RNS Number : 4396B
BSF Enterprise PLC
31 January 2024

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BSF Enterprise PLC
("BSF" or the "Company")

Full Year Results

BSF (LSE: BSFA), (OTCQB: BSFAF), the Main Market listed industry leading biotech company and owner of pioneering UK-based tissue engineering company 3D Bio-Tissues (3DBT) and corneal tissue replacement company Kerato, is pleased to announce its audited results for the year ended 30 September 2023.

Financial and Group Highlights

- Commenced trading on the OTCQB Market in the US under the symbol BSFAF.
- Raised £2.9 million in an oversubscribed placement and subscription for new shares.
- Secured a EUR612,000 grant to scale up City-Mix™ production over an extended period.
- Cash balance of £1,640,000 as at the date of this announcement.
- The Group's revenue reflects only small orders for CityMix™ as, at this stage, orders are from large companies evaluating City-Mix™ for use in their own media formulation. It is the Company's expectation that, following this evaluation, larger orders will develop.

Portfolio Highlights

<u>3DBT Progress</u>

- Successfully produced two full-scale cultivated pork fillets, and a pork strip, demonstrating how BSF's technology can produce cultivated meat in consumer-ready 'pre-sliced' form.
- Collaborated with major global cosmetic companies to test Etsyl™, our proprietary lipopeptide for skincare applications.
- Partnered with Benzol to commercialise and distribute City-Mix in Germany. This forms part of the Company's strategy to use an indirect sales model for the biotech and life sciences markets across Europe and the US.
- Fortune 500 pharmaceutical company purchased several vials of City-Mix for evaluation to be used in its media formulation and help reduce costs.
- 3DBT is making good technical progress on its leather products and continues to process proof-of-concept studies with target companies. The Company plans to make a more detailed announcement in due course, updating investors and the market on the strategy for the year.

<u>Kerato Formation</u>

- Formed lab-grown cornea company Kerato Limited and collaborated with a major US consumer goods company to explore applications for lab-grown corneas.
- Appointed Dr Sarah Greenhalgh as Managing Director of Kerato.

Post Period End Highlights

- Two new staff members, including a Technical Sales Specialist and Operations Manager, to focus on securing additional procurement, manufacturing and distribution partnerships for City-Mix™.
- Exclusive Joint Venture with continuous cell manufacturer, Cellular Revolution Ltd, to develop a new Foodtech company focused on an end-to-end solution for the manufacture of cultivated meat at scale.
- Publication of the book, Cultured Meat Technology, co-authored by Chief Executive of 3DBT, Professor Che Connon.

Che Connon, Managing Director of BSF Enterprise and CEO at 3D Bio Tissues, commented: "The year has seen significant milestones achieved, with the continued growth of commercial opportunities and new sales channels for 3DBT, alongside the raising of new capital to support the Group's growth strategy such as the formation of a new lab-grown cornea company, Kerato.

"The management team has already made huge strides towards the integration of 3DBT into the Group and developed a clear plan to capitalise on the achievements made since its acquisition. Our strategy is to develop BSF into an ecosystem of industry-leading bio-tech companies that can bring transformative products to healthcare, fashion and cellular agriculture markets. With the formation of Kerato Limited, and our recently announced JV to develop an end-to-end manufacturer of cultivated meat, we are making great strides toward our strategic goals.

"The ability to raise sufficient funds and continue with operational and commercial progress has come in a period of increasing uncertainty from the difficult macro-economic environment, inflation and cost pressures. As a young business, it is a testament to the Group for continuing to generate opportunities to bring our products to market. I look forward with confidence and to keeping you appraised of our progress throughout the year."

For further enquiries, please visit www.bsfenterprise.com or contact:

BSF Enterprise PLC — Via SEC Newgate below
Che Connon - CEO & Executive Director
Geoff Baker - Executive Director

Shard Capital (Broker)
Damon Heath — 0203 971 7000

SEC Newgate (Financial Communications)
Bob Huxford — 020 3757 6882
Elisabeth Cowell — BSF@secnewgate.co.uk

ISIN of the Ordinary Shares is GB00BHNBDQ51
SEDOL Code is BHNBDQ5.

About BSF

BSF Enterprise PLC (BSF) is focused on unlocking the next generation of biotechnological solutions - using cell-based tissue engineering to help generate cultured meat, lab-grown leather, as well as human corneas, collagen growth and skin substitutes, to deliver sustainable solutions across a variety of sectors. It owns 100% of the Main Market listed industry-leading biotech and tissue engineering company 3D Bio-Tissues (3DBT) that successfully produced the UK's first high-quality cultivated meat from its laboratory in Newcastle as well as the corneal tissue replacement company Kerato.

BSF aims to deliver growth to shareholders through acquiring a suite of technologies that underpins the development of tissue templating for corneas, meat and leather, and license out the IP to manufacturers, wholesalers and distributors to help manufacture the products at sc

Registered number: 11554014

BSF Enterprise Plc

Annual Report and Consolidated Financial Statements for the year ended 30 September 2023

Company Information

Directors	Min Yang *(Non-Executive Chairman)* Geoffrey Baker *(Executive Director)* Dennis Kian Jing Ow *(Non-Executive Director)* Dr Che Connon (Chief Executive Officer)
Company Secretary	Geoffrey Baker
Registered Office	Aldgate Tower, 2 Leman Street, London, E1 8QN

Registered Number	11554014
Auditors	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus Canary Wharf London, E14 4HD
Legal Advisers	Reynolds Porter Chamberlain LLP Tower Bridge House St Katharine's Way London E1W 1AA
Principal Bankers	Bank of China (UK) Limited 1 Lothbury London, EC2R 7DB
Registrars	Share Registrars Limited The Courtyard, 17 West Street Farnham, Surrey, GU9 7DR

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Chairman's Statement

On behalf of the Board, I present the annual report and financial statements of BSF Enterprise Plc for the year ended 30 September 2023.

We are very pleased to announce the successful production of two additional full-scale cultivated pork fillets, alongside a cultivated pork strip. This remarkable feat was unveiled at a technical event on 25 May 2023, marking a significant milestone in our journey towards sustainable meat production. The development of the pork strip underscores the versatility and effectiveness of our proprietary technology in producing meat in a consumer-ready, 'pre-sliced' form, tailored for cooking convenience.

Furthermore, we are delighted to share that our Ordinary Shares commenced trading on the OTCQB Venture Market in the United States on 24 May 2023, under the symbol BSFAF. This listing provides us with access to a vast pool of investors, enhancing our visibility and liquidity. It also facilitates cross-border trading, priced in US dollars, during US trading hours, thus easing the process for our international investor base.

In addition, we reported that following the conditional fundraising announcements made between March and April 2023, we received approval from the Financial Conduct Authority for our prospectus relating to the proposed issuance of up to 29,542,200 new ordinary shares. This approval marks a significant step forward in our capital-raising efforts and positions us well for future growth.

On the product partnership front, 3D Bio-Tissues continues to forge ahead with collaborations with major global cosmetic companies to test Etsyl™, our proprietary lipopeptide, for skincare applications. This development underscores the versatility and market potential of our technology beyond the food sector. Moreover, we were pleased to announce that 3D Bio-Tissues secured a EUR612,000 grant to scale up City-Mix™, an animal-free cell growth agent that plays a pivotal role in our lab-grown meat and leather production processes. This funding will enable us to accelerate the commercialization of this innovative product.

In terms of strategic developments, we are proud to announce the formation of Kerato Limited ("Kerato''), a wholly-owned lab-grown cornea research company. Kerato is collaborating with a major US consumer goods company to explore diverse applications for lab-grown corneas, further broadening our impact in the field of regenerative medicine. The appointment of Dr Sarah Greenhalgh as Managing Director strengthens Kerato's leadership team and positions the company for success.

Looking ahead, we are confident in our strong financial position, bolstered by recent funding and engagement with US investors. This solid foundation enables us to drive forward transformative innovations in cellular agriculture and pursue exciting new opportunities in the coming weeks and months.

On behalf of the Board, I would like to express our deepest gratitude to our shareholders for their continued support and trust in our vision and strategy. We remain committed to delivering on our promises and

creating long-term value for all stakeholders.

I look forward to reporting to you on our progress over the coming year.

Min Yang
Chairman

Chief Executive's Report

I am pleased to present my report for the Company for the year to 30 September 2023.

Business review and future developments

Financial summary

The net loss for the year ended 30 September 2023 was £1,501,042 (2022: £930,039 loss). The increase in the loss compared with 2022 reflects increased corporate, legal and advisory costs following the acquisition of 3DBT and re-admission, and includes a full year of activity of 3DBT. The issue of shares at admission and, subsequently, in the year to 30 September 2023, has widened the shareholder base and increased the number of shares in issue. As a result, the loss per share decreased to 1.59 pence (2022: 2.06 pence loss per share).

The Group had cash of £2,319,061 at 30 September 2023 (compared with £1,061,529 at 30 September 2022) and £1,684,000 as of the date of this report.

Since the Company's acquisition of 3DBT, significant progress has been made towards its strategic objectives. This includes:

Development of laboratory capacity

3DBT has continued to expand its lab production capacity in order to support growing commercial opportunities, The Company has now more than doubled its lab production space to 2,400 sq ft and purchased new material equipment to support its City-Mix™ production and quality control processes. 3DBT will continue to look to scale up production capabilities to help support the Joint Venture with CellulaRevolution Ltd (CellRev) to scale-up capabilities for cultivated meat production, addressing what is a significant challenge for the growth of the industry.

Patent applications

Since our readmission on the London Stock Exchange, the 3D Bio-Tissues team has been busy expanding its production facility and progressing its patent applications. 3DBT's existing patent applications are progressing well, having reached the national phase for a range of countries, and two new International Patent Applications have been filed for City-Mix™ relating to the application of the technology to produce skin, corneas, and meat.

Prototype products

3DBT is delighted to report the successful production of two more full-sized fillets of cultivated pork, along with a cultivated pork strip. These products were unveiled at a technical event held on 25 May 2023. The fillets, resembling traditional 2-ounce tenderloin steaks, measured approximately 5 cm in diameter, 3 cm in height, and weighed around 60 grams each. This time around, the team focused on enhancing the fillet's thickness, achieving a noticeable improvement compared to the one produced in January. Furthermore, the Company introduced a cultivated pork strip, nicknamed the 'noodle,' which measured about 30 cm in length and 1 cm in diameter. This innovation showcased the potential of our proprietary technology in shaping the future of meat consumption by offering a ready-to-cook, pre-sliced option for our customers.

Chief Executive's Report (continued)

In their raw state the lab-grown fillets exhibited structural integrity and resistance to breaking when being manipulated and compressed. Management believes the fillets resembled conventional farm grown meat to touch with similar consistency and elasticity and no obvious aroma.

Two of the fillets were then pan fried, cooking rapidly and throughout while maintaining integrity and shape and exhibiting only minimal shrinkage, as would be expected during the preparation of high-quality farm grown meat. The fillets seared easily, showed heavy caramelisation with charring and crisping on the surface, and the aromas were similar to those of barbecued meat. In summary, the test results met, and in many respects exceeded, our expectations.

The cultivated meat products were produced using 3DBT's patented, serum-free and animal-free cell booster City-Mix^{TM}, which eliminates the requirement of conventional plant-based scaffolds, blends or fillers, as have been universally adopted by the industry to date to ensure structural integrity of cultivated meat products. 3DBT's products are therefore 100% structured meat, produced without any animals suffering in its production.

The latest iteration of 100% meat products underwent testing, with data collected and study participants invited to inspect the product in a raw and cooked state. Study participants were limited to those persons who had a direct working relationship or involvement with the Company. The cultivated meat fillets were then pan-fried and presented formally by a trained, independent chef, while the meat strip was first cut in two portions, and subsequently poached or pan-fried, in order to test an array of cooking methods. The chef's involvement was key to demonstrating that the cultivated meat could be handled and cooked in the same way as traditional meat, and the results were very positive.

The Company is pleased to confirm that the 100% cultivated meat products were very similar in appearance to conventional meat in their raw state, with fibres clearly visible. The results from cutting and cooking the fillets were also consistent with the previous results in terms of overall appearance, aroma and searing/crisping. The Study participants that tasted the cultivated meat provided very positive feedback in terms of its taste and texture.

A further industry milestone is that our prototypes are 100% animal meat, having native-like structure without the need for plant-based scaffolds. This structure without scaffold was augmented through culturing the fillets with City-Mix^{TM} , our patented animal-free media which represents the next generation in growth agents. The success of our fillet products demonstrates the effectiveness of the Company's intellectual property City-Mix™ in being applied to produce meat as a consumer-ready, 'pre-sliced' form without the need for plant-based scaffolds for cooking purposes that potential customers and manufacturers can use.

Partnership updates

The Group announced that it has entered into a proof-of-concept contractual agreement with one of the largest cosmetic companies in the world, which will test the suitability of the Company's proprietary lipopeptide product, Etsyl™, for use within its skin cream cosmetic solutions.

3DBT is harnessing the natural regenerative ability of human skin cells to drive rapid tissue regeneration and repair. Its Etsyl™ promotes cellular collagen production in human skin cells, with cosmetic and pharmacological applications as a bioactive ingredient in skincare formulations for the fabrication of native-like skin substitutes for clinical, cosmetic and industrial applications.

Chief Executive's Report (continued)

The cosmetic company which BSF is working with specialises in the research and development of bioactive ingredients for skin care which, with proven efficacy, can aid in anti-ageing, moisturising and acne control.

In September 2023, 3DBT announced that it has been awarded a further EUR612,000 peer reviewed grant from the European Institute of Innovation and Technology ("EIT Food") bringing the total grants awarded by EIT to EUR 712,000. This significant follow-on grant will be used to upscale the production and sales of its proprietary serum-free media, City-Mix™, as well as support the development of an enhanced product range. City-Mix™ is an animal-free cell growth agent for culturing skin, muscle and fat cells for use in cultivated meat and leather production.

Further acquisition opportunities
The Board continues to evaluate potential acquisition and spin-out opportunities in line with its strategy to acquire or develop a suite of technologies that underpins the development of tissue templating for corneas, meat and leather or enhances the technologies' value with support from downstream or upstream processes. The recent spinout of the corneal commercial arm into Kerato Ltd is one example, as is the planned creation of Cultured Meat Technologies Ltd in partnership with a next generation bioreactor company.

Outlook

The year has seen significant milestones achieved, with the continued growth of commercial opportunities and new sales channels for 3DBT, the raising of new capital to support the Group's growth strategy and the formation of a new lab-grown cornea company, Kerato.

The management team has already made huge strides towards the integration of 3DBT into the Group and developed a clear plan to capitalise on the achievements made since its acquisition. Our strategy is to develop BSF into an ecosystem of industry-leading cellular agricultural companies that can bring transformative products to market. With the formation of Kerato, and our recently announced JV to develop an end-to-end manufacturer of cultivated meat, we are making great strides toward our strategic goals. The ability to raise sufficient funds and continue with operational and commercial progress has come in a period of increasing uncertainty from the difficult macro-economic environment, inflation and cost pressures and, as a young business, is testament to the Group for continuing to generate opportunities for bringing our products to market.

I look forward with confidence and to keeping you appraised of our progress throughout the year.

Che Connon
Chief Executive Officer

Strategic Report

Strategy

The Company has been created to consider opportunities within the innovation marketing and technology sector. The Company sought an acquisition target that focuses on trade innovation, data-driven analytics and technology to maximise sales and assist companies to enter new markets.

The acquisition of 3DBT in 2022 was the first acquisition by the Company. The Group's intention is to grow through a combination of organic growth and, where possible, selective acquisitions.

In October 2023, the Company incorporated a new 100% owned subsidiary, Kerato Limited. The subsidiary is a new cornea biotech company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products and knowhow into clinical trials, as well as address the growing industrial demand for these products such as for irritancy testing for drugs and household chemicals.

In December 2023, 3DBT and Kerato, entered into a Term Sheet for an exclusive Joint Venture with CellulaRevolution Ltd (CellRev), a leader in continuous cell manufacturing, to help develop a new Foodtech company focused on developing, and offering to the market, an end to end solution for manufacturing cultivated meat at scale

The Joint Venture, Cultivated Meat Technologies Limited (CMT), will combine CellRev's continuous bioprocessing expertise, that can facilitate faster, cheaper and more sustainable production of muscle cells, with 3DBT's leading knowhow in forming meat tissue and its City-Mix™ animal-free cell culture supplement. City-Mix™ is already used in the growth of skin, muscle and fat cells for use in cultivated meat. The aim of CMT is to provide the market with the premier platform for manufacturing cultivated meat in a scalable and cost-competitive manner.

The Joint Venture will develop a harmonised technology offering with a focus on both upstream and downstream processes, to provide scale-up capabilities for cultivated meat production, addressing what is a significant challenge for the growth of the industry. CMT will seek to deliver this through licencing agreements with established meat-producers that can provide production know-how, capital allocation and supply chain relationships. It will also work to establish strategic partnerships with local distributors and retailers to ensure efficient distribution and market penetration.

The Company will provide a further update on the development of CMT in Q1 2024, setting out its strategy for the financial year.

In addition, BSF recently established a presence in Hong Kong to provide ease of access to the Greater China market, which is responsible for more than a quarter of global meat consumption. Furthermore, its Ministry of Agriculture and Rural Affairs has included cultivated meat in its blueprint for food security in its official five-year agricultural plan. BSF is currently in the process of hiring Research & Development and sales and

marketing specialists in Hong Kong to help develop distribution networks and manufacturing partners in China. The Company is fully financed to deliver on its expansion plans to help progress its commercial objectives and has the ability to secure grant funding to cover staff and premises cost in some of these areas, as it has previously.

Business review and future developments

Analysis of the Group's business performance and future developments is set out in the Chief Executive's Report above.

Strategic Report (continued)

Principal risks and uncertainties

The Directors have identified the following as the key risks facing the business:

Inability to fund operations

The Company continues to explore additional fundraising options to support its strategic objectives. The Company may be unable to fund growth in its operations if it does not obtain additional funding, however, the Company will ensure that appropriate funding measures are taken to ensure minimum commitments are met.

Technical risks

All biotechnology and therapeutic research and development programmes carry technical risks, including the programme undertaken by 3DBT. These risks include those associated with delays, third party suppliers of research services or materials essential to the programmes, the unpredictability of the biological processes associated with cell and tissue culture and bioprocessing, and outcomes of in vitro, pre-clinical, and clinical testing. There is no guarantee that these technical risks can be effectively overcome, and a successful, regulatory approved product can be developed. The Group's products are also at risk of technological advancements of competitors who may supersede the Group's technology.

The Company's relationship with the Directors and conflicts of interest

The Company is dependent on the Directors to execute its strategy for 3DBT and Kerato and to identify additional potential acquisition opportunities.

The Directors are not obliged to commit their whole time to the Company's business; they will allocate a portion of their time to other businesses which may lead to the potential for conflicts of interest in their determination as to how much time to assign to the Company's affairs. However, Dennis Ow has been appointed as an independent director of the Company to manage any such conflicts of interests.

Any matters on which Min Yang, Geoffrey Baker or Che Connon have a conflict of interest will be delegated to and considered by Dennis Ow.

Suitable further acquisition opportunities may not be identified or completed

The Company's business strategy is dependent on the ability of the Directors to identify additional suitable acquisition opportunities. The Company has now completed its first acquisition, however if the Directors are

not able to identify additional suitable acquisition targets, the Company may not be able to fulfil its objectives. Furthermore, if the Directors identify a further suitable target, the Company may not acquire it at a suitable price or at all. In addition, if an acquisition identified and subsequently aborted, the Company may be left with substantial transaction costs. The Board of Directors has considerable experience in corporate finance activities and in managing acquired business which is expected to benefit the Company and minimise these risks.

Strategic Report (continued)

Risks inherent in an acquisition

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any further assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in Ordinary Shares in the Company will ultimately prove to be more favourable to investors than a direct investment, if such an opportunity were available, in a target business. The experience of the Board both in terms of relevant sector experience and corporate finance skills are key to managing these risks.

Reliance on external advisors

The Directors expect to rely on external advisors to help identify and assess further potential acquisitions and there is a risk that suitable advisors cannot be placed under contract or that such advisors that are contracted fail to perform as required. The Board's experience in previous transactions is key in mitigating these risks.

Reliance on additional funding to generate income from the acquired activities

The Company is dependent on raising additional funds in order to bring its products to a commercial market and thus income which the Directors hope will be generated by 3DBT's and Kerato's research activities or from its subsequent divestment of these subsidiary companies to meet the Company's expenses. If this is not achieved, the Company may be unable to pay its expenses or make distributions on the Ordinary Shares. The Board's experience in the sector is expected to mitigate these risks.

Restrictions in offering Ordinary Shares as a consideration for an acquisition or requirements to provide alternative consideration.

In certain jurisdictions, there may be legal, regulatory or practical restrictions on the Company using its Ordinary Shares as a consideration for an acquisition, which may mean that the Company is required to provide alternative forms of consideration. Such restrictions may limit the Company's acquisition opportunities or make a certain acquisition more costly, which may have an adverse effect on the results of operations of the Company. The experience of the Board is key to managing such risks.

Key performance indicators

At this stage in its development, the Company is focusing on its growth strategy for 3DBT and Kerato and in particular, the generation of revenues from its research activities.

At present, the Directors are of the opinion that, other than the maintenance of cash and cash equivalents, analysis using KPIs is not appropriate for an understanding of the business at this time.

Gender analysis

The Board recognises the need to operate a gender diverse business and takes into account the necessary diversity requirements and compliance with all employment law. The Board, which comprises 3 males and one female, has experience and sufficient training/qualifications in dealing with such issues to ensure they would meet all requirements. In this regard, the Board recognises that less than 40% of the individuals on the Board are women. The chairmanship of the Board is however female. Two of the Board members are of Chinese ethnicity. Additionally, the Company takes advice from suitably qualified advisors to support the decision-making process of the Group.

Strategic Report (continued)

Corporate social responsibility

The Company aims to conduct its business with honesty, integrity and openness, respecting human rights and the interests of shareholders and employees. The Company aims to provide timely, regular and reliable information on the business to all its shareholders and conduct its operations to the highest standards.

The Company strives to create a safe and healthy working environment for the wellbeing of its staff and to create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company.

The Company aims to establish a diverse and dynamic workforce with team players who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Company and their own potential.

Corporate environmental responsibility

The Board contains personnel with a good history of running businesses that have been compliant with all relevant laws and regulations and there have been no instances of non-compliance in respect of environment matters.

The Company's policy is to minimize the risk of any adverse effect on the environment associated with its activities with a thoughtful consideration of such key areas as energy use, pollution, transport, renewable resources, health and wellbeing.

The Company also aims to ensure that its suppliers and advisers meet with their legislative and regulatory requirements and that codes of best practice are met and exceeded.

Climate-related Financial Disclosures

The Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) recommendations serve as a global foundation for effective reporting on the operational and financial implications of the

interrelationship between climate change and business, and set out recommended disclosures structured under four core elements:

- Governance - The organisation's governance around climate-related risks and opportunities
- Strategy - The actual and potential impacts of climate-related risks and opportunities for an organisation's businesses, strategy, and financial planning
- Risk Management - The processes used by the organisation to identify, assess, and manage climate-related risks; and
- Metrics and Targets - The metrics and targets used to assess and manage relevant climate-related risks and opportunities.

These are supported by recommended disclosures that build on the framework with information intended to help investors and others understand how reporting companies assess climate-related risks and opportunities. The table below shows our current progress against the TCFD recommendations.

TCFD Pillar	Recommended Disclosure	Company Summary
Governance	• Board's oversight of climate-related risks and opportunities • Management's role in assessing and managing climate-related risks and opportunities	As a development stage research and development business, the Group's operations are at a relatively small scale and so therefore is its environmental impact. Nevertheless, the Board recognises its responsibility to protect the environment (particularly as the business scales up). The Board has oversight of climate-related matters (which include risks and opportunities). The board is supported by the Audit Committee, which is responsible for keeping under review the adequacy and effectiveness of the Group's internal control and risk management systems, which consider climate-related risks.
Strategy	· Climate-related risks and opportunities identification · Climate-related risks and opportunities impacts · Resilience of the organisation's strategy	BSF is committed to a net zero and healthier planet, and this is part of the Group's strategic long-term priorities. The Board is committed to conserving natural resources and striving for environmental sustainability, by ensuring that its facilities (and the facilities of academic and contracted collaborators) are operated to optimise energy usage; minimising waste production;

		and protecting nature and people. As BSF enters the next stage of its development, ESG will be at the heart of the Board and management's vision and strategy to enable climate-related risks and opportunities to be identified and suitably mitigated/actioned. The information collected will allow the Board to challenge the Group's strategy to ensure it is as resilient as possible.
Risk Management	· Identifying and assessing climate-related risks · Managing climate-related risks · Integration into overall risk management	Given the small scale of its current operations, BSF has the ability to embed climate-related risk management systems into its overall internal control systems from an early stage of its journey, thus almost eliminating the occurrence of transition risk. As operations scale up in the coming years, the identification, assessment and effective management of climate-related risks and opportunities will be actively discussed during Board and management meetings
Metrics and Targets	· Climate-related metrics · Scope 1, Scope 2, and Scope 3 emissions. · Climate-related targets	As the Group's operations scale up, it will continue to monitor its energy use. The Group will seek to collect, structure, and effectively disclose related performance data for the material climate-related risks and opportunities identified where relevant. The Board will also look to adopt SASB recommended disclosures in the next 2-3 years as the Group scales. The Group already minimises business travel, and therefore energy use and emissions, through the use of Internet-based communications tools.

Strategic Report (continued)

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

When making decisions the Company takes into account the impact of its activities on the community, the environment and the Company's reputation for good business conduct. In this context, acting in good faith and fairly, the Directors consider what is most likely to promote the success of the Company for its members in the long term.

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

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

The Company operated as a cash shell until its acquisition of 3DBT in May 2022. The early stage nature of the business is important to the understanding of the Company by its members and suppliers, and the Directors have been transparent about the cash position and funding requirements.

The application of the s172 requirements can be demonstrated in relation to some of the key decisions made during the year ended 30 September 2023:

- Any contracts for third-party advisory services provided have been undertaken with a clear cap on financial exposure;
- As a result of these efforts the Company succeeded in raising additional equity capital to fund the Group's strategy.

As a Company, the Board seriously considers its ethical responsibilities to the communities and environment.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006. The Board continuously reflects on how the Company engages with its stakeholders and opportunities for enhancement in the future. As required, the Company's external lawyers and the Company Secretary will provide support to the Board to help ensure that enough consideration is given to issues relating to the matters set out in s172(1)(a)-(f).

The Board regularly reviews the Company's principal stakeholders and how it engages with them. This is achieved through information provided by management via Regulatory News Service announcements, Corporate Presentations, and Shareholder Meetings and teleconferences and also by direct engagement with stakeholders themselves.

This report was approved by the Board of Directors on 30 January 2024 and signed on its behalf by:

SIGNED

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Geoffrey Baker, Director

Directors' Report

The Directors present their Annual Report together with the consolidated financial statements of the Company for the year ended 30 September 2023.

An indication of the likely future developments in the business of the Company is included in the Strategic Report and Chairman's Statement.

Principal activity

The Company was formed to undertake the acquisition of a controlling interest in businesses in the biotechnology, innovative marketing and e-commerce sectors. The Company completed its first acquisition in May 2022 of 3DBT and in October 2023, the Company incorporated a new subsidiary, Kerato Limited. The subsidiary is a new corneal biotech company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products into clinical trials, as well as address the growing industrial demand for these products.

Results and dividends

The results for the year are set out in the Consolidated Statement of Comprehensive Income. The Directors do not recommend the payment of a dividend on the Ordinary Shares (year ended 30 September 2022: nil).

Financial instruments and risk management

An explanation of the Company's financial risk management objectives, policies and strategies and information about the use of financial instruments by the Company is given in Note 19 to the consolidated financial statements.

Share capital structure

The Company was incorporated on 5 September 2018 under the UK Companies Act 2006.

All of the issued Ordinary Shares are in registered form, and capable of being held in certificated or uncertificated form. The Registrar is responsible for maintaining the share register. Temporary documents of title will not be issued. The ISIN number of the Ordinary Shares is GB00BHNBDQ51. The SEDOL number of the Ordinary Shares is BHNBDQ5.

Directors

The Directors of the Company during the year were as follows:

- Geoffrey Baker
- Dr Che Connon
- Min Yang
- Dennis Kian Jing Ow

Min Yang - ***Non-Executive Chairman***

Ms. Yang has extensive business connections in the Asia Pacific region including greater China, and has over 20 years of hands-on experience dealing with both private and state-run businesses in China.

Directors' Report (continued)

Over the years, Min Yang has proven her unique business insight and expertise in the identification, incubation and realisation of embryonic opportunities in the resources, commodities, trading and residential estate and financial investment sectors.

Min Yang has commercialised numerous innovations in the telecommunications industry including building an Australasian telecommunications delivery company between China and Australia. Further she has helped develop, market and commercialise high-performance engine technologies now being developed in China as an auxiliary power unit for electric engines.

Ms Yang is currently the Executive Chairman of ASF Group Ltd (ASX: AFA) and Non-executive Chair of ActivEX Limited (ASX: AIV), Rey Resources Limited (ASX: REY) and Non-executive Director of Key Petroleum Limited (ASX: KEY).

Dr Che Connon - **Chief Executive Officer**

Professor Che Connon was appointed to the Board on 16 May 2022 on completion of the acquisition of 3DBT. Dr Che has over 20 years' experience in extracellular matrix biology and is currently a professor of tissue engineering at the University of Newcastle and its Director of Business Development for the Faculty of Medical Science. Professor Che Connon is a founder and director of 3BDT. He has successfully spun-out two additional biotechnology companies. Professor Che Connon is a founder of Atelerix Limited, which offers novel storage technology to support cell and tissue logistics and founder director of Cellularevolution Ltd which is building a new class of animal cell production bioreactor which runs continuously.

Geoffrey Baker - ***Executive Director***

Mr Baker is a qualified lawyer in Australia and Hong Kong with a Commerce degree (Accounting and Financial Management), a Law degree and Master of Business Administration (MBA).

Mr Baker has extensive corporate and commercial legal and property expertise developed over 36 years of practising law and representing companies in Australia, China, Hong Kong, Japan and recently UK and Europe. Mr Baker has also co-authored a number of books including the critically acclaimed book "Think Like Chinese" first released in June 2008 (Federation Press, 2008). Mr Baker has commercialised a number of

innovations including bio-medical apparatus for sleep-apnoea as well as high-performance engine technology now being developed in China as an auxiliary power unit for electric engines.

Mr Baker is currently also the Non-Executive Director of ASF Group Ltd (ASX: AFA), Rey Resources Limited (ASX: REY), ActivEX Limited (ASX: AIV) and Non-executive Chair of Key Petroleum Limited (ASX: KEY).

Dennis Kian Jing Ow - ***Independent Non-Executive Director***

Mr Ow is an experienced corporate finance executive who has worked in various investment Banks in Asia, and has extensive knowledge of capital markets, compliance and corporate governance. He was previously senior business manager of Asia Pacific for the London Stock Exchange.

Independence of the Board
Dennis Ow is considered to be "independent" (using the definition set out in the QCA Corporate Governance Code).

Directors' Report (continued)

Directors' interests

As at 30 September 2023, the beneficial interests of the Directors and their connected persons in the ordinary share capital of the Company are set out below.

Director	Number of Ordinary Shares	% of Ordinary Share Capital
Geoffrey Baker	1,559,699	1.51%
Dr Che Connon	12,927,977	12.51%
Min Yang	5,779,850	5.59%
Dennis Kian Jing Ow	-	0.00%

Min Yang indirectly holds 5,000,000 Ordinary Shares through Advance Plan Investments Ltd, a company of which she is the sole shareholder and Director and a further 779,850 Ordinary Share held directly in her own name.

None of the Directors hold options, warrants or any form of convertible security in respect of Ordinary Shares.

Substantial shareholders

The following had interests of 3 per cent or more in the Company's issued share capital as at 29 January 2024 as follows:

Party Name	Number of Ordinary Shares	% of Ordinary Share Capital
BSF Angel Funding Limited	16,610,944	16.07%
JIM Nominees Limited	14,011,883	13.56%
Hargreaves Lansdown (Nominees) Limited	11,388.730	11.02%

Newcastle University Holdings Ltd	6,915,624	6.69%
Advance Plan Investments Limited	5,000.000	4.84%
Vidacos Nominees Limited	4,915,479	4.76%
Interactive Investor Services Nominees Limited	4,736,417	4.58%
WB Nominees Limited	3,190,000	3.09%

*Min Yang is the Director and sole shareholder of Advance Plan Investments Ltd.

Capital and returns management

The Company raised additional gross proceeds of £2.94 million from a Placing and Subscription for shares in March 2023. The Directors believe that further equity capital raisings will be required by the Company for working capital purposes as the Company pursues its strategic objectives. The Company will explore additional fundraising options as required to support the its strategic objectives.

Directors' Report (continued)

The Directors are generally empowered to allot shares. Pursuant to Resolutions passed at the Company's General Meeting held on 26 September 2023, the Directors were granted authorities to allot and issue shares in the Company and to grant rights to subscribe for or to convert any security into shares for the purposes of Section 551 of the Companies Act up to a maximum aggregate nominal amount of £398,759, calculated as follows:

i) £295,422 in respect of 29,542,200 new Ordinary Shares in the Company in connection with the Additional Fundraising Securities and the Financial PR Shares;
ii) £103,337 in respect of up to 10,333,700 new Ordinary Shares in the Company for such other general purposes as the Directors consider necessary or appropriate.

This authority shall, unless renewed, revoked or varied by the Company, expire on the earlier of (i) 12 months from the date of the General Meeting and (ii) the conclusion of the next annual general meeting of the Company

The Company expects that any returns for shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy.

Liability insurance for Company officers

The Company has obtained third-party indemnity for its Directors.

Going concern

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2023, the Group had cash and cash equivalents of £2,319,061. As at the date of this report, cash balances were approximately £1,684,000.

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2025 that supports the conclusion of the

Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make. Whilst there can be no guarantee that sufficient funds will be raised, the Board is confident that sufficient additional capital will be raised to ensure adequate funds are available to the Group. As stated in note 2(d), whilst the Directors are confident of raising sufficient funds in the timeframes required, these events or conditions, along with the other matters as set forth in note 2(d), indicate that a material uncertainty exists that may cast significant doubt on the group and parent company's ability to continue as a going concern. The Board has however concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

The Directors are not aware of any other indicators which would give doubt to the going concern status of the Group.

Directors' Report (continued)

Employee and greenhouse gas (GHG) emissions

The Group believes it uses less than 40,000 kWh of energy per annum. It does not have responsibility for any emissions producing sources under the Companies Act 2006.

Equal opportunity

The Company promotes a policy for the creation of equal and ethnically diverse employment opportunities including with respect to gender. The Company promotes and encourages employee involvement wherever practical as it recognises employees as a valuable asset and is one of the key contributions to the Group's success.

Corporate Governance Framework

Details of the Company's corporate governance framework are set out below.

Corporate Governance Report

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

The QCA Code sets out ten principles and we have outlined below the Group's application of the Code.

Deliver growth

1. *Establish a strategy and business model which promote long-term value for shareholders:*

The Company's business model is to create value through an acquisition-led growth strategy with a focus on acquiring businesses in the biotechnology, innovative marketing and e-commerce sectors.

The Board has set out the vision for the Group for the medium to long term. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. The Company holds Board meetings at least four times each financial year and at other times as and when required. Detailed disclosure on the Company's business model and strategy is disclosed on the Company's website and in the Strategic Report.

2. *Seek to understand and meet shareholder needs and expectations:*

The Company has a Board with experience in understanding the needs and expectations of its shareholder base. It supplements this with professional advisers including public relations company, and legal advisers who provide advice and recommendations in various areas of its communications with shareholders. The Company engages with its shareholders through its website to provide information to shareholders and provides regular updates to the market via the Regulatory News Service.

The Company is committed to listening and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. Understanding what analysts and investors think about us, and in turn, helping these audiences understand our business, is a key part of driving our business forward and we actively seek dialogue with the market. We will do so via retail and institutional investor roadshows, attending and presenting at investor conferences, meeting with independent investment analysts and financial journalists and our regular reporting.

The Directors actively seek to build a relationship with institutional shareholders. The Chief Executive Officer ("CEO") and other directors will make presentations to institutional shareholders and analysts from time-to-time in part to listen to their feedback and have a direct conversation on any areas of concern. The Board as a whole is kept informed of the views and concerns of major shareholders by briefings from the CEO. Any significant investment reports from analysts will be circulated to the Board. The Non-Executive Chairman is also available to meet with major shareholders if required to discuss issues of importance to them.

The Annual General Meeting ("AGM") is one forum for dialogue with shareholders and the Board. The Notice of Meeting is sent to shareholders at least 21 clear days before the AGM. The chairs of the Board and all committees, together with all other Directors, will routinely attend the AGM and are available to answer questions raised by shareholders.

For each vote, the number of proxy votes received for, against and withheld is announced at the meeting. The results of the AGM are subsequently published on the Company's website.

3. *Take into account wider stakeholder and social responsibilities and their implications for long-term success:*

Engaging with all our stakeholders strengthens our relationships and helps us make better business decisions to deliver on our commitments. The Board is regularly updated on wider stakeholder engagement to stay abreast of stakeholder insights into the issues that matter most to them and our business, and to enable the Board to understand and consider these issues in decision-making. Some examples of stakeholders aside from our shareholders are our partners and our suppliers. The Board therefore closely monitors and reviews the results of the Company's engagement with those groups to ensure alignment of interests.

4. *Embed effective risk management, considering both opportunities and threats, throughout the organisation:*

The Company recognises that risk is inherent in all of its business activities. Its risks can have a financial, operational or reputational impact. A summary of the key risks is set out in the Strategic Report and is provided on the website. The Company's system of risk identification, supported by established governance

controls and close management involvement and oversight, ensures it effectively responds to such risks, whilst acting ethically and with integrity for the benefit of all its stakeholders.

The Company's key internal controls procedures include:

Financial Controls

The Company's Audit Committee comprises Dennis Ow (as Chairman) and Min Yang Non-Executive Director). The Audit Committee meets as often as required and at least twice a year. The Audit Committee's main functions include reviewing the effectiveness of internal control systems and risk assessment, making recommendations to the Board in relation to the appointment and remuneration of the Company's auditors and monitoring and reviewing annually their independence, objectivity, effectiveness and qualifications.

The Audit Committee also monitors the integrity of the financial statements of the Company and Group, including its annual and interim reports and any other formal announcement relating to financial performance. The Audit Committee is responsible for overseeing the Company's relationship with the external auditors, including making recommendations to the Board on the appointment of the external auditors and their remuneration.

The Audit Committee considers the nature, scope and results of the auditors' work and reviews, and can develop and implements policies on the supply of non-audit services that are provided by the external auditors where appropriate.

The Audit Committee focuses particularly on compliance with legal requirements, accounting standards and the relevant Listing Rules for Companies and ensuring that an effective system of internal financial and non-financial controls is maintained. The ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board. The identity of the Chairman of the Audit Committee is reviewed on an annual basis and the membership of the Audit Committee and its terms of reference are kept under review. The Audit Committee members have no links with the Company's external auditors.

Standards and policies

The Board is committed to maintaining appropriate standards for all the Group's business activities and ensuring that these standards are set out in written policies where appropriate.

The Board acknowledges that the Group's operations may give rise to possible claims of bribery and corruption. In consideration of the UK Bribery Act the Board reviews the perceived risks to the Group arising from bribery and corruption to identify aspects of the business which may be improved to mitigate such risk. The Board has adopted a zero-tolerance policy toward bribery and has reiterated its commitment to carry out business fairly, honestly and openly. The Company has also adopted a share Dealing Code for the Board, in conformity with the requirements of the Listing Rules for Companies and the Market Abuse Regime (MAR) and will take steps to ensure compliance by the Board and senior staff with the terms of the code. In summary, the code stipulates that those covered by it should: not deal in any securities of the Company unless prior written notice of such proposed dealings has been given to the Board and written clearance received from the Board; not purchase or sell any securities of the Company in the two months immediately preceding the announcement of the Company's half-yearly or annual results; not use another person, company or organisation to act as an agent, or nominee, partner, conduit or in another capacity, to deal in

any securities on their behalf where that third person would breach obligations under this paragraph; and immediately inform the Board of any dealings in the Company's shares.

All material contracts are required to be reviewed and signed by a senior Director of the Company and reviewed by our external counsel.

The Company has a social media policy. The objective of the policy is to minimise the risks to the Company through use of social media. The policy deals with the use of all forms of social media, all social networking sites, internet postings, the Company's website, non-regulatory news feeds and blogs. It applies to use of social media for business purposes as well as personal use that may affect the Company in any way. The policy covers all employees, officers, consultants, contractors, interns, casual workers and agency workers.

Maintain a dynamic management framework

5. *Maintain the Board as a well-functioning, balanced team led by the Chair:*

The Board comprises four Directors; two Executive Directors and two Non-Executive Directors, reflecting a blend of different experiences and backgrounds.

The QCA Code states that a company should have at least two independent non-executive directors. At present, the Company has only one independent non-executive director being Mr Dennis Ow.

Directors' Report (continued)

The Board believes that the composition of the Board brings a desirable range of skills and experience in light of the Company's challenges and opportunities, while at the same time ensuring that no individual (or a small group of individuals) can dominate the Board's decision making. The Company will appraise the structure of the Board on an ongoing basis.

The Non-Executive Chairman is primarily responsible for the working of the Board of the Company and for assessing the individual contributions of each Board member to ensure that:

- Their contribution is measurable, timely, relevant and effective
- They commit sufficient time to the business to fulfil their statutory and fiduciary duties
- Where relevant, they maintain their independence
- They function collectively in a coherent and productive manner
- The receive appropriate training to stay up to date and improve performance

The Company has the following appropriately constituted committees, each with formally delegated duties and responsibilities set out in respective written terms of reference:

- Audit Committee;
- Remuneration Committee; and
- Nomination Committee

Details of these committees is set out below on pages 28 to 29.

The Board is responsible for the overall leadership and effective management of the Company, setting the Company's values and standards and ensuring maintenance of a sound system of internal control and risk management. The Board is also responsible for approving Company policy and its strategic aims and

objectives as well as approving the annual operating and capital expenditure budgets. The Board supports the concept of an effective Board leading and controlling the Company and believes the Company has a well-established culture of strong corporate governance and internal controls that are appropriate and proportional, reflecting the Company's culture, size, complexity and risk.

All Directors bring a wide range of skills and international experience to the Board. The non-executive Directors hold meetings without the executive Directors present. The Chairman is primarily responsible for the working of the Board of the Company. The CEO is primarily responsible for the running of the business and implementation of the Board strategy and policy. The CEO is assisted in the managing of the business on a day-to-day basis by the Board as a whole.

The Board hold regular meetings where it approves major decisions and utilises its expertise to advise and influence the business. The Board will meet on other occasions as and when the business demands. During the financial year under review the Board met on five occasions.

The Board and its committees are supplied with appropriate and timely information, including detailed financial information, in order to discharge its duties. All Directors have access to the advice and services of the company secretary, who is responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. Independent professional advice is also available to Directors in appropriate circumstances.

A detailed agenda is established for each scheduled meeting and appropriate documentation is provided to Directors in advance of the meeting.

Directors' Report (continued)

Regular Board meetings provide an agenda that will include reports from the CEO, reports on the performance of the business and current trading, and specific proposals where the approval of the Board is sought. Areas discussed include, amongst others, matters relating to the performance of 3DBT, placing and funding arrangements and the strategic direction of the Company. Minutes of the meetings from committees of the Board are circulated to all members of the Board, unless a conflict of interest arises, to enable all Directors to have oversight of those matters delegated to committees.

In accordance with the Company's Articles of Association, those Directors that have been appointed since the previous AGM shall retire from office but shall be eligible for re-appointment. All Directors have access to the advice and services of the company secretary and other independent professional advisers as required. Non-executive Directors have access to key members of staff and are entitled to attend management meetings in order to familiarise themselves with all aspects of the Company. It is the responsibility of the Chairman and the company secretary to ensure that Board members receive sufficient and timely information regarding corporate and business issues to enable them to discharge their duties.

Board and committee meetings attendance

During the year under review, two Audit Committee meetings, one Remuneration Committee meeting and one Nomination Committee meeting were held.

During the year there were ten Board meetings by the Directors of the Company.

Attendance of Directors and committee members at Board and committee meetings held during the year is set out in the table below.

	Audit	Remuneration	Nomination

	Board meetings	Committee meetings	Committee meetings	Committee meetings
Ming Yang	10	2	n/a	n/a
Geoff Baker	10	n/a	1	1
Dennis Ow	10	2	1	1
Che Connon	10	n/a	n/a	n/a

Division of responsibilities

The division of responsibilities between the non-executive Chairman and the CEO is clearly defined in writing. However, they work closely together to ensure effective decision making and the successful delivery of the Group's strategy.

The Chief Executive Officer

The CEO is responsible for the running of the Group's business for the delivery of the strategy for the Group, leading the management team and implementing specific decisions made by the Board to help meet shareholder expectations. He also takes the lead in strategic development, by formulating the vision and strategy for the Group.

The CEO reports to each Board meeting on all material matters affecting the Group's performance.

Directors' Report (continued)

Given the structure of the Board and the fact that the Chairman and CEO roles are fulfilled by two separate individuals, the Board believes that no individual or small group of individuals can disproportionately influence the Board's decision making.

The Chairman

The Chairman leads the Board, ensuring constructive communications between the Board members and that all Directors are able to play a full part in the activities of the Company. She is responsible for setting Board agendas and ensuring that Board meetings are effective and that all Directors receive accurate, timely and clear information. The Chairman officiates effective communication with shareholders and ensures that the Board understands the views of major investors and is available to provide advice and support to members of the executive team.

Non-executive Directors

There are currently two non-executive Directors (including the Chairman), of which one is an independent non-executive Director. The role of the non-executive Directors is to understand the Group in its entirety and constructively challenge strategy and management performance, set executive remuneration levels and ensure an appropriate succession planning strategy is in place.

They must also ensure they are satisfied with the accuracy of financial information and that thorough risk management processes are in place. The non-executive Directors also assist the Board with issues such as governance, internal control, remuneration and risk management. No non-executive Directors are participants in any share option plans of the Company.

Effectiveness

Composition of the Board

The Board consists of the Non-Executive Chairman, the CEO, one executive Director and an independent non-executive director. The names, skills and short profiles of each member of the Board, are set out on pages 15 to 16. Each year the Board considers the independence of each non-executive Director in accordance with the Code.

To ensure that they clearly understand the requirements of their role, the Company has a letter of appointment in place with each non-executive Director. Service agreements are entered into with the executive Director and senior executives so that they can clearly understand the requirements of the role and what is expected of them.

Commitment

Each Director commits sufficient time to fulfil their duties and obligations to the Board and the Company. They attend Board meetings and join ad hoc Board calls and offer availability for consultation when needed. The contractual arrangements between the Directors and the Company specify the minimum time commitments which are considered sufficient for the proper discharge of their duties. However, all Board members appreciate the need to commit additional time in exceptional circumstances.

Non-executive Directors are required to disclose prior appointments and other significant commitments to the Board and are required to inform the Board of any changes to their additional commitments.

Before accepting new appointments, non-executive Directors are required to obtain approval from the Chairman and the Chairman requires the approval of the whole Board. It is essential that no appointment causes a conflict of interest or impacts on the non-executive Director's commitment and time spent with the Group in their existing appointment.

Details of executive Director service contracts and of the Chairman's and the non-executive Directors' appointment letters are given on pages 30 and 31 of the Remuneration Committee Report.

Development

The Board is informed of any material changes to governance, laws and regulations affecting the Group's business.

Information and support

All Directors have access to the advice and services of the company secretary and each Director and each Board committee member may take independent professional advice at the Company's expense, subject to prior notification to the other non-executive Directors and the company secretary.

The appointment and removal of the company secretary is a matter for the Board as a whole. The company secretary is accountable directly to the Board through the Chairman.

6. *Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities:*

The Board has been assembled to allow each Director to contribute the necessary mix of experience, skills and personal qualities to deliver the strategy of the Company for the benefit of the shareholders over the medium to long term.

Together the Board provide relevant sector skills, the skills associated with running public companies and technical and qualifications to assist the Company in achieving its stated aims.

The Directors keep their skillsets up to date as required through the range of roles they perform with other companies and consideration of technical and industry updates by external advisers.

The Directors receive regular briefing papers on the operational and financial performance of the Company from the executives and senior management.

7. *Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement:*

Appointments to the Board

The Remuneration Committee is responsible for maintaining a Board of Directors that has an appropriate mix of skills, experience and knowledge to be an effective decision-making body, ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance, considering and recommending Board candidates for election or re-election and reviewing succession planning.

The Remuneration Committee undertakes a detailed selection process as per the recruitment and diversity policy to appoint or re-appoint a Director to the Board. Included in this process are appropriate reference checks which include but are not limited to character reference and bankruptcy to ensure that the Board remains appropriate for that of a listed company.

Directors' Report (continued)

8. *Promote a corporate culture that is based on ethical values and behaviours:*

The Board seeks to embody and promote a corporate culture that is based on sound ethical values and behaviours, something we see as being a cornerstone to a strong risk management programme.

Code of Business Ethics

The Board acknowledges the need for continued maintenance of the highest standard of corporate governance practice and ethical conduct by all Directors and employees of the Group. The Board has approved a code of business ethics for Directors, officers and employees, which describes the standards of ethical behaviour that are required to be maintained. This code was approved pursuant to the Company's readmission. The Group promotes the open communication of unethical behaviour within the organisation. We therefore seek to operate within a corporate culture that is based on sound ethical values and behaviours. We do this using certain rule-based procedures (such as our formal Corporate Code of Conduct) and, more importantly, by the behavioural example of individual Board members and senior managers. These values, which we seek to instil throughout the Company, include integrity, respect, honesty, and transparency. As a small company these characteristics are far more visible to staff than might otherwise be the case. We also hold internal meetings at which Directors and staff discuss matters, both formally and informally. Compliance with the code assists the Company in effectively managing its operating risks and meeting its legal and compliance obligations as well as enhancing the Group's corporate reputation.

The code describes the Group's requirements on matters such as confidentiality, conflicts of interest, use of Group information, sound employment practices, compliance with laws and regulations and the protection and safeguarding of the Group's assets.

An employee who breaches the code of business ethics face disciplinary action. If an employee suspects that a breach of the code has occurred or will occur, he or she must report that breach to the CEO, via the Company's confidential "Whistle Blowing" process.

No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be investigated, acted upon and kept confidential.

Anti-bribery and anti-corruption

The Company has adopted an anti-corruption and bribery policy which applies to the Board and employees of the Company and the Group. It generally sets out their responsibilities in observing and upholding a zero-tolerance position on bribery and corruption in all areas in which the Group operates. It also provides guidance to those working for the Group on how to recognise and deal with bribery and corruption issues and the potential consequences of failing to adhere to this guidance. The Company expects all employees, suppliers, contractors and consultants to conduct their day-to-day business activities in a fair, honest and ethical manner, be aware of and refer to this policy in all of their business activities worldwide and to conduct business on the Company's behalf in compliance with it. Management at all levels are responsible for ensuring that those reporting to them, internally and externally, are made aware of and understand this policy.

The Group takes a zero-tolerance approach to acts of bribery and corruption by any Directors, officers, employees and contractors. The Group will not offer, give or receive bribes, or accept improper payments to obtain new business, retain existing business or secure any advantage and will not permit others to do so on its behalf.

Directors' Report (continued)

9. *Maintain governance structures and processes that are fit for purpose and support good decision making by the Board:*

The Board meets at least four times each year in accordance with its scheduled meeting calendar. The Board sets direction for the Company through a formal schedule of matters reserved for its decision. Prior to the start of each financial year, a schedule of dates for that year's Board meetings is compiled to align as far as reasonably practicable with the Company's financial calendar while also ensuring an appropriate spread of meetings across the financial year. This may be supplemented by additional meetings as and when required.

The Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and committee papers are expected to be distributed well before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant committee and then followed up by the Company's management.

The Board is responsible for the long-term success of the Company. There is a formal schedule of matters reserved to the Board. It is responsible for overall group strategy; approval of major investments; approval of the annual and interim results; annual budgets; dividend policy; and Board structure. It monitors the

exposure to key business risks and reviews the annual budgets and their performance in relation to those budgets. There is a clear division of responsibility at the head of the Company. The Chairman is responsible for running the business of the Board and for ensuring appropriate strategic focus and direction. The CEO is responsible for proposing the strategic focus to the Board, implementing it once it has been approved and overseeing the management of the Company through the executive team.

The Board is supported by the Audit Committee, Nomination Committee and the Remuneration Committee. Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties. The Remuneration Committee ensures remuneration is aligned to the implementation of the Company strategy and effective risk management, taking into account the views of shareholders and is also assisted by executive pay consultants as and when required.

The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The role of the Board is as follows:

- To provide direction and entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risks to be appropriately assessed and managed;
- To set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance;
- To demonstrate ethical leadership, setting the Company's value and standards and ensuring that its obligations to its shareholders and others are well understood;
- To create a performance culture that drives value creation without exposing the Company to excessive risk or value destruction;
- To be accountable, and make well-informed and high quality decisions based on a clear understanding of the Company's broader goals and specific objectives;
- To create the right framework for helping Directors meet their statutory duties under the Companies Act 2006, and/or any other relevant statutory and regulatory regimes; and
- To promote its governance arrangements and embrace the evaluation of their effectiveness.

Directors' Report (continued)

Build trust

10. *Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders:*

Dialogue with shareholders

The Group places considerable importance on effective communications with shareholders.

The Group's communication strategy requires communication with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Group. The strategy provides for the use of systems that ensure a regular and timely release of information about the Group is provided to shareholders.

The Group also posts all reports, stock exchange announcements and media releases and copies of significant business presentations on the Company's website: https://bsfenterprise.com/news/

Constructive use of the AGM

The Board encourages full participation of shareholders at the AGM to ensure a high level of accountability and understanding of the Group's strategy and goals.

The Company provides information in the notice of AGM that is presented in a clear, concise and effective manner. Shareholders are provided with the opportunity to submit questions in relation to each resolution before they are put to the vote and discussion is encouraged by the Board. The board will publish a summary of any questions received which are of common interest, together with a written response on the Company's website as soon as practicable after the conclusion of the AGM and GM (as applicable).

Conflicts of interest

Min Yang, Geoffrey Baker and Dr Che Connon are directors of the Company and are also directors of 3D Bio-Tissues Limited. Min Yang and Geoffrey Baker are also directors of BSF Angel Funding Limited, a shareholder of the Company. Dennis Ow has been appointed as an independent director of the Company to manage any such conflicts of interests. Any matters on which the Min Yang, Geoffrey Baker or Dr Che Connon have a conflict of interest will be delegated to and considered by Dennis Ow.

Audit Committee

The Audit Committee has the primary responsibility of monitoring the quality of internal controls to ensure that the financial performance of the Group is properly measured and reported on. It receives and reviews reports from the Group's management and external auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Group. The Audit Committee will normally meet not less than three times in each financial year and has unrestricted access to the Group's external auditors. In the year ended 30 September 2023, the Committee met twice. The members of the Audit Committee comprises Dennis Ow (as Chairman) and Min Yang.

Remuneration Committee

The Remuneration Committee reviews the performance of the Executive Director, Chairman of the Board and senior management of the Group and make recommendations to the Board on matters relating to their remuneration and terms of service. The Remuneration Committee also makes recommendations to the Board on proposals for the granting of share options and other equity incentives pursuant to any employee share option scheme or equity incentive plans in operation from time to time.

Directors' Report (continued)

The Remuneration Committee meets as and when necessary, but at least twice each year. In exercising this role, the Directors have regard to the recommendations put forward in the QCA Code and, where appropriate, the QCA Remuneration Committee Guide and associated guidance. The members of the Remuneration Committee comprise Geoff Baker (as Chairman) and Dennis Ow.

Nomination Committee

The Nomination Committee leads the process for board appointments and makes recommendations to the Board. The Nomination Committee evaluates the balance of skills, experience, independence and knowledge on the board and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment.

The Nomination Committee meets as and when necessary, but at least twice each year. The Nomination Committee comprises Geoff Baker (as Chairman) and Dennis Ow.

The Directors are responsible for internal control in the Company and for reviewing effectiveness. Due to the size of the Company, all key decisions are made by the Board. The Directors have reviewed the effectiveness of the Company's systems during the year under review and consider that there have been no material losses, contingencies or uncertainties due to weaknesses in the controls.

Details of the Company's business model and strategy are included in the Chairman's Statement and Strategic Report.

Statement as to disclosure of information to auditors

The Directors confirm that:

- there is no relevant audit information of which the Company's statutory auditor is unaware; and
- each Director has taken all the necessary steps he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's statutory auditor is aware of that information.

Auditors

The auditors, PKF Littlejohn LLP and have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

Approved on behalf of the Board of Directors by:

SIGNED
.....
Geoffrey Baker
Director

Date: 30 January 2024

Directors' Remuneration Report

The Company established a remuneration committee pursuant to the acquisition of 3DBT in May 2022. Until then, the Company has not had a separate remuneration committee. The Board has instead periodically reviewed the quantum of Directors' fees, taking into account the interests of shareholders and the performance of the Company and the Directors.

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

The Directors who held office at 30 September 2023 and who had beneficial interests in the Ordinary Shares of the Company are summarised as follows:

Name of Director	Position
Dr Che Conon	Chief Executive Officer
Geoffrey Baker	Executive Director
Min Yang	Non-Executive Chairman

Dennis Kian Jing Ow Non-Executive Director

Directors' letters of appointment

Min Yang and Geoffrey Baker were each appointed by the Company pursuant to letters of appointment dated 18 July 2019 for a period of 12 months and thereafter subject to termination by either party on three months' notice. Ms Yang was appointed as Chairman. The Non-Executive Directors each agreed to not be remunerated until such time as an Acquisition was completed however, Mr Baker has received £2,500 per month from April 2021 until May 2023. The Non-Executive Directors have agreed to commit an equivalent of at least one day a week to the Company. The Non-Executive Directors are not entitled to any other benefits other than the reimbursement of their reasonable expenses. The letters of appointment are governed by English law.

In May 2023, the Board considered the proposal that Geoff Baker's role and remuneration be amended to take into account his increasing time commitment to the Company. The remuneration committee approved the proposal to extended his role to an executive position and increase in remuneration to £6,000 per month.

Dennis Ow was appointed as a non-executive Director pursuant to a letter of appointment dated 2 August 2021 for an initial period of 12 months and thereafter subject to termination by either party on three months' notice. Mr Ow was not entitled to any remuneration pursuant to his letter of appointment. The appointment letter contains no payment for early termination or profit sharing or commission arrangements.

The letters of appointment of each of the non-executive Directors were amended pursuant to side letters dated 26 April 2022, effective on Admission to provide that each non-executive Director will be paid £30,000 per annum (commencing on Admission). The amended appointment letters contain no payment for early termination or profit sharing or commission arrangements.

Dr Che Connon entered into a service agreement with the Company dated 26 April 2022 under which Dr Che Connon is employed as the Chief Executive Officer of the Company from Admission and thereafter until terminated by either party giving 3 months' prior written notice.

Dr Che Connon received an initial annual salary of £80,000 based on 2 days' work per week and subject to proportional increase at £40,000 per annum per extra day a week that is agreed between the parties. His salary was increased to £120,000 per annum with effect from December 2022 when his time commitment was increased to 3 days per week.

Directors' Remuneration Report (continued)

Dr Che Connon was entitled to a bonus payment of £10,000 to be paid if 3DBT achieved agreed sales targets of City-mix or Etsyl products within 18 months of the commencement of his employment. No bonuses have been paid under these arrangements. Dr Che Connon is entitled to participate in the Restrictive Share Plan and the EMI Option Plan. He is also entitled to the reimbursement of his reasonable expenses. Dr Che Connon is not entitled to any benefits on termination of employment.

Shareholders' returns

The Company expects that any returns for shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy set out below.

Dividend policy

The Company intends to pay dividends on the Ordinary Shares at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion and in accordance with requirements of the Companies Act 2006.

Prior to revenue generation, it is unlikely that the Company will have any earnings but to the extent the Company has any earnings it is the Company's current intention to retain any such earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

During the year ended 30 September 2023, there were no dividends paid (2022: nil).

Particulars of Directors' remuneration (audited)

Year ended 30 September 2023	Fees and salaries £	Restricted share awards £	Totals Year ended 30 September 2023 £
Executive Directors			
Dr Che Connon	109,732	-	109,732
Non-executive Directors			
Geoff Baker	47,500	-	47,500
Min Yang	30,000	-	30,000
Dennis Ow	30,000	-	30,000
	217,232	-	217,232

Directors' Remuneration Report (continued)

Year ended 30 September 2022	Fees and salaries £	Restricted share awards £	Totals Year ended 30 September 2022 £
Executive Directors			
Dr Che Connon	26,667	87,794	114,461
Non-executive Directors			
Geoff Baker	30,000	35,118	65,118
Min Yang	11,250	17,559	28,809
Dennis Ow	11,250	-	11,250
	79,167	140,471	219,638

Statement of Directors' shareholding and share interests (audited)

The Directors who served during the year ended 30 September 2023, and their interests at that date, are disclosed on pages 15 to 17. There were no changes between the reporting date and the date of approval of this report.

UK Remuneration percentage changes

Geoff Baker's salary was increased from £2,500 per month to £6,000 per month in May 2023, an increase of 140 per cent. This increase reflected a substantial increase in his time commitment to the Company and his appointment as an executive director from this date.

There were no other changes to the level of remuneration in the year ended 30 September 2023.

UK 10-year performance graph

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed since 2017, is not paying dividends, is currently incurring losses as it gains scale and has only recently completed its first acquisition. In addition, and as mentioned above, the remuneration of Directors is not currently linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

Consideration of shareholder views

The Board considers shareholder feedback received. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

Directors' Remuneration Report (continued)

Policy for salary reviews

The Company may from time to time seek to review salary levels of Directors, taking into account performance, time spent in the role and market data for the relevant role.

Other matters

None of the Directors hold options, warrants or any form of convertible security in respect of Ordinary Shares. Save as set out above and below, there is currently no intention for the Company to make incentivisation arrangements for the Directors to be involved in the capital of the Company or otherwise any employee share option arrangements.

On 16 May 2022, the Company resolved to adopt the Restricted Share Plan, which will allow for the grant of shares to directors and selected employees subject to restrictions and forfeiture risks which will be lifted

after a certain period. It is intended that participants will be executive directors and senior employees of the Company. No more than 15% of the issued share capital of the Company from time to time can be issued or issuable under the plan and other grant of shares by the Company which are subject to restrictions and forfeiture risks. A total of 7,798,491 shares were issued including 6,623,793 shares issued to directors. Further details are set out in Note 18 to the Consolidated Financial Statements.

On 16 May 2022 the Company resolved to adopt the Employee Share Option Plan ("ESOP") which will allow for the grant of EMI options and non-approved share options over shares in the Company to be granted to selected individuals. An option will become exercisable at some future date and the participant will then have the right to acquire shares at a price (the "option price") fixed when the option was granted. The ESOP will be administered by the board. Further details are set out in Note 18 to the Consolidated Financial Statements No options have been issued under the ESOP at the date of this Report.

The Company does not pay pension amounts in relation to any of the Directors remuneration. The Company has not paid out any excess retirement benefits to any Directors.

Approved on behalf of the Board of Directors by:

SIGNED

.....

Geoffrey Baker Director Date: 30 January 2024

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group's and Parent Company's financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the Group financial statements in accordance with UK-adopted International Accounting Standards and Company financial statements under FRS 101, both in conformity with the requirements of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the Company and the Group and of the profit or loss for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK-adopted international accounting standards or UK Financial Reporting Standards and with the requirements of the Companies Act 2006. We therefore seek to operate within a corporate culture that is based on sound ethical values and behaviours. We do this using certain rule-based procedures (such as our formal Corporate Code of Conduct) and, more importantly, by the behavioural example of individual Board members and senior managers. These values, which we seek to instil throughout the Company, include integrity, respect, honesty, and transparency. As a small company these characteristics are far more visible to staff than might otherwise be the case. We also hold internal meetings at which Directors and staff discuss matters, both formally and informally.and with the requirements of the C and with the

Companies Act 2006 and subject to any material departures disclosed and explained in the financial statements; and

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

Directors' responsibility statement pursuant to disclosure and Transparency Rules

The Directors are responsible for preparing the Financial Statements in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ("DTR") and with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006..

Each of the Directors, whose names and functions as listed in the Board of Directors confirm that, to the best of their knowledge:

· the financial statements, prepared in accordance with UK-adopted International Accounting Standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;

Statement of Directors' Responsibilities (continued)

· the Strategic and Directors' Report include a fair review of the development and performance of the business and the financial position of the Group and Parent Company, together with a description of the principal risks and uncertainties that it faces; and

· the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's and Parent Company's performance, business model and strategy.

Approved on behalf of the Board of Directors by:

SIGNED

.....
Geoffrey Baker
Director

Date: 30 January 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSF ENTERPRISE PLC

Opinion

We have audited the financial statements of BSF Enterprise Plc (the 'parent company') for the year ended 30 September 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated 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. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice) and as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2023 and of the group's loss for the year then ended;
- the group's financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest 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.

Material uncertainty related to going concern

We draw attention to note 2 in the financial statements, which indicates that it will be necessary for the group to obtain additional funding through financing arrangements or the issue of equity in order to continue as a going concern. As stated in note 2, these events or conditions, along with the other matters as set forth in note 2, indicate that a material uncertainty exists that may cast significant doubt on the group's and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Challenging the assumptions made and key variables included in the cash flow forecasts prepared by the directors to assess the group's and parent company's ability to meet their financial obligations as they fall due for a period of at least 12 months from the dates of approval of the financial statements.
- Reviewing the consistency of the committed cash flows against contractual arrangements and compared general overheads in the forecasts to current run rates. The forecasts demonstrated that the group and parent company will require additional funding during the going concern period to meet their liabilities as and when they fall due, and a material uncertainty has been disclosed above in respect to this.
- As disclosed in note 2, the group's cash position shows a balance of £2,319,061 as at 30 September 2023. The group's cost base has increased as a result of the increase in research and development activities in the year. Due to the lack of revenue streams and the increased cash burn rate, the group's and the parent company's ability to continue as a going concern are dependent on raising additional funding in the second half of 2024. We have discussed with the directors the strategies that they are pursuing to secure further funding if and when required. We note that the group have successfully raised funds from issuing equity in the past but at the date of this report there are no legally binding agreements in place to cover a funding deficit in these scenarios.

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

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

Based on our professional judgement, the materiality for the group financial statements as a whole was calculated based on 2% of net assets. We consider net assets to be the most significant determinant of the group's financial performance used by shareholders as the

group continues its research activities. Materiality of the parent company was based on 2% of net assets and was below the group materiality.

Whilst materiality for the group financial statements as a whole was £47,000 (2022: £38,000), the significant components of the group were audited to a lower level of materiality. The parent company materiality was £46,000 (2022: £37,000) with the other components being audited to a materiality of £32,900 (2022: £20,000). These materiality levels were used to determine the financial statement areas that are included within the scope of our audit work and the extent of sample sizes during the audit.

Performance materiality is the application of materiality at the individual account or balance level set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality. Performance materiality was set at 70% of the above materiality levels for both the group and parent company, equating to £32,900 (2022: £26,000) and £32,200 (2022: £25,900) respectively, based upon our assessment of the risk of misstatement.

We agreed with management that we would report to the audit committee all individual audit differences identified during the course of our audit in excess of £2,350 (2022: £2,000) for the group financial statements and £2,300 (2022: £1,850) for the parent company financial statements. We also agreed to report differences below these thresholds that, in our view warranted reporting on qualitative grounds.

Our approach to the audit

Our group audit scope focused on the group's principal operating location being Newcastle which was subject to a full scope audit. Together with the parent company, which was also subject to a full scope audit, these represent the significant components of the group.

Entities subject to full scope audits account for 100% of the total assets.

The audits of each of the significant components were performed in the United Kingdom. All of the audits were conducted by PKF Littlejohn LLP.

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. In addition to the matter described in the Material uncertainty related to going concern section we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	**How our scope addressed this matter**
Valuation of goodwill on acquisition of 3D Bio Tissues Limited (Note 10)	
The Group carries a material amount of goodwill (£2.5m), relating to the	Our work in this area included but was not limited to:

subsidiary undertaking acquired in 2022, 3D Bio-Tissues Limited. **There is a significant risk of overstatement of goodwill due to the fact that the investments are loss making.** **Given the aforementioned, goodwill may be impaired, and management need to include significant estimates and judgements in their goodwill impairment assessment and as such the valuation of goodwill was deemed to be a key audit matter.**	· Discussing with management their impairment assessment of goodwill and challenging the assumptions and key inputs used for reasonableness. · Reviewing post year end activity, such as review of year end board minutes, regulatory news services, and management plans regarding additional fundraising; and · Evaluating the presentation and disclosure in the financial statements. Key observations We are satisfied with management's assessment that no impairment charge is necessary in respect of the goodwill balance.
Carrying value of investment in subsidiaries (3D Bio-Tissues) in the parent company financial statements (Note 5 to the parent company financial statements)	
Investments in subsidiary undertakings is the most significant balance in the financial statements (£3.9m). **Under International Accounting Standard 36 'Impairment of Assets' ('IAS 36'), companies are required to assess whether there is any indication that an asset may be impaired at each reporting date.** **The carrying value of investment in subsidiary (3D Bio Tissues Limited) is ultimately dependent on the value of the underlying assets and the subsidiary's ability to generate future cash flows. Since 3D Bio-Tissues Limited is in the research and development phase, it is difficult to definitively determine the value of the investment. Therefore is a risk that the investments balances are not fully recoverable.** **Valuation for the investments in subsidiary is based on significant judgments and estimates made by the directors and as such the carrying value of investments was deemed to be a key audit matter.**	Our work in this area included but was not limited to: · Reviewing ownership documents for investment in subsidiaries held by the parent company; · Reviewing the investment balances for any indicators of impairment in accordance with IAS 36 and challenging management on the assumptions within; and · Evaluating the presentation and disclosure in the financial statements Key observations We are satisfied with management's assessment that that no impairment charge is necessary in respect of the investments in subsidiaries.

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 group and parent company 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 the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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

Auditor's responsibilities for the audit of the financial statements

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

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 group and parent 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, industry research, application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and the parent company in this regard to be those arising from:
    - Companies Act 2006;
    - International accounting standards;
    - Listing rules; and
    - Disclosure Guidance and Transparency Rules
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
    - Enquiries of management;
    - Review of Board minutes and regulatory news service announcements; and
    - Review of legal and professional fees in the nominal ledger
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the potential of management bias was identified in relation to the impairment of goodwill and the carrying value of

investments and we addressed this by challenging the assumptions and judgements made by management when auditing that significant accounting estimate.

- As in all of our audits, 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.

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: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address

We were appointed by the Board on 21 November 2019 to audit the financial statements for the period ending 30 September 2023 and subsequent financial periods. Our total uninterrupted period of engagement is 5 years, covering the periods ending 30 September 2019 to 30 September 2023.

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

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

[SIGNED]

Daniel Hutson (Senior Statutory Auditor) 15 Westferry Circus

For and on behalf of PKF Littlejohn LLP
Statutory Auditor

Canary Wharf
London
E14 4HD

30 January 2024

Consolidated Statement of Comprehensive Income
for the year ended 30 September 2023

	Note	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Continuing operations			
Sales	4	12,942	-
Cost of sales	6	(71,324)	-
Gross loss		(58,382)	-
Other income	5	87,226	-
Administrative expenses	6	(1,599,152)	(927,322)
Operating loss		(1,570,308)	(927,322)
Finance expense - right-of use lease liabilities	13	(10,141)	(2,110)
Loss before taxation		(1,580,449)	(929,432)
Taxation credit / (expense)	8	79,407	(607)
Loss for the year		(1,501,042)	(930,039)
Other comprehensive income for the year		-	-
Total comprehensive income for the year attributable to the equity owners		(1,501,042)	(930,039)
Earnings per share			
Basic and diluted (pence per share)	9	(1.59)	(2.06)

There are no items of other comprehensive income.

The notes on pages 47 to 78 form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position as at 30 September 2023 (Registered number 11554014)

	Note	2023 £	2022 £
Assets			
Non-current assets			

Property, plant and equipment	11	105,032	73,488
Right-of-use assets	12	147,801	223,560
Intangible assets	10	2,485,290	2,485,290
Total non-current assets		2,738,123	2,782,338
Current assets			
Cash and cash equivalents	14	2,319,061	1,061,529
Trade and other receivables	16	157,612	132,762
Corporation tax receivable	8	-	33,950
Inventory	15	45,811	21,855
Total current assets		2,522,484	1,250,096
Total assets		5,260,607	4,032,434
Equity and liabilities			
Capital and reserves			
Share capital - issued and fully paid	18	955,384	781,884
Share capital - issued but unpaid	18	77,985	77,985
Share premium	18	6,292,888	3,711,576
Warrant reserve	18	34,785	12,537
Retained deficit		(2,502,062)	(1,001,020)
Total equity		4,858,980	3,582,962
Liabilities			
Current liabilities			
Trade and other payables	17	166,764	142,821
Taxes and social security		57,973	60,809
Lease liabilities	13	78,883	74,946
		303,620	278,576
Non-current liabilities			
Lease liabilities	13	78,051	156,933
Deferred tax	8	19,956	13,963
		98,007	170,896
Total liabilities		401,627	449,472
Total equity and liabilities		5,260,607	4,032,434

The notes on pages 47 to 78 form an integral part of these consolidated financial statements**.** This report was approved by the Board of Directors and authorised for issue on 30 January 2024 and signed on its behalf by:

SIGNED

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Geoffrey Baker, Director

Consolidated Statement of Changes in Equity for the year ended 30 September 2023

	Share capital issued and paid up £	**Share capital issued and unpaid £**	**Share premium £**	**Warrant reserve £**	**Retained deficit £**	**Total £**
As at 1 October 2021	203,400	-	407,984	-	(246,568)	364,816
Comprehensive income for the						

period						
Loss for the year	-	-	-	-	(930,039)	(930,039)
Total comprehensive loss for the year	-	-	-	-	(930,039)	(930,039)
Issue of shares	578,484	77,985	3,762,931	-	-	4,419,400
Transfer on issue of restricted shares	-	-	-	-	175,587	175,587
Issue of warrants	-	-	(12,537)	12,537	-	-
Share issue costs	-	-	(446,802)	-	-	(446,802)
Transactions with shareholders	578,484	77,985	3,303,592	12,537	175,587	4,148,185
As at 30 September 2022	781,884	77,985	3,711,576	12,537	(1,001,020)	3,582,962
Comprehensive income for the year						
Loss for the year	-	-	-	-	(1,501,042)	(1,501,042)
Total comprehensive loss for the year	-	-	-	-	(1,501,042)	(1,501,042)
Issue of shares	173,500	-	2,775,000	-	-	2,948,500
Issue of warrants	-	-	(22,248)	22,248	-	-
Share issue costs	-	-	(171,440)	-	-	(171,440)
Transactions with shareholders	173,500	-	2,581,312	22,248	-	2,777,060
As at 30 September 2023	955,384	77,985	6,292,888	34,785	(2,502,062)	4,858,980

The notes on pages 47 to 78 form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

for the year ended 30 September 2023

	Note	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Cash flow from operating activities			
Loss after tax		(1501,042)	(930,039)
Taxation		(79,407)	607
Depreciation		109,073	21,522
Expense recognised on issue of restricted shares	18	-	175,587
Tax received		119,350	-
Changes in working capital:			

Increase in trade and other payables		26,022	131,071
(Increase) / decrease in receivables		(29,774)	34,013
Increase in inventory		(23,956)	-
Decrease in related party balances	21	-	(100,000)
Net cash used in operating activities		(1,379,734)	(667,239)
Cash flow from investing activities			
Cash acquired on purchase of subsidiary	10	-	12,370
Acquisition of plant and equipment	11	(64,848)	(10,620)
Net cash from investing activities		(64,848)	1,750
Cash flow from financing activities			
Issue of shares	18	2,948,500	1,750,000
Costs of share issues	18	(171,440)	(368,817)
Repayment of lease liabilities	13	(74,946)	(14,033)
Net cash from financing activities		2,702,114	1,367,150
Net cash flow for the year		1,257,532	701,661
Cash and cash equivalents at beginning of the year	14	1,061,529	359,868
Cash and cash equivalents at end of the year	14	2,319,061	1,061,529

Material non-cash transactions:
The Company's acquisition of 3DBT in 2022 was a non-cash transaction satisfied wholly by the issue of shares in the Company, as described in Note 9 below. No net debt reconciliation is provided as the Group has no debt.

The notes on pages 47 to 78 form an integral part of these consolidated financial statements**.**

Notes to the Financial Statements

1. General information

The Company is a public limited liability company, listed on the London Stock Exchange, incorporated and registered in England and Wales on 5 September 2018 with registered company number 11554014.

The principal activity of the Company is to undertake the acquisition of businesses in the biotechnology, innovative marketing and e-commerce sectors. The address of the registered office is Aldgate Tower, 2 Leman Street, London, E1 8QN.

On 16 May 2022, the Company completed the acquisition of the entire issued share capital of 3D Bio-Tissues Limited ("3DBT"), (together, the "Group"), a biotechnology start-up and spin-out from the University of Newcastle. 3DBT has developed a propriety platform technology termed "tissue templating" that facilitates the production of a variety of animal tissue types for multiple uses, commonly referred to as "tissue engineering".

The Company has a standard listing on the London Stock Exchange. The Company's Ordinary Shares commenced trading on the OTCQB Venture Market in the United States on 24 May 2023, under the symbol BSFAF.

The consolidated financial statements include the financial statements of the Company and its subsidiary (the "Group") as follows:

Name	Place of incorporation	Registered address	Principal activity	Effective interest	
				30.09.2023	30.09.2022
3D Bio-Tissues Limited	England and Wales	The Biosphere Draymans Way, Newcastle Helix, Newcastle Upon Tyne, NE4 5BX	Biotechnology start-up	100%	100%
BSF Enterprise (Hong Kong) Limited	Hong Kong	11/F Times Tower, 391-407 Jaffe Road, Causeway Bay Hong Kong	Biotechnology start-up	100%	-

2. Accounting policies

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

a) Basis of preparation

The financial statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared using the historical cost basis.

The results for the year ended 30 September 2022 include those of 3DBT from acquisition in May 2022. Therefore, the comparative information is not entirely comparable.

The financial statements are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operate and its functional currency.

The financial statements are presented in £ unless otherwise stated.

b) New standards, amendments to standards and interpretations:

New standards, amendments to standards and interpretations:

There were no new standards or interpretations impacting the Group that have been adopted in the annual financial statements for the year ended 30 September 2023, and which have given rise to changes in the Group's accounting policies.

Standards and interpretations in issue but not yet effective or not yet relevant

At the date of authorisation of these financial statements the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

		Effective annual periods beginning before or after
IAS 1	Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);	1st January 2023
IAS 8	Amendments regarding the definition of accounting estimates	1st January 2023
IAS 12	Amendments regarding deferred tax on leases and decommissioning obligations	1st January 2023
IFRS 17	Amendments to address concerns and implementation challenges that were identified after IFRS 17 was published	1st January 2023
		Effective annual periods beginning before or after
IAS 1	Amendments to defer the effective date of January 2020 amendments regarding the disclosure of accounting policies	1st January 2023
IFRS 16	Leases (Amendment - Liability in a Sale and Leaseback)	1st January 2024
IAS 1	Presentation of Financial Statements (Amendment - classification of Liabilities as Current or Non-current)	1st January 2024
IAS 1	Presentation of Financial Statements (Amendment - Non-current Liabilities with Covenants)	1st January 2024

The Company intends to adopt these Standards for the respective financial years beginning after the effective dates.

The Directors do not anticipate the adoption of any of these standards issued by IASB, but not yet effective, to have a material impact on the financial statements of the Company.

c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to the end of the reporting period. A subsidiary is an entity over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from the investee, and the ability to use its power to affect those variable returns.

The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. Inter-company balances and transactions between Group companies are therefore eliminated in full. The financial information of subsidiaries is included in the Group's financial statements from the date that control commences until the date that control ceases.

On 16 May 2022, the Company completed a conditional share purchase agreement (the "SPA") with 3D Bio-Tissues Limited ("3DBT") for the acquisition by the Company of 100% of the issued share capital of 3DBT (the "Transaction") which is more fully described in Note 9.

The Directors have considered who the acquiring party is and concluded that it is the Company, due to:

- a greater proportion of share capital in the Group being held by shareholders of BSF Plc, rather than pre-acquisition shareholders of 3DBT, meaning that there has been no change of control;
- 3DBT was a small, early-stage pre-revenue entity not dissimilar to the Company. The fair value of its net assets on acquisition were smaller than that of the Company at only £13,140;
- BSF Enterprise Plc's shareholders have the ability to appoint or remove a majority of the members of the Board;
- greater Board representation in the Group of the BSF Enterprise Plc Board of directors rather than pre-acquisition members of the 3DBT Board; and
- the composition of the senior management of the Group consists mostly of BSF Enterprise Plc management.

Accordingly, the Company was deemed to be the acquiring party for accounting purposes. The acquisition of 3DBT has therefore been accounted for under the acquisition method.

Under the acquisition method, the results of 3DBT are included from the date of acquisition. At the date of acquisition, the fair values of the net assets of 3DBT have been determined and these values are reflected in the Consolidated Financial Statements. The cost of acquisition was measured at the aggregate of the fair value of the shares issued by the Company, at the date of exchange, in exchange for control of the acquiree. Any excess of the purchase consideration of the business combination over the fair value of the identifiable assets and liabilities acquired is recognised as goodwill. Goodwill, if any, is not amortised but reviewed for impairment at least annually. If the consideration is less than the fair value of assets and liabilities acquired, the difference is recognised directly in the statement of comprehensive income.

Acquisition-related costs are expensed as incurred.

d) Going concern

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2023, the Group had cash and cash equivalents of £2,319,061. As at the date of this report, the Group had approximately £1,684,000 of cash and cash equivalents.

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2025 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

These cashflow forecasts are subject to a number of risks and uncertainties, in particular the ability of the Group to achieve additional funding to support the planned levels of expenditure.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2024 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make. There can be no guarantee that sufficient funds will be raised and this creates a material uncertainty that may cause significant doubt about the going concern basis of the Group. The Board is confident however that sufficient additional capital will be raised to ensure adequate funds are available to the Group. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

e) Segment reporting

IFRS 8 defines operating segments as those activities of an entity about which separate financial information is available and which are evaluated by the Board of Directors to assess performance and determine the allocation of resources. The Board of Directors is of the opinion that under IFRS 8 the Group has only one operating segment, being that of biotechnology. The Company was incorporated in 2018 with the objective of creating value for its shareholders through an acquisition-led growth strategy with a focus on acquiring businesses in the biotechnology, innovative marketing and e-commerce sectors. The acquisition of 3DBT is an integral part of the Group's strategy for this sector. The operations of the Company and 3DBT are within the UK whilst those of BSF Hong Kong Limited, which are not yet significant, are conducted in Hong Kong.

The Board of Directors assesses the performance of the operating segment using financial information that is measured and presented in a manner consistent with that in the Financial Statements. Segmental reporting will be reviewed and considered in light of the development of the Group's business over the next reporting period.

f) Revenue

The Group's revenue represents the fair value of the consideration received or receivable for the rendering of services and sale of goods, net of value added tax.

Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer net of sales taxes and discounts. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) Performance obligations and timing of revenue recognition

Sales of goods
The Group derives revenue from selling consumable with revenue recognised at a point in time when control of the goods has transferred to the customer. Revenue from sales of consumables to consumers is recognised when the order is despatched. There is limited judgement needed in identifying the point at which the performance obligation is satisfied.

Sales of services
The Group enters into contracts for the provision of research services with its customers. Research revenues are recognised as the services are performed and the obligations are discharged, or if there are no key performance obligations, straight line over the relevant period. This method best depicts the transfer of services to the customer as there is no reliable prediction that can be made as to if and when any individual customer will require the service.

(ii) Determining the transaction price
Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

(iii)Allocating amounts to performance obligations
For most contracts, there is a fixed unit price for each service or product sold. Therefore, there is no judgement involved in allocating the contract price to each sale.

g) Grants receivable

The Group recognises grant income only when there is reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received. Grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

h) Employee benefits

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Long-term benefits

Defined contribution plans

The income statement expense for the defined contribution pension plans operated represents the contributions payable for the year. Once the contributions have been paid, the Group has no further liabilities in respect of the defined contribution plans.

i) Property, plant and equipment

Property and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Group.

Property, plant and equipment are generally depreciated on a straight-line basis over their estimated useful live as follows:

Plant and equipment: 20 per cent. straight line

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

j) Intangible assets

Goodwill

Goodwill represents the amount by which the fair value of the cost of a business combination exceeds the fair value of the net assets acquired. Goodwill is not amortised and is stated at cost less any accumulated impairment losses.

The recoverable amount of goodwill is tested for impairment annually or when events or changes in circumstance indicate that it might be impaired. Impairment charges are deducted from the carrying value and recognised immediately in the income statement. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units expected to benefit from the synergies of the combination. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

k) Research and development expenditure

Research expenditure is recognised as an expense when it is incurred.

Development expenditure is recognised as an expense except that costs incurred on development projects are capitalised as long-term assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalised if, and only if an entity can demonstrate all of the following:-

(i) its ability to measure reliably the expenditure attributable to the asset under development;

(ii) the product or process is technically and commercially feasible;

(iii) its future economic benefits are probable;

(iv) its ability to use or sell the developed asset; and

(v) the availability of adequate technical, financial and other resources to complete the asset under development.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. Development expenditure initially recognised as an expense is not recognised as assets in subsequent periods.

No amounts were capitalised in the year.

l) Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Right-of use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

m) Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date: whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of 12 months or less.

Identifying leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- there is an identified asset;
- the Group obtains substantially all the economic benefits from use of the asset; and
- the Group has the right to direct use of the asset.

The Directors consider whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits that arise from use of the asset, the Directors consider only the economic benefits that arise from use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Directors consider whether the Group directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Directors consider whether the Group was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16 "*Leases*".

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the company if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

n) Taxation

Tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

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

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

o) Financial instruments

Initial recognition

A financial asset or financial liability is recognised in the statement of financial position of the Company when it arises or when the Company becomes part of the contractual terms of the financial instrument.

Classification

Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms of the financial asset generating cash flows at specified dates only pertain to capital and interest payments on the balance of the initial capital.

Financial assets which are measured at amortised cost, are measured using the Effective Interest Rate Method (EIR) and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial liabilities at amortised cost

Financial liabilities measured at amortised cost using the effective interest rate method include current borrowings and trade and other payables that are short term in nature. Financial liabilities are derecognised if the Company's obligations specified in the contract expire or are discharged or cancelled.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate ("EIR"). The EIR amortisation is included as finance costs in profit or loss. Trade payables other payables are non-interest bearing and are stated at amortised cost using the effective interest method.

Derecognition

A financial asset is derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Group has transferred its rights to receive cash flows from the asset or has undertaken the commitment to fully pay the cash flows received without significant delay to a third party under an arrangement and has either (a) transferred substantially all the risks and the assets of the asset or (b) has neither transferred nor held substantially all the risks and estimates of the asset but has transferred the control of the asset.

Impairment

The Group recognises a provision for impairment for expected credit losses regarding all financial assets. Expected credit losses are based on the balance between all the payable contractual cash flows and all discounted cash flows that the Group expects to receive. Regarding trade receivables, the Group applies the IFRS 9 simplified approach in order to calculate expected credit losses. Therefore, at every reporting date, provision for losses regarding a financial instrument is measured at an amount equal to the expected credit losses over its lifetime without monitoring changes in credit risk. To measure expected credit losses, trade receivables and contract assets have been grouped based on shared risk characteristics.

Trade and other receivables

Trade and other receivables are initially recognised at fair value when related amounts are invoiced then carried at this amount less expected credit losses.

IFRS 9 "Financial Instruments" requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39 "Financial Instruments: Recognition and Measurement". The expected credit loss (ECL) model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. The credit event does not have to occur before credit losses are recognised. IFRS 9 "Financial Instruments" allows for a simplified approach for measuring the loss allowance at an amount equal to lifetime expected credit losses for trade receivables and contract assets.

The Group has one type of financial asset subject to the expected credit loss model: trade receivables.

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The expected credit losses are estimated using a provision based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

As the Group is at an early stage and the volume of sales is very low, it does not have significant amounts of historic information on credit losses. Accordingly, only specific provisions have been made. To analyse and adjust for any expected credit loss would likely skew the reported results for the year.

The Group considers a financial asset in default when contractual payments are between 30 to 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Cash and cash equivalents

The Group considers any cash on short-term deposits and other short-term investments to be cash equivalents.

The Group considers the credit ratings of banks in which it holds funds in order to reduce its exposure to credit risk. The Group will only keep its holdings of cash and cash equivalents within institutions which have a strong credit rating.

Trade payables

These financial liabilities are all non-interest bearing and are initially recognised at the fair value of the consideration payable.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in-first-out principle and includes expenditure incurred in acquiring the inventories and other costs in bringing them to their existing location and condition.

Provisions

A provision is recognised when the Group has a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

Contingent liabilities

Contingent liabilities are possible obligations whose existence depends on the outcome of uncertain future events or present obligations where the outflow of resources is uncertain or cannot be measured reliably. Contingent liabilities are not recognised in the Group's Financial Statements but are disclosed unless they are remote.

p) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

Ordinary shares are classified as equity.

Share capital account represents the nominal value of the shares issued.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained earnings include all current and prior period results as disclosed in the Statement of Comprehensive Income.

q) Earnings per share

Basic earnings per share is calculated by dividing:

- The loss attributable to owners of the Company, excluding any costs of servicing equity other than Ordinary Shares;
- By the weighted average number of Ordinary Shares outstanding during the financial period.

3. Critical accounting estimates and judgements

Preparation of financial information in conformity with UK-adopted International Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the 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 under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. In particular:

Key judgments

Acquisition of 3DBT
The Directors judged that under IFRS 3 Business Combinations, the Company was deemed to be the accounting acquirer as described below in the Note 9 which describes the basis of consolidation. The acquisition of 3DBT has therefore been accounted for under the acquisition method.

Key estimates

Valuation of Intangible Assets
The determination of the fair value of assets and liabilities including goodwill arising on the acquisition of 3DBT in May 2022, and development expenditure, which is expected to generate future economic benefits, is based to a considerable extent on management's judgement.

No fair value adjustments were deemed necessary as book values were considered to approximate their fair values. Further analysis is included in Note 9 to the Consolidated Financial Statements.

Allocation of the purchase price affects the results of the Group as finite life intangible assets are amortised, whereas indefinite lived intangible assets, including goodwill, are not amortised and could result in differing amortisation charges based on the allocation to indefinite lived and finite lived intangible assets.

Acquisition costs

The Company has considered how the costs of the acquisition of 3DBT, which involved both issuing new shares and Admission to the Official List should be accounted for. In accordance with IAS 32 *Financial Instruments: Presentation,* the Company has allocated such costs as follows:

- Incremental costs that are directly attributable to issuing new shares have been deducted from equity (net of any income tax benefit) - IAS 32.37;
- Costs that relate to the stock market listing, or are otherwise not incremental and directly attributable to issuing new shares, have been recorded as an expense in the statement of comprehensive income; and
- Costs that relate to both share issuance and listing have been allocated between those functions based on the proportion of new shares issued to the total number of (new and existing) shares listed.

Impairment reviews

IFRS requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No such circumstances have come to management's attention since the acquisition of 3DBT.

The Group prepares and approves a detailed annual budget and longer-term strategic plan for its operations, which are used in the impairment reviews.

Goodwill of £2,485,290 relating to the acquisition of 3DBT was allocated to the 3DBT business and represents a Cash Generating Unit ("CGU") and reviewed for impairment as of the reporting date. Management considers that that there are no events or changes in circumstances which would indicate that the carrying amount of goodwill may not be recoverable.

Research and development costs

No amounts of research and development costs were capitalised in the year ended 30 September 2023 (30 September 2022: £nil).

Research expenditure is recognised in the "*Statement of Comprehensive Income*" in the period in which it is incurred. Development expenditure is recognised in the "*Statement of Comprehensive Income*" in the period in which it is incurred unless it is probable that economic benefits will flow to the Group from the asset being developed, the cost of the asset can be reliably measured and technical feasibility can be demonstrated, in which case it is capitalised as an intangible asset on the statement of financial position.

Initial capitalisation of costs is based on the Directors' judgement that technological and economic feasibility of the asset is confirmed, usually when a development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, the Directors have made assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. Capitalisation ceases when the asset being developed is ready for use.

The Company has undertaken an assessment of the specific IAS 38 criteria and has concluded that these requirements have not been met. In particular, in relation to the CityMix product, the product is still at the testing phase with customers and sales to date, which have been at a minimal level, relate to in-house testing by potential customers. The current forecasts prepared by the Company have not anticipated significant revenues as the testing is not complete and there are no sales contracts agreed or in negotiation which would support significant sales levels. Accordingly, the Company does not consider that the capitalisation criteria for development expenditure have not been met and all such expenditure has been expensed to profit and loss.

Cost of internally generated intangible assets comprise of directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by the company. More specifically, time spent that is eligible for capitalisation includes time that is intrinsic to the development of know-how. Development costs that do not meet the above criteria are expensed as it is incurred.

Issue of restricted shares

As more fully described in Note 17 to the Consolidated financial statements, the Company recognised a deemed cost of issuing restricted shares of £175,587 in the year ended 30 September 2022. The Company applied a fair value discount to the issue price of restricted shares based on the lack of marketability over the three-year restriction period. The Directors assessed the fair value to be 3.25 pence per share, a discount of 4.12 pence per share (approximately 56%) to the market value of ordinary shares at the time of issue. Any change to the assumptions used in applying the discount would have a direct effect within profit and loss and thus the Group's result for the year.

Going concern

As more fully described above, the Directors have prepared forecasts and projections for the Group for the purposes of assessing the Company's going concern assumptions.

The financial position of the Group, its cash flows and liquidity position are set out in these financial statements. As at 30 September 2023, the Group had cash and cash equivalents of £2,319,061. As at the date of this report, the Group had approximately £1,684,000 of cash and cash equivalents.

The Group has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2025 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Group's anticipated cash flow requirements to this date.

These cashflow forecasts are subject to a number of risks and uncertainties, in particular the ability of the Group to achieve additional funding to support the planned levels of expenditure.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2024 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Group will need additional funding to finance ongoing operations and any acquisitions it might make. There can be no guarantee that sufficient funds will be raised and this creates a material uncertainty that may cause significant doubt about the going concern basis of the Group. The Board is confident however that sufficient additional capital will be raised to ensure adequate funds are available to the Group. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Consolidated Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

4. Sales

	2023		2022
	£		£
Research revenues	11,416		-
Consumable sales	1,526	-	-
	12,942		-

5. Other operating income

	2023	2022
	£	£
Grant income	87,226	-
	87,226	-

6. Expenses by nature

Cost of sales	2023	2022
	£	£
Consumables	71,324	-
	71,324	-

Administrative expenses	2023	2022
	£	£
Legal and professional fees	313,551	130,866
Consulting fees	249,135	- 134,817
Deemed cost of issuing restricted shares (Note 17)	-	175,587
Accounting and tax fees	45,283	60,346
Audit fees - fees payable to the Company's auditors for the audit of the Company's annual accounts	45,090	39,600
Stock exchange fees	34,029	20,508
Share registry expenses	11,263	3,410
Directors' remuneration	217,232	79,167
Staff costs	328,697	- 131,319
Management service fees (Note 20)	60,000	22,500
Property costs	28,171	4,142
Purchase of consumables*	-	29,186
Marketing	18,501	- 5,589
Bank charges	1,822	36
Depreciation	109,073	21,522
Travel and accommodation	88,205	49,958
Printing and stationery	4,001	7,363
Other costs	45,099	11,406
	1,599,152	927,322

*: Included in cost of sales in the year ended 30 September 2023 (see above).

Finance expenses	2023	2022
	£	£
Lease finance expense	10,141	2,110
	10,141	2,110

7. Staff costs

Aggregate staff costs (including directors)	2023	2022
	£	£
Wages and salaries	489,822	156,929
Social security and other payroll taxes	42,861	56,273
Pension costs	13,245	2,724
	545,928	215,926

Average monthly number of employees	2023	2022
	No.	No.

Directors	4		4
Other	8	-	1
	12		5

Remuneration of key management personnel

Key management personnel of the Group comprised the directors. The emoluments and benefits of key management personal were as follows:

	2023	2022
	£	£
Wages and salaries	217,232	79,167
Deemed cost of issuing restricted shares	-	140,471
Social security and other payroll taxes	10,671	44,450
Pension costs	-	-
	227,903	264,008

The remuneration of the highest paid director (including the deemed cost of issuing restricted shares) was £109,732 (2022: £114,461).

8. Taxation

Income taxes are provided for the tax effects of transactions reported in the Group's Financial Statements and consist of taxes currently due, plus deferred taxes related to differences between the basis of assets and liabilities for financial and income tax reporting.

For the year ended 30 September 2023, the Group had a tax credit of £83,418 (30 September 2022: £607). The effective tax rate was 5.02 per cent. for the year ended 30 September 2022 (2022: (0.07) per cent.). The effective tax rate was primarily impacted by R&D tax credits, loss carryovers for which no deferred tax asset was recognised, and other deferred tax and permanent differences, such as disallowable expenditure.

The components of the provision for taxation on income included in the Statement of Comprehensive Income are summarised below. Corporation tax is calculated at 19% of the estimated taxable profit for the year.

The charge for the year is made up as follows:

	2023	2022
	£	£
Current tax		
Research and development tax credit	(85,400)	-
Deferred tax		
Deferred tax expense	5,993	607
Tax charge for the year	(79,407)	607

The charge for the year can be reconciled to the loss in the Statement of Comprehensive Income as follows:

Year ended 30 September 2023	**£**	**%**
Loss before tax on continuing operations	(1,580,449)	
Tax at the UK corporation tax rate of 19%	(300,285)	19.0

Increase/(decrease) in tax resulting from:		
Expenses not deductible	18,974	(1.20)
Research and development enhanced allowance	(85,400)	5.40
Capital allowances less depreciation	(320)	0.02
Deferred tax charge	5,993	(0.38)
Deferred tax asset not recognised in respect of losses	281,631	(17.82)
Tax credit for the year	(79,407)	5.02

Year ended 30 September 2022	**£**	**%**
Loss before tax on continuing operations	(929,432)	
Tax at the UK corporation tax rate of 19%	(176,592)	19.0
Increase/(decrease) in tax resulting from:		
Expenses not deductible	59,002	(6.35)
Research and development enhanced allowance	(16,239)	1.74
Capital allowances less depreciation	3,282	(0.35)
Deferred tax charge	607	(0.07)
Deferred tax asset not recognised in respect of losses	130,547	(14.04)
Tax charge for the year	607	(0.07)

The Group has accumulated tax losses of approximately £1,997,000 (2022: £899,000). No deferred tax asset was recognised in respect of these accumulated tax losses as there is insufficient evidence that the amount will be recovered in future years.

The movements in tax receivable balances are summarised as follows:

	2023 **£**	**2022** **£**
Balance brought forward	33,950	-
Amounts received	(33,950)	-
Acquired on acquisition of 3DBT (Note 9)	-	33,950
Balance carried forward	-	33,950

The tax received comprised a claim for research and development tax credits due to 3DBT.

Deferred tax:

The movements in deferred tax liabilities are summarised as follows:

	2023 **£**	**2022** **£**
Balance brought forward	(13,963)	-
Acquired on acquisition of 3DBT (Note 9)	-	(13,356)
Deferred tax expense	(5,993)	(607)
Balance carried forward	(19,956)	(13,963)

9. Earnings per share

The calculation of earnings per share is based on the following loss and number of shares:

	2023	2022
Loss for the year from continuing operations	£(1,501,042)	£(930,039)
Weighted average shares in issue	94,654,012	45,109,196
Earnings per share (in pence)	(1.59p)	(2.06p)

The Company presents basic and diluted loss per share information for its ordinary shares. Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the reporting period. Diluted earnings per share are determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

There is no difference between the basic and diluted earnings per share, as the Company has no potential dilutive ordinary shares.

10. Acquisition of 3DBT

On 16 May 2022, the Company completed a conditional share sale and purchase agreement (the "Acquisition Agreement") to acquire the entire issued share capital of 3D Bio-Tissues Limited ("3DBT"), comprising 676,470 shares, in consideration for the allotment and issue to the Sellers of an aggregate of 33,900,004 Consideration Shares (the "Acquisition"), an effective share exchange ratio of 50:1, and readmission of the enlarged share capital to trading on the Main Market of the London Stock Exchange.

In preparing the consolidated financial statements for the year ended 30 September 2022, the Company considered relevant accounting guidance and in particular, whether the acquisition falls within IFRS3 Business Combinations. In determining whether the acquisition falls within the scope of IFRS 3 and who is the accounting acquiror, the Company has considered a number of factors, including:

- The combination was effected primarily by exchanging equity interests: the entity that issues the equity interests is normally considered to be the accounting and legal acquiror which in this case was BSF;
- 3DBT was a small, early-stage pre-revenue entity not dissimilar to the Company. The fair value of its net assets on acquisition were smaller than that of the Company at only £13,140;
- The relative voting rights in the combined entity: the entity whose owners as a group retain or receive the largest portion of the voting rights in the combined entity, in this case the pre-acquisition shareholders in BSF controlled 60.48% of the enlarged share capital;
- The composition of the governing body of the combined entity: the entity whose owners have the ability to elect or appoint or remove a majority of the members of the governing body of the combined entity, in this case, Geoff Baker, Min Yang are also directors of BSF International Limited and BSF Angel Limited (a 19.32% shareholder in the Company at the time);

- Senior management of the combined entity: the entity whose (former) management dominates the combined management, post-acquisition; the Board of BSF continued to comprise of Geoff Baker, Min Yang and Dennis Ow, with Che Connor joining with effect from the acquisition date;
- Relative size: The consideration for the acquisition of 3DBT was £2.5m. The market capitalisation of BSF on Admission was £6.32m, meaning BSF comprised 60.48% of the combined entity's market capitalisation; and
- The Company initiated the combination.

Accordingly, the Company was deemed to be the acquiring party for accounting purposes and the acquisition is considered to be a business combination within the Scope of IFRS 3.

3DBT, a private company limited by shares, incorporated and registered in England and Wales, is a
biotechnology spin out from Newcastle University founded by Professor Che Connon and Dr Ricardo Gouveia. 3DBT's research and product development is focused on producing biological tissue material, such as meat and skin, for clinical and consumer use. Specialised technology enables 3DBT to apply bio-focused manufacturing processes to generate complex structures such as corneas for the human eye.

Under the terms of the Acquisition Agreement, the consideration was £2,498,430 which was settled through the allotment and issue of 33,900,004 ordinary shares of £0.01 each in the capital of the Company (the "Consideration Shares") at 7.37 pence per share. The following table summarises the consideration paid for 3DBT, the fair value of assets acquired, and liabilities assumed at the acquisition date.

	Book value	Fair value adjustments	Fair value
Consideration	**£**	**£**	**£**
Consideration shares			2,498,430
Total consideration			**2,498,430**
Recognised amounts of identifiable assets acquired and liabilities assumed			
Cash and cash equivalents	12,370	-	12,370
Property, plant and equipment	70,294	-	70,294
Right-of-use assets	103,770	-	103,770
Intellectual property	-	-	-
Trade and other receivables	29,326	-	29,326
Inventories	18,313	-	18,313
Corporation tax receivable	33,950	-	33,950
Trade and other payables	(29,501)	-	(29,501)
Lease liabilities	(112,026)	-	(112,026)
Loan from related party	(100,000)	-	(100,000)
Deferred tax provision	(13,356)	-	(13,356)
Total identifiable net assets	**13,140**	**-**	**13,140**
Deferred tax	-	-	-
Goodwill	**2,485,290**	**-**	**2,485,290**
Total	**2,498,430**	**-**	**2,498,430**

The goodwill arising is attributable to the acquired workforce and anticipated future profit from expansion opportunities of the business. No fair value adjustments were deemed necessary as book values were considered to approximate their fair values. 3DBT contributed no revenue for the period between the date of acquisition and 30 September 2022 and £281,702 of loss before tax. If the acquisition of 3DBT had been completed on 1 October 2021, Group revenues would have been approximately unchanged (at £nil) and Group loss attributable to equity holders of the parent would have been approximately £155,000 higher. Transaction costs of £125,799 were expensed in the year ended 30 September 2022 relating to the acquisition of 3DBT and re-

admission to the Official List of the London Stock Exchange. In addition, costs of £368,817 have been offset against share premium.

11. Property, plant and equipment

Plant and equipment	2023 £	2022 £
Cost:		
Balance brought forward	80,914	-
Additions	64,848	10,620
Acquired on acquisition of 3DBT (Note 10)	-	70,294
Balance carried forward	145,762	80,914
		-
Depreciation:		
Balance brought forward	7,426	-
Charge for the year	33,304	7,426
Balance carried forward	40,730	7,426
		-
Net book value:		
As at 30 September	105,032	73,488

12. Right-of-use assets

Land and buildings	2023 £	2022 £
Cost:		
Balance brought forward	237,656	-
Additions	-	133,886
Acquired on acquisition of 3DBT (Note 10)	-	103,770
Balance carried forward	237,656	237,656
		-
Depreciation:		
Balance brought forward	14,096	-
Charge for the year	75,759	14,096
Balance carried forward	89,855	14,096
Net book value:		
As at 30 September	147,801	223,560

3DBT leases land and buildings for its offices and laboratory under a five-year agreement. The lease has an initial rent-free period with break-clauses annually after 12 months. The lease does not provide for an extension to the five-year term and no extension to the lease has been assumed**.**

13. Lease liabilities

Land and buildings	2023 £	2022 £
Cost:		
Balance brought forward	231,879	-
Additions	-	133,886
Acquired on acquisition of 3DBT (Note 10)	-	112,026
Lease payments	(74,946)	(14,033)
Balance carried forward	156,933	231,879

The finance expense recognised in respect of these leases amounted to £10,141 in the year ended 30 September 2023 (2012: £2,110). The expense relating to short-term or low value leases amounted to £7,063 in the year ended 30 September 2023 (year ended 30 September 2022: nil).

The total cash outflow for leases in the year ended 30 September 2023 was £92,150 (2022: £40,283).

Future minimum lease payments associated with the land and building leases were as follows:

Land and buildings	**2023**	**2022**
	£	**£**
Not later than one year	85,087	85,087
Later than one year and not later than two years	81,014	85,087
Later than two years and not later than five years	-	81,014
Total minimum lease payments	166,101	251,188
Less: Future finance charges	(9,167)	(19,309)
Present value of minimum lease payments	156,934	231,879

The maturity of lease liabilities is as follows:

Land and buildings	**2023**	**2022**
	£	**£**
Non-current liabilities	78,051	156,933
Current liabilities	78,883	74,946
Right-of-use lease liabilities	156,934	231,879

14. Cash and cash equivalents

	2023	**2022**
	£	**£**
Cash at Bank	2,319,061	1,061,529

15. Inventories

	2023	**2022**
	£	**£**
Raw materials and laboratory consumables	45,811	21,855
	45,811	21,855

The cost of inventories recognised in profit and loss for the year ended 30 September 2023 was £71,324 (2022: £29,186).

16. Receivables and prepayments

	2023		2022
	£		£
Trade receivables	11,917		-
Less: provision for impairment of trade receivables	-		-
Trade receivables - net	11,917		-
Prepayments	15,075		11,759
Amounts receivable on issue of restricted shares (Note 17)	77,985	-	77,985
Vat recoverable	52,603		43,018
Other receivables	32		-
	157,612		132,762

All balances are reviewed specifically due to the limited number of receivables and limited history of average rates of default losses to rely on. No provision was deemed necessary.

17. Trade and other payables

	2023	2022
	£	£
Current:		
Trade payables	90,594	58,498
Accruals	76,170	104,323
	166,764	162,821

18. Share capital and share premium

Issued Ordinary shares of £0.01 each	Number of shares	Share capital £	Share premium £
At 30 September 30 September 2021	20,340,002	203,400	407,984
Issue of Ordinary shares on acquisition of 3DBT	33,900,004	339,000	2,159,430
Placing of Ordinary shares	23,744,912	237,449	1,512,551
Issue of shares as restricted share awards	7,798,491	77,985	-
Issue of shares in settlement of fees	203,528	2,035	12,965
Issue of warrants	-	-	(12,537)
Costs of share issue	-	-	(368,817)
As at 30 September 2022	85,986,937	859,869	3,711,576
Exercise of warrants	50,000	500	7,000
Placing of Ordinary shares	16,317,647	163,176	2,610,824
Subscription for Ordinary shares	882,353	8,824	141,176
Issue of shares	100,000	1,000	16,000
Costs of share issue	-		(171,440)
Issue of warrants	-	-	(22,248)
As at 30 September 2023	103,336,937	1,033,369	6,292,888
Issue and fully paid	95,538,446	955,384	6,292,888
Issued and unpaid	7,798,491	77,985	-
As at 30 September 2023	103,336,937	1,033,369	6,292,888

The Company issued the following shares in the year ended 30 September 2023:

Exercise of warrants

On 9 February 2023, the Company issued 50,000 ordinary shares following the exercise of warrants at a price of £0.15 per share.

Placing and subscription for shares

On 29 March 2023, the Company raised £2,924,000 by way of an oversubscribed placing (the "Placing") of 16,317,648 new ordinary shares in the capital of the Company ("Placing Shares") at a price of 17p per share (the "Placing Price") and additionally, the subscription of 882,353 new ordinary shares ("Subscription Shares") by investors procured directly by the Company ("Subscribers") also at the Placing Price (the "Subscription").

The Company entered into deeds of variation with each of the subscribers in respect of the Subscription Shares pursuant to which 264,739 of the Subscription Shares ("Second Tranche Shares") were allotted and issued conditional on (i) the Company convening a general meeting and obtaining approval from shareholders to disapply statutory pre-emption rights ("Resolutions") and (ii) the publication of a prospectus, as soon as reasonably practicable following Admission. The Second Tranche Shares and the Fundraising Warrants were allotted and issued on the passing of the Resolutions and the publication of a prospectus on 26 September 2023.

Placees were granted one warrant for every two Placing Shares subscribed for as part of the Placing, exercisable at 34 pence per Ordinary Share ("Exercise Price"), representing 8,158,824 warrants, all exercisable at the Exercise Price and expiring on the third anniversary of Admission.

In addition, the Subscribers have also been granted a warrant for every two Subscription Shares purchased representing 441,176 warrants, exercisable at the Exercise Price and which also expire on the third anniversary of Admission (the Subscription and the Placing together referred to as the "Fundraising" and the Placing Warrants and the Subscription Warrants together referred to as the "Fundraising Warrants"). The Fundraising Warrants were granted conditional on (i) any requirement for the Company to publish or procure the publication of a prospectus as soon as reasonably practicable following Admission, and (ii) the Company obtaining approval from shareholders to disapply statutory pre-emption rights.
In total, 8,600,000 warrants were granted pursuant to the Placing, all exercisable at the Exercise Price and expiring on the third anniversary of Admission.

In addition, Shard Capital were also been granted broker warrants equal to 2 per cent of the total number of Placing Shares subscribed for pursuant to the Placing, representing 326,352 warrants.

A total of 16,985,261 Ordinary shares of £0.01 each (being the aggregate of the Placing Shares, the Subscription Shares less the Second Tranche Shares and 50,000 ordinary shares issued on 9 February 2023 following the exercise of warrants) were admitted to the standard segment of the Official List and to trading on the Main Market of the London Stock Exchange ("Admission") on 14 April 2023.

Issue of shares to advisers

The Company issued 100,000 Ordinary Shares to Roast PR at 17 pence per share in satisfaction of certain fees due for services rendered.

The holders of the new Ordinary Shares issued during the year rank pari passu in all respects with the holders of the existing Ordinary Shares.

The total number of ordinary shares in the Company in issue is 103,336,937.

A total of £171,440 of costs were incurred in relation to the issue of Ordinary Shares and this amount has been deducted from the share premium account.

Issue of warrants

As noted above, the Company issued an aggregate of 8,926,352 warrants during the period. A total of 50,000 warrants (issued in 2022) were exercised during the period. Accordingly, a total of 21,196,569 warrants remained outstanding and exercisable at 30 September 2023 at a weighted average exercise price of 23.00 pence (2022: 15.00 pence), summarised as follows:

	Number of warrants
At 30 September 2022	12,320,217
Exercise of warrants	(50,000)
Issue of Fundraising Warrants	8,600,000
Issue of Broker Warrants	326,352
As at 30 September 2023	21,196,569

Using the Black-Scholes pricing model, the valuation of the Broker Warrants has been calculated at 6.82p each, giving rise to an aggregate value of the Warrants of £22,248.

The issue of the Broker Warrants resulted in an increase to the warrant reserve of £22,248 and a decrease to share premium of £22,248.

The inputs in the model were as follows:

- Share price: 17.0 pence
- Exercise price: 34.0 pence
- Expected life of warrant: 3 years
- Risk-free rate: 3.47%
- Volatility: 85.0%

The volatility assumption was calculated with reference to the Company's sector and market capitalisation.

The exercise price of outstanding warrants in issue ranges from 15.00 pence to 34.00 pence (2022: 15.00 pence). As at 30 September 2023, the weighted average exercised price of the outstanding warrants in issue was 23.00 pence (2022: 15.00 pence).

The weighted average remaining contractual life of warrants outstanding at the end of the year was 804 days (2022: 594 days).

Employee Share Option Plan ("ESOP")

On 16 May 2022, the Company resolved to adopt an Employee Share Option Plan ("ESOP"), which will allow for the grant of EMI options and non-approved share options over shares in the Company to be granted to selected individuals. An option will become exercisable at some future date and the participant will then have the right to acquire shares at a price (the "option price") fixed when the option was granted. The ESOP will be administered by the board (as defined below).

The principal terms of the ESOP are as follows.

Eligibility
The board of directors of the Company (or its remuneration committee) (the "Board") will select employees (including executive directors) to participate in the ESOP. Options may only be granted within (1) a period of 42 days from the day the ESOP is adopted (2) a period of 42 days immediately after the end of a close period affecting the Company or (3) any other period as the Board decides due to exceptional circumstances.

Option price
The price per share the participant has to pay to acquire the shares on exercise will be no less than the market value of the shares as at the date the option is granted (the "date of grant") or the nominal value of the share (if higher). The market value of a share is the lesser of (a) the average market value of the share determined by reference to the opening price from 1 January to the closing price of 31 December in the year prior to the date of grant or (b) the mid-market value of the share as quoted on the London Stock Exchange on the business day immediately prior to the date of grant or the average mid-market price of the share as quoted on the London Stock Exchange in the three business days prior to the date of grant or (c) such other value as the Board determines to be the market value. Subject to the requirements of the listing rules, the Board may grant options with an option price which is lower than the market value of the shares as at the date of grant.

Exercise period
The option will first become exercisable on the third anniversary of the date of grant. It can then be exercised at any time up to the day before the tenth anniversary of the date of grant provided it does not lapse early under the terms of the ESOP.

Performance conditions
The Board has power to impose performance conditions which will need to be satisfied before an option can be exercised.

No options were issued in the year ended 30 September 2023 (year ended 30 September 2022: nil).

Restricted share plan

On 16 May 2022, the Company resolved in General Meeting to adopt the Restricted Share Plan, which allow for the grant of shares to selected employees subject to restrictions and forfeiture risks which will be lifted after a certain period. It is intended that participants will be executive directors and senior employees of the Company. The Restricted Share Plan will be administered by the Board (as defined below).

The principal terms of the Restricted Share Plan are as follows are set out below.

On Admission, the Company issued an aggregate of 7,798,491 Ordinary Shares at a subscription price of £0.01 nominal value per share pursuant to the Restricted Share Plan for a total consideration of £77,985.

Eligibility

The board of directors of the Company (or its remuneration committee) (the "Board") may select employees (including executive directors) to participate in the Restricted Share Plan. Itwas intended that participants would be executive directors and senior employees of the Company. Awards may only be granted within:

- a period of 42 days from the day the Restricted Share Plan is adopted
- a period of 42 days immediately after the end of a close period affecting the Company or
- any other period as the Board decides due to exceptional circumstances.

Subscription price

The participant will pay nominal value per share for the shares subject to the

award.

Restrictions

For a period of three years from the date of the award (the "employment period"), the participant cannot sell, transfer or otherwise deal with the shares unless the Board agrees in writing. The Board may agree to a transfer subject to such conditions as it sees fit.

Performance conditions

The Board has power to impose performance conditions which will need to be satisfied during the employment period in order for the forfeiture risk to lift.

Voting

During the employment period, unless the Board otherwise decides, the participant cannot vote his shares.

Dividends

During the employment period, the participant will waive entitlement to dividends unless the Board specifies otherwise when the award is granted.

19. Financial instruments

The Group's principal financial instruments comprise cash and cash equivalents, receivables and other payables. The Group's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in note 2. The Group does not use financial instruments for speculative purposes. The principal financial instruments used by the Group, from which financial instruments risk arises, are as follows:

Financial assets at amortised cost	**2023**	**2022**
	£	**£**
Cash and cash equivalents	2,319,061	1,061,529
Trade and other receivables	11,949	-
Amounts receivable on restricted shares	77,985	77,985
	2,408,995	1,139,514

Financial liabilities at amortised cost	2023	2022
	£	£
Payables and accruals	224,737	203,630
	224,737	203,630

a) Financial risk management objectives and policies

The Group's major financial instruments include bank balances and amounts payable to suppliers. The risks associated with these financial instruments, and the policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Group has no foreign currency transactions or borrowings. Therefore, it is not exposed to market risk in respect of foreign exchange risk or interest risk.
Risk management is undertaken by the Board of Directors.

b) Liquidity risk

Liquidity risk arises from the Group's management of working capital. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The Directors have considered the liquidity risk as part of their going concern assessment (see Note 2). Controls over expenditure are carefully managed in order to maintain its cash reserves whilst it targets a suitable transaction. With the exception of its lease liabilities disclosed in Note 12, all of the Group's financial obligations fall due for payment in less than 12 months.

As at 30 September 2023, the Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Financial liabilities maturity	2023		2022
	£		£
Amounts due not later than one year:			
Payables and accruals	224,737		203,630
Lease liabilities	85,087		85,087
	309,824		288,717
Amounts due later than one year and not later than two years:			
Lease liabilities	81,014		85,087
Amounts due later than two years and not later than three years:			
Lease liabilities	-	**8**	81,014
	390,838		454,818

c) Credit risk

The Group's credit risk is wholly attributable to its cash balance. The credit risk from its cash and cash equivalents is limited because the counter parties are banks with high credit ratings and have not experienced any losses in such accounts.

d) Interest risk

The Group's exposure to interest rate risk is the interest received on the cash held, which is immaterial.

e) Capital risk management

The Group's objectives when managing capital is to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure. The Group has no borrowings. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Company monitors capital on the basis of the total equity held being £4,858,980 as at 30 September 2023.

f) Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to interest rate risk which result from both its operating and investing activities. The Group does not have any borrowings other than its lease liabilities and accordingly market risks are not considered to be significant.

g) Fair value of financial assets and liabilities

There are no material differences between the fair value of the Group's financial assets and liabilities and their carrying values in the financial information.

20. Subsequent events

On 26 October 2023, the Company incorporated a new 100% owned subsidiary, Kerato Limited. The subsidiary is a new lab-grown cornea company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products into clinical trials, as well as address the growing industrial demand for these products.

On 8 December 2023, the Company entered into a Terms Sheet for an exclusive Joint Venture with CellulaRevolution Ltd (CellRev), a leader in continuous cell manufacturing , to help develop a new Foodtech company focused on developing, and offering to the market, an end to end solution for manufacturing cultivated meat at scale. The Joint Venture, Cultivated Meat Technologies Limited (CMT), will combine CellRev's continuous bioprocessing expertise, that can facilitate faster, cheaper and more sustainable production of muscle cells, with 3DBT's leading knowhow in forming meat tissue and its City-Mix™ animal-free cell culture supplement. City-Mix™ is already used in the growth of skin, muscle and fat cells for use in cultivated meat. The aim of CMT is to provide the market with the premier platform for manufacturing cultivated meat in a scalable and cost-competitive manner.

21 Related party transactions

a) Geoff Baker and Min Yang are directors of both BSF Enterprise plc and BSF International Limited. As described above in the Strategic Report, both Geoff Baker and Min Yang who are

directors of 3DBT and are directors of BSF Angel Funding Limited which is a shareholder in the Company.

b) Key management are considered to be the directors and their remuneration is disclosed in Note 6 above.

c) BSF International Limited, a shareholder in the Company, provided accounting support and other administration services to the Group during the year ended 30 September 2023 totalling £60,000 (2022: £22,500). These services were made on terms equivalent to those that prevail in arm's length transactions.

22 Ultimate controlling party

There is no ultimate controlling party of the Company.

23. Capital commitments

As at 30 September 2023, there were no capital commitments entered into by the Group (30 September 2022: nil).

24. Contingent liabilities

As at 30 September 2023, there were no contingent liabilities (30 September 2022: nil).

Company Statement of Financial Position as at 30 September 2023

	Note	2023 £	2022 £
Assets			
Non-Current assets			
Investment in subsidiaries	5	3,949,430	2,498,430
Total non-current assets		3,949,430	2,498,430
Assets			
Current assets			
Cash and cash equivalents	9	2,121,927	1,018,481
Loan to subsidiary	6	-	350,000
Amounts due from subsidiary	7	-	36,000
Other receivables and prepayments	8	120,467	94,418
Total current assets		2,242,394	1,498,899
Total assets		6,191,824	3,997,329

Equity and liabilities			
Capital and reserves			
Share capital - issued and fully paid	11	955,384	781,884
Share capital - issued and unpaid	11	77,985	77,985
Share premium	11	6,292,888	3,711,576
Warrant reserve	11	34,785	12,537
Retained deficit		(1,351,343)	(718,709)
Total equity		6,009,699	3,865,273
Liabilities			
Current liabilities			
Trade and other payables	10	182,125	132,056
Total liabilities		182,125	132,056
Total equity and liabilities		6,191,824	3,997,329

The notes to the financial statements on pages 81 to 90 form an integral part of these financial statements**.**

The loss attributable to members of the Company for the year ended 30 September 2023 is £632,634 (year ended 30 September 2022: loss of £647,728).

This report was approved by the Board of Directors and authorised for issue on 30 January 2024 and signed on its behalf by;

SIGNED

.....

Geoffrey Baker

Director

Registered number: 11554014

Company Statement of Changes in Equity for the year ended 30 September 2023

	Share capital issued and paid	Share capital issued	Share premium	Warrant reserve	Retained deficit	Total

		and unpaid				
	£	£	£	£	£	£
As at 1 October 2021	203,400	-	407,984	-	(246,568)	364,816
Comprehensive income for the period						
Loss during the year	-	-	-	-	(647,728)	(647,728)
Total comprehensive loss for the year	-	-	-	-	(647,728)	(647,728)
Issue of shares	578,484	77,985	3,762,931	-	-	4,419,400
Transfer on issue of restricted shares	-	-	-	-	175,587	175,587
Issue of warrants	-	-	(12,537)	12,537	-	-
Share issue costs	-	-	(446,802)	-	-	(446,802)
Transactions with shareholders	578,484	77,985	3,303,592	12,537	175,587	4,148,185
As at 30 September 2022	781,884	77,985	3,711,576	12,537	(718,709)	3,865,273
Comprehensive income for the year						
Loss during the year	-	-	-	-	(632,634)	(632,634)
Total comprehensive loss for the year	-	-	-	-	(632,634)	(632,634)
Issue of shares	173,500	-	2,775,000	-	-	2,948,500
Issue of warrants	-	-	(22,248)	22,248	-	-
Share issue costs	-	-	(171,440)	-	-	(171,440)
Transactions with shareholders	173,500	-	2,581,312	22,248	-	2,777,060
As at 30 September 2023	955,384	77,985	6,292,888	34,785	(1,351,343)	6,009,699

The notes to the financial statements on pages 81 to 90 form an integral part of these financial statements.

Notes to the Company Financial Statements for the year ended 30 September 2023

1. General Information

The Company is a public limited liability company, listed on the London Stock Exchange, incorporated and registered in England and Wales on 5 September 2018 with registered company number 11554014.

The principal activity of the Company is to undertake the acquisition of businesses in the biotechnology, innovative marketing and e-commerce sectors. The address of the registered office is Aldgate Tower, 2 Leman Street, London E1 8QN.

On 16 May 2022, the Company completed the acquisition of the entire issued share capital of 3D Bio-Tissues Limited ("3DBT"), (together, the "Group"), a biotechnology start-up and spin-out from the University of Newcastle. 3DBT has developed a propriety platform technology termed "tissue templating" that facilitates the production of a variety of animal tissue types for multiple uses, commonly referred to as "tissue engineering".

The Company has a standard listing on the London Stock Exchange. The Company's Ordinary Shares commenced trading on the OTCQB Venture Market in the United States on 24 May 2023, under the symbol BSFAF.

2. Summary of significant accounting policies

(a) Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 101 - 'Reduced Disclosure Framework' applicable in the United Kingdom and Republic of Ireland' ('FRS 101'), and with the Companies Act 2006.

The financial statements have been prepared using the historical cost basis. No fair value adjustments have been applied in the preparation of the Company Financial Information. The financial statements are presented in British Pounds Sterling, the currency of the primary economic environment in which the Company operates and its functional currency.

The financial statements are presented in £ unless otherwise stated.

The Company has taken advantage of Section 408 of the Companies Act 2006 and has not included a Profit and Loss account in these separate financial statements. The loss attributable to members of the Company for the year ended 30 September 2023 is £632,634 (year ended 30 September 2022: loss of £647,728).

The Company has taken advantage of the following disclosure exemptions in preparing these Financial Statements, as permitted by FRS 101:

- Disclosure exemption allowing no cash flow statement or related notes to be presented;
- Disclosure exemption allowing the Company not to disclose related party transactions when transactions are entered into wholly within the Group;
- Disclosure exemption around Key Management Personnel compensation (though see note 6 of the Group accounts and the Directors' Remuneration Report);

- Capital management disclosures (though see Note 19 of the consolidated financial statements);
- Disclosure exemption on the effect of future accounting standards;
- Disclosure exemption on share-based payment information disclosures (IFRS 2), as this information has been presented for the Group in Note 18 of the consolidated financial statements; and
- Disclosure exemption on financial instrument disclosures (IFRS 7) as this information has been presented for the Group in Note 19 of the consolidated financial statements.

The Company produces true and fair consolidated accounts which include the results of the Company.

Going concern

As at 30 September 2023, the Company had £2,121,927 (2022: £1,018,481) in cash which is considered sufficient for its present needs. At the date of this report cash balances were approximately £1,600,000.

The Company has prepared monthly cash flow forecasts based on reasonable estimates of key variables including operating costs and capital expenditure through to March 2025 that supports the conclusion of the Directors that they expect sufficient funding to be available to meet the Company's anticipated cash flow requirements to this date.

These cashflow forecasts are subject to a number of risks and uncertainties, in particular the ability of the Company to achieve additional funding to support the planned levels of expenditure.

Management has performed detailed analyses of these forecasts to assess the economic impact of various downside scenarios from a going concern perspective. Based on the financial and operational performance analysis and reviews done for the period up to January 2024 the Company is operating in line with its budget in terms of costs.

The assessment as to whether the going concern basis is appropriate has also taken into account all information available up to the date of authorisation of these financial statements.

The Company will need additional funding to finance ongoing operations and any acquisitions it might make. Whilst there can be no guarantee that sufficient funds will be raised, the Board is confident that sufficient additional capital will be raised to ensure adequate funds are available to the Company. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

The Directors are not aware of any other indicators which would give doubt to the going concern status of the Company.

The Company will need additional funding to finance ongoing operations and any acquisitions it might make. There can be no guarantee that sufficient funds will be raised and this creates a material uncertainty that may cause significant doubt about the going concern basis of the Company. The Board is confident however that sufficient additional capital will be raised to ensure adequate funds are available to the Company. The Board has therefore concluded that the going concern basis remains appropriate in the preparation of these Financial Statements due to the anticipated availability of sufficient financial resources in the 12 months from the date of the financial statements.

(b) Fixed asset investments

Fixed asset investments are carried at cost less, where appropriate, any provision for impairment.

(c) Loans to subsidiaries

Loans to subsidiaries are measured at the present value of the future cash payments discounted at a market rate of interest for a similar debt instrument unless such amounts are repayable on demand. The present value of loans that are repayable on demand is equal to the undiscounted cash amount payable reflecting the Company's right to demand immediate repayment.

The Company's loan to 3DBT has been transferred to non-current investments as the Company does not intend to recall the loan for the foreseeable future as the funds are to be used for the long-term development of 3DBT's business. Accordingly, the loan has been reclassified as a non-current investment.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, deposits with financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(e) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(f) Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are

disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

(g) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(h) Share capital

Proceeds from issuance of ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares or options are shown in equity as a deduction from the proceeds.

(i) Financial instruments

Financial instruments are recognised in the statements of financial position when the Company has become a party to the contractual provisions of the instruments.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Company has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(i) Financial liabilities

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument.

All financial liabilities are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges. There were no financial liabilities classified under this category.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same party on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

(ii) Equity instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(iii) Other financial instruments

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- investments in equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably shall be measured at cost less impairment; and
- hedging instruments in a designated hedging relationship shall be recognised as set out below.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The key sources of judgment that have a significant effect on the amounts recognised in the financial statements are described below.

Impairment of fixed asset investments and amounts due from subsidiaries

As described in Note 2 to the financial statements, fixed asset investments are stated at the lower of cost less provision for impairment.

At each reporting date fixed asset investments and loans made to subsidiaries are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss. The Directors have carried out an impairment test on the value of the loans due from subsidiaries and have concluded that no impairment provision is necessary.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Issue of restricted shares

As more fully described in Note 18 to the Consolidated financial statements, the Company recognised a deemed cost of issuing restricted shares of £175,587 in the year ended 30 September 2022. The Company applied a fair value discount to the issue price of restricted shares based on the lack of marketability over the three-year restriction period. The Directors assessed the fair value to be 3.25 pence per share, a discount of 4.12 pence per share (approximately 56%) to the market value of ordinary shares at the time of issue. Any change to the assumptions used in applying the discount would have a direct effect within profit and loss and thus the Group's result for the year.

Acquisition costs

The Company has considered how the costs of the acquisition of 3DBT, which involved both issuing new shares and Admission to the Official List should be accounted for. In accordance with IAS 32 *Financial Instruments: Presentation,* the Company has allocated such costs as follows:

- Incremental costs that are directly attributable to issuing new shares have been deducted from equity (net of any income tax benefit);
- Costs that relate to the stock market listing or are otherwise not incremental and directly attributable to issuing new shares, have been recorded as an expense in the statement of comprehensive income; and
- Costs that relate to both share issuance and listing have been allocated between those functions based on the proportion of new shares issued to the total number of (new and existing) shares listed.

4. Loss before tax

The loss before income tax is stated after charging:

	2023	2022
	£	£
Deemed cost of issuing restricted shares	-	175,587
Fees payable to the Company's auditors		
- Audit of the Company's annual accounts	45,090	39,600

5. Fixed asset investments

Investments in subsidiary undertakings	2023	2022
	£	£
Balance brought forward	2,498,430	-
Additions	1,000	2,498,430
Reclassified from loan to subsidiary (Note 6)	1,450,000	-
Balance at end of year	3,949,430	2,498,430

The Company's investments comprise a 100% holdings in the issued ordinary share capital of 3D-Bio Tissues Limited and BSF Enterprise (Hong Kong) Limited.

No impairment provision has been made against the investments in subsidiaries.

Note 10 to the consolidated financial statements contains further information on the Company's holdings in subsidiaries including their activities and address of registered office.

6. Loan to subsidiary

	2023	2022
	£	£
Balance brought forward at beginning of year	350,000	-
Amounts advanced	1,100,000	350,000
Amount reclassified to non-current investments	(1,450,000)	-
Balance at end of year	-	350,000

The Company's loan to 3DBT has been transferred to non-current investments as the Company does not intend to recall the loan for the foreseeable future as the funds are to be used for the long-term development of 3DBT's business. Accordingly, the loan has been reclassified as a non-current investment in 2023.

7. Amounts due from subsidiary

	2023	2022
	£	£
Balance at end of year	-	36,000

The amounts due from 3DBT are in respect of management service charges and are unsecured and repayable on demand.

8. Other receivables and prepayments

	2023		2022
	£		£
Prepayments	14,168		2,625
Amounts receivable on issue of restricted shares	77,985	-	77,985
Vat recoverable	28,314		13,808
	120,467		94,418

9. Cash and cash equivalents

	2023	2022
	£	£
Bank balances	2,121,927	1,018,481
Cash and cash equivalents	2,121,927	1,018,481

10. Trade and other payables

	2023	2022
	£	£
Trade payables	70,117	19,505
Accruals	67,558	62,101
VAT	-	6,000
Other taxes and social security	44,450	44,450
	182,125	132,056

The directors consider that the carrying amounts of amounts falling due within one year approximate to their fair values.

11. Share capital

Details of the Company's allotted, called-up and fully paid share capital are set out in Note 18 to the Consolidated Financial Statements.

12. Reserves

The share premium account represents the excess of the fair value of the consideration received over the nominal value of shares issued and is not distributable by way of dividends.

The warrant reserve arises from the requirement to value warrants in existence at the year end at fair value (see Note 17 to the Consolidated Financial Statements).

13. Share based payments

Details of the Company's share option plan and warrants are contained in Note 18 to the Consolidated Financial Statements.

14. Employees

The average monthly number of employees including directors was as follows:

	2023 No.	2022 No.
Management	4	3
	4	3

15. Related party transactions

a) The only key management personnel of the Company are the Directors. Details of their remuneration are contained in Note 7 to the Consolidated Financial Statements and the Remuneration Report.

b) Details of amounts due between the Company and its subsidiary is shown in Note 6 above. The Company also received £120,000 from its subsidiary in respect of management charges (year ended 30 September 2022: £30,000).

c) Geoff Baker and Min Yang are directors of both BSF Enterprise plc and BSF International Limited. As described above in the Strategic Report, both Geoff Baker and Min Yang who are directors of 3DBT and are directors of BSF Angel Funding Limited which is a shareholder in 3DBT.

d) BSF International Limited, a shareholder in the Company, provided services to the Group during the year ended 30 September 2022 totalling £60,000 (2022: £22,500). These services were made on terms equivalent to those that prevail in arm's length transactions.

e) The Company subscribed for 100% of the issued share capital of BSF Enterprise (Hong Kong) Limited for HK$10,000 (£1,000).

16. Subsequent events

On 26 October 2023, the Company incorporated a new 100% owned subsidiary, Kerato Limited. The subsidiary is a new lab-grown cornea company, which will form part of the Company's growing portfolio. It will seek to accelerate the transition of 3DBT's advanced corneal products into clinical trials, as well as address the growing industrial demand for these products.

On 8 December 2023, the Company entered into a Terms Sheet for an exclusive Joint Venture with CellulaRevolution Ltd (CellRev), a leader in continuous cell manufacturing , to help develop a new Foodtech company focused on developing, and offering to the market, an end to end solution for manufacturing cultivated meat at scale. The Joint Venture, Cultivated Meat Technologies Limited (CMT), will combine CellRev's continuous bioprocessing expertise, that can facilitate faster, cheaper and more sustainable production of muscle cells, with 3DBT's leading knowhow in forming meat tissue and its City-Mix™ animal-free cell culture supplement. City-Mix™ is already used in the growth of skin, muscle and fat cells for use in cultivated meat. The aim of CMT is to provide the market with the premier platform for manufacturing cultivated meat in a scalable and cost-competitive manner.

17. Ultimate controlling party

There is no ultimate controlling party of the Company.

18. Capital commitments

As at 30 September 2023, there were no capital commitments entered into by the Company (30 September 2022: nil).

19. Contingent liabilities

As at 30 September 2023, there were no contingent liabilities (30 September 2022: nil).

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