

CRYPTOLOGY ASSET GROUP P.L.C

Company Registration No: C 84355

CONSOLIDATED ANNUAL REPORT

For the period from 10 January to 31 December 2018

CRYPTOLOGY ASSET GROUP P.L.C

Contents	Page(s)
Directors' report	1 – 4
Consolidated Statement of comprehensive income	5
Consolidated Statement of financial position	6
Consolidated Statement of changes in equity	7
Consolidated Statement of cashflows	8
Notes to the Consolidated financial statements	9 – 38
Independent Auditors' report	39 – 43

CRYPTOLOGY ASSET GROUP P.L.C.

DIRECTORS' REPORT

The directors present their consolidated annual report for the period from 10 January to 31 December 2018.

Incorporation

Cryptology Asset Group p.l.c was incorporated and registered with the Malta Business Registry on 10 January 2018 and started trading forthwith.

Principal Activity of the Parent Company

The principal activity of the parent company is to invest in crypto-assets and companies with blockchain-related business models and also provide strategic advice to these type of companies. During the period under review, it invested in companies with underlying crypto-assets. The Group did not participate directly in crypto-currencies or tokens. The directors do not foresee any changes in the Company's principal activity during the forthcoming year.

The Subsidiaries

Cryptology Advisory Limited is a fully owned subsidiary of the Company which provides consultancy services specifically related to the use of blockchain technology.

Apeiron 101 Ltd (formerly Cryptology Investment Limited) is a fully owned subsidiary of the Company which was set-up in order to invest in crypto assets and companies with Blockchain related business models. The subsidiary did not trade during the period under review.

Investment Rationale

At the year end the Group held 70% of its portfolio in an investment that continues to grow. This contributed significantly to the performance of the Group's consolidated financial results for the period under review. The Group adheres to a clearly defined Investment policy which ensures transparency, consistency and a fair basis of valuing financial instruments. In this regard, in view of limited information available, the Group's measurement of fair value would be the price that the financial asset can be expected to sell in the ordinary course of business, as long as the price indicated is supported by sound financial judgement. To this end, the Group obtains sufficient information to measure fairly the value of its investments from observable and unobservable inputs under normal market conditions.

Performance Review

Initially, the Group's objective was to invest in major investments in USA and Germany. It invested in a company that has yielded positive results. Held-for-Trading Investments realised a deficit on the Toronto Stock Exchange which gave rise to the adverse results during the period under review. Nevertheless, subsequent to the year end, all these Held-for-Trading investments were sold, at a profit. The Group's positive contribution to Total Comprehensive Income mainly emanates from fair values changes on Available-for-Sale investments.

CRYPTOLOGY ASSET GROUP P.L.C.

DIRECTORS' REPORT (Continued)

Investment Strategies

The Group's Advisory Board is composed of three key personnel well trained and experienced in the field. The Advisory Board seeks to identify, evaluate and select ongoing viable projects that are likely to have significant positive impact on the Group's results.

The Group is uniquely positioned to invest further in its existing portfolios. It also looks at other innovative investment opportunities, which could include co-investing with other partners in viable projects such as crypto-asset management.

Other future considerations

It is the Group's intention to be a key player in the industry by harnessing the experience to mitigate risks and avoid volatility scenarios mainly by seeking and harvesting new investment opportunities by investing in hi-tech companies. To this end, the Group, will be investing in key human resource talents to enhance its corporate governance and to assist it in the ventures which it intends to pursue. The Board of Directors seeks to consistently improve business results and sustain continuous growth in the market in which it operates.

Principal risks and uncertainties

The Group's principal risks and uncertainties are further disclosed in Notes 21 and 22 and specific risk evaluation to Fair Value Measurement as denoted in Note 23 to the financial statements.

Events after the financial reporting date

There were no significant events and transactions which took place after the financial reporting date which would require adjustment to this annual report and financial statements. Further disclosures in relation to subsequent events are set out in Note 24 to the financial statements.

Results

The directors report a loss for the period after taxation of € (1,569,221) and total comprehensive income of € 7,020,304 on revenue of € 2,648,098. The accumulated losses will be carried forward to next year for offsetting against first available future profits.

Dividends

The directors do not recommend the payment of a dividend.

Financial Reporting Framework

The directors have resolved to prepare the Group's financial statements for the period ended 31 December 2018 in accordance with the requirements of International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union.

CRYPTOLOGY ASSET GROUP P.L.C.

DIRECTORS' REPORT (Continued)

Directors

The following have served as directors of the company during the year under review:

Mr. Jefim Gewiet: Managing Director
Dr. Jorg Werner: Non-Executive Director

In accordance with the Articles of Association, all the directors, except for the Managing Director, shall retire from office at least once every three years. For this reason, this year being the first year of his appointment, Dr. Jorg Werner will remain in office, unless the members in General Meeting decide otherwise.

Statement of directors' responsibilities

The Companies Act, 1995 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the financial performance of the company for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- ensure that the financial statements have been drawn up in accordance with International Financial Reporting Standards, as adopted by the European Union;
- account for income and expenditure relating to the accounting period on an accruals basis;
- ensure that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the company will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining 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. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act, 1995. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CRYPTOLOGY ASSET GROUP P.L.C.

DIRECTORS' REPORT (Continued)

Statement of directors' responsibilities (considerations)

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

- the financial statements give a true and fair view of the financial position of the Group at 31 December 2018 and of its financial performance and its cashflows for the period then ended, in accordance with IFRSs as adopted by the EU on the basis explained in Note 1 to the financial statements; and
- the Annual Report includes a fair review of the development and performance of the business and the position of the Group together with additional information of the principal risks and uncertainties that the Group faces.

Auditors

Parker Randall Turner have intimated their willingness to continue in office as auditors of the Group. A resolution for their reappointment will be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

Mr. Jefim Gewiet
Managing Director

Registered Office:
Block A, Apt 12, Il-Piazzetta
Tower Road,
Sliema,
Malta

Dr. Jorg Werner
Director

11 December 2019

CRYPTOLOGY ASSET GROUP P.L.C.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the period from 10 January to 31 December 2018

	Notes	The Group €	Holding Company €
REVENUE	3	2,648,098	2,571,723
Cost of investments	14	(2,848,553)	(2,848,553)
Realised loss on purchase of investment	14	(1,229,073)	(1,229,073)
Loss on fair value on held-for-trading investments	14	(244,702)	(244,702)
GROSS OPERATING LOSS		<u>(1,674,230)</u>	<u>(1,750,605)</u>
Administrative expenses		(553,515)	(527,248)
Other income		890	888
LOSS ON ORDINARY ACTIVITIES BEFORE FINANCE COSTS	5	<u>(2,226,855)</u>	<u>(2,276,965)</u>
Finance costs	4	(42,982)	(41,716)
LOSS FOR THE PERIOD BEFORE TAXATION		<u>(2,269,837)</u>	<u>(2,318,681)</u>
Taxation	8	700,616	719,759
LOSS FOR THE PERIOD AFTER TAXATION		<u>(1,569,221)</u>	<u>(1,598,922)</u>
OTHER COMPREHENSIVE INCOME			
Assets that will not be taken to profit or loss:			
Available-for-sale investments: changes in fair value	13	7,673,970	7,673,970
Foreign exchange translations on available-for-sale investments	13	915,555	915,555
		<u>8,589,525</u>	<u>8,589,525</u>
TOTAL COMPREHENSIVE INCOME		<u>€ 7,020,304</u>	<u>€ 6,990,603</u>

The notes form an integral part of these financial statements.

CRYPTOLOGY ASSET GROUP P.L.C.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2018

ASSETS	Notes	The Group €	Holding Company €
Non-current assets			
Property, plant and equipment	9	977	977
Intangible assets	11	14,567	12,546
Investment in subsidiaries	12	-	480
Available-for-sale investments	13	36,473,830	36,473,830
		<u>36,489,374</u>	<u>36,487,833</u>
Other non-current assets			
Deferred tax asset	10	719,759	719,759
Current Assets			
Held-for-trading investments	14	188,233	188,233
Trade and other receivables	15	90,954	8,564
Cash and cash equivalents		212,689	198,137
		<u>491,876</u>	<u>394,934</u>
TOTAL ASSETS		<u>€ 37,701,009</u>	<u>€ 37,602,526</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	16 (a)	2,650,000	2,650,000
Share premium	16 (b)	20,644,612	20,644,612
Retained earnings	16 (c)	7,020,304	6,990,603
		<u>30,314,916</u>	<u>30,285,215</u>
Non-Current Liabilities			
Trade and other payables	17	6,732,078	6,732,078
Current Liabilities			
Trade and other payables	18	654,015	585,233
TOTAL EQUITY AND LIABILITIES		<u>€ 37,701,009</u>	<u>€ 37,602,526</u>

The notes on pages 5 to 38 form an integral part of the financial statements. These Financial Statements were approved by the directors on 11 December 2019 and signed on its behalf by:

Mr. Jefim Gewiet
Managing Director

Dr. Jorg Werner
Director

CRYPTOLOGY ASSET GROUP P.L.C.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
At 31 December 2018

	Share capital €	Retained Earnings €	Share Premium €	Total €
The Group				
FINANCIAL PERIOD ENDED FROM 10 JANUARY 2018 TO 31 DECEMBER 2018				
Issue of share capital	2,650,000	-	-	2,650,000
Increase in share premium			20,644,612	20,644,612
Profit for the period representing Total Comprehensive Income	-	7,020,304	-	7,020,304
At 31 December 2018	<u>€ 2,650,000</u>	<u>€ 7,020,304</u>	<u>€ 20,644,612</u>	<u>€ 30,314,916</u>

Holding Company

FINANCIAL PERIOD ENDED FROM 10 JANUARY 2018 TO 31 DECEMBER 2018				
Issue of share capital	2,650,000	-	-	2,650,000
Increase in share premium			20,644,612	20,644,612
Profit for the period representing Total Comprehensive Income	-	6,990,603	-	6,990,603
At 31 December 2018	<u>€ 2,650,000</u>	<u>€ 6,990,603</u>	<u>€ 20,644,612</u>	<u>€ 30,285,215</u>

The notes form an integral part of these financial statements.

CRYPTOLOGY ASSET GROUP P.L.C.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the period from 10 January to 31 December 2018

	Notes	The Group €	Holding Company €
CASH FLOW FROM OPERATING ACTIVITIES			
Cash used in operations	19 (a)	(1,894,938)	(1,912,532)
Interest paid		(12,925)	(12,096)
Interest received		890	888
NET CASH USED IN OPERATING ACTIVITIES		<u>(1,906,973)</u>	<u>(1,923,740)</u>
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of plant and equipment	19 (b)	(1,303)	(1,303)
Purchase of intangible assets	19 (b)	(21,420)	(18,725)
Purchase of investments in subsidiaries		-	(480)
Purchase of available-for-sale investments		(27,434,329)	(27,434,329)
NET CASH FLOW USED IN INVESTING ACTIVITIES		<u>(27,457,052)</u>	<u>(27,454,837)</u>
CASH FLOW FROM FINANCING ACTIVITIES			
Issue of share capital		2,650,000	2,650,000
Issue of share premium		20,644,612	20,644,612
Exchangeable note	17	6,282,102	6,282,102
NET CASH GENERATED FROM FINANCING ACTIVITIES		<u>29,576,714</u>	<u>29,576,714</u>
Net movement in Cash and Cash Equivalents		212,689	198,137
Cash and Cash Equivalents at the beginning of Year	19 (c)	-	-
CASH AND CASH EQUIVALENTS AT END OF YEAR	19 (c)	<u>€ 212,689</u>	<u>€ 198,137</u>

The notes form an integral part of these financial statements.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the period from 10 January to 31 December 2018

1. BASIS FOR PREPARATION

1.1 Statement of Compliance

The consolidated financial statements of Cryptology Asset Group p.l.c have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union.

These financial statements have also been prepared in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta)

1.2 Consolidation

The consolidated financial statements incorporate the assets, liabilities and results of the Company and its subsidiary undertakings drawn up to 31 December each year. Subsidiary undertakings are those companies over which the Group has control, either by way of majority shareholding, through contractual agreements with the other vote holders of the investee or rights arising from other contractual agreements, giving it the power to govern financial and operating policies of the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control of the subsidiary, and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the period from 10 January to 31 December 2018

1.2 Consolidation (continued)

Acquisition-related costs are expensed as incurred

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The parent company of the Group wholly owns its two subsidiaries, which are set out in Note 12. No associated undertakings were held at year end.

1.3 Basis of accounting

The financial statements are prepared under the historical cost. Assets and liabilities are measured at historical cost except for the following that are measured at fair value: financial assets measured at fair value through other comprehensive income (FVTOCI), and financial instruments classified at fair value through profit or loss (FVTPL).

These Financial Statements are prepared on a going concern basis. The Directors regard this as appropriate, after due consideration of the Group's statement of financial position, capital adequacy and solvency.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 STANDARDS, AMENDMENTS AND INTERPRETATION TO EXISTING STANDARDS

2.1.1 Adoption of new standards during the period ended 31 December 2018

The Group was incorporated during 2018. Therefore, accounting policies reflect any updates in accounting standards which became effective as from 1 January 2018.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the period from 10 January to 31 December 2018

2.1 STANDARDS, AMENDMENTS AND INTERPRETATION TO EXISTING STANDARDS (continued)

2.1.2 New standards and amendments not yet effective and not yet adopted by the Group

A number of new standards and amendments were endorsed by the EU but effective for periods starting after 1 January 2019. The impact that the adoption of other International Financial Reporting Standards will have on the financial statements of the Group in the period of initial application is currently being assessed by the directors. The directors foresee that the adoption of other International Financial Reporting Standards that were in issue at the date of authorisation of these financial statements, but not yet effective will have no material impact on the financial statements in the period of initial application.

These standards and amendments include the following:

Standards:

- IFRS 16 Leases (issued on 13 January 2016) – effective 1 January 2019

Interpretations:

- IFRIC 23 Uncertainty over Income Tax Treatments (issued on 7 June 2017) – effective 1 January 2019;
- IFRIC 22 Foreign Currency Translations and Advance Consideration (issued on 8 December 2016) – effective 1 January 2019.

Amendments:

- Amendments to IFRS 9: Prepayment Features with Negative Compensation (issued on 12 October 2017) and effective for periods starting on or after 1 January 2019;
- Amendments to IAS 28: Long-term interests in Associates and Joint Ventures (issued on 12 October 2017) – effective 1 January 2019.

In addition, the following standards have not been endorsed by the EU:

- Amendments to IFRS 3 Business Combinations (issued on 22 October 2018) – effective 1 January 2020;
- Amendments to IAS 1 and IAS 8: Definition of Material (issued on 31 October 2018) – effective 1 January 2020;
- Amendments to References to Conceptual Framework on IFRS Standards (issued on 29 March 2018) - effective 1 January 2020;
- Annual improvements to IFRS Standards 2015-2017 Cycle (issued on 12 December 2017) and effective for periods starting on or after 1 January 2019;
- Amendments to IAS 19: Plan Amendment, Curtailment or Settlement (issued on 7 February 2018) and effective for periods starting on or after 1 January 2019;
- IFRS 17 Insurance Contracts (issued on 18 May 2017) – effective 1 January 2021.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES

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

2.2.1 Non-derivative financial instruments

Non-derivative financial instruments comprise in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables. Non-derivative financial instruments are recognised initially at fair value. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control of substantially all risks and rewards of the asset. Regular way purchases and sales of financial assets are accounted for at trade date, i.e., the date that the Group commits itself to purchase or sell the asset.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted when the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other available features or shared credit risk characteristics. The percentage of the write down value is then based on recent historical counterparty default rates for each identified group.

Financial assets and financial liabilities are measured initially at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through profit and loss, which are measured initially at fair value. They are subsequently measured as described below.

Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

2.2.2 Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds.

Classification and subsequent measurement of debt instruments depend on:

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.2 Debt instruments (continued)

- i. The Group's business model for managing the asset; and
- ii. The cash flow characteristics of the asset.

Based on these factors, the Group classifies its debt instruments into one of the following three measurement criteria:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest on specified dates. Interest income from these financial assets is included in 'Interest and similar income' using the effective interest rate method.
- Fair Value through Other Comprehensive Income (FVOCI): Financial assets that are held for collecting of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest and that are not designated at FVTPL, are measured at FVOCI. Movements in the carrying amount are taken through OCI. Foreign exchange gains and losses on the instrument's amortised cost which also recognised in OCI. No impairment gains or losses are recognised since these are reflected in the movement in fair value through OCI. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is kept in OCI. Interest income from these financial assets is included in 'Interest and similar income' using the effective interest rate method.
- Fair Value through Profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in profit or loss. Interest income from these financial assets is included in 'Interest and similar income' using the effective interest rate method.

2.2.3 Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

On initial recognition of an equity investment that is not held for trading, the Group may irrecoverably elect to present changes in fair value in OCI. This election is made on an investment-by-investment basis and is irrecoverable. Other equity instruments are classified as measured at FVTPL.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.3 Equity instruments (continued)

Gains and losses on such equity instruments are never reclassified to profit and loss and no impairment is recognized. Dividends are recognized in profit or loss unless they clearly represent a recovery of part of the cost of the investment, in which case they are recognized in OCI. Cumulative gains and losses recognized in OCI are kept within OCI on disposal of an investment.

Gains and losses on equity investments at FVTPL are included in the 'Trading profits' in line with the statement of profit or loss.

The Group classifies its equity instruments as follows:

- i. Financial assets at fair value through profit or loss: This classification includes financial assets classified as held for trading. Financial assets at FVTPL are initially recognized and subsequently measured at fair value based on quoted bid prices in an active market.
- ii. Financial assets at fair value through OCI: Investment securities are classified as available-for-sale financial assets in view of the fact that these are intended to be held for an indefinite period of time, but which may be sold in response to needs for liquidity or changes in interest rates, exchange rates or market prices. All investment securities are initially measured at fair value plus transaction costs, if any, that were directly attributable to their acquisition.

Those investments securities classified as available-for-sale financial assets are subsequently measured at fair value based on quoted bid prices in an active market, or by reference to a valuation technique if the market was not active. Shares held as investments are classified as 'Available for Sale Investments' and these are valued at acquisition cost excluding any other ancillary costs. All shareholding listings in each respective investee is below the 20% mark.

2.2.4 Investment in subsidiaries and equity-accounted investees

A subsidiary is an entity that is controlled by the Group. Control is the power to govern the financial & operating policies of an entity to obtain benefits from its activities. Investments in subsidiaries and equity-accounted investees are initially included in the Group's statement of financial position at cost and subsequently at cost less any impairment loss which may have arisen. Interest in equity-accounted investees are accounted for using the equity method at Group Level. These are initially recognized at cost, which includes transaction costs. Subsequently the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence ceases. Dividends from the investments are recognised in profit or loss when its right to receive the dividend is established.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.4 Investment in subsidiaries and equity-accounted investees (continued)

At the end of each reporting period, the Group reviews the carrying amount of its investments in subsidiaries and equity-accounted investees to determine whether there is any indication of impairment, and if such indication exists, the recoverable amount of the asset is estimated, and an impairment loss is accounted for as explained below.

2.2.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided for on the straight-line method at rates intended to write off the cost to its residual value over the expected useful life. The annual rates used are as follows:

	%
Computer and other office equipment	25

Depreciation begins when the asset is available for use and continues until the asset is derecognised. Depreciation charge is recognised within 'cost of sales' and 'administrative expenses' in the statement of comprehensive income.

Gains and losses on disposal of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. The residual values and useful lives of the assets are reviewed and adjusted as appropriate, at each financial reporting date. The carrying amount of an asset is written down immediately to its recoverable amount if the carrying amount of the asset is greater than its estimated recoverable amount.

Subsequent costs are included in the carrying amount of the asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial year in which they are incurred. Property, plant and equipment that are temporarily idle and in course of construction are recognised in the carrying amount of property, plant and equipment at cost within 'Assets under construction'.

2.2.6 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in profit and loss in the year in which the expenditure is incurred.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.6 Intangible assets (continued)

The useful life of intangible assets are assessed to be either finite or infinite. The Group's intangible assets consists of computer software with a finite life. Amortisation is provided for on the straight-line method at rates intended to write of the cost to its residual value over the expected useful life. The annual rates used are as follows:

	%
Computer software	25

Where an indication of impairment exists, the carrying amount of the intangible asset is assessed and written down immediately to its recoverable amount.

2.2.7 Impairment of Assets

For the purpose of assessing impairment, assets are grouped in the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset carrying amount exceeds its recoverable amount. The recoverable amount is the greater of its fair value less costs to sell and its value in use. To determine the value in use, management estimates expected future cashflows from each cash-generating unit and determines a suitable discounting rate in order to calculate the present value of those cash flows.

Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by management. Impairment losses are recognised immediately in the income statement. Impairments losses for cash-generating units are charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist

An impairment loss that had been previously recognised is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been previously recognised.

2.2.8 Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations resulting from a past event will probably lead to an outflow of economic resources from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted, legal disputes or onerous contracts.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.8 Provisions, contingent liabilities and contingent assets (continued)

Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are numerous similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the obligations' class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

A contingent liability is (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or (b) a present obligation that arises from past events but is not recognized because: (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (ii) the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognized. Contingent assets are disclosed when an inflow of economic benefits is probable.

2.2.9 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months.

2.2.10 Related Undertakings and Related Parties

The term 'related undertakings' refers to companies having common shareholders or common ultimate shareholders.

A party is related to an entity if, directly or indirectly through one or more intermediaries, the party controls or is under common control with the entity, or has an interest in the entity which can give significant influence on control over the entity.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.11 Bank and Other Borrowings

Bank and other borrowings are recorded at the proceeds received. Finance charges are accounted for on an accrual basis and are shown with accruals to the extent that they are not settled in the period in which they arise.

2.2.12 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, its absence, the most advantageous market to which the Group has access at the date. The fair value of a liability reflects its non-performance risk.

Fair value conditions, including but not limited to liquidity in the market, at a specific date may and therefore differ significantly from the amounts which will actually be received on the maturity or settlement date. The best evidence of fair value of an instrument is a quoted price in an actively traded market for that instrument. The determination of what constitutes an active market is subjective and requires the collation of data and the exercise of judgement. A financial instrument is regarded as quoted in an active market if quoted prices are readily available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Where it is concluded that an active market does not exist, a valuation technique is used. The latter gives consideration of transaction prices in inactive markets, however it makes use of other observable market data. The main assumptions and estimates which management considers when using valuation techniques are the likelihood and expected timing of future cash flows on the instrument and a risk premium. The valuation techniques used by the Group incorporate all factors that market participants would consider in setting a price and are consistent with accepted methodologies for pricing financial instruments.

The major application of fair value measurement is adopted for the valuation of Available-for-Sale Investments disclosed in the financial statements under Non-Current Assets. In the absence of Level 1 and Level 2 inputs, the directors have applied Level 3 inputs to value these assets. Observable and unobservable inputs are used in this case, since there is little market activity for the asset at measurement date. The directors developed these inputs using the best information available in the circumstances, including the Group's own data, taking into consideration all information about market participants assumptions that is reasonable available.

A combination of valuation techniques were adopted taking into account the current replacement value of the asset and available, unaudited financial data of the underlying assets.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.13 Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity. Current tax is based on the taxable profit for the year, as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the liability method in respect of temporary differences arising from differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to the investment in subsidiary to the extent that the Group's ability to control the timing of the reversal of temporary differences and it is probable that those temporary differences will not reverse in the foreseeable future.

Deferred tax assets for the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

2.2.14 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable for services rendered in the normal course of business, net of value added tax.

Revenue is recognized to the extent that it is probable that future economic benefits will flow to the entity and these can be measured reliably. The Group's revenue during the period under review relates to the sale of held-for-trading investments.

Dividend income from investments is recognised when the right to receive payment is established.

Interest income and expense is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the instrument, or when appropriate, a shorter period to that instrument's carrying amount. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the instrument but not future credit losses. The calculation includes payments or receipts that are an integral part of the effective interest rate, transaction costs and all other discounts or premiums.

Generally fee and commission income, is recognised as the related services are performed. Other fee and commission expenses are expensed as the services are rendered.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.14 Revenue recognition (continued)

A contract with a customer that results in the recognised financial instrument in the Group's financial statements may be partially in the scope of IFRS 9 and partially in the scope of IFRS 15. If this is the case, the Group first applies IFRS 9 to separate and measure the part of the contract that is in the scope of IFRS 9 and then applies IFRS 15 to the residual.

2.2.15 Administrative expenses

Operating expenses are recognised in the profit or loss and other statement of comprehensive income upon utilisation of the service or at the date of their origin.

2.2.16 Finance costs

Finance expenses comprise interest on borrowings, unwinding of the discount on provisions and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method.

(a) Borrowing costs

Borrowing costs include interest on bank overdrafts and borrowings and finance charges on finance leases. Borrowing costs and finance charges directly attributable to the acquisition, construction or production of assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale is capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. The amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of that borrowing. All other borrowing costs are recognised as an expense in the profit or loss in the period in which they are incurred.

2.2.17 Surplus and deficits

Only surpluses that were realised at the date of the Statement of Financial Position are recognised in these Financial Statements. All foreseeable liabilities and potential deficits arising up to the said date are accounted for even if they become apparent between the said date and the date on which the Financial Statements are approved.

2.2.18 Foreign currency translation

Items included in the Financial Statements are measured using the currency of the primary economic environment in which the Group operates. These Financial Statements are presented in Euro, which is the Group's functional and presentation currency. Assets and liabilities in foreign currencies are translated into Euro at the rate of exchange ruling at the balance sheet date.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

2.2 PRINCIPAL ACCOUNTING POLICIES AND REPORTING PROCEDURES (continued)

2.2.18 Foreign currency translation (continued)

Transactions in foreign currency during the period are translated into Euro at the rate of exchange ruling on the date of the transaction. All profits and losses on exchange are dealt with through the profit and loss account.

2.2.19 Capital management policies and procedures

The Group's capital consists of its net assets, including working capital, presented by its retained funds. The Group's capital management objectives are to ensure its ability to continue as a going concern, to maintain a positive working capital ratio, and to provide an adequate return to shareholders. The Group uses budgets and business plans to set its strategy to optimise its use of available funds and implement its commitments to its primary stakeholders.

2.2.21 Significant judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that effect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable and reliable in the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not apparent from other sources. 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 estimates is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The main assumptions and estimates are made in estimating the fair value of available-for-sale financial instruments not quoted in active markets. Management is required to make certain assumptions and estimates in arriving at an appropriate fair value, based on the application of valuation techniques that make use of available observable market data. A change in assumptions and estimates could affect the reported fair value of these financial instruments.

3. REVENUE

	The Group €	Holding Company €
Revenue comprises the following:		
Sale of Held-For-Trading investments	2,571,723	2,571,723
Advisory services	76,375	-
	<u>€ 2,648,098</u>	<u>€ 2,571,723</u>

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

4. FINANCE COSTS

	The Group €	Holding Company €
Bank interest and charges	18,686	18,254
Other interest on loans	12,917	12,083
Realised loss on exchange	29	29
Unrealized loss on exchange	11,350	11,350
	<u>€ 42,982</u>	<u>€ 41,716</u>

5. LOSS FOR THE PERIOD BEFORE TAX

	The Group €	Holding Company €
Loss for the period before tax is stated after charging:		
Total remuneration payable to the external auditors of the Group		
- The audit of the financial statements	12,950	8,500
- Other non-assurance services	1,735	1,330
	<u>€ 14,685</u>	<u>€ 9,830</u>
Directors' emoluments		
- Non-executive director fees	18,000	18,000
- Director's salary as full-time employee	60,000	60,000
	<u>€ 78,000</u>	<u>€ 78,000</u>
Compensation to other key management personnel is analysed as follows:		
- Remuneration as full-time employee	€ 89,339	€ 87,168

6. EMPLOYEE COMPENSATION AND BENEFITS

	The Group	Holding Company
Salaries, including directors' remuneration:		
Wages and salaries	€ 149,339	€ 147,167
Managerial and administration	<u>2</u>	<u>2</u>
Average number of employees – Full time equivalents:	<u>2</u>	<u>2</u>

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

7. EARNINGS PER SHARE

	The Group	Holding Company
Earnings per share	€ (0.59)	€ (0.60)

The earnings per share have been calculated on the net losses of the Group, as shown in statement of profit and loss, divided by the average number of shares in issue.

Earnings per share of the Group was calculated on the loss attributable to shareholders of the Group of € (1,569,221), divided by average number of shares for the period ended 31 December 2018.

Earnings per share of the Holding Company was calculated on the loss attributable to shareholders of the Company of € (1,598,922), divided by average number of shares for the period ended 31 December 2018.

8. TAXATION

The tax effect at the applicable tax rate on the accounting result and the tax charge for the year are reconciled as follows:

	The Group €	Holding Company €
(Loss) for the year before taxation	(2,269,837)	(2,318,681)
Tax at the applicable rate of 35%	<u>(794,443)</u>	<u>(811,538)</u>
Tax effect on disallowed expenses	8,181	6,133
Tax effect on fair value adjustments	85,646	85,646
	<u>€ (700,616)</u>	<u>€ (719,759)</u>
Comprising:		
Deferred taxation	(719,759)	(719,759)
Current taxation	19,143	-
	<u>€ (700,616)</u>	<u>€ (719,759)</u>

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

9. PROPERTY, PLANT AND EQUIPMENT

	Computer and other office equipment €
COST	
Additions	1,303
DEPRECIATION	
Charge for the period	326
NET BOOK VALUE	
At 31 December 2018	€ 977

10. DEFERRED TAXATION

	At 10 January 2018	Recognised in profit or loss	At 31 December 2018
Unutilised tax losses	€ -	€ 719,759	€ 719,759

11. INTANGIBLE ASSET

	The Group €	Holding Company €
COST		
Additions	21,420	18,725
AMORTISATION		
Charge for the period	6,853	6,179
NET BOOK VALUE		
At 31 December 2018	€ 14,567	€ 12,546

12. INVESTMENT IN SUBSIDIARIES – Holding Company

Cost	€
As at 1 January	-
Additions during the year	480
As at 31 December	€ 480

As at 31 December 2018, the Group held the following equity interest:

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

12. INVESTMENT IN SUBSIDIARIES – Holding Company (continued)

Subsidiary and its registered office	Number, class & nominal value of shares held	Percentage of issued shares held
Cryptology Advisory Limited Block A, Apt 12, Il-Piazzetta Tower Road, Sliema SLM 1605, Malta	1,199 ordinary 'A' shares of €1 each, 20% paid-up	99.9%

The financial statements of Cryptology Advisory Limited prepared using the IFRSs as adopted by the EU and have been audited in accordance with International Standards on Auditing. A clean audit opinion has been issued in respect of these financial statements.

The share capital and reserves of Cryptology Advisory Limited at the balance sheet date stood as follows:

	€
Ordinary share capital	240
Retained earnings	34,632
	<hr/>
	€ 34,872
	<hr/>

Subsidiary and its registered office	Number, class & nominal value of shares held	Percentage of issued shares held
Apeiron 101 Ltd (formerly Cryptology Investment Limited) Block A, Apt 12, Il-Piazzetta Tower Road, Sliema SLM 1605, Malta	1,199 ordinary 'A' shares of €1 each, 20% paid-up	99.9%

A share transfer was affected after period end whereby shares in Apeiron 101 Ltd were transferred to Apeiron Investment Group Ltd. The financial statements of Apeiron 101 Ltd prepared using IFRSs as adopted by the EU and have been audited in accordance with International Standards on Auditing. A clean audit opinion has been issued in respect of these financial statements.

The share capital and reserves of Apeiron 101 Ltd at the balance sheet date stood as follows:

	€
Ordinary share capital	240
Accumulated losses	(2,130)
	<hr/>
	€ (1,890)
	<hr/>

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

13. AVAILABLE-FOR-SALE INVESTMENTS

Unquoted equity and other non-fixed income instruments measured at FVOCI (available-for-sale as at 31 December 2018):

	The Group €	Holding Company €
<i>AFS Investments:</i>		
Additions (at cost)	21,152,227	21,152,227
Unrealized gain on exchange	915,555	915,555
Fair Value Movements (Note a)	7,673,970	7,673,970
	<hr/>	<hr/>
	29,741,752	29,741,752
<i>Asset-Managed Investment (Note b):</i>		
Additions (at cost)	6,282,102	6,282,102
Unrealized gain on exchange	449,976	449,976
	<hr/>	<hr/>
	6,732,078	6,732,078
	<hr/>	<hr/>
Total Available-for-sale investments at period end	€ 36,473,830	€ 36,473,830
	<hr/>	<hr/>

Notes:

(a) Fair Value Movements

The fair value basis measurement of AFS Investments has been determined on the basis of Level 3 criteria. The investment group classification method has been used whereby assets were sub-divided between classifications of sub-groups and analysed on basis of observable and unobservable market data.

The basis has been derived by analyzing the underlying assets in the investee companies through a combination of valuation techniques. In applying the valuation technique, management also adopted other criteria to factor market changes in the underlying assets and other sensitive market variations in the valuation.

The data sensitivity analysis was carried out from unaudited sources but was independently extracted from information provided by third parties and management representations. Other observable market information was obtained and the valuation technique models were compared to other observable market information as follows:

- i. Share prices of other share transfers effected subsequent to the Group's acquisition of shares, representing the price buyers in the market are willing to pay for the shares in investee companies;

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

13. AVAILABLE-FOR-SALE INVESTMENTS (continued)

(a) Fair Value Movements (continued)

- ii. Shareholders' reports prepared by Management confirming the price the investee company is willing to offer for the investment. These represent price indicators to investors from valuation techniques performed by Management;
- iii. Share buy-backs by the investee companies offering existing holders the option to sell the shares; and
- iv. Net Asset Value techniques on investee companies arriving at the share base.

On this basis, valuation techniques were carried out on the financials of the investee companies and data inputs were affected to consider future cashflows and other market available information. In determining the fair value, we analysed the underlying assets, and impairment tests were provided on the sub-classifications of assets to take into account the inherent variations and volatility of the balances.

In carrying out the above analysis we determined the Net Asset Value and compared to observable inputs disclosed above, including share prices for other share transfers effected. This could only be applied if the observable market data and share prices for similar investors investing in the same investee companies could be substantiated to underlying company valuations and future company potential.

The fair value movements included in the AFS investments is representative of fair value gains of € 10,483,776, after adjusting for fair value decreases of € 2,809,806 on investments. The net increase of € 7,673,970 is reflected in Other Comprehensive Income.

We shall be consistent in applying such valuation methods from one period to the next. Quantitative and qualitative information about unobservable inputs and assumptions are also used.

(b) Asset-Managed Investment

The Asset-Managed Investment as disclosed in the AFS investments is represented by a corresponding exchangeable note included within non-current liabilities under Note 16 to the financial statements to the equivalent amount.

The fair value of the Asset-Managed Investment was calculated solely for the scope of determining a potential future unrealized gain, using the same valuation techniques applied for the other AFS investments held by the Group. The exchangeable note can be exercised within a period of five years against the Asset-Managed Investment. Upon the exercise of the exchangeable note, a gain may crystallize to the Group based on the fair value increases of the Asset-Managed Investment on the date of the transfer. At year end, should the exchangeable note had been executed, unrealized net gains of € 484,137 would have been materialized based on the fair value determination of the investment. Any decreases in the fair value of the Asset-Managed Investment will not impact negatively on the Group's financials.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

14. HELD-FOR-TRADING INVESTMENTS

Financial assets designated at FVTPL consist of the following equity instruments:

	The Group €	Holding Company €
<i>Quoted equity investments</i>		
Additions	4,521,911	4,521,911
Disposals at carrying amount	(2,848,553)	(2,848,553)
Realised loss on purchase of investment	(1,229,073)	(1,229,073)
Decrease in fair value of investments	(244,702)	(244,702)
Unrealized loss on exchange	(11,350)	(11,350)
Total quoted held-for-trading investments	<u>€ 188,233</u>	<u>€ 188,233</u>

15. TRADE AND OTHER RECEIVABLES

	The Group €	Holding Company €
VAT recoverable	13,816	8,564
Prepayments and accrued income	77,138	-
	<u>€ 90,954</u>	<u>€ 8,564</u>

16. SHARE CAPITAL AND RESERVES – Holding Company

(a) Share Capital

Authorised

2,650,000 Ordinary shares of € 1 each € 2,650,000

Issued, allotted and 100% paid up

2,650,000 Ordinary shares of € 1 each € 2,650,000

(b) Share Premium

Share premium € 20,664,612

Share premium represents the excess paid by the shareholders over the nominal value of the shares, being € 1 per share.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

16. SHARE CAPITAL AND RESERVES (continued)

(c) Retained earnings

Retained earnings represent the operating loss for the period after taxation after adjusting for other comprehensive income, resulting in total retained earnings of € 6,990,603 at period end. This primarily comprises the profit attributable to equity holders.

17. NON-CURRENT LIABILITIES

	The Group	Holding Company
Exchangeable note	€ 6,732,078	€ 6,732,078

The exchangeable note consists of an instrument which is exercisable against Asset-Managed Investments included within the AFS investments held by the Group as disclosed in Note 13(b). This instrument is exercisable within a five-year period. There is no reason to believe that the note will be exercised within a period of twelve months from year end.

18. TRADE AND OTHER PAYABLES

	The Group €	Holding Company €
Amounts payable to subsidiary undertakings (note a)	-	574,475
Loan advances from related undertakings (note b)	600,000	-
FSS payable	3,825	-
Taxation	19,143	-
Accruals	31,047	10,758
	<u>€ 654,015</u>	<u>€ 585,233</u>

Notes:

- (a) Amounts payable to the subsidiary undertakings are unsecured, interest free and are repayable on demand.
- (b) Loan advances from related undertakings are unsecured and repayable on demand. These bear interest at the rate of 5% per annum.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO CONSOLIDATED THE FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

19. NOTES TO THE CASH FLOW STATEMENT

(a) Cash used in operations

	The Group €	Holding Company €
(Loss) before taxation	(2,269,837)	(2,318,681)
Adjustment for:		
Depreciation	326	326
Amortisation	6,853	6,179
Interest receivable	(890)	(888)
Interest paid	12,925	12,096
Unrealized losses on exchange	11,350	11,350
Operating loss before working capital	(2,239,273)	(2,289,618)
Increase in held-for-trading investments	(199,583)	(199,583)
Increase in trade and other receivables	(90,954)	(8,564)
Increase in payables	634,872	585,233
Cash used in operating activities	€ (1,894,938)	€ (1,912,532)

(b) Plant and equipment

During the period under review the Group purchased plant and equipment amounting to € 1,303, and intangible assets of € 21,420 as disclosed in notes 9 and 11 to the financial statements. These purchases were paid for in cash.

(c) Cash and cash equivalents

Cash and cash equivalents consist of balance with banks. Cash and cash equivalents included in the statement of cashflows and the statement of financial position comprise the following amounts:

	The Group	Holding Company
Cash at bank	€ 212,689	€ 198,137

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

20. RELATED PARTY DISCLOSURES

(a) Balances

Amount due from and to related undertakings are disclosed in note 18 to the financial statements.

(a) Transactions

During the year under review, the Group carried out transactions, in its normal course of the business and on an arm's length basis, with the following related undertakings:

Name of entity	Nature of relationship
Apeiron Investment Group Limited	Immediate Parent Company

The following was the only transaction carried out by the Group with related undertakings having significant control:

Transactions with immediate parent undertaking of the Group:	€
Recharge of administrative costs from parent	6,725
	<hr/>

(b) Immediate parent Company and Ultimate Beneficiary Owner

The majority shareholder of the company is Apeiron Investment Group Limited, holding 50.94% at year end. In May 2019, this was diluted to 49.96% of total shareholding, with the remaining shareholding being held by various other members, with a percentage holding of less than 20% each. Apeiron Investment Group Limited is a company registered in Malta, with its registered address at Block A, Apt 12, Il-Piazzetta, Tower Road Sliema, SLM 1605, Malta.

The ultimate beneficial owner of Apeiron Investment Group Limited is Mr. Christian Berthold Angermayer, residing at The Penthouse 2901, Canaletto Tower, City Road, London, EC1V 1AF United Kingdom.

21. FINANCIAL RISK MANAGEMENT

By their nature, the Group's activities are principally related to the use of financial instruments. The main activity of the Group is to invest in blockchain-model companies. It is established knowledge that the activities will potentially expose it to a variety of risks, including credit risk, liquidity risk, market risk and currency risk.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

21. FINANCIAL RISK MANAGEMENT (continued)

The Group's risk management is coordinated by the managing Director and the Advisory Board and focuses on actively securing the Group's short to medium term cash flow by minimising exposure to financial risks. The Group's aim is to disclose possible relevant information to enable users of the Financial Statements to evaluate the nature, extent and precautions taken of risks arising from financial instruments to which the Group is exposed at the end of the financial period.

21.1 Credit risk

This represents the risk of loss of principal or loss of interest to be earned from a borrower's failure in repaying debts or else failure to meet contractual obligations. The credit risk arises every time the Group may want to use future cash flows through the payment of current obligation. In this scenario, the credit risk may be either on the borrower, where an obligation to repay both the principal and the interest accrue in favour of the lender, or to the investor who has placed funds in securities or loaned money where a foreseeable repayment of debt and interest thereon is contemplated.

Credit risk may also be related to an investment's return where yields on bonds correspond to their supposed credit risk. The Group, in this respect, did not invest in interest-bearing securities during the period under review.

The Group's exposure to credit risk related to the carrying amount of the current financial assets, recognised at the end of the reporting period, as summarised below:

	Notes	€
Class of financial assets – carrying amounts:		
Held-for-trading investments	14	188,233
Trade and other receivables	15	90,954
Cash and cash equivalents	19	212,689
		<hr/>
		491,876
		<hr/>

During the period under review, the Group held non-cash current assets that were not subject to any risk for liquidating them. All traded financial assets and accounts receivables were eventually liquidated in 2019, hence resulting in no provisions for losses during the reporting period.

Loans provided to the Group where all honoured and paid in full during 2019 rendering a risk-free lending position to third parties. Furthermore, the Group continuously monitors defaults of counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal with only creditworthy counterparties.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

21. FINANCIAL RISK MANAGEMENT (continued)

21.1 Credit risk (continued)

The Group considers that the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

None of the Group's financial assets are secured by collateral or other credit enhancements.

The credit risk for Cash and Cash Equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Exposure to Credit risk on FVTOCI securities

The Group assesses whether financial instruments have experienced a significance increase in credit risk since initial recognition. When determining whether the risk of default on a financial instrument has increased significantly, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the shareholder's historical experience and due diligence and KYC procedures affected on the investee companies. The objective of the assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing:

- The remaining lifetime probability of default as at reporting date; with
- The remaining lifetime probability of default for this point in time that was estimated at the time of initial recognition of the exposure.

21.2 Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

This is an important measure to take cognisance since any assets held by the Group should be saleable when contemplating in generating immediate cash requirements.

In this scenario, the Group does take note of the fact that the market may be illiquid, hence the liquidity risk factor, or quite liquid, hence the financial asset held by the Group will increase in value as there will be no potential capital loss in sight.

At 31 December 2018, the Group's financial liabilities have contractual maturities which are summarised below:

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

21. FINANCIAL RISK MANAGEMENT (continued)

21.2 Liquidity risk (continued)

	Note	Current Due within one year €	Non-Current Due between two to five years €
Financial liabilities:			
Trade and other payables	18	31,047	6,732,078
Loan advances from related undertakings	18	600,000	-
		<u>€ 631,047</u>	<u>€ 6,732,078</u>

In relation to financial liabilities falling due within two to five years, these relate to the Exchangeable Note supported by AFS investments which are closely monitored for their valuation. On the expiration of the exchangeable note, the AFS investments will be transferred in compensation for the financial obligation, not resulting in liquidity risks to the Group.

In this respect, the Group or any of its subsidiaries, did not require immediate cash to execute its activity, hence the liquidity risk was minimal, if at all. Any new investment projects shall be financed in new cash-rounds through fresh capital from new and/or existing members.

21.3 Market risk

Market risk is the risk that the fair value cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. It arises in all areas of the Group's activities and is managed by a variety of different techniques as detailed below.

The objective of the Group is to manage and control market risk exposures in order to optimise return on risk while maintaining a market profile consistent with the Group's strategy. The major risk here is the movement of equity prices, particularly in this sector of business. The risk is mitigated by the fact, that management make a selection of investments built from experience and by determining the market risk commensurate with the return on them. Whilst it is Management's responsibility and commitment to focus on such unpredictability of the markets, these are minimized as much as possible. The Group's Advisory Board is being structured to take these considerations into account and with the sole aim to decide when, where and how to purchase and/or sell financial assets.

21.3.1 Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument would fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk is limited to the variable interest rate of interest-bearing loans and borrowings.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

21. FINANCIAL RISK MANAGEMENT (continued)

21.3.1 Interest Rate Risk (continued)

Cash and cash equivalents issued at variable rates expose the Group to cash flow interest rate risk. Management monitors the level of floating rate bank balances as a measure of cash flow risk taken on.

Based on this analysis, management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably possible at the end of the reporting period is to be immaterial, in view of the Group's limited exposure to bank and borrowings.

21.3.2 Currency risk

Exchange-rate risk arises from the change in price of one currency in relation to another and the fair value or a future cash-flow transaction emanating from the sale or purchase of a financial instrument where exchange rate fluctuations may occur. Since one of its major investments lies across national border and this is predominantly in US Dollars, the Group recognises that this might create an unpredictable gain or loss. At the reporting rate the exchange rate has moved in favour of the Group.

The Company intends to mitigate currency risk by investing predominantly in Euro and in US Dollars, both of which are stable currencies with stable interest rates and controlled inflation.

The Company does not hold currency hedge funds, and a good arrangement to mitigate currency risks would be to keep currency denominated accounts for the operation of its trading activities. Furthermore, the investments held that are denominated in US Dollars are expected to accrue higher returns than the currency risks that may arise.

21.3.4 Other price risk

Other price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group is exposed to equity price risks arising from the holding of equity instruments classified either as available for sale or at fair value through profit or loss. The carrying amounts of financial instruments at the reporting date which could potentially subject the Group to equity price risk are disclosed in notes 13 and 14 to the financial statements. The Group counteracts the price risk by adopting an investment strategy of investing in start-up companies with a potential for growth and consequent increase in their market prices.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

21. FINANCIAL RISK MANAGEMENT (continued)

21.3.5 Other risks

In view of the inherent volatility of the assets invested in by the Group, the management will take safeguards not to inflate unnecessarily and incorrectly the valuations thereof. Coupled with this approach, there is also risk on fair value computation risk in view of the fact that investees may either not be prompt in providing information or the financial information provided does not carry an independent assurance verification. Consequently, the Management takes responsibility in adopting proper tools in valuing its financial assets.

22. CAPITAL RISK MANAGEMENT

The Group's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders.

The Group's equity, as disclosed in the statement of financial position, constitutes its capital. The Group's capital structure is monitored by the Directors with appropriate reference to its financial obligations and commitments arising from operational requirements. In view of the nature of the Group's activities, the capital level as at the end of the reporting period is deemed adequate by the Group.

23. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's accounting policy for determining the fair value of financial instruments is described in notes 2.2.1, 2.2.2, 2.2.3 and 2.2.12 to the financial statements. For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair values measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices unadjusted in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, whether directly or indirectly. This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3 inputs are observable inputs for the asset or liability. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs that have a significant effect on the instruments' valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or adjustments are required to reflect differences between the instruments.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

23. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines when transfers are deemed to have occurred between Levels in the hierarchy at the end of each reporting period.

Basis of valuing financial assets and liabilities measured at fair value:

Assets	Level 1 €	Level 2 €	Level 3 €	Total €
Held-for Trading Investments	188,233	-	-	188,233
Available-for sale investments	-	-	29,741,752	29,741,752
	<u>€ 188,233</u>	<u>€ -</u>	<u>€ 29,741,752</u>	<u>€ 29,929,985</u>

The instruments classified within Level 3 comprise the AFS investments. In this respect, it has to be ascertained whether the financial asset is active or not in the market, hence obtaining financial information from the respective investees. Whilst acknowledging that valuations only provide an estimate of true value, yet the Group ensures to be closest to accuracy by selecting the best practices in a valuation technique. As contemplated in IFRS 13, the fair value measurement shall assume that a transaction takes place at that date, considered from the perspective of a market participant that holds the financial asset. Therefore, our valuation of 'Fair Value' is the price that a financial asset can be sold at in an orderly transaction in a market on that date under market conditions, irrespective as to whether the price is observable on an Exchange or using a valuation approach.

During the period under review, the Group held shares that are not easily observable in arriving at fair value. Such shares are not traded in the open market whilst the financial information available from the investee lacks detail. However, the Group holds information where shares are being traded much higher than the original cost. The Group is unable to carry out an exhaustive search to identify the market price but intends to rest on the latest financing-rounds in the investee at a discounted price for prudence sake, together with other observable inputs.

For reasons explained above, the Group has no option but to apply level 3 by making its utmost in maximising the use of relevant observable inputs. In applying level 3, the Group always asks:

- Is there an identical item held by another party as an asset?
- If in the affirmative, the Group will use the market value of the market-participant that holds the identical item;
- The Group, always obtains financial information directly from the investee to compare the Net Asset Value against the market value of the market-participant.

IFRS 13 does not preclude the Group from using our own collected data.

CRYPTOLOGY ASSET GROUP P.L.C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the period from 10 January to 31 December 2018

24. SUBSEQUENT EVENTS

After year end, the Group, committed itself to the following events:

- After the balance sheet date, the Group invested, in a crypto-asset management firm based in Frankfurt which also holds offices in London and New York. Moreover, the Group has committed itself in a 50% joint-venture asset business arrangement with a global venture capital group;
- In 2019, the Group also invested in a publicly-listed company based in Frankfurt. This company focuses on Bitcoin block chain platform, and operates one of the most advanced mining-hardware built on renewable energy sources, with extremely operating cost efficiency;
- The Group participated in a joint-cash contribution agreement where it had taken up tokens with a profit opportunity. The trading went well and all tokens have now been sold rendering a substantial gain to the contributors; and
- Subsequent to the reporting-date, the Group identified other profitable projects, hence the members agreed to issue a private-placement that would facilitate to increase its cap-table by 250,000 shares at an effective 17.5% discount on the prevailing PV share. Such increase will represent 8.6% of the Company's post-capital increase and such shares shall be offered to accredited/qualified investors only.

CRYPTOLOGY ASSET GROUP P.L.C.

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Cryptology Asset Group p.l.c - Report on the Audit of the Consolidated Financial Statements.

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of Cryptology Asset Group p.l.c, set out on pages 5 to 38, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of comprehensive income, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements show a true and fair view of the financial position of the Group as at 31 December 2018 and of its financial performance and cash flow for the period then ended in accordance with the International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act (Cap. 386).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

We summarise below the key audit matter, together with our response by way of the audit procedures we performed to address that matter during our audit, and key observations arising with respect to such risks of material misstatement.

CRYPTOLOGY ASSET GROUP P.L.C.

INDEPENDENT AUDITORS' REPORT

Key Audit Matters (continued)

Fair Value Measurement of Available-for-Sale Investments:

Available-for-sale Investments – changes in fair value reflected in Other Comprehensive Income

Reference is made to Accounting policy 2.2.12 to the financial statements and Notes 13 and 23 for further disclosure. The Group's policy for investing in financial instruments is dependent on the experience of the founders, who together with other influential investors, have set aside sufficient funds to finance new projects and innovative products.

The Group's financial instruments for the period under review were predominantly invested in securities in jurisdictions that do not require extensive financial reporting. The Group does not value its AFS investments on the basis of Level 1 and Level 2 inputs since these investments are not quoted on a listed market. Consequently, the valuation of the said securities is determined by using appropriate observable and unobservable market data, and other inputs extracted from determinable sources, which gives rise to an element of risk in determining the fair value. The Level 3 inputs resulted in net fair value gains of € 7,673,970, reflected in Other Comprehensive Income (OCI). We have considered that this basis of valuation is a Key Audit Matter mainly as a result of the following:

- unaudited financial information of the investee undertakings;
- observable inputs limited to selective investors; and
- inherent volatility of the underlying assets of the investee undertakings.

Due to the extent of such inherent estimation uncertainty underlying the valuation of the investments, the amounts recognised in the OCI may result to be different than amounts determinable should Level 1 and Level 2 inputs have been applied. These differences may be material.

How our audit addressed the Key Audit Matter

We have evaluated the appropriateness of the methodologies used in estimating the valuation arising on the AFS investments as part of our substantive procedures as follows:

- We analysed the underlying assets of the investee companies through a combination of valuation techniques. In applying the valuation techniques, data inputs and financials of the investee companies were analysed in a manner to factor the market changes in the underlying assets and other sensitive market variations in the valuation. Impairment tests were carried out on the sub-classification of assets to take into account the inherent volatility of the balances.
- We determined the net asset value, following impairment tests carried out, and compared to other observable inputs, including share prices for other share transfers effected subsequent to the Group's acquisition of the shares. The share price is representative of the price that the financial asset can be sold at in an orderly transaction in a market on that date under normal market conditions, irrespective as to whether the price is observable on a listed market or using a valuation technique.

CRYPTOLOGY ASSET GROUP P.L.C.

INDEPENDENT AUDITORS' REPORT

Key Audit Matters (continued)

- Consequent to the above, in verifying the fair value, we relied on the share prices sought in latest financing-rounds in the investee at a discounted price, together with other observable inputs. However, this could only be applied and accepted, if the share prices for similar investors investing in the same investee companies could be substantiated to underlying company valuations and future company potential.

Other Information

The directors are responsible for the other information. The other information comprises the information disclosed in the directors' report.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Art. 177 of the Companies Act (Cap. 386).

Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Companies Act (Cap.386).

In addition, in light of the knowledge and understanding of the Group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU, and in accordance with the Companies' Act, 1995. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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

The directors are also responsible for overseeing the financial reporting process.

CRYPTOLOGY ASSET GROUP P.L.C.

INDEPENDENT AUDITORS' REPORT

Auditors' 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 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or the business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

CRYPTOLOGY ASSET GROUP P.L.C.

INDEPENDENT AUDITORS' REPORT

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Matters on which we are required to report by exception by the Act

Pursuant to articles 179(10) and 179(11) of the Companies Act, we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.

We have nothing to report to you in respect of these responsibilities.

The principal authorised to sign on behalf of Parker Randall Turner on the audit resulting in this independent auditors' report is Mr. Arthur Douglas Turner.

Mr. Arthur Douglas Turner – Partner
On behalf of Parker Randall Turner

“Parker Randall Turner”
13, Curate Fenech Street
Birzebbugia BBG 2032
Malta

12 December 2019