. At the balance sheet date, the group had net current liabilities (excluding long-term debtors) of £5,588,745 (2023: £14,642,252) and overall net liability of £26,932 (2023: £8,431,188).

The Group finances its operations through cash generated from trading and ongoing shareholder support. The directors have secured £10.1m of funding, comprising £2.1m contracted and awaiting completion and £8m pledged by an existing shareholder. A further £4.0m of additional funding has also been secured, of which £1.0m has been received, with the balance scheduled for payment in September and October 2025.

While the Group does not currently hold sufficient cleared cash balances to remove a material uncertainty in respect of going concern, the directors have sufficient visibility over the committed funding pipeline to support the Group's operations and strategic plans.

Accordingly, the directors have a reasonable expectation that the Group and Company will have adequate resources to continue trading, and the financial statements are prepared on a going concern basis.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

##### 1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

##### 1.6 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

##### 1.7 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

##### 1.8 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

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

|                       |                   |
|-----------------------|-------------------|
| Software              | 20% straight line |
| Development costs     | 20% straight line |
| Intellectual property | 10% straight line |

##### 1.9 Tangible fixed assets

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

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

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

|                       |                            |
|-----------------------|----------------------------|
| Plant and equipment   | 33.3% straight line        |
| Fixtures and fittings | 33.3% - 100% straight line |
| Computers             | 25% - 100% straight line   |
| Motor vehicles        | 20% straight line          |

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

#### 1.10 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Investments in associates are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the group's share of the profit or loss, other comprehensive income and equity of the associate using the equity method. Any difference between the cost of acquisition and the share of the fair value of the net identifiable assets of the associate on acquisition is recognised as goodwill. Any unamortised balance of goodwill is included in the carrying value of the investment in associates.

Losses in excess of the carrying amount of an investment in an associate are recorded as a provision only when the company has incurred legal or constructive obligations or has made payments on behalf of the associate.

In the parent company financial statements, investments in associates are accounted for at cost less impairment.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

#### 1.11 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.12 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

#### 1.13 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.14 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

##### **Impairment of financial assets**

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

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

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

##### **Derecognition of financial assets**

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

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Derecognition of financial liabilities**

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

#### 1.15 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

#### 1.16 Taxation

The tax credit represents the sum of the tax currently repayable and deferred tax.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 1 Accounting policies

(Continued)

##### **Current tax**

The tax currently repayable is based on taxable loss for the year. Taxable loss differs from net loss as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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 is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### 1.17 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.18 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

#### 1.19 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### 1.20 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 2 Judgements and key sources of estimation uncertainty

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

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

#### 3 Turnover and other revenue

|                                                       | 2024<br>£      | 2023<br>£      |
|-------------------------------------------------------|----------------|----------------|
| <b>Turnover analysed by class of business</b>         |                |                |
| Financial services and other financial intermediation | 601,160        | 362,159        |
| Other income                                          | 322            | 10,350         |
| Counter measure, cyber security and other consultancy | 17,269         | 202,084        |
| Investigations and surveillance                       | 223,145        | 130,711        |
| Advertising and co-branding                           | 10,340         | 526            |
|                                                       | <u>852,236</u> | <u>705,830</u> |
|                                                       | 2024<br>£      | 2023<br>£      |
| <b>Other revenue</b>                                  |                |                |
| Interest income                                       | 466            | 5,232          |
|                                                       | <u>466</u>     | <u>5,232</u>   |

The turnover is derived from the principal activities of the group, wholly undertaken in the UK.

#### 4 Exceptional item

|                                | 2024<br>£    | 2023<br>£ |
|--------------------------------|--------------|-----------|
| <b>Expenditure</b>             |              |           |
| Intercompany balance writeback | 2,158        | -         |
|                                | <u>2,158</u> | <u>-</u>  |

**QUANTUM FINANCIAL HOLDINGS LIMITED****NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2024****5 Operating loss**

|                                                                   | <b>2024</b>    | <b>2023</b>    |
|-------------------------------------------------------------------|----------------|----------------|
|                                                                   | <b>£</b>       | <b>£</b>       |
| Operating loss for the year is stated after charging/(crediting): |                |                |
| Exchange losses/(gains)                                           | 1,806          | (1,352)        |
| Depreciation of owned tangible fixed assets                       | 27,438         | 21,195         |
| Profit on disposal of tangible fixed assets                       | (36,350)       | (108)          |
| Amortisation of intangible assets                                 | 1,070,041      | 905,375        |
| Impairment of intangible assets                                   | -              | 23,113         |
| Operating lease charges                                           | 216,234        | 222,817        |
|                                                                   | <u>216,234</u> | <u>222,817</u> |

**6 Auditor's remuneration**

|                                                            | <b>2024</b>   | <b>2023</b>   |
|------------------------------------------------------------|---------------|---------------|
|                                                            | <b>£</b>      | <b>£</b>      |
| Fees payable to the company's auditor and associates:      |               |               |
| <b>For audit services</b>                                  |               |               |
| Audit of the financial statements of the group and company | 22,580        | 22,380        |
|                                                            | <u>22,580</u> | <u>22,380</u> |
| <b>For other services</b>                                  |               |               |
| Taxation compliance services                               | 3,180         | 3,180         |
| All other non-audit services                               | 10,440        | 10,440        |
|                                                            | <u>13,620</u> | <u>13,620</u> |

**7 Employees**

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

|                | <b>Group</b>  | <b>2023</b>   | <b>Company</b> | <b>2023</b>   |
|----------------|---------------|---------------|----------------|---------------|
|                | <b>2024</b>   | <b>Number</b> | <b>2024</b>    | <b>Number</b> |
|                | <b>Number</b> |               | <b>Number</b>  |               |
| Sales          | 17            | 10            | -              | -             |
| Administrative | 3             | 8             | 2              | 3             |
| Operations     | 27            | 24            | 1              | 1             |
| Developers     | 9             | 9             | -              | -             |
|                | <u>56</u>     | <u>51</u>     | <u>3</u>       | <u>4</u>      |
| Total          | <u>56</u>     | <u>51</u>     | <u>3</u>       | <u>4</u>      |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 7 Employees

(Continued)

Their aggregate remuneration comprised:

|                       | Group<br>2024<br>£ | 2023<br>£        | Company<br>2024<br>£ | 2023<br>£      |
|-----------------------|--------------------|------------------|----------------------|----------------|
| Wages and salaries    | 3,662,731          | 2,700,876        | 467,661              | 233,555        |
| Social security costs | 454,989            | 337,630          | 61,415               | 29,844         |
| Pension costs         | 56,706             | 19,481           | 7,859                | 1,923          |
|                       | <u>4,174,426</u>   | <u>3,057,987</u> | <u>536,935</u>       | <u>265,322</u> |

#### 8 Interest receivable and similar income

|                       | 2024<br>£  | 2023<br>£    |
|-----------------------|------------|--------------|
| Interest income       |            |              |
| Other interest income | 466        | 5,232        |
|                       | <u>466</u> | <u>5,232</u> |

#### 9 Interest payable and similar expenses

|                                                        | 2024<br>£        | 2023<br>as restated<br>£ |
|--------------------------------------------------------|------------------|--------------------------|
| Interest on bank overdrafts and loans                  | 1,387            | 36,809                   |
| Interest on invoice finance arrangements               | -                | 619                      |
| Interest on finance leases and hire purchase contracts | -                | 827                      |
| Other interest (note 29)                               | 3,989,407        | 1,863,101                |
| Total finance costs                                    | <u>3,990,794</u> | <u>1,901,356</u>         |

#### 10 Amounts written off investments

|                                  | 2024<br>£   | 2023<br>£      |
|----------------------------------|-------------|----------------|
| Gain on disposal of investments  | -           | 245,497        |
| Gain on disposal of subsidiaries | (46)        | 120,094        |
|                                  | <u>(46)</u> | <u>365,591</u> |

#### 11 Taxation

|                                                      | 2024<br>£        | 2023<br>£        |
|------------------------------------------------------|------------------|------------------|
| Current tax                                          |                  |                  |
| UK corporation tax on profits for the current period | (108,628)        | (239,197)        |
|                                                      | <u>(108,628)</u> | <u>(239,197)</u> |

**QUANTUM FINANCIAL HOLDINGS LIMITED****NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2024****11 Taxation****(Continued)**

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

|                                                                                                      | <b>2024</b>  | <b>2023</b> |
|------------------------------------------------------------------------------------------------------|--------------|-------------|
|                                                                                                      | <b>£</b>     | <b>£</b>    |
| Loss before taxation                                                                                 | (10,866,420) | (6,865,853) |
| Expected tax credit based on the standard rate of corporation tax in the UK of 25.00% (2023: 19.00%) | (2,716,605)  | (1,304,512) |
| Tax effect of expenses that are not deductible in determining taxable profit                         | 763,459      | -           |
| Tax effect of income not taxable in determining taxable profit                                       | (114,240)    | -           |
| Unutilised tax losses carried forward                                                                | 1,851,094    | 1,120,538   |
| Permanent capital allowances in excess of depreciation                                               | (11,923)     | -           |
| Depreciation on assets not qualifying for tax allowances                                             | 6,748        | 4,027       |
| Amortisation on assets not qualifying for tax allowances                                             | 223,181      | 179,947     |
| Research and development tax credit                                                                  | (110,342)    | (239,197)   |
| Taxation credit                                                                                      | (108,628)    | (239,197)   |

**12 Impairments**

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

|                                 | <b>Notes</b> | <b>2024</b> | <b>2023</b> |
|---------------------------------|--------------|-------------|-------------|
|                                 |              | <b>£</b>    | <b>£</b>    |
| In respect of:                  |              |             |             |
| Goodwill                        | <b>13</b>    | -           | 23,113      |
| Fixed asset investments         | <b>15</b>    | 46          | -           |
| Recognised in:                  |              |             |             |
| Administrative expenses         |              | -           | 23,113      |
| Amounts written off investments |              | 46          | -           |

The impairment losses in respect of financial assets are recognised in other gains and losses in the profit and loss account.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

### 13 Intangible fixed assets

| Group                              | Goodwill  | Software  | Development costs | Intellectual property        | Total     |
|------------------------------------|-----------|-----------|-------------------|------------------------------|-----------|
|                                    | £         | £         | £                 | £                            | £         |
| <b>Cost</b>                        |           |           |                   |                              |           |
| At 1 April 2023                    | 6,163,733 | 1,550,961 | 13,747            | 136,061                      | 7,864,502 |
| Additions                          | -         | 335,336   | 51,738            | 34,733                       | 421,807   |
| Write-offs                         | (11,103)  | -         | -                 | -                            | (11,103)  |
| At 31 March 2024                   | 6,152,630 | 1,886,297 | 65,485            | 170,794                      | 8,275,206 |
| <b>Amortisation and impairment</b> |           |           |                   |                              |           |
| At 1 April 2023                    | 1,680,197 | 1,222,529 | 8,247             | 22,269                       | 2,933,242 |
| Amortisation charged for the year  | 789,400   | 244,622   | 13,097            | 22,922                       | 1,070,041 |
| At 31 March 2024                   | 2,469,597 | 1,467,151 | 21,344            | 45,191                       | 4,003,283 |
| <b>Carrying amount</b>             |           |           |                   |                              |           |
| At 31 March 2024                   | 3,683,033 | 419,146   | 44,141            | 125,603                      | 4,271,923 |
| At 31 March 2023                   | 4,483,536 | 328,432   | 5,500             | 113,792                      | 4,931,260 |
| <b>Company</b>                     |           |           |                   | <b>Intellectual property</b> |           |
|                                    |           |           |                   | <b>£</b>                     |           |
| <b>Cost</b>                        |           |           |                   |                              |           |
| At 1 April 2023 and 31 March 2024  |           |           |                   |                              | 62,375    |
| <b>Amortisation and impairment</b> |           |           |                   |                              |           |
| At 1 April 2023                    |           |           |                   |                              | 2,476     |
| Amortisation charged for the year  |           |           |                   |                              | 1,238     |
| At 31 March 2024                   |           |           |                   |                              | 3,714     |
| <b>Carrying amount</b>             |           |           |                   |                              |           |
| At 31 March 2024                   |           |           |                   |                              | 58,661    |
| At 31 March 2023                   |           |           |                   |                              | 59,899    |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 14 Tangible fixed assets

| Group                              | Plant and<br>equipment<br>£ | Fixtures and<br>fittings<br>£ | Computers<br>£ | Motor<br>vehicles<br>£ | Total<br>£ |
|------------------------------------|-----------------------------|-------------------------------|----------------|------------------------|------------|
| <b>Cost</b>                        |                             |                               |                |                        |            |
| At 1 April 2023                    | 8,707                       | 15,721                        | 107,268        | 41,571                 | 173,267    |
| Additions                          | -                           | 2,269                         | 37,755         | -                      | 40,024     |
| Disposals                          | (8,707)                     | (3,751)                       | -              | (41,571)               | (54,029)   |
| At 31 March 2024                   | -                           | 14,239                        | 145,023        | -                      | 159,262    |
| <b>Depreciation and impairment</b> |                             |                               |                |                        |            |
| At 1 April 2023                    | 5,834                       | 9,698                         | 44,068         | 41,571                 | 101,171    |
| Depreciation charged in the year   | -                           | 2,722                         | 24,716         | -                      | 27,438     |
| Eliminated in respect of disposals | (8,707)                     | (3,751)                       | -              | (41,571)               | (54,029)   |
| Transfers                          | 2,873                       | -                             | (2,873)        | -                      | -          |
| At 31 March 2024                   | -                           | 8,669                         | 65,911         | -                      | 74,580     |
| <b>Carrying amount</b>             |                             |                               |                |                        |            |
| At 31 March 2024                   | -                           | 5,570                         | 79,112         | -                      | 84,682     |
| At 31 March 2023                   | 2,873                       | 6,023                         | 63,200         | -                      | 72,096     |
| <b>Company</b>                     |                             |                               |                | <b>Computers<br/>£</b> |            |
| <b>Cost</b>                        |                             |                               |                |                        |            |
| At 1 April 2023                    |                             |                               |                |                        | 1,459      |
| Additions                          |                             |                               |                |                        | 1,180      |
| At 31 March 2024                   |                             |                               |                |                        | 2,639      |
| <b>Depreciation and impairment</b> |                             |                               |                |                        |            |
| At 1 April 2023                    |                             |                               |                |                        | 642        |
| Depreciation charged in the year   |                             |                               |                |                        | 659        |
| At 31 March 2024                   |                             |                               |                |                        | 1,301      |
| <b>Carrying amount</b>             |                             |                               |                |                        |            |
| At 31 March 2024                   |                             |                               |                |                        | 1,338      |
| At 31 March 2023                   |                             |                               |                |                        | 817        |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

### 15 Fixed asset investments

|                                       | Notes | Group<br>2024<br>£ | 2023<br>£        | Company<br>2024<br>£ | 2023<br>£         |
|---------------------------------------|-------|--------------------|------------------|----------------------|-------------------|
| Investments in subsidiaries           | 16    | -                  | -                | 9,847,746            | 9,847,646         |
| Investment in participating interests |       | 1,497,000          | 1,497,000        | 1,497,000            | 1,497,000         |
|                                       |       | <u>1,497,000</u>   | <u>1,497,000</u> | <u>11,344,746</u>    | <u>11,344,646</u> |

#### Movements in fixed asset investments Group

|                                   | Investment in<br>participating<br>interests<br>£ |
|-----------------------------------|--------------------------------------------------|
| <b>Cost or valuation</b>          |                                                  |
| At 1 April 2023 and 31 March 2024 | <u>1,497,000</u>                                 |
| <b>Carrying amount</b>            |                                                  |
| At 31 March 2024                  | <u>1,497,000</u>                                 |
| At 31 March 2023                  | <u>1,497,000</u>                                 |

#### Movements in fixed asset investments Company

|                          | Shares in<br>subsidiaries<br>£ | Investment in<br>participating<br>interests<br>£ | Total<br>£        |
|--------------------------|--------------------------------|--------------------------------------------------|-------------------|
| <b>Cost or valuation</b> |                                |                                                  |                   |
| At 1 April 2023          | 9,847,646                      | 1,497,000                                        | 11,344,646        |
| Additions                | 100                            | -                                                | 100               |
| At 31 March 2024         | <u>9,847,746</u>               | <u>1,497,000</u>                                 | <u>11,344,746</u> |
| <b>Carrying amount</b>   |                                |                                                  |                   |
| At 31 March 2024         | <u>9,847,746</u>               | <u>1,497,000</u>                                 | <u>11,344,746</u> |
| At 31 March 2023         | <u>9,847,646</u>               | <u>1,497,000</u>                                 | <u>11,344,646</u> |

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

### 16 Subsidiaries

Details of the company's subsidiaries at 31 March 2024 are as follows:

| Name of undertaking                          | Registered office | Class of shares held | % Held |          |
|----------------------------------------------|-------------------|----------------------|--------|----------|
|                                              |                   |                      | Direct | Indirect |
| Volopa Holdings Limited                      | England & Wales   | Ordinary             | 77.86  | -        |
| Volopa Group Limited                         | England & Wales   | Ordinary             | -      | 77.86    |
| Volopa Media Limited                         | England & Wales   | Ordinary             | -      | 77.86    |
| Volopa Bullion Limited                       | England & Wales   | Ordinary             | -      | 77.86    |
| Volopa Financial Services Limited            | England & Wales   | Ordinary             | -      | 77.86    |
| Volopa Financial Services (Scotland) Limited | England & Wales   | Ordinary             | -      | 77.86    |
| Vantage Media Limited                        | England & Wales   | Ordinary             | 100.00 | -        |
| Valkyrie (GB) Limited                        | England & Wales   | Ordinary             | 100.00 | -        |
| Verve.Cash Limited                           | England & Wales   | Ordinary             | 100.00 | -        |
| Tail Offers Ltd                              | England & Wales   | Ordinary             | 100.00 | -        |

### 17 Stocks

|                                     | Group<br>2024<br>£ | 2023<br>£ | Company<br>2024<br>£ | 2023<br>£ |
|-------------------------------------|--------------------|-----------|----------------------|-----------|
| Finished goods and goods for resale | 15,703             | 18,229    | -                    | -         |

### 18 Debtors

|                                             | Group<br>2024<br>£ | 2023<br>£ | Company<br>2024<br>£ | 2023<br>£ |
|---------------------------------------------|--------------------|-----------|----------------------|-----------|
| <b>Amounts falling due within one year:</b> |                    |           |                      |           |
| Trade debtors                               | 120,608            | 83,370    | -                    | 1         |
| Corporation tax recoverable                 | 244,387            | 237,569   | 76                   | 76        |
| Amounts owed by group undertakings          | -                  | -         | 14,349,014           | 9,218,748 |
| Other debtors                               | 396,747            | 216,270   | 271,201              | 33,325    |
| Prepayments and accrued income              | 313,431            | 197,535   | 78,309               | 49,308    |
|                                             | 1,075,173          | 734,744   | 14,698,600           | 9,301,458 |

**QUANTUM FINANCIAL HOLDINGS LIMITED****NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2024****19 Creditors: amounts falling due within one year**

|                                    | Notes | Group<br>2024<br>£ | 2023<br>£         | Company<br>2024<br>£ | 2023<br>£         |
|------------------------------------|-------|--------------------|-------------------|----------------------|-------------------|
| Bank loans                         | 21    | 10,000             | 10,000            | -                    | -                 |
| Other borrowings                   | 21    | 5,076,717          | 6,088,418         | 5,076,717            | 6,088,418         |
| Trade creditors                    |       | 437,690            | 259,595           | 142,723              | 90,293            |
| Amounts owed to group undertakings |       | -                  | -                 | 562                  | 410,070           |
| Other taxation and social security |       | 321,725            | 333,658           | 21,050               | 5,869             |
| Deferred income                    | 22    | 16,565             | -                 | -                    | -                 |
| Other creditors                    |       | 1,562,551          | 9,149,326         | 1,391,891            | 8,671,950         |
| Accruals and deferred income       |       | 162,260            | 89,666            | 76,318               | 54,815            |
|                                    |       | <u>7,587,508</u>   | <u>15,930,663</u> | <u>6,709,261</u>     | <u>15,321,415</u> |

**20 Creditors: amounts falling due after more than one year**

|                           | Notes | Group<br>2024<br>£ | 2023<br>£      | Company<br>2024<br>£ | 2023<br>£      |
|---------------------------|-------|--------------------|----------------|----------------------|----------------|
| Bank loans and overdrafts | 21    | 13,333             | 23,333         | -                    | -              |
| Other borrowings          | 21    | 278,459            | 265,959        | 278,459              | 265,959        |
|                           |       | <u>291,792</u>     | <u>289,292</u> | <u>278,459</u>       | <u>265,959</u> |

**21 Loans and overdrafts**

|                         | Group<br>2024<br>£ | 2023<br>£        | Company<br>2024<br>£ | 2023<br>£        |
|-------------------------|--------------------|------------------|----------------------|------------------|
| Bank loans              | 23,333             | 33,333           | -                    | -                |
| Other loans             | 5,355,176          | 6,354,377        | 5,355,176            | 6,354,377        |
|                         | <u>5,378,509</u>   | <u>6,387,710</u> | <u>5,355,176</u>     | <u>6,354,377</u> |
| Payable within one year | 5,086,717          | 6,098,418        | 5,076,717            | 6,088,418        |
| Payable after one year  | 291,792            | 289,292          | 278,459              | 265,959          |
|                         | <u>5,378,509</u>   | <u>6,387,710</u> | <u>5,355,176</u>     | <u>6,354,377</u> |

Included within creditors is the loan of £4,400,000 received from Vaalhalla Associates Ltd . Interest is charged at a rate of 15% per annum.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 22 Deferred income

|                       | Group<br>2024<br>£ | 2023<br>£ | Company<br>2024<br>£ | 2023<br>£ |
|-----------------------|--------------------|-----------|----------------------|-----------|
| Other deferred income | 16,565             | -         | -                    | -         |

#### 23 Retirement benefit schemes

|                                                                     | 2024<br>£ | 2023<br>£ |
|---------------------------------------------------------------------|-----------|-----------|
| Defined contribution schemes                                        |           |           |
| Charge to profit or loss in respect of defined contribution schemes | 56,706    | 19,481    |

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

#### 24 Share capital

| Group and company<br>Ordinary share capital<br>Issued and fully paid | 2024<br>Number | 2023<br>Number | 2024<br>£ | 2023<br>£ |
|----------------------------------------------------------------------|----------------|----------------|-----------|-----------|
| Ordinary Shares of 0.01p each                                        | 15,323,752     | 144,232        | 1,532     | 1,442     |

Subsequent of the year end, on 31 July 2024, 10,792 ordinary shares of 0.01p each were allotted during the year with an aggregate nominal value of £1.08.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

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### 25 Related party transactions

#### Transactions with related parties

Included in the parent company's own balance sheet are debtors and creditors with subsidiaries which are not wholly owned amounting to £10,040,903 (2023: £6,203,672) and £Nil (2023: £Nil) respectively.

At the year end, the group owed £Nil (2023: £62,364) to Burlingtons Group Limited, a related company. During the year, the group paid interest to Burlingtons Group Limited totalling £690 (2023: £35,848) at a rate of 6% per annum.

At the balance sheet date, included within the creditors of Valkyrie GB Limited is an amount of £Nil (2023: £37,408) owed to Vaalhalla SA.

At the balance sheet date, included within group creditors is an amount of £1,387,261 (2023: £487,188) owed to Quantum Settlements Limited, a related company. Vaalhalla SA is the sole owner of Quantum Settlements Limited.

The group has taken advantage of the exemption in paragraph 33.1A within FRS 102 to not disclose transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transactions is wholly-owned by such a member.

### 26 Directors' transactions

Included within other debtors at the year end is an amount of £36,816 (2023: £Nil) due from the director, F. Woodrow, in respect of the purchase of a motor vehicle on an arm's length basis. During the year, interest of £466 (2023: £Nil) was charged on the overdrawn balance at a rate of 2.5%. The balance was repaid in full within nine months of the year end.

### 27 Controlling party

The directors consider that there is no ultimate controlling party of the company as at the balance sheet date.

# QUANTUM FINANCIAL HOLDINGS LIMITED

## NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2024

#### 28 Cash (absorbed by)/generated from group operations

|                                                      | 2024<br>£          | 2023<br>£      |
|------------------------------------------------------|--------------------|----------------|
| Loss for the year after tax                          | (10,757,792)       | (6,626,656)    |
| <b>Adjustments for:</b>                              |                    |                |
| Taxation credited                                    | (108,628)          | (239,197)      |
| Finance costs                                        | 3,990,794          | 1,901,356      |
| Investment income                                    | (466)              | (5,232)        |
| Gain on disposal of tangible fixed assets            | -                  | (108)          |
| Amortisation and impairment of intangible assets     | 1,070,041          | 928,488        |
| Depreciation and impairment of tangible fixed assets | 27,438             | 21,195         |
| Investment written off                               | -                  | (365,591)      |
| Goodwill write-offs                                  | 11,103             | -              |
| <b>Movements in working capital:</b>                 |                    |                |
| Decrease in stocks                                   | 2,526              | 5,221          |
| (Increase)/decrease in debtors                       | (333,611)          | 93,478         |
| Increase in creditors                                | 1,915,683          | 5,217,855      |
| Increase in deferred income                          | 16,565             | -              |
| <b>Cash (absorbed by)/generated from operations</b>  | <b>(4,166,347)</b> | <b>930,809</b> |

#### 29 Analysis of changes in net debt - group

|                                 | 1 April 2023<br>£  | Cash flows<br>£  | 31 March 2024<br>£ |
|---------------------------------|--------------------|------------------|--------------------|
| Cash at bank and in hand        | 535,438            | 372,449          | 907,887            |
| Borrowings excluding overdrafts | (6,387,710)        | 1,009,201        | (5,378,509)        |
|                                 | <u>(5,852,272)</u> | <u>1,381,650</u> | <u>(4,470,622)</u> |