RNS Number : 0439Q
RiverFort Global Opportunities PLC
24 June 2022

For immediate release 24 June 2022

RiverFort Global Opportunities plc (the "Company")

Financial Statements

for the year ended 31 December 2021

RiverFort Global Opportunities plc, the investment company listed on AIM, is pleased to announce its audited final results for the year ended 31 December 2021 (extracts from which are set out below) and that the financial statements will shortly be posted to shareholders and made available on the website www.riverfortglobalopportunities.com

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This announcement contains inside information for the purposes of Article 7 of Regulation 2014/596/EU which is part of domestic UK law pursuant to the Market Abuse (Amendment) (EU Exit) regulations (SI 2019/310).

CHAIRMAN'S STATEMENT

HIGHLIGHTS

- Total operating income generated of £2,469,441
- Net profit generated of £1,040,012
- Net asset value of £11,748,821 - an increase of 27% since the beginning of the year
- Net asset value of 1.49 pence per share - an increase of 10% for the year
- Substantial cash balance available for further investment
- New funds raised for investment
- Investments made in pre-IPO opportunities in technology, including the cyber security sector
- Expected payment of a dividend for 2021 of 0.038 pence per share representing a current gross yield of 4%

INTRODUCTION

We are very pleased to report our results for the year to 31 December 2021. This period has been another active period for the Company and the Board is pleased with the results that have been achieved.

REVIEW OF THE YEAR

The Company has been actively deploying its investment capital by investing principally in listed junior companies through debt and equity linked products. These investment structures lower volatility and risk and enable the Company to drive profits and cash income. We believe that this is an attractive investment strategy and by investing in the Company, investors are able to gain access to this investment strategy via a publicly listed vehicle. Activity during the early part of the year was lower due to the strength of the equity markets, however, activity has increased as the period has progressed. As at the end of the year, the Company held around £5.8 million of its investment portfolio in this type of investment, with investments in over 20 different companies.

At the same time, as previously announced, the Board has identified pre-IPO investment opportunities as an attractive area of investment focus where there is potential to achieve gains between the pre-IPO stage and a listing or exit. The logic for this being that, at this stage of an investee company's development, valuations can be noticeably lower, notwithstanding the proximity to an exit or listing.

Consequently, during the year, the Company has deployed capital in this area as demonstrated by its investments in Pluto Digital plc ("Pluto") and Smarttech247. Pluto is a crypto technology and operations company with a focus on Decentralised Finance (DeFi) and the Metaverse (blockchain gaming and NFTs).

Smarttech247 is a global managed detection and response company with a leading market position in security operations. Its platform provides threat intelligence with managed detection and response. Smarttech247's service is geared towards proactive prevention using the latest in cloud, big data analytics and machine learning, along with its incident response team. Smarttech247 is an established profitable business and is actively progressing a listing on AIM.

The Company's principal listed equity investment comprises its shareholding in Pires Investments plc ("Pires"). Pires is an investment company listed on AIM focused on investing in next generation technology which has been extremely active over the period. The majority of its investments have been revalued upwards during the period and the company has made a number of new investments, including into a new Sure Valley Ventures venture capital fund alongside the British Business Bank. Pires has recently published its results for the year to 31 December 2021, which clearly demonstrate the progress that this company is making. Furthermore, it is also now subject to a share for share offer from Tern plc, on terms that equate to 8 pence per Pires share, representing a 53.6% premium to the Pires share price prior to announcement, based on the respective companies share prices just prior to announcement. This offer is subject to approval by both Pires and Tern plc shareholders. The Company has provided an irrevocable undertaking to accept this offer in respect of its shareholding. If the offer proceeds on the terms envisaged then based upon the share price of Tern plc at the point of announcement, the Company's carrying value of this investment, including warrants, would be £2.67 million compared to the value as at 31 December 2021 of £2.31 million.

On 10 May 2021, the Company announced a placing to raise £1.64 million, at the prevailing market price of 1.7 pence per share, in order to provide funds for further investment and to specifically fund the investment in Smarttech247 which was also announced at that time. This fund raising was supported both by current and new investors.

The Company also expects to declare a dividend of 0.038 pence per share in relation to 2021, which would equate to a current gross yield of 4%. This continues the Company's track record of providing a cash return to shareholders.

OUTLOOK AND STRATEGY

The Company has continued to generate attractive returns through investing by way of structured financings in order to provide funding for junior companies. This strategy continues to have the benefit of providing both cash returns and downside protection. Furthermore, given the recent developments in global equity markets, the demand for the Company's investment capital has been growing strongly. This strategy is now complemented with the pre-IPO investments that have been made, with Smarttech247 actively progressing towards a listing.

In summary, we are pleased that the results for 2021 demonstrate a continuing trend of progress for the Company. The current year has also started well and we look forward to some exciting results for 2022.

Philip Haydn-Slater

Non-Executive Chairman

23 June 2022

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Introduction

The Company is an investment company listed on the AIM market of the London Stock Exchange. It is focused on investing in junior listed companies by way of debt or equity-linked debt investments. Returns are principally generated through a combination of fees, interest and other equity linked or performance-based instruments. This investing strategy enables the Company to reduce the risk and volatility normally associated with investing in junior companies solely by way of equity, and to generate cash income and returns. It also seeks to invest in exciting pre-IPO opportunities that are attractively valued and where there is a clear path to a liquidity event.

For the year to 31 December 2021, the Company made a profit from continuing operations of £1,040,012 (2020: £1,497,305). The net asset value of the Company as at 31 December 2021 was £11,748,821 (2020: £9,239,936), representing a significant increase compared to the previous year. Whilst the operating income figure was similar to the previous year, profit after tax was lower due to the impact of a non-cash accounting charge in relation to share based payments and higher investment advisory fees.

The Company's investment portfolio at 31 December 2021 is divided into the following categories:

Category	**Cost or valuation (£000)**	
	2021	**2020**
Debt and equity-linked debt investments	5,807	5,099
Equity and other investments	2,562	2,059
Pre IPO investments	2,703	–
Cash resources	2,012	4,047
Total	**13,084**	**11,205**

Debt and equity linked portfolio

During the year, the Company has continued to develop its portfolio and, as at the year end, the value of these investments amounted to £5.8 million. The portfolio currently includes over 20 companies such as Jubilee Metals plc, Challenger Exploration Limited, Deepverge plc and Troy Resources Ltd.

These investments principally generate income in the form of fees and interest. Investments are either made directly or by way of participation certificates in RiverFort Global Opportunities PCC Limited ("RGO PCC"), a Gibraltar based fund. These certificates are reference linked financial instruments that provide similar economic benefits to the holder as if they were co-investing directly in the underlying investment. Whilst there is no direct security into the underlying investment, the holder will benefit from the enforcement of any such security.

Equity and other portfolio

At the year end, the Company's equity portfolio comprised the following:

Company	**Description**	**Value of investment £000**
Pires Investments plc	An investment company listed on AIM	2,272
Other	Various small holdings in listed companies and warrants	290
Total		**2,562**

During the course of 2021, the Company has exercised warrants that it held in Pires and therefore its shareholding had increased to 19.5% or 30,914,193 shares as at the period end. It also still held 4,814,200 warrants in Pires, exercisable at 4 pence per share, although these have subsequently been exercised post period end.

Pires has continued to invest in next generation technology and, during this period, a number of its investments have significantly increased in value.

The company recently invested in a new Sure Valley Ventures ("SVV") fund ("SVV2"), alongside the British Business Bank ("BBB") who have committed £50 million to the new fund with other private investors, including Pires investing up to £35 million. SVV2 is being managed by the same team which, to date, has been highly successful in achieving a number of cash realisations from, and upward revaluations of, companies in the first SVV fund ("SVV1") .

Furthermore, the profit share arrangements within SVV2 are designed to encourage the involvement of private investors alongside the BBB, meaning that Pires and the other private investors would expect to receive a significantly enhanced share of the total return generated by the fund compared to industry standard.

Also, Getvisibility, one of Pires' investments that it holds both directly and via its holdings in SVV1 and Sure Ventures plc, has recently raised €10 million at a significantly higher valuation compared to when Pires first invested.

Getvisibility, is a leader in data visibility and control, using state-of-the-art artificial intelligence ("AI") to classify and secure unstructured information. Getvisibility also provides risk and compliance assessments as well as enforcing protection on sensitive data.

The company operates across the US, Europe and the Middle East and North Africa with a presence in several industry sectors including banking, healthcare and the public sector. Getvisibility's clients include a leading global producer of energy and chemicals, a major airport group, one of the largest financial institutions in the Middle East as well as US government entities in the pharmaceutical and manufacturing sectors.

Pires' direct stake in Getvisibility (including its recent additional investment) is now valued at circa €1,500,000 or over 4 times its total investment cost to date since it made its first investment two years ago. In addition, Pires has a further interest in Getvisibility via its 13% interest in SVV1 and an indirect interest through its holding in Sure Ventures plc, which together are now valued at circa €1,330,000. Pires' interest in Getvisibility, in aggregate, is therefore now valued at circa €2,830,000. As at the period end, RGO had a 19.54% stake in Pires.

On 1 June 2022, Tern plc ("Tern") announced a recommended share offer for the issued and to be issued share capital of Pires on the basis of 0.51613 Tern shares for each share in Pires. This valued each share in Pires at 8 pence based on the closing price of Tern shares on 31 May 2022 and represented a premium of 53.8% to the closing price of a Pires share on 31 May 2022. This offer is subject to approval by both Tern and Pires shareholders.

On 15 June 2022, Pires published its results for the year to 31 December 2021, which clearly demonstrated the progress that this company is making.

Often as part of the Company's investment, the investee company will issue warrants. The value of the warrants attributable to the Company's investments are calculated using the Black-Scholes option pricing model and the resulting figure is discounted by 75% to reflect the level of expected return associated with such holdings given their highly volatile nature. This balance is included within Other as set out in the table above.

Pre IPO investments

Pluto is a crypto technology and operations company with a focus on Decentralised Finance (DeFi) and the Metaverse (blockchain gaming and NFTs).

During the period, Pluto has invested in Maze Theory Limited ("Maze Theory"), a London - based digital entertainment studio, with a view to developing high quality games that incorporate token economics. As part of this arrangement, Pluto and Maze Theory formed a new gaming blockchain and metaverse studio joint venture called Emergent Games. Given the experience of the team at Maze Theory and the work that they have done, Pluto is planning to extend its relationship with Maze Theory as it believes that this is a sector that provides an exciting growth opportunity. Also, during 2021 Pluto fully acquired the YOP platform and has been actively developing this platform to help enable users to operate in and navigate the DeFi space, which has been growing rapidly.

As at 31 December 2021, the Company's equity holding in Pluto was valued at £1.3 million based on a price of 6 pence per share, which is the price at which the company's most recent funding raising took place.

Good progress continues to be made on the listing of Smarttech247, by way of a proposed reverse takeover of Smarttech247 by Conduity Capital plc. Smarttech247 is a global managed detection and response company with a leading market position in security operations. Its platform provides threat intelligence with managed detection and response. Smarttech247's service is geared towards proactive prevention using the latest in cloud, big data analytics and machine learning, along with its incident response team.

The company also recently hosted a global cybersecurity conference in Dublin whichincluded over 25 speakers from organisations around the world who discussed many aspects of cybersecurity, from new technologies and new attack vectors to regulations that are reshaping cyber and business risks. Notable speakers included representatives from Microsoft, IBM, NCIS and the Institute of Cancer Research.

Following on from Smarttech247's performance for the period ended 31 July 2021, where revenue and profits increased by circa 50% compared to the previous year, the company has continued to win new clients. The company is also progressing the roll out of its stable of internally developed automated security products currently consisting of the successful ThreatHub (threat and vulnerability modelling and management) and NoPhish (an AI driven phishing response solution to threat emails).

Smarttech247 continues to go from strength to strength as the world is increasingly exposed to cybersecurity attacks which can wreak havoc at companies and institutions around the globe.

Cash resources

The prior period end cash balance was higher as it included amounts that were due to RGO PCC at the year end in connection with the investment made in Tanzanian Gold Corporation which was partly held by the Company on behalf of RGO PCC. However, the Company still has a significant cash balance available for investment.

Income breakdown	**2021**	**2020**
	£000	**£000**
Investment income	1,801	1,251
Net gain from financial instruments at FVTPL	680	1,476
Net foreign exchange losses on other financial instruments	(12)	(284)
Total income	**2,469**	**2,443**
Administration costs	(715)	(404)
Investment advisory fees	(594)	(375)

Other gains and losses	(120)	(167)
Operating profit	**1,040**	**1,497**

Investment income derives principally from the fees and interest income in relation to our debt and equity linked debt investments. The net gain from financial instruments at FVTPL represents the impact of valuing the investment portfolio at fair value as required under IFRS 9.

Whilst the total income figure was similar to the previous year, operating profit was lower due to the impact of a non-cash accounting charge in relation to share based payments and the payment of higher investment advisory fees.

KEY PERFORMANCE INDICATORS

The key performance indicators are set out below:

COMPANY STATISTICS	**31 December 2021**	**31 December 2020**	**Change %**
Net asset value	£11,748,821	£9,239,936	+27%
Net asset value - fully diluted per share	1.49p	1.36p	+10%
Closing share price	1.45p	0.965p	+50%
Net asset value premium to the share price	3%	41%	
Market capitalisation	£11,243,000	£6,552,000	+72%

KEY RISKS AND UNCERTAINTIES

Investments in junior companies can carry a high level of risk and uncertainty, although the returns can be attractive. At this stage there can be no certainty of outcome and the Company may have difficulty in realising the full value from its investments in a forced sale. Furthermore, the Company limits the amount of each commitment, both as to the absolute amount and percentage of the target company. Details of other financial risks and their management are given in Note 22 to the financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Details of the Company's financial risk management objectives and policies are set out in Note 21 to these financial statements.

Covid 19 - Due to the nature of the Company's activities, the impact of Covid 19 on the Company has been minimal, with continuing interest from junior companies for our investment capital. Management will, however, continue to assess its impact on the Company.

PROMOTION OF THE COMPANY FOR THE BENEFIT OF THE MEMBERS AS A WHOLE

S172 of the Companies Act 2006 requires the Board to promote the Company for the benefit of the members as a whole. In particular, the requirements of s172 are for the Directors to:

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

The Directors are collectively responsible for formulating the Company's investment strategy, and during 2021 they have continued to focus on implementing the investment strategy previously approved by shareholders in 2018 which has resulted in a significant improvement in financial performance compared to previous years.

In addition, the application of s172 requirements can be demonstrated in relation to some of the key decisions made during 2021:

• Raising of additional funds for the Company for investment purposes; and

• The making of further investments that have generated significant returns for the Company and its shareholders.

The Board places equal importance on all shareholders and strives for transparent and effective external communications, within the regulatory confines of a listed company. The primary communication tool for regulatory matters and matters of material substance is through the Regulatory News Service, ("RNS"). We also provide an environment where shareholders can interact with the Board and management, ask questions and raise any concerns they may have. The Directors believe they have acted in a way they consider most likely to promote the success of the Company for the benefit of its members as a whole, as required by Section 172 (1) of the Companies Act 2006.

GOING CONCERN

The Company's assets comprise mainly cash, debt securities and quoted securities. As at the year end, the Company held a significant balance of cash. Furthermore, the Company has prepared cash forecasts to June 2023 that show that the Company has sufficient cash resources for the foreseeable future. The Directors have also considered the impact of Covid-19 and have concluded that, given the cash reserves in place and the level of the Company's ongoing costs, there are no material factors which are likely to affect the ability of the Company to continue as a going concern. Accordingly, the Directors believe that as at the date of this report it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

ON BEHALF OF THE BOARD

Nicholas Lee

Investment Director

23 June 2022

INDEPENDENT AUDITOR'S REPORT

Opinion

We have audited the financial statements of Riverfort Global Opportunities plc (the 'company') for the year ended 31 December 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

• give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the year then ended;

• have been properly prepared in accordance with UK-adopted international accounting standards; and

• have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included a review of the directors' statement in note 2 to the financial statements and the company's budgets for the period of twelve months from the date of approval of the financial statements, including checking the mathematical accuracy of the budgets and discussion and challenge of significant assumptions used by the management.

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

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

Our application of materiality

For the purposes of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed or influenced. We also determine a level of performance materiality which we use to assess the extent of testing needed, to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Materiality for the company financial statements as a whole was set at £334,000 (2020: £225,000). This has been calculated based on 2.5% (2020: 2%) of Gross Assets, being the same basis as applied in the prior year. Using our professional judgement, we have determined this to be the principal benchmark within the financial statements as it is most relevant to stakeholders in assessing the financial performance of the company, based on the growth in the value of the company's investments.

Performance materiality was set at £233,800 (2020: £157,500), being 70% of materiality for the financial statements as a whole respectively.

We agreed to report to those charged with governance all corrected and uncorrected misstatements we identified through our audit with a value in excess of £16,700 (2020: £11,250). We also agreed to report any other misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Our approach to the audit

Our audit is risk based and is designed to focus our efforts on the areas at greatest risk of material misstatement, aspects subject to significant management judgement as well as greatest complexity and size.

The financial asset investments balance is highly material and incorporates both equity investments and structured finance investments. We carried out a detailed review of the classification of the financial assets as fair value through profit and loss (FVTPL) and assessed the fair value of the instruments on a sample basis to ensure they are materially stated in these financial statements. This also incorporated the review of the net income from financial instruments at FVTPL.

We consider the impact of the risks related to management override of controls and related party transactions and relationships to be material. We have tested manual and automated journal entries occurring throughout the period, including journal entries at year end. Additionally, as part of our audit procedures to address fraud risk, we assessed the overall control environment and reviewed whether there had been any reported actual or alleged instances of fraudulent activity during the year. Our work on related parties included assessment of the company's procedures, as well as discussions with the directors.

Key audit matters

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

Key audit matter	How our scope addressed this matter
Valuation and classification of Financial asset investments (Note 15) At the year end, the company held non-current and current financial asset investments of £11,072,148, which included Equity investments, Structured Finance investments and share warrants. There is a risk that the financial asset investments are classified and valued incorrectly and are not owned by the company. This matter was considered to be one of most significance in the audit due to the size, complexity and significance of estimates and judgements required in valuing the financial asset investments.	Our work in this area included: • Performing a review of the fair value of debt investment assets at the year end, to determine whether it is materially misstated; • Perform an impairment review of investments in debt outstanding at the year-end by assessing their ability to repay through review of post year end bank statements and share price of customer. • Obtain copies of contracts throughout the period and reconcile back to the investments held within the financial statements. • Testing a sample of investments to certificate of title to ensure rights and ownership of investments; • Verify a sample of investment carrying amounts to supporting information (e.g. stock market prices, cost information, other information available); • For investments in privately owned entities, obtain details of recent fund-raising activities to assess their fair value; and review their latest financial statements to consider whether there are any impairment indicators; • Discuss with management the business model of the company and ensure this has not changed from the prior period; • Ensure that any gains / losses charged through the Profit and Loss are correctly accounted for and classified appropriately. • Obtain copies of the loan agreements in place at the year end and reconcile to the financial asset balance. • Ensure disclosure is adequate as per IFRS 7 requirements and the significant estimates section is disclosed in appropriate detail and accuracy Our work did not highlight any material misstatements.

Other information

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or

• we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and application of cumulative audit knowledge.

- We determined the principal laws and regulations relevant to the company in this regard to be those arising from AIM rules, local tax law and regulations, UK-adopted international accounting standards and the Companies Act 2006.

- We designed our audit procedures to ensure that the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. This is evidenced by our discussion of laws and regulations with management, reviewing minutes of meetings of those charged with governance and review of regulatory news.

- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:

    - Making enquiries of management;
    - A review of Board minutes;
    - A review of legal ledger accounts;
    - A review of Regulatory News Service ("RNS") announcements.

- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business or where the business rationale is not clear.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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

Eric Hindson (Senior Statutory Auditor)   15 Westferry Circus

For and on behalf of PKF Littlejohn LLP Canary Wharf

Statutory Auditor London E14 4HD

Date 23 June 2022

STATEMENT OF COMPREHENSIVE INCOME

FFOR THE YEAR ENDED 31 DECEMBER 2021		**2021**	2020
	Note	**£**	£

CONTINUING OPERATIONS:			
Investment income	4	**1,801,432**	1,251,681
Net gain from financial instruments at FVTPL	5	**680,286**	1,476,201
Foreign exchange losses on other financial instruments	6	**(12,272)**	(284,484)
TOTAL OPERATING INCOME		**2,469,446**	2,443,398
Administrative expenses	7	**(715,195)**	(403,564)
Investment advisory fees	8	**(593,990)**	(375,446)
Other gains and losses	9	**(120,249)**	(167,083)
PROFIT BEFORE TAXATION		**1,040,012**	1,497,305
Taxation	12	–	–
PROFIT FOR THE YEAR AND TOTAL COMPREHENSIVE INCOME		**1,040,012**	1,497,305
EARNINGS PER SHARE	13		
Basic earnings per share		**0.140p**	0.221p
Fully diluted earnings per share		**0.138p**	0.221p

STATEMENT OF FINANCIAL POSITION

		2021	2020
FOR THE YEAR ENDED 31 DECEMBER 2021	Note	**£**	£
NON-CURRENT ASSETS			
Financial asset investments	15	**8,105,633**	4,249,249
		8,105,633	4,249,249
CURRENT ASSETS			
Financial asset investments	15	**2,966,515**	2,908,855
Trade and other receivables	16	**317,539**	246,149

Cash and cash equivalents	17	**2,012,483**	4,046,856
		5,296,537	7,201,860
TOTAL ASSETS		**13,402,170**	11,451,109
CURRENT LIABILITIES			
Trade and other payables	18	**1,653,349**	2,211,173
		1,653,149	2,211,173
NET ASSETS		**11,748,821**	9,239,936
EQUITY			
Share capital	19	**77,540**	67,893
Share premium account	19	**1,568,353**	–
Share options reserve		**201,034**	–
Retained profits/(losses)		**9,901,894**	9,172,043
TOTAL EQUITY		**11,748,821**	9,239,936

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital	Share premium	Capital redemption reserve	Share options reserve	Retained profits	Total equity
	£	£	£	£	£	£
BALANCE AT 1 JANUARY 2020	10,042,273	3,191,257	27,000	–	(5,382,113)	7,878,417
Total comprehensive income	–	–	–	–	1,497,305	1,497,305
Capital reduction	(9,974,380)	(3,191,257)	(27,000)	–	13,192,637	–
Dividend payment	–	–	–	–	(135,786)	(135,786)

BALANCE AT 31 December 2020	67,893	–	–	–	9,172,043	9,239,936
Total comprehensive income	–	–	–	–	**1,040,012**	**1,040,012**
Share issue	**9,647**	**1,568,353**	–	–	–	**1,578,000**
Grant of share options	–	–	–	**201,034**	–	**201,034**
Dividend payment	–	–	–	–	**(310,161)**	**(310,161)**
BALANCE AT 31 December 2021	**77,540**	**1,568,353**	–	**201,034**	**9,901,894**	**11,748,821**

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2021	Note	**2021**	2020
		£	£
CASH FLOWS FROM OPERATING ACTIVITIES			
Investment income received		**1,195,653**	1,178,181
Operating expenses paid		**(1,091,429)**	(489,020)
NET CASH INFLOW FROM OPERATING ACTIVITIES		**104,224**	689,161
INVESTING ACTIVITIES			
Purchase of investments		**(9,618,440)**	(4,854,799)
Disposal of investments	15	**493,332**	2,562,113
Debt instrument repayments	15	**5,730,944**	3,405,246
Settlement of forward currency contracts		–	(212,456)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES		**(3,394,164)**	900,104
FINANCING ACTIVITIES			
Proceeds from share issues		**1,578,000**	–
Dividend payment	14	**(310,161)**	(135,786)

NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES		**1,267,839**	(135,786)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(2,022,101)**	1,453,479
Cash and cash equivalents at the beginning of the year		**4,046,856**	2,624,480
Effect of foreign currency exchange on cash		**(12,272)**	(31,103)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	17	**2,012,483**	4,046,856

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 GENERAL INFORMATION

RiverFort Global Opportunities plc is a public limited company, limited by shares, incorporated in England and Wales. The shares of the Company are listed on the Alternative Investment Market (AIM). The address of its registered office is Suite 39, 18 High Street, High Wycombe, Buckinghamshire, HP11 2BE.

The Company's principal activities are described in the Directors' Report .

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied throughout all periods presented in the financial statements.

The Company's financial statements have been prepared in accordance with UK adopted international accounting standards and in accordance with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention, as modified by financial assets and financial liabilities (including derivative instruments) measured at fair value through profit or loss. The measurement basis is more fully described in the accounting policies below.

The financial statements are presented in pounds sterling (£) which is the functional currency of the Company. The comparative figures are for the year ended 31 December 2020.

GOING CONCERN

The Company's assets comprise mainly cash, debt securities and quoted securities. Since the year end, the Company's cash resources have continued to increase and the Company has prepared cash forecasts to June

2023 that show that the Company has sufficient cash resources for the foreseeable future. The directors have also considered the impacts of Covid-19 and have concluded that there are no material factors which are likely to affect the ability of the Company to continue as a going concern, as a result of the cash reserves in place and given the Company's ongoing costs. Accordingly, the Directors believe that as at the date of this report it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. These estimates and assumptions are based upon management's knowledge and experience of the amounts, events or actions. Actual results may differ from such estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In certain circumstances, where fair value cannot be readily established, the Company is required to make judgements over carrying value impairment and evaluate the size of any impairment required.

CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New standards, amendments and interpretations adopted by the Company

The Company has applied the following standards and amendments for the first time for its annual reporting period commencing 1 January 2021:

- Amendments to IFRS 17 "Insurance Contracts"
- Amendments to IFRS 16 "Leases"
- Amendments to IFRS 9 "Financial Instruments"
- Amendments to IAS 39 "Financial Instruments: Recognition and Measurement"
- Amendments to IFRS 7 "Financial Instruments: Disclosures"

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2021 and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

REVENUE RECOGNITION

INVESTMENT INCOME

Interest on fixed interest debt securities, designated at fair value through profit or loss, is recognised in the statement of comprehensive income using the effective interest rate method. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability (or, where appropriate, a shorter period) to the carrying amount of the financial asset or liability.

Other structured finance fees are recognised on the date of the relevant agreement. Income may be recognised at a point in time or over the time. Over time revenue recognition is proportional to progress towards satisfying a performance obligation by transferring control of promised services to a customer. Income which does not qualify for recognition over time is recognised at a point in time when the service is rendered. The Company has no material receivables and contract liabilities from contracts with customers as non-refundable up-front fees are not charged to customers upon commencement of contracts with customers.

Bank deposit interest is recognised on an accruals basis.

FOREIGN CURRENCY TRANSLATION

The functional and presentation currency of the Company is Sterling. Foreign currency transactions are translated into Sterling using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to debt securities and equity investments denominated in currencies other than Sterling and measured at FVTPL are also presented in the income statement within Operating income. All other foreign exchange gains and losses are presented on a net basis in the income statement within 'Other gains and losses".

SHARE BASED PAYMENTS

The Company operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense and credited to the share option reserve within equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Options that lapse before vesting are credited back to income. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and, if applicable, share premium when the options are exercised.

CURRENT AND DEFERRED TAX

Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in equity. In this case the tax is also recognised directly in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Temporary differences include those associated with shares in subsidiaries and joint ventures and are only not recognised if the Company controls the reversal of the difference and it is not expected for the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the Company are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the statement of financial position date. Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the income statement, except where they relate to items that are charged or credited to equity in which case the related deferred tax is also charged or credited directly to equity.

SEGMENTAL REPORTING

The accounting policy for identifying segments is based on internal management reporting information that is regularly reviewed by the chief operating decision maker, which is identified as the Board of Directors.

In identifying its operating segments, management generally follows the Company's service lines which represent the main products and services provided by the Company. The Directors believe that the Company's continuing investment operations comprise one segment.

FINANCIAL ASSETS

The Company's financial assets comprise investments, cash and cash equivalents and loans and receivables, and are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

FINANCIAL ASSETS INVESTMENTS

CLASSIFICATION OF FINANCIAL ASSETS

The Company holds financial assets including equities and debt securities. The classification and measurement of financial assets at 31 December 2021 is in accordance with IFRS 9.

On the initial recognition, the Company classifies financial assets as measured at amortised cost or FVTPL. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- its contractual terms give rise on specific dates to cash flows that are Solely Payments of Principal and Interest (SPPI).

All other financial assets of the Company are measured at FVTPL.

BUSINESS MODEL ASSESSMENT

In making an assessment of the objective of the business model in which a financial asset is held, the Company considers all of the relevant information on how the business is managed, including:

- the documented investment strategy and the execution of this strategy in practice. This includes whether the investment strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realised cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Company's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how the investment advisor is compensated e.g. whether compensation is based on the fair value of the assets managed or the contractual cashflows collected

IFRS 9 subsection B4.1.1-B4.1.2 stipulates that the objective of the entity's business model is not based on management's intentions with respect to an individual instrument, but rather determined at a higher level of aggregation. The assessment needs to reflect the way that an entity manages its business.

The company has determined that it has two business models.

- Held-to-collect business model: this includes cash and cash equivalents, balances due from brokers and other receivables. These financial assets are held to collect contractual cash flows.

- Other Business model: this includes structured finance products, equity investments, investments in unlisted private equities and derivatives. These financial assets are managed and their performance is evaluated, on a fair value basis with frequent sales taking place in respect to equity holdings.

VALUATION OF FINANCIAL ASSET INVESTMENTS

Investment transactions are accounted for on a trade date basis. Assets are de-recognised at the trade date of the disposal. Assets are sold at their fair value, which comprises the proceeds of sale less any transaction cost. Financial asset investments are categorised as either Level 1, Level 2 or Level 3 investments as set out in Note 15. The fair value of Level 1 financial asset investments in the balance sheet is based on the quoted bid price at the balance sheet date, with no deduction for any estimated future selling cost. The valuation of Level 2 and Level 3 financial asset investments are set out in note 15 on page 37. Changes in the fair value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the consolidated statement of comprehensive income as "Net gains/(losses) on investments". Investments are initially measured at fair value plus incidental acquisition costs. Subsequently, they are measured at fair value. This is either the bid price or the last traded price, depending on the convention of the exchange on which the investment is quoted.

DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments include forward currency contracts. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. All derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative. Changes in the fair value of derivatives are recognised immediately in the statement of comprehensive income. The company is engaged in hedging activities of its foreign exchange risk. The company does not apply hedge accounting. Given the low level of trading activity, the Company has estimated that any valuation adjustments are not material and has therefore not incorporated these into the fair value of derivatives.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. They are initially recognised at fair value and subsequently at amortised cost using the effective interest rate method.

OTHER RECEIVABLES

Other receivables from third parties are initially recognised at fair value and subsequently carried at amortised cost using the effective interest rate method.

IMPAIRMENT OF FINANCIAL ASSETS

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

A provision for impairment is made when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. Impaired debts are derecognised when they are assessed as uncollectible.

FINANCIAL LIABILITIES

The Company's financial liabilities comprise trade payables. Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Company becomes a party to the contractual provisions of the instruments.

TRADE PAYABLES

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

EARNINGS PER SHARE

Earnings per share are calculated by dividing the profit or loss for the year after tax by the weighted average number of shares in issue and is measured in pence per share .

EQUITY

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares.
- "Share premium" represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.
- "Capital redemption reserve" represents the nominal value of shares repurchased or redeemed by the Company.
- Share option reserve represents the value of share options granted but not exercised.
- "Retained losses" represents retained losses.

3 SEGMENTAL INFORMATION

The Company is organised around business class and the results are reported to the Chief Operating Decision Maker according to this class. There is one continuing class of business, being the investment in junior listed and unlisted companies.

Given that there is only one continuing class of business, operating within the UK no further segmental information has been provided.

4 INVESTMENT INCOME

	2021	2020
	£	£
Structured finance fees	**727,089**	414,265
Other interest receivable	**1,074,343**	837,416
	1,801,432	1,251,681

5 NET GAIN ON INVESTMENTS

	2021	2020

	£	£
Net realised gains on disposal of investments	**372,378**	843,515
Net movement in fair value of investments	**242,873**	680,795
Net foreign exchange gain/(loss) on investments	**65,035**	(48,109)
Net gain on investments	**680,286**	1,476,201

6 FOREIGN EXCHANGE LOSSES ON OTHER FINANCIAL INSTRUMENTS

	2021	2020
	£	£
Net loss on foreign currency forward contracts	–	(253,381)
Exchange loss on foreign currency cash balances	**(12,272)**	(31,103)
	(12,272)	(284,484)

7 ADMINISTRATIVE EXPENSES

	2021	2020
	£	£
Profit for the year has been arrived at after charging:		
Wages and salaries	**210,023**	163,055
Share based payments	**201,034**	–
Professional and regulatory expenses	**218,436**	163,613
Audit and tax compliance	**35,616**	28,170
Other administrative expenses	**50,086**	48,726
Total administrative expenses as per the statement of comprehensive income	**715,195**	403,564

AUDITOR'S REMUNERATION

During the year the Company obtained the following services from the Company's auditor:

	2021	2020
	£	£
Fees payable to the Company's auditor for the audit of the parent company and the Company financial statements	**30,000**	25,200
Fees payable to the Company's auditor and its associates for other services:		
Other services relating to taxation	–	2,970
	30,000	28,170

8 INVESTMENT ADVISORY FEES

The charge of £593,990 (2020: £375,446) is payable to the Company's investment adviser, RiverFort Global Capital Limited. In 2020, these fees had been waived in exchange for an extension of the investment adviser contract in order to allow the Company to build up its investment portfolio prior to incurring advisory fees. These charges are based on the level of Company's net assets and the performance of its investments.

9 OTHER GAINS AND LOSSES

	2021	2020
	£	£
Currency exchange differences	**(120,249)**	(167,083)
	(120,249)	(167,083)

10 DIRECTORS' EMOLUMENTS

	2021	2020
	£	£
Aggregate emoluments	**199,000**	152,500
Social security costs	**11,023**	10,555

Share based payment expense	**201,034**	–
	411,057	163,055

Name of director	Salaries and fees	Bonuses	**Total 2021**	Total 2020
	£	£	**£**	£
P Haydn-Slater	*45,000	30,000	**75,000**	52,500
N Lee	52,000	50,000	**102,000**	78,000
A van Dyke	22,000	–	**22,000**	22,000
A Nesbitt	–	–	**–**	–
	119,000	80,000	**199,000**	152,500

* £33,000 of P Haydn-Slater's salary and fees was invoiced by Musgrave Merchant Ltd, a company controlled by him.

11 EMPLOYEE INFORMATION

	2021	2020
	£	£
Wages and salaries	**166,000**	129,500
Consultancy fees	**33,000**	23,000
Social security costs	**11,023**	10,555
Share based payment expense	**201,034**	–
	411,057	163,055

Average number of persons employed:

	2021	2020
	Number	Number
Office and management	**3**	3

COMPENSATION OF KEY MANAGEMENT PERSONNEL

There are no key management personnel other than the Directors of the Company.

12 INCOME TAX EXPENSE

	2021	2020
	£	£
Current tax - continuing operations	–	–

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the weighted average rate applicable to profits of the Consolidated entities as follows:

	2021	2020
	£	£
Profit/(loss) before tax from continuing operations	**1,040,012**	1,497,305
Profit/(loss) before tax multiplied by rate of corporation tax in the UK of 19% (2020: 19%)	**197,602**	284,488
Expenses not deductible for tax purposes	**38,667**	7,091
Offset against tax losses brought forward	**(236,269)**	(291,579)
Total tax	–	–

Unrelieved tax losses of approximately £3,962,000 (2020: £5,206,000) remain available to offset against future taxable trading profits. No deferred tax asset has been recognised in respect of the losses as recoverability is uncertain.

13 EARNINGS PER SHARE

The basic earnings per share is based on the loss for the year divided by the weighted average number of shares in issue during the year. The weighted average number of ordinary shares for the year assumes that all shares have been included in the computation based on the weighted average number of days since issue.

	2021 £	2020 £
Profit attributable to equity holders of the Company:		
Profit from continuing operations	**1,040,012**	1,497,305
Profit for the year attributable to equity holders of the Company	**1,040,012**	1,497,305
Weighted average number of ordinary shares in issue for basic earnings	**741,044,800**	678,933,600
Weighted average number of ordinary shares in issue for fully diluted earnings	**751,278,700**	678,933,600

EARNINGS PER SHARE

BASIC AND FULLY DILUTED:

	2021	2020
- Basic earnings per share from continuing and total operations	**0.140p**	0.221p
- Fully diluted earnings per share from continuing and total operations	**0.138p**	0.221p

14 DIVIDENDS

	2021 Pence	2020 Pence	2021 £	2020 £
Amounts recognised as distributions to shareholders in the year				
Interim dividend for 2020	–	0.02p	–	135,786
Final dividend for 2020	**0.04p**	–	**310,161**	–
	0.04p	0.02p	**310,161**	135,786

15 FINANCIAL ASSET INVESTMENTS

All financial asset investments are designated at fair value through profit and loss ("FVTPL")

	2021	2020
	£	£
At 1 January - fair value	**7,158,104**	5,197,846
Purchase of investments designated at FVTPL	**11,028,551**	5,877,989
Equity investment disposals	**(2,063,849)**	(1,988,686)
Debt security repayments	**(5,730,944)**	(3,405,246)
Net gain/(loss) on disposal of investments	**372,378**	843,515
Movement in fair value of investments	**242,873**	680,795
Net foreign exchange loss on debt securities	**65,035**	(48,109)
At 31 December - fair value	**11,072,148**	7,158,104

	Current		Non-current	
	2021	2020	2021	2020
	£	£	£	£
Categorised as:				
Level 1 - Quoted investments	**–**	–	**2,372,323**	1,706,712
Level 2 - Unquoted investments	**2,966,515**	2,908,855	**2,840,270**	2,166,674
Level 3 - Unquoted investments	**–**	–	**2,893,040**	375,863
	2,966,515	2,908,855	**8,105,633**	4,249,249

The table of investments sets out the fair value measurements using the IFRS 7 fair value hierarchy. Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 - valued using quoted prices in active markets for identical assets.

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 - valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by the company for Level 1 financial asset investments are explained in the accounting policy note, "Valuation of financial asset investments". The valuation of Level 2 and Level 3 financial assets are explained on the following page.

Investments categorised as current are debt securities repayable by 31 December 2022.

LEVEL 2 FINANCIAL ASSET INVESTMENTS

Level 2 financial asset investments comprise debt securities valued by reference to their principal value, less appropriate allowance where there is a doubt as to whether the principal amount will be fully repaid in accordance with the contractual terms of the obligation.

LEVEL 3 FINANCIAL ASSET INVESTMENTS

Reconciliation of Level 3 fair value measurement of financial asset investments

	2021	2020
	£	£
Brought forward	**375,863**	38,931
Purchase of investments	**2,402,153**	–
Movement in fair value	**115,024**	336,932
Carried forward	**2,893,040**	375,863

The Company's level 3 investments include a number of unquoted share warrants. which have been valued using the Black-Scholes valuation model, discounted by 75% to allow for there being no trading market for the warrant instruments and the underlying shares are quoted on the London Stock Exchange's secondary Alternative Investment Market.

The company's pre-IPO investments principally comprise, Pluto Digital plc, whose shares are valued at the price of the last fund raise and convertible loan stock in Smarttech247 which is valued at face value which management considers approximates their fair value.

In line with the investment strategy adopted by the Company, Nicholas Lee is on the board of the following investee company:

	% held by the Company	
	2021	2020
Pires Investments plc	**19.2%**	18.2%

16 TRADE AND OTHER RECEIVABLES

	2021	2020
	£	£
Prepayments and accrued income	**317,539**	246,149
	317,539	246,149

The Directors consider that the carrying amount of other receivables is approximately equal to their fair value.

17 CASH AND CASH EQUIVALENTS

	2021	2020	
	£	£	
Cash and cash equivalents	**2,012,483**	4,046,856	d

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

TRADE AND OTHER PAYABLES

18

	2021	2020
	£	£
Trade payables	**41,942**	31,346
Other payables	**969,753**	1,665,751
Accrued expenses	**641,654**	514,076

	1,653,349	2,211,173

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

Trade payables and Other payables are all due within 6 months of the year end.

19 SHARE CAPITAL

	Number of shares		Share capital		Share
	Deferred	Ordinary	Deferred	Ordinary	premium
			£	£	£
ISSUED AND FULLY PAID:					
At 1 January 2020					
Deferred shares of 9.9p each	32,857,956	–	3,252,938	–	–
Ordinary shares of 0.1p each	–	6,789,335,226	–	6,789,335	3,191,257
	32,857,956	6,789,335,226	3,252,938	6,789,335	3,191,257
Issue of shares	–	774	–	1	–
	32,857,956	6,789,336,000	3,252,938	6,789,336	3,191,257
Share reorganisation	67,893,400	(6,110,402,400)	6,721,443	(6,721,443)	
Capital reduction	(100,751,356)		(9,974,381)		(3,191,257)
Ordinary shares of 0.01p each	–	678,933,600	–	67,893	–
At 31 December 2020	–	678,933,600	–	67,893	–
Issue of shares	–	96,470,587	–	9,647	1,630,353
Share issue costs	–	–	–	–	(62,000)
At 31 December 2021	–	775,404,187	–	77,540	1,568,353

On 10 May 2021, the Company issued 96,470,587 new ordinary shares at 1.7p per share, raising £1,640,000 before expenses, as a result of a private placing. The placees also received one warrant for each share subscribed for, exercisable at 3.4p per share for a period of two years from the date of issue.

20 SHARE OPTIONS AND WARRANTS

OPTIONS

On 12 February 2021, the Company granted 16,900,000 options each to Philip Haydn-Slater and Nicholas Lee. The share options have an exercise price of 1.00p per share and will vest as to 50% on grant and 50% upon the Company's volume weighted average share price being 1.50 pence or greater (being 50% above the Exercise Price) for a period of 10 consecutive days. The options have a 10 year term from the date of grant.

The fair value of the share options at the date of grant was calculated by reference to the Black-Scholes model. The significant inputs to the model in respect of the options granted in the year were as follows:

Grant date	12 Feb 2021
Share price at date of grant	1.25p
Exercise price per share	1.00p
No. of warrants	33,800,000
Risk free rate	0.9%
Expected volatility	78.8%
Expected life of warrant	10 years
Calculated fair value per share	0.59478p

The share options outstanding at 31 December 2021 and their weighted average exercise price are as follows:

	2021		2020	
		Weighted average ex e rcise price		Weighted average exercise price
	Number	**Pence**	Number	Pence
Outstanding at 1 January	–	–	–	–
Granted	**33,800,000**	**1.00**	–	–
Outstanding at 31 December	**33,800,000**	**1.00**	–	–

The fair value of the share options recognised as an expense in the income statement was £201,034 (2020: £Nil).

WARRANTS

On 10 May 2021, the Company issued 96,470,587 warrants to the subscribers for a private placing, exercisable for a period of 2 years at 3.4p per share.

The share warrants outstanding at 31 December 2021 and their weighted average exercise price are as follows:

	2021		2020	
		Weighted average exercise price		Weighted average exercise price
	Number	**Pence**	Number	Pence
Outstanding at 1 January	–	–	–	–
Issued	**96,470,587**	**3.40**	–	–
Outstanding at 31 December	**96,470,587**	**3.40**	–	–

21 RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Company's risk management is coordinated by the Board of Directors and focuses on actively securing the Company's short to medium term cash flows by minimising the exposure to financial markets.

The main risks the Company is exposed to through its financial instruments are credit risk, foreign currency risk, liquidity risk, market price risk and operational risk.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are:

- to safeguard the Company's ability to continue as a going concern, so that it continues to provide returns and benefits for shareholders;
- to support the Company's growth; and
- to provide capital for the purpose of strengthening the Company's risk management capability.

The Company actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and equity holder returns, taking into consideration the future capital requirements of the Company and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. Management regards total equity as capital and reserves, for capital management purposes. The Company is not subject to externally imposed capital requirements.

CREDIT RISK

The Company's financial instruments that are subject to credit risk are cash and cash equivalents and loans and receivables. The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable financial institutions. The credit risk for loans and receivables is mainly in respect of short term loans, made on market terms, which are monitored regularly by the Board.

The Company's maximum exposure to credit risk is £2,029,573 (2020: £4,046,856) comprising cash and cash equivalents and other receivables.

The ageing profile of trade and other receivables was:

	2021	2020
	Total book value	Total book value
	£	£
Current	–	–
Overdue for less than one year	–	–
	–	–

LIQUIDITY RISK

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Company manages this risk through maintaining a positive cash balance and controlling expenses and commitments. The Directors are confident that adequate resources exist to finance current operations.

FOREIGN CURRENCY RISK

The Company invests in financial instruments and enters into transactions that are denominated in currencies other than its functional currency, primarily in US dollars (USD). Consequently, the Company is exposed to the risk that the exchange rate of its currency relative to other foreign currencies may change in manner that has an adverse effect on the fair value of the future cashflows of the Company's financial assets denominated in currencies other than the GBP.

The Company's policy is to use derivatives to manage its exposure to foreign currency risk. The instruments used are foreign currency forward contracts. The Company does not apply hedge accounting.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets		**Liabilities**	
	31 Dec 2021	31 Dec 2020	**31 Dec 2021**	31 Dec 2020

	£	£	£	£
US Dollars	**3,216,128**	4,847,200	**–**	1,074,487
Euro	**1,185,685**	152,196	**1,079,034**	–
Canadian Dollars	**535,106**	–	**477,704**	–
Australian Dollars	**1,028,669**	–	**132,325**	–
Swiss Francs	**658,389**	–	**129,213**	–
	6,623,977	4,999,396	**1,818,276**	1,074,487

The following table details the Company's sensitivity to a 5 per cent increase and decrease in GBP against other currencies. 5 per cent is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5 per cent change in the foreign currency exchange rates. A positive number below indicates an increase in profit and other equity where GBP weakens 5 per cent against the relevant currency. For a 5 per cent strengthening of GBP against the relevant currency, there would be a comparable impact on the profit and other equity, and the balances below would be negative.

	Effect on Profit and Loss	
	31 Dec 2021	31 Dec 2020
	£	£
US Dollars	**160,806**	151,938
Euro	**5,332**	7,610
Canadian Dollars	**2,870**	–
Australian Dollars	**44,817**	–
Swiss Francs	**26,459**	–

INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk is mitigated by the Company only entering into fixed rate interest agreements, therefore detailed analysis of interest rate risk is not disclosed.

MARKET PRICE RISK

The Company's exposure to market price risk mainly arises from potential movements in the fair value of its investments. The Company manages this price risk within its long-term investment strategy to manage a diversified exposure to the market. If each of the Company's equity investments were to experience a rise or fall of 10% in their fair value, this would result in the Company's net asset value and statement of comprehensive income increasing or decreasing by £508,000 (2020: £171,000).

Exposure to market price risk also arises in respect of the Company's investments in debt securities which are mainly denominated in US Dollars.

The Company's strategy for the management of market risk is driven by the Company's investment objective, which is focused on deploying its capital in investments that provide both income and downside protection. It is expected that the Company will deliver returns to shareholders through a combination of capital growth and dividend income.

The Company's market risk is managed on a continuous basis by the Investment Advisor in accordance with the policies and procedures in place. The Company's market positions are monitored on a quarterly basis by the board of directors.

OPERATIONAL RISK

Operational Risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the processes, technology and infrastructure supporting the Company's activities with financial instruments, either internally within the Company or externally at the Company's service providers such as cash custodians/brokers, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of investment management behaviour.

The Company's objective is to manage operational risk so as to balance the limiting of financial losses and damage to its reputation with achieving its investment objective of generating returns to shareholders.

The primary responsibility for the development and implementation of controls over the operational risk rests with the board of directors. This responsibility is supported by the development of overall standards for the management of operational risk, which encompasses the controls and processes over the investment, finance and financial reporting functions internally and the establishment of service levels with various service providers, in the following areas:

- Appropriate segregation of duties between various functions, roles and responsibilities;

- Reconciliation and monitoring of transactions

- Compliance with regulatory and other legal requirements;

The directors' assessment of the adequacy of the controls and processes at the service providers with respect to operational risk is carried out via ad hoc discussions with the service providers. Substantially all the of the assets of the Company are held by Barclays Bank UK and Shard Capital Brokers. The bankruptcy or insolvency of the Company's cash custodian/brokers may cause the Company's rights with respect to the securities or cash and cash equivalents held by cash custodian/ broker to be limited. The board of directors' monitors capital adequacy and reviews other publicly available information of its cash custodian/broker on a quarterly basis.

22 FINANCIAL INSTRUMENTS

The Company uses financial instruments, other than derivatives, comprising cash to provide funding for the Company's operations.

CATEGORIES OF FINANCIAL INSTRUMENTS

The IFRS 9 categories of financial asset included in the statement of financial position and the headings in which they are included are as follows:

	2021	2020
	£	£
FINANCIAL ASSETS :		
Cash and cash equivalents	**2,012,483**	4,046,856
Financial assets at amortised cost	**–**	–
Financial assets at fair value through profit or loss	**11,072,148**	7,158,104

FINANCIAL LIABILITIES AT AMORTISED COST:

The IFRS 9 categories of financial liabilities included in the statement of financial position and the headings in which they are included are as follows:

	2021	2020
	£	£
Trade and other payables	**1,011,695**	1,697,097

23 RELATED PARTY TRANSACTIONS

The compensation payable to Key Management personnel comprised £199,000 (2020: £152,500) paid by the Company to the Directors in respect of services to the Company. Full details of the compensation for each Director are provided in the Directors' Remuneration Report.

Nicholas Lee's directorships of companies in which Riverfort Global Opportunities plc has an investment are detailed in Note 15.

24 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent liabilities or capital commitments at 31 December 2021 or 31 December 2020.

25 POST YEAR END EVENTS

On 1 June 2022, Tern plc ("Tern") announced a recommended share offer for the issued and to be issued share capital of Pires on the basis of 0.51613 Tern shares for each share in Pires. This valued each share in Pires at 8 pence based on the closing price of Tern shares on 31 May 2022 and represented a premium of 53.8% to the closing price of a Pires share on 31 May 2022. This offer is subject to approval by both Tern and Pires shareholders.

On 15 June 2022, Pires published its results for the year to 31 December 2021, which clearly demonstrated the progress that this company is making.

On 16 June 2022, the Company exercised 4,812,200 warrants in Pires at a price of 4 pence.

26 ULTIMATE CONTROLLING PARTY

The Directors do not consider there to be a single ultimate controlling party.

NOTE TO THE ANNOUNCEMENT

In accordance with Section 435 of the Companies Act 2006, the directors advise that the information set out in this announcement does not constitute the Company's statutory financial statements for the year ended 31 December 2021 or 2020 but is derived from these financial statements. The financial statements for the year ended 31 December 2020 have been delivered to the Registrar of Companies. The financial reporting framework that has been applied in their preparation is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006 and will be forwarded to the Registrar of Companies following the Company's Annual General Meeting. The Auditors have reported on these financial statements; their reports were unqualified and did not contain statements under Section 498(2) or the Companies Act 2006.