

Company registration number 13310485 (England and Wales)

GS CHAIN PLC
UNAUDITED CONDENSED INTERIM REPORT
FOR THE SIX MONTH PERIOD ENDED 31 DECEMBER 2023

GS CHAIN PLC

COMPANY INFORMATION

Directors

A S Austin
L Filipovic
S D A J Guerin
S Nath
M J Wilson

Secretary

MC (Charlotte Street) Ltd

Company number

13310485

Registered office

Ground Floor
72 Charlotte Street
London
W1T 4QQ

GS CHAIN PLC

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GS CHAIN PLC

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2023

The directors present their unaudited condensed interim report of the company for the period ended 31 December 2023.

Directors

The Directors shown below have held office during the whole of the period from 1 July 2023 to the date of this report.

A S Austin
L Filipovic
S D A J Guerin
S Nath
M J Wilson

Important events

The board remains committed to identifying a deal that will bring long term value to investors. The Company has achieved another significant milestone, as we are officially cross-trading on both the OTC Markets in the US and the Frankfurt Stock Exchange. The Company continues with its efforts to identify suitable targets for acquisition.

The Directors also provided a cash injection during the period of £500,000 to ensure sufficient cash reserves were available to the company.

The Directors have also assessed the principal risks and uncertainties and have disclosed this under Notes 10-12 included in this report.

The condensed interim report has not been audited.

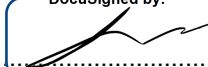
Responsibility statement

The Directors are responsible for preparing the Interim Report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority ('DTR') and with International Accounting Standard 34 on Interim Financial Reporting (IAS 34).

The Directors confirm that the interim financial statements have been prepared in accordance with IAS 34 and that as required by DTR 4.2.7 and DTR 4.2.8, the Interim Report includes a fair review of:

- important events that have occurred during the first six months of the year;
- the impact of those events on the financial statements;
- a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- details of any related party transactions that have materially affected the Company's financial position or performance in the six months ended 31 December 2023.

On behalf of the board

DocuSigned by:

D0FB1167FAA040A...
L Filipovic

Director

27-Mar-2024 | 19:13 GMT

Date:

GS CHAIN PLC**UNAUDITED CONDENSED STATEMENT OF PROFIT OR LOSS
FOR THE PERIOD ENDED 31 DECEMBER 2023**

		Period ended 31 December 2023 £	Period ended 31 December 2022 £
Administrative expenses	Notes	(226,619)	(681,879)
Operating loss		(226,619)	(681,879)
Income tax expense	4	-	-
Loss for the period		(226,619)	(681,879)
Earnings per share	5		
Basic		(0.06)	(0.17)
Diluted		(0.06)	(0.17)
<i>Earnings per share from continuing operations</i>			
Basic		(0.06)	(0.17)
Diluted		(0.06)	(0.17)

GS CHAIN PLC**UNAUDITED CONDENSED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2023**

	Period ended 31 December 2023 £	Period ended 31 December 2022 £
Loss for the Period	(226,619) <u> </u>	(681,879) <u> </u>
Other comprehensive income:	-	-
Total comprehensive income for the Period	(226,619) <u> </u>	(681,879) <u> </u>

GS CHAIN PLC**UNAUDITED CONDENSED STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2023**

	Notes	31 December 2023 £	30 June 2023 £
Current assets			
Trade and other receivables	7	221,000	219,000
Cash and cash equivalents		733,659	362,916
		<u>954,659</u>	<u>581,916</u>
Current liabilities			
Trade and other payables	13	278,324	178,962
Borrowings	8	900,000	400,000
		<u>1,178,324</u>	<u>578,962</u>
Net current (liabilities)/assets		<u>(223,665)</u>	<u>2,954</u>
Net (liabilities)/assets		<u><u>(223,665)</u></u>	<u><u>2,954</u></u>
Equity			
Called up share capital	14	66,798	66,798
Share premium account		927,802	927,802
Retained earnings		(1,218,265)	(991,646)
Total equity		<u><u>(223,665)</u></u>	<u><u>2,954</u></u>

The unaudited condensed interim financial statements were approved by the Board of Directors and authorised for issue on 27 March 2024 and are signed on its behalf by:

L Filipovic
Director

Company registration number 13310485

GS CHAIN PLC**UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2023**

	Share capital	Share premium account	Retained earnings	Total
	£	£	£	£
Balance at 1 July 2022	66,798	927,802	(303,404)	691,196
Period ended 31 December 2022				
Loss and total comprehensive income for the period	-	-	(681,879)	(681,879)
Balance at 31 December 2022	<u>66,798</u>	<u>927,802</u>	<u>(985,283)</u>	<u>9,317</u>
Balance at 1 July 2023	66,798	927,802	(991,646)	2,954
Period ended 31 December 2023:				
Loss and total comprehensive income for the period	-	-	(226,619)	(226,619)
Balance at 31 December 2023	<u><u>66,798</u></u>	<u><u>927,802</u></u>	<u><u>(1,218,265)</u></u>	<u><u>(223,665)</u></u>

GS CHAIN PLC**UNAUDITED CONDENSED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2023**

	Notes	Period ended 31 December 2023		Period ended 31 December 2022	
		£	£	£	£
Cash flows from operating activities					
Cash absorbed by operations	21		(129,257)		(469,592)
Net cash outflow from operating activities			(129,257)		(469,592)
Financing activities					
Proceeds from loans from directors		500,000		-	
Payment of loan creditors		-		(219,070)	
Amount introduced by directors		-		18,980	
Amount withdrawn by directors		-		(62,552)	
Net cash generated from/(used in) financing activities			500,000		(262,642)
Net increase/(decrease) in cash and cash equivalents			370,743		(732,234)
Cash and cash equivalents at beginning of period			362,916		953,838
Cash and cash equivalents at end of period			733,659		221,604

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2023

1 Accounting policies

Company information

GS Chain Plc is a public company limited by shares incorporated in England and Wales. The registered office is Ground Floor, 72 Charlotte Street, London, W1T 4QQ.

1.1 Accounting convention

The unaudited interim condensed financial statements for the period ended 31 December 2023 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at the year ended 30 June 2023. The results for the period ended 31 December 2023 are unaudited.

The unaudited condensed interim financial statements for the period ended 31 December 2023 have adopted accounting policies consistent with those followed in the preparation of the Company's annual financial statements for the year ended 30 June 2023.

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

1.2 Going concern

The directors have at the time of approving the unaudited condensed interim financial statements for the period ended 31 December 2023 a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, details of which are included in Note 10. While the Company has negative assets as of 31 December 2023, the directors are confident that the existing financing will remain available to the Company and that additional sources of finance will be available. The directors committed that the director loans whilst repayable on demand are not to be repaid until the Company is able to do so without impacting the Company's solvency, and to, alternatively, convert the director loans into equity. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Cash and cash equivalents

Cash represents cash in hand and deposits held on demand with fintech specialised solutions. Cash equivalents are short-term, highly-liquid investments with original maturities of three months or less (as at their date of acquisition). Cash equivalents are readily convertible to known amounts of cash and subject to an insignificant risk of change in that cash value.

In the presentation of the Statement of Cash flows, cash and cash equivalents also include bank overdrafts. Any such overdrafts are shown within borrowings under 'current liabilities' on the Statement of Financial Position.

1.4 Financial assets

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

Financial assets held at cost

Financial instruments are classified as financial assets measured at cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal. They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at cost, less provision for impairment where necessary.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets carried at cost are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.5 Financial liabilities

The company recognises financial debt when the company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured and subsequently held at fair value net of transaction costs directly attributable to the issuance of the financial liability. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

1.6 Equity instruments

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

1.7 Taxation

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

Current tax

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

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

1 Accounting policies

(Continued)

Deferred tax

Deferred tax is the tax expected to be payable or recoverable 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 goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, 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 the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.8 Employee benefits

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

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

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

1.9 Foreign exchange

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

1.10 Earnings per share

Basic earnings per share is calculated by dividing the profit 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 year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

The Company is loss making throughout the period considered in this Financial Information, therefore diluted earnings per share has not been considered.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

2 Critical accounting judgements and key sources of estimation uncertainty

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, 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 estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Going concern basis

The most significant judgement relates to the adoption of the going concern basis given the Company has not recorded any revenue since the date of incorporation.

The directors consider the Company's cash balances to be sufficient given the cash burn rate of the Company since listing on the London Stock Exchange to ensure the Company will be able to continue as a going concern for a period of at least 12 months from the authorisation of these financial statements.

3 Employees and Directors

The average number of employees during the period was 5.

	Period ended 31 December 2023 £	Period ended 31 December 2022 £
Remuneration for qualifying services	24,000	110,976

4 Income tax expense

Analysis of tax expense

No liability to UK corporation tax arose for the period ended 31 December 2023 or the period ended 31 December 2022.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

4 Income tax expense (Continued)

Factors affecting the tax expense

The charge for the Period can be reconciled to the loss per the statement of profit or loss as follows:

	Period ended 31 December 2023 £	Period ended 31 December 2022 £
Loss before taxation	(226,619)	(681,879)
Expected tax credit based on a corporation tax rate of 19% (2022: 19%)	(43,058)	(129,557)
Unrecognised deferred tax assets	43,058	129,557
Taxation charge for the period	-	-

At the period end, there were cumulative unrecognised deferred tax assets of £231,471 (2022: £129,557) in respect of unutilised tax losses. These have not been recognised as their recovery cannot be determined with reasonable certainty.

Deferred tax assets in respect of carried forward losses are not recognised in the financial statements.

5 Earnings per share

	2023 Number	2022 Number
Number of shares		
Weighted average number of ordinary shares for basic earnings per share	399,985,888	399,985,888
	2023 £	2022 £
Earnings		
Continuing operations		
Loss for the period from continued operations	(226,619)	(681,879)
	2023 Pence per share	2022 Pence per share
Basic and diluted earnings per share		
From continuing operations	(0.06)	(0.17)

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

6 Operating segments

The Board considers that during both the period ended 31 December 2023 and period ended 31 December 2022 the Company continued with its quest to analyse a list of potential acquisition targets throughout the period.

The Company's focus is on acquisitions in the technology space; specifically targeting companies that leverage state of the art technology in automotive, fintech, real estate, banking, finance, telecommunications and blockchain industries.

7 Trade and other receivables

	31 December 2023 £	30 June 2023 £
Loans to directors	219,000	219,000
Prepayments	2,000	-
	<u>221,000</u>	<u>219,000</u>

The directors consider that the carrying amounts of financial assets held in the financial statements approximate to their fair values.

Loans comprise solely of amounts loaned to directors. The loan is interest free and repayable on demand.

8 Borrowings

	31 December 2023 £	30 June 2023 £
Borrowings held at cost:		
Directors' loans	900,000	400,000

Loans comprise solely of amounts introduced by directors which are for working capital requirements. The loan is interest free and repayable on demand. The loan will not be recalled until such a time that there is sufficient funds within the Company to enable repayment and for the business to remain a going concern.

9 Fair value of financial liabilities

The directors consider that the carrying amounts of financial liabilities held in the financial statements approximate to their fair values.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

10 Liquidity risk

The following table details the remaining contractual maturity for the company's financial liabilities. The contractual maturity is based on the earliest date on which the company may be required to pay.

	Less than 1 year £
At 30 June 2023	
Trade payables excluding accrued expenses	19,403
Directors fees payable	123,175
Directors' loans	400,000
	<u>542,578</u>
At 31 December 2023	
Trade payables excluding accrued expenses	99,221
Directors fees payable	148,501
Directors' loans	900,000
	<u>1,147,722</u>

Liquidity and capital risk management

The Company's capital structure consists of items in shareholders' equity (deficiency). The Company's objectives when managing capital are to safeguard the Company'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 to reduce the cost of capital.

This was initially done through equity financing on incorporation however since then the Company has moved to achieving liquidity through loans from directors. Future financings are dependent on market conditions. There were no other changes to the Company's approach to capital management during the period.

The Company has adequate sources of capital to complete its business plan, current obligations and ultimately the development of its business over the long term, and will need to raise adequate capital by obtaining equity financing and/or incurring debt.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. In conjunction with the Company's capital risk management policy, the Company ensures adequate liquidity is obtained and available to meet these obligations. As at 31 December 2023, the Company had a cash balance of £733,659 to settle current liabilities of £1,147,722. The Company has mitigated liquidity risk by securing additional funding from the directors during this reporting period of £500,000 which cumulatively stands at £900,000 at 31 December 2023, this being included within the total current liabilities balance of £1,147,722. These director loans whilst repayable on demand are not to be repaid until the Company is able to do so without impacting the Company's solvency. If excluding these loans, current liabilities of £247,722 fall far below that of the cash available of £733,659.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

11 Market risk

Market risk management

Interest rate risk

The Company does not currently have any financial instruments that expose the Company to significant interest rate risk as the Company does not have any debt that bears variable interest rates.

Currency risk

The Company's financial instruments are currently all denominated in British Pounds.

Price risk

The Company does not hold any equity securities and therefore is not exposed to price risk.

Credit risk

The Company does not currently have any receivables and therefore is not exposed to credit risk.

12 Business risk

As the Company is in its very early stages, business risk mainly comprises effective cash management to ensure liabilities are met as they fall due. The Board mitigates the impact of this by periodically reviewing cash levels against forecasts and implements strategies and actions to ensure sufficient cash is available for the operation to continue as a going concern in order to meet the Company's objectives.

13 Trade and other payables

	31 December 2023 £	30 June 2023 £
Trade payables	99,221	19,403
Accruals	30,602	36,384
Accrued directors fees	148,501	123,175
	<u>278,324</u>	<u>178,962</u>

14 Share capital

	31 December 2023 Number	30 June 2023 Number	31 December 2023 £	30 June 2023 £
Ordinary share capital Issued and fully paid				
Ordinary of 0.0167p each	399,985,888	399,985,888	66,798	66,798
	<u>399,985,888</u>	<u>399,985,888</u>	<u>66,798</u>	<u>66,798</u>

15 Contingent liabilities

As at 31 December 2023 the Company had no material contingent liabilities.

16 Capital risk management

The company is not subject to any externally imposed capital requirements.

GS CHAIN PLC

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2023

17 Share-based payment transactions

There have been no share-based payment schemes or share option compensation since the Company was incorporated.

18 Events after the reporting date

There are no subsequent events since the reporting date to disclose.

19 Related party transactions

Transactions with related parties include directors' fees and loans which are disclosed in the following notes:

- *Employees and Directors* - fees paid to directors in the year
- *Trade and other receivables* - loans made by the Company to directors
- *Trade and other payables* - cumulative accrued directors fees due to directors at the reporting date
- *Borrowings* - loans made by directors to the Company

Of the above, directors' remuneration and accrued directors' fees are arm's length transactions and conducted under normal commercial terms. The directors' loans receivable and payable have no right of offset and are not at arm's length or conducted under normal commercial terms; details of the terms of these loans are disclosed in Notes 7 and 8.

20 Controlling party

There is no one shareholder that owns greater than 50% of the issued share capital of GS Chain Plc. The Company therefore does not have an ultimate controlling party.

21 Cash absorbed by operations

	Period ended 31 December 2023 £	Period ended 31 December 2022 £
Loss for the period before income tax	(226,619)	(681,879)
Movements in working capital:		
Increase in trade and other receivables	(2,000)	-
Increase in trade and other payables	99,362	212,287
Cash absorbed by operations	<u>(129,257)</u>	<u>(469,592)</u>