

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or as to what action you should take, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the UK, or, if not another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

This Document comprises an Admission Document drawn up in compliance with the requirements of the AQSE Rules and is being issued in connection with the proposed admission of Pharma C Investments Plc to Access Segment of the AQSE Growth Market. This Document does not constitute, and the Company is not making an offer to the public within the meaning of sections 85 and 102B of FSMA. Therefore, this Document is not an approved prospectus for the purposes of and as defined in section 85 of FSMA, has not been prepared in accordance with the Prospectus Regulation Rules and its contents have not been approved by the Financial Conduct Authority (FCA) or any other competent authority. Further, the contents of this Document have not been approved by an authorised person for the purposes of section 21 of FSMA. This Document will not be filed with, or approved by, the FCA or any other government or regulatory authority in the UK.

The Directors of the Company, whose names are set out on page 10 of this Document, accept full responsibility, collectively and individually, for the information contained in this Document including the Company's compliance with the AQSE Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

The share capital of the Company is not presently listed or dealt in on any stock exchange. Application has been made for the issued ordinary share capital of the Company to be traded on the AQSE Growth Market. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on the AQSE Growth Market on 26 May 2021.

Pharma C Investments PLC

(Incorporated in England and Wales under the Companies Act 2006 with registration number 11540119)

**Placing of 132,857,143 new Ordinary Shares
Subscription of 10,000,000 new Ordinary Shares
Admission to trading on the AQSE Growth Market**

AQSE Growth Market Corporate Adviser
Beaumont Cornish Limited



Broker
Pello Capital Limited



SHARE CAPITAL ON ADMISSION
Ordinary Shares of 0.25 pence each

Number of Ordinary Shares in issue
269,857,144

The AQSE Growth Market, which is operated by Aquis Stock Exchange Limited (Aquis Exchange), a recognised investment exchange under Part XVIII of the Financial Services and Markets Act 2000 (FSMA), is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies.

It is not classified as a regulated market under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and AQSE Growth Market securities are not admitted to the official list of the FCA. Investment in an unlisted company is speculative and tends to involve a higher degree of risk than an investment in a listed company. The value of investments can go down as well as up and investors may not get back the full amount originally invested. An investment should therefore only be considered by those persons who are prepared to sustain a loss on their investment. A prospective investor should be aware of the risks of investing in AQSE Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

Pharma C Investments Plc is required by Aquis Exchange to appoint an AQSE Growth Market Corporate Adviser to apply on its behalf for admission to the AQSE Growth Market and must retain an AQSE Growth Market Corporate Adviser at all times. The requirements for an AQSE Growth Market Corporate Adviser are set out in the Corporate Adviser Handbook and the AQSE Growth Market Corporate Adviser is required to make a declaration to Aquis Exchange in the form prescribed by Appendix B to the AQSE Growth Market Corporate Adviser Handbook.

This Admission Document has not been approved or reviewed by Aquis Exchange or the Financial Conduct Authority.

Beaumont Cornish Limited, which is authorised and regulated by the FCA, is the Company's AQSE Exchange Corporate Adviser for the purposes of Admission. Beaumont Cornish Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, or for the omission of any material information, for which the Directors are solely responsible. Beaumont Cornish Limited is acting for the Company and no one else in relation to the arrangements proposed in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

Pello Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's Broker for the purposes of Admission. Pello Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, or for the omission of any material information, for which the Directors are solely responsible. Pello Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

The whole text of this Document should be read. An investment in the Company involves a high degree of risk and, may not be suitable for all recipients of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

OVERSEAS SHAREHOLDERS

This Document does not constitute an offer to sell, or a solicitation to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Document is not, subject to certain exceptions, for distribution in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, nor under the securities legislation of any state of the United States or any province or territory of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered or sold directly or indirectly in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or to any national, citizen or resident of the United States, Canada, Australia, the Republic of South Africa or Japan.

The distribution of this Document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Beaumont Cornish Limited that would permit a public offer of Ordinary Shares or possession or distribution of this Document where action for that purpose is required. Persons into whose possession this Document comes should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Holding Ordinary Shares may have implications for overseas Shareholders under the laws of the relevant overseas jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those variations or comparable expressions, including

references to assumptions. These statements are primarily contained in Part I of this Document.

The forward-looking statements in this Document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. Certain risks to and uncertainties for the Company are specifically described in Part II of this Document headed "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements are made only as at the date of this Document. Neither the Directors nor the Company undertake any obligation to update forward-looking statements or Risk Factors other than as required by law or the AQSE Rules whether as a result of new information, future events or otherwise. However, nothing in this Document shall be effective to limit or exclude liability for fraud or which, by law or regulation, cannot otherwise be so limited or excluded.

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DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“Act”	the Companies Act 2006, as amended
“Admission”	admission of the entire issued ordinary share capital of the Company to trading on the AQSE Growth Market becoming effective in accordance with the AQSE Rules
“Articles” or “Articles of Association”	the articles of association of the Company from time to time
“Aquis Exchange”	Aquis Stock Exchange PLC, a recognised investment exchange under section 290 of FSMA
“AQSE Growth Market”	the AQSE Growth Market operated by Aquis Exchange
“AQSE Rules”	the rules contained in the AQSE Growth Market Access Rulebook, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the Access Segment of the AQSE Growth Market issued by Aquis Exchange
“Beaumont Cornish”	Beaumont Cornish Limited, AQSE Growth Market Corporate Adviser to the Company, which is authorised and regulated by the FCA
“Beaumont Cornish Warrant Instrument”	the warrant instrument dated 20 May 2021 and entered into by the Company with Beaumont Cornish pursuant to which warrants to subscribe for Ordinary Shares were issued to Beaumont Cornish, further details of which are set out in paragraph 8.9, of Part IV of this Document
“Board” or “Directors”	the directors of the Company, whose names are set out on page 10 of this Document
“Business Day”	a day other than Saturday or Sunday or a public holiday in England and Wales
“City Code”	the City Code on Takeovers and Mergers
“Company”	Pharma C Investments Plc, a company registered in England and Wales with company number 11540119 and whose registered office is at 85 First Floor, Great Portland Street, London, United Kingdom, W1W 7LT
“CREST”	the computerised settlement system (as defined in the CREST Regulations) to facilitate the transfer of title in shares and the holding of shares in uncertificated form which is operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
“Directors Lock-In Agreement”	the lock-in agreement between the Company, the Persons Discharging Managerial Responsibility and Beaumont Cornish Limited, further details of which are set out in paragraph 12 of Part I of this Document
“Document”	this document and its contents
“Existing Ordinary Shares”	the 127,000,001 Ordinary Shares of 0.25 pence each in issue as at the date of this Document
“FCA”	the United Kingdom Financial Conduct Authority

“Foreign Counsel”	independent legal counsel who is familiar with local operations in the relevant foreign territory in which the Company is seeking to target and invest in
“Founders”	the original founders of the Company, being Paul Ryan and Noel Lyons
“Founders Orderly Market Agreement”	the orderly market agreement between the Company, the Founders and Pello Capital, further details of which are set out in paragraph 12 of Part I of this Document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fully Dilluted Share Capital”	the total number of Ordinary Shares that would be in issue on the basis that all Options and Warrants are exercised being 300,685,716 Ordinary Shares
“Fundraising Shares”	the Placing Shares and the Subscription Shares
“Investment Strategy”	the Company’s investment strategy as detailed in paragraph 4 of Part I of this document
“Issue Price”	being £0.007 per Ordinary Share
“Issued Share Capital”	the Existing Ordinary Shares together with the Fundraising Shares, being the issued ordinary share capital of the Company immediately following Admission
“Lock-In Period”	as defined in paragraph 12 of Part I of this Document
“MAR” or “Market Abuse Regulation”	the UK version of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019
“Medicinal Cannabis Technical Advisory Board”	the board established by the Company and made up of individuals who review and analyse the Company’s proposed investments from time to time being Peter Feldschreiber, Stuart Ungar and Dr Martin Scurr as at the time of Admission
“Official List”	the Official List of the FCA
“Options”	options to subscribe for Ordinary Shares
“Ordinary Shares”	ordinary shares of £0.0025 (0.25 pence) each in the capital of the Company
“Panel”	as defined in paragraph 15 of Part I of this Document
“Pello Capital”	Pello Capital Limited, the Company’s Broker on Admission
“Pello Warrant Instrument”	the warrant instrument dated 20 May 2021 and entered into by the Company with Pello pursuant to which the warrants to subscribe for Ordinary Shares were issued to Pello, further details of which are set out in paragraph 8.8, of Part IV of this Document

“Persons Discharging Managerial Responsibility” or “PDMRs”	as defined in MAR, as may be amended from time to time, and refers to any person fulfilling such function for the Company or any of its subsidiaries from time to time and as at the date of this Document
“Placees”	the persons who have confirmed their agreement to participate in the Placing and to subscribe for Placing Shares pursuant to the Placing
“Placing”	the proposed placing for the Placing Shares at the Issue Price, conditional upon Admission
“Placing Shares”	the 132,857,143 Ordinary Shares to be issued pursuant to the Placing
“Prospectus Regulation Rules”	the prospectus regulation rules made by the FCA pursuant to part VI of the FSMA from time to time;
“QCA Code”	the Corporate Governance Code for Small and Mid-sized Quoted Companies 2018, published in April 2018 by the Quoted Companies Alliance
“Reverse Takeover”	an acquisition by the Company which constitutes a reverse takeover for the purposes of the AQSE Growth Rules
“Rule 9”	as defined in paragraph 15 of Part I of this Document
“Shareholders”	the persons who are registered as the holders of Ordinary Shares from time to time
“Significant Shareholders”	those Shareholders who are interested and who, immediately following Admission, are expected to be interested, directly or indirectly, in three per cent. or more of the Company’s capital or voting rights
“SPAC”	special purpose acquisition companies as defined in paragraph 3 of Part 1 of this Document
“Subscription”	the proposed subscription for the Subscription Shares at the Issue Price, conditional on Admission
“Subscription Letters”	the subscription letters from the Company to the subscribes for the Subscription Shares, pursuant to which the subscriber agrees to subscribe for the Subscription Shares at the Issue Price, further details of which are set out in paragraph 8.10 of Part IV of this Document
“Subscription Shares”	the 10,000,000 Ordinary Shares to be issued pursuant to the Subscription
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UK Legislation”	the laws that are in force in England and Wales, Scotland and Northern Ireland from time to time
“uncertificated” or “in uncertificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations may be transferred by means of CREST

GLOSSARY

The following definitions apply throughout this Document, unless the context requires otherwise:

“ACMD”	the Advisory Council on the Misuse of Drugs
“Cannabis”	Cannabis, also known as marijuana, is a plant, the by-products of which are used for medical or recreational purposes
“CBD”	Cannabidiol (commonly known as CBD), is one of the identified chemical compounds found in cannabis plants which has been studied for many therapeutic uses
“CBPM”	cannabis –based products for medical use in humans
“Hemp”	hemp is a variety of the cannabis sativa plant and includes industrial hemp
“Medicinal Cannabis”	a broad term for any sort of cannabis based medicine used to relieve symptoms
“Member States”	those 28 states that make up the European Union
“MDA 1971”	the Misuse of Drugs Act 1971
“MDR 2001”	the Misuse of Drugs Regulations 2001 (S.I. 2001/3998)
“MDDO 2001”	the Misuse of Drugs (Designation) Order 2001
“MHRA”	Medicines Healthcare Regulatory Products Agency
“MMPR”	Marihuana for Medical Purposes Regulations
“POCA 2002”	Proceeds of Crime Act 2002
“SOCPA 2005”	Serious Organised Crime and Police Act 2005
“THC”	Tetrahydrocannabinol (commonly known as THC) which is the principal psychoactive compound of the cannabis plant
“UN Narcotic Conventions”	the three most important international UN Conventions in relation to narcotic drugs are the Single Convention on Narcotic Drugs 1961 (amended by the 1972 Protocol (the “1961 Narcotics Convention”), the Convention on Psychotropic Substances 1971, and the UN Convention against Illicit Traffic in Narcotic Drugs and Psychotropic Substances 1988

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	20 May 2021
Admission to trading on the AQSE Growth Market becomes effective and commencement of dealings in the Ordinary Shares	8:00 a.m. on 26 May 2021
Ordinary Shares credited to CREST accounts (where applicable)	26 May 2021
Dispatch of share certificates (where applicable)	5 June 2021

Each of the times and dates set out above and mentioned elsewhere in this Document may be subject to change at the absolute discretion of the Company. All times are London times unless stated otherwise.

SHARE ADMISSION STATISTICS

Number of Existing Ordinary Shares	127,000,001 Ordinary Shares
Issue Price	0.7 pence
Number of new Placing Shares issued at the Issue Price	132,857,143
Number of new Subscription Shares issued at the Issue Price	10,000,000
Issued Share Capital on Admission	269,857,144 Ordinary Shares
Expected share price on Admission	0.7p per Ordinary Share
Gross Proceeds from the Fundraise	£1,000,000
Market capitalisation on Admission at the expected Admission price	£1.89million
AQSE Growth Market symbol (TIDM)	PCIL
ISIN Number	GB00BJDPYD55
LEI	213800CBZ6E6WRDGV387

DIRECTORS, SECRETARY AND ADVISERS

Directors	Nicola (“Chana”) Anne Greenberg (<i>Chief Executive Officer</i>) Sharon Natalie Segal (<i>Non-Executive Director and Chairperson</i>) Gavin Hilary Sathianathan (<i>Investment Strategy Director</i>)
Company Secretary	Bernard Michael Sumner
Registered Office	85 First Floor Great Portland Street London W1W 7LT
AQSE Growth Market Corporate Adviser	Beaumont Cornish Limited Building 3 566 Chiswick High Road London W4 5YA
Broker	Pello Capital Limited 7th Floor, 10 Lower Thames Street, London, EC3R 6AF
Legal Advisers to the Company	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
Reporting Accountants and Auditors	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Registrars	Neville Registrars Neville House Steelpark Road Halesowen B62 8HD
Website	www.pharmacinvestments.com

PART I

INFORMATION ON THE COMPANY

1. Background

The Company was incorporated on 28 August 2018 as an investment vehicle (being a SPAC under the AQSE Growth Market Access Rulebook) to identify investment opportunities and acquisitions in companies to specifically take advantage of the dynamic regulatory environment surrounding legal Medicinal Cannabis.

The Company will focus on identifying investment opportunities in companies that provide ancillary products and services which serve Medicinal Cannabis sectors, not just in Europe, but in markets globally (with a particular focus on the United Kingdom, Europe and Israel) that are internationally recognised as having well-developed and reputable laws and regulations for the research and production of Medicinal Cannabis and that comply with the United Nation's conventions on narcotics. The Company expect to provide investee companies with strategic insights, assist with helping them realise their growth strategy and provide operational support as they grow.

The Company's investment strategy will focus on investments operating in the development of a comprehensive regulated and de-regulated supply chain, including in particular for the medical profession and healthcare practitioners, including pharmacology, commercialization, professional prescription by practitioners, after care, statistical management and in addition sales and marketing of Medicinal Cannabis its production, testing and compliance, including research. The Board believes that they have the necessary collective skills and professional experience in the medical cannabis industry to enable the Company to succeed in executing its strategy.

2. Potential Medical Benefits

'Cannabis' is the broad term used to describe organic products, including (but not limited to) cannabinoid and hemp, derived from the cannabis genus of plants. Medical use of cannabis refers to situations where a doctor prescribes or recommends the use of cannabis for treatment of a medical condition of a patient under their care.

The movement to use cannabis as a treatment of a medical condition is driven by various factors, including perceived inadequacies in current medications to treat specific symptoms or diseases and reported benefits derived from cannabis. The former Chief Medical Officer for England and Chief Medical Advisor to the UK Government, Professor Dame Sally Davies, and ACMD have reported that there is conclusive evidence of the therapeutic benefit of cannabis-based medicinal products for certain medical conditions. The US National Academies of Sciences, Engineering and Medicines, one of the leading scientific academies in the world, has also found, in its report published in 2017, conclusive or substantial evidence that cannabis or cannabinoids are effective, in particular (a) for the treatment of chronic pain in adults; (b) as treatment for chemotherapy-induced nausea and vomiting; and (c) for improving patient-reported multiple sclerosis spasticity symptoms. The Australian Government Department of Health has also found high quality evidence for the use of Medicinal Cannabis products in epilepsy.

While there are a large number of active cannabinoids found in Cannabis, the two most commonly currently used for medical purposes are tetrahydrocannabinol (THC) and cannabidiol (CBD). THC, a psychotropic cannabinoid, has been shown to activate pathways in the central nervous system which work to block pain signals, and has shown potential to assist patients with post-traumatic stress disorder and stimulate appetite in patients following chemotherapy. CBD, on the other hand, is non-psychotropic and has shown potential to relieve convulsion and inflammation. Plant strains referred to as sativas, indica or hybrid varieties produce both THC and CBD and are available in varying potencies

The Company believes that it has significant technical experience within its Medicinal Cannabis Technical Advisory Board to assess the opportunities surrounding Medicinal Cannabis and in identifying opportunities for the Company's Investment Strategy. The Company also believes that the Directors together with the Medicinal Cannabis Technical Advisory Board have the ability to source investment opportunities pursuant to the Company's investment strategy.

3. Definition of a SPAC

A SPAC is defined in the AQSE Rules as:

"a company of which the:

- (a) assets consist solely or predominantly of cash or short-dated securities; and/or
- (b) predominant purpose or objective is to identify and acquire a suitable business opportunity or opportunities, undertake an acquisition or merger, or a series of acquisitions or mergers;"

Potential investors in the Company should be aware that an investment in a SPAC should be regarded as long term in nature, as it may take time for the Company to fully implement its investment strategy.

4. Investment Strategy

The Company will focus on identifying investment opportunities in companies that provide ancillary products and services to the Medicinal Cannabis sectors, not just in Europe but in markets globally (with a particular focus on the United Kingdom, Europe and Israel) that are internationally recognised as having well-developed and reputable laws and regulations for the research and production of Medicinal Cannabis and that comply with the United Nation's conventions on narcotics. The Directors believe that there are numerous investment opportunities within both private and public companies as they relate to ancillary products and services which serve the Medicinal Cannabis industry and may make investments in early-stage businesses and/or more mature operating companies. The Company is likely to be an active investor and acquire control in certain situations, although it may also consider acquiring non-controlling positions. A proposed investment may be as debt or equity, in either quoted or unquoted securities, and made by direct acquisition of an interest in companies, partnerships or joint ventures, or direct interests in projects, or by way of licensing arrangements. The Company may need to raise additional funds for these purposes and may use both debt and/or equity. It is anticipated that the Company will hold investments for the medium to long term, although where opportunities exist for shorter term investments, the Company may undertake such investments. The Directors will continue to monitor deregulation, particularly in EMEA based companies initially, so as to take advantage of any changes to the law that are proposed or occur. The Directors believe that there are numerous investment opportunities within jurisdictions with well-developed and reputable laws and regulation for the research of production of Medicinal Cannabis and that comply with the United Nation's conventions on narcotics.

While it is not currently envisioned that the Company will invest directly into Companies that operate within the Medicinal Cannabis, CBD and wellness sectors, the Directors may look to do so should an opportunity be identified by the Investment Committee in conjunction with the Medicinal Cannabis Technical Advisory Board.

It is anticipated that returns to Shareholders will be delivered primarily through an appreciation in the price of the Ordinary Shares rather than capital distribution through regular dividends. In addition, there may be opportunities to spin out businesses in the form of distributions to Shareholders or make trade sales of business divisions and therefore contemplate returns through special dividends. Given the nature of the Company's strategy, the Company does not intend to make additional regular and periodic disclosures or calculations of net asset value outside of the requirements for an AQSE Growth Market traded company.

Comprehensive due diligence will be conducted by the Company (along with the Medicinal Cannabis Technical Advisory Board) before making any investment or executing any internal business plan. The Company will ensure that any business in which it invests, acquires or organically grows complies with applicable local laws and regulations. The Directors believe that their experience and extensive network of contacts will assist them in identifying, evaluating and funding suitable opportunities for investment and for organic growth. External advisers will be engaged as necessary to assist with sourcing and due diligence of prospective opportunities and delivering business plans adopted for organic growth of subsidiaries. The Directors will also consider appointing additional directors with relevant experience to strengthen the Board.

Funds initially available to the Company will be used to meet general working capital requirements, undertake due diligence on potential target acquisitions and to make investments in accordance with the investment guidelines described above.

The Investment Strategy is intended to be reviewed on an annual basis and, subject to such review and in the absence of any unforeseen circumstances, the Directors intend to adhere to the investment strategy. Changes to the investment strategy may be prompted by changes in government policies or economic conditions which alter or introduce additional investment opportunities. The Directors intend to invest the Company's cash resources, as far as practicable, in accordance with the investment strategy, however, market and other investment considerations may necessitate that cash resources of the Company are not fully invested for some time.

If the Company takes a controlling stake in certain target companies thereby resulting in a fundamental change to the Company's business, such acquisition could trigger a Reverse Takeover under Rule 3.6 of the AQSE Rules which would require Shareholder approval and the Ordinary Shares will be suspended until:

- the publication of an admission document in respect of the company so enlarged by the Reverse Takeover; or
- the Aquis Exchange is satisfied that sufficient information is publicly available about the Reverse Takeover such that an informed assessment can be made as to the financial position and prospects of the company as enlarged by the Reverse Takeover.

5. Investment Process

Investment Committee

The Company has established an Investment Committee to promote and maintain a prudent and effective allocation of capital across the Company's investment portfolio and the Investment Committee will report to the Board on a regular basis and will be responsible for monitoring investments. Initially the Investment Committee will constitute the Board with Sharon Segal as chair and Gavin Sathianathan and Chana Greenberg as members. As the Company grows it may look to enlarge the Investment Committee.

Further information on the members of the Investment Committee is set out at paragraph 11 of this Part I of this Document.

Identification of Investments

The Investment Committee, in conjunction with the Medicinal Cannabis Technical Advisory Board will be responsible for the identification of Investments. The Company will also look to work with in-country experts and local partners where required, to assist in investment opportunity identification.

Analysis of Investments

As part of the analysis of prospective investments, appropriate legal and financial due diligence shall be commissioned and managed where applicable by Gavin Sathianathan.

It will be the responsibility of the Investment Committee to instruct and manage Foreign Counsel so as to ascertain the legal position of any proposed investments; such advice shall then be reviewed by the Investment Committee in conjunction with a legal opinion provided by UK Counsel.

The Investment Committee shall seek to minimize the risk of breaching POCA 2002, MDA 1971, MDDO 2001 and MDR 2001 by reviewing the advice provided by both UK and Foreign Counsel and taking a risk adverse approach when considering proposed investments against such advice. The Investment Committee shall also consider Money Laundering legislation and will ensure any prospective dividends will not breach any laws, specially having regard to POCA 2002.

Whilst the Board as the Investment Committee will initially make the investment decisions, longer term and as the Company grows and with it the Investment Committee, the Company expects to operate as follows: once the Investment Committee, with the assistance of the Medicinal Cannabis Advisory Board, has completed due diligence on a prospective investment, it will present its findings in a comprehensive report to the Board for review. The Board will in turn decide whether the Company should pursue the prospective investment.

Execution of Investments

Any investment undertaken must first be approved by the Board, as well as any comments made by the Company's AQSE Corporate Adviser, who shall review the potential investment solely in light of any AQSE Rules implications.

Your attention is drawn to the Risk Factors set out in Part II of this Document.

6. Investment in Legal Cannabis

Any investment undertaken must first be approved by the Board and prior to giving such approval; the Board will consider any comments made by the Medicinal Cannabis Technical Advisory Board, as well as any comments made by the Company's AQSE Corporate Adviser, who shall review the potential investment in light of any AQSE Rules implications.

Europe

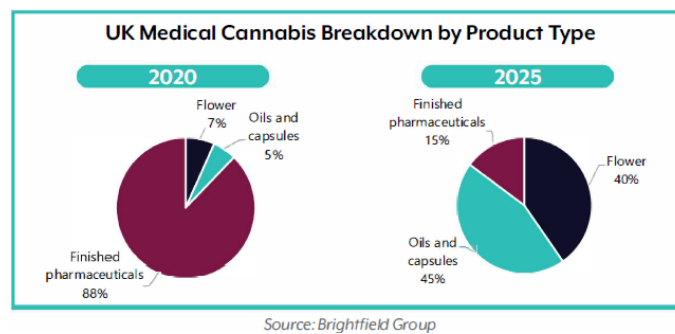
With a market of over 742 million people and a total healthcare spend of €2.3 trillion, Europe is the largest cannabis market in the world. Prohibition Partners reports that the European medical cannabis market could be valued at almost €115.7B once all markets have implemented legislation and market infrastructure. The European Industrial Hemp Association, nova-Institut GmbH and HempConsult GmbH estimate that the European market for cannabidiol as a pharmaceutical product is already worth €2 billion alone. Early research has shown that patients outnumber and outspend recreational users in legal markets, making the European medical cannabis market a key target for pharmaceutical companies over the next 5 to 10 years. (Source: European Cannabis Report, page 13)

As the European cannabis market grows, there are many companies focused on cultivation, manufacturing and distribution of medical cannabis and CBD products. Experience from the more developed medical cannabis markets in North America dictates that the opportunity in the ancillary ("picks and shovels") sector - which creates products and services for those who operate in the cannabis value chain - is an emerging opportunity for value creation. Indeed, respected market analysts Hanway Associates and Brightfield Group stated in 2020:

“Beyond Cultivation and Distribution plays, there’s plenty to keep intrepid European entrepreneurs busy, much of which involves protectable IP: from optimizing plant genetics for specific conditions and innovative product formulations, to education platforms, sophisticated cannabis consumption devices, and secure, intelligent patient data collection apps” Europe is a patchwork of different regulations covering CBD in over the counter channels; CBD as a medicine; unlicensed medical cannabis; and market authorised cannabinoid therapies. Operating in the European market is complex, and operators and investors must acquaint themselves with a wide variety of often confusing and rapidly changing regulations. There are a number of entrepreneurs who have started companies who need capital, strategic insights and operational support. Company management believe that their superior network and understanding of the medical cannabis industry – gained through many years of experience in the sector – mark them out as capable of identifying breakout companies in legal markets around the world, with a particular focus on the UK, EU and Israel.

Europe’s cannabis market is project to reach \$359m according to the Brightfield Group and Hanway Associates, with growth projected to reach \$3.1B by 2025. Germany is the largest market, followed by Italy, Denmark and Poland. The German market was worth \$267m in 2020, and is projected to reach \$2.1B by 2025.

Market growth is predicted to be fastest in the UK, with a projected 98% CAGR between 2020 and 2025 as domestic cultivation and General Practioner prescribing come online as focus moves from finished pharmaceuticals (Sativex and Epidyolex) to finished dose unlicensed medical cannabis products.



In early 2021, GW Pharmaceuticals (a Cambridge based medicinal cannabis company) was acquired by Jazz Pharmaceuticals in a £5.3B deal. The deal marked the entry of “Big Pharma” into cannabinoid therapies, and validated the path that GW Pharmaceuticals had pursued in conducting Randomised Controlled Trials in order to achieve Marketing Authorisation for their drugs from healthcare regulators around the world. Doctors have proved that they are comfortable prescribing cannabinoid therapies, and the lead GW Pharmaceuticals product Epidyolex generated \$510.5M in revenue in 2020.

More recently the London Stock Exchange has admitted to trading on the Main Market (Standard Segment) several cannabis companies which are developing unlicensed medicines. The aftermarket performance of the stocks has demonstrated the level of investor appetite for medical cannabis; management believe that the improved availability of financing will lead to faster market growth as companies will no longer be capital constrained as they have been historically due to regulatory and legal barriers.

Cannabis-based medicines have been legal in Israel since the mid 1990s and the country has developed into a burgeoning cannabis R&D hub, with significant research programs at most top universities. The country now possesses one of the most developed medical cannabis schemes in the world, with over 60,000 Israelis currently registered as a medical cannabis patient. The Israeli government is supporting the world’s 1st state-supported medical cannabis company incubator, CanNegev.

Medicinal Cannabis – Ancillary Industries

While there is very limited data on the size of the ancillary markets supporting medical cannabis in Europe, in the United States, [Marijuana Business Daily](#) estimates that \$2.50 in ancillary revenue is generated for every \$1 in cannabis sales.

There are a number of sub-sectors in the ancillary industry which the company has identified as promising market segments, including:

- Legal services
- Financing
- Regulatory
- Tax
- Procurement
- Marketing
- Compliance

- Human Capital
- Product Testing
- Reporting
- Customer Service
- Market Education

The Company intends to make 2 – 3 investments within these sub-sectors each year, and targets being early investors in seed or Series A round financings. The Company sources investment opportunities through a well developed network of contacts and channels in the UK, EU and Israel. The intended investment style is active and engaged, with a focus on exerting control and influence through board positions or observer roles. The Company takes its ESG responsibilities seriously: positive ESG impact is fundamental to the choices the Company makes when deciding on investments.

The Directors believe there are a number of “tailwinds” for the Company which reflect recent progress in the global cannabis market. Last year’s election of President Biden and VP Kamala Harris in tandem with the Democrats taking control of the Senate has led the Directors to believe that US reform is much more likely in areas such as banking and federal legalisation. In December 2020, the The United Nations Commission on Narcotic Drugs (CND) accepted a World Health Organization (WHO) recommendation to remove cannabis and cannabis resin from Schedule IV of the 1961 Single Convention on Narcotic Drugs, thereby recognising the medical value of cannabis and opening up research in countries where the study of cannabis had previously been banned.

7. Summary of UK Legislation relating to Medicinal Cannabis

A detailed explanation of the investment objectives of the Company are described in paragraph 4 of Part 1 of this Document. In brief summary, the Company will consider opportunities for investment within the medical cannabis and CBD-wellness market, focussed on the United Kingdom, Europe and Israel. Set out below is a brief overview of the key regulatory framework in England and Wales. Furthermore, it is relevant in this regard to consider the implications of the Proceeds of Crime Act 2002 (“POCA”) and relevant anti-money laundering rules in England and Wales.

Cannabis in England and Wales

The primary criminal statute in England and Wales dealing with controlled substances is the MDA 1971 . The MDA 1971 establishes a number of criminal offences in relation to the misuse of controlled drugs for the protection of public health. Under the MDA 1971, controlled drugs are placed into three categories relative to their perceived risk of harm, namely, Class A (the most severe), Class B and Class C. Cannabis is scheduled under Class B and therefore remains a criminal offence in England and Wales to possess, distribute, sell or grow Cannabis without appropriate authorisation and approvals. It is particularly important to note that, whilst a number of countries in North America for example have legalised the commercial sale of cannabis based products for an adult market, commonly referred to as the recreational cannabis market, such activities are strictly prohibited in England and Wales by law.

It is for this reason that the Company will need to undertake considerable care when implementing its investment strategy to ensure that the activities of any investee company are lawful.

The Company has confirmed that it does not intend to undertake any form of investment into the recreational cannabis market for so long as such activities remain a criminal offence in England and Wales, and there is a basis for such activities to be conducted lawfully in England and Wales.

Medical Cannabis

In England and Wales there is a clear legal framework for medical cannabis. The UN Narcotic Conventions established a regime for the control of narcotic substances and other psychotropic substances, however, it was always intended that controlled substances should be made available for medical, therapeutic and researches purposes subject to appropriate controls. The MDA 1971 reflects the commitment of England and Wales to comply with the global objectives spelt out by the UN Narcotic Conventions.

The MDR 2001 regulates the availability of controlled drugs that have a recognised and legitimate use and the controls governing their availability depends upon how they are scheduled by the MDR 2001.

The year 2018 was a watershed one in the development of a framework for medical cannabis in England and Wales. In August 2018, a review was conducted by the Chief Medical Officer and determined that there was “conclusive evidence of the therapeutic benefit of some cannabis-based products for certain medical conditions, and reasonable evidence of therapeutic benefit in several other medical conditions”. Public opinion in England and Wales in the years leading up to 2018 had moved in favour of the legalisation of medical cannabis driven by a number of high-profile stories of children suffering from rare forms of epilepsy unable to obtain medical cannabis in an accessible manner. Consequently, on 1 November 2018, “Cannabis-based products for medicinal use in humans” (“CBPM”) were re-scheduled under Schedule 2 of the MDR 2001, meaning that CBPMs would be capable of being prescribed to patients. CBMPs include those with a marketing authorisation (such as Epidyolex (cannabidiol) oral solution and Sativex (nabiximols)) – which the National Institute for Health and Care Excellence (“NICE”) has confirmed are a cost-effective treatment capable of being reimbursed routinely by the National Health Service in England for specific conditions) and

unlicensed medicines (specials) which are capable of being prescribed under Regulation 167 of the Human Medicines Regulations 2012.

The supply chain dealing with medical cannabis products is tightly regulated by the Home Office and the Medicines and Healthcare products Regulatory Agency (“MHRA”). The Home Office will in certain circumstances issue a licence authorising a person (at a specific location) to handle controlled substances and certain activities within the supply chain, such as, manufacturing and distribution of medicinal products must be licensed by the MHRA.

The Company, should it invest into medical cannabis market in England and Wales, will need to determine the nature of the activities being performed in relation to substances that are controlled and ensure that such activities are appropriately licensed and authorised by the relevant authority.

CBD and Wellness Markets

There is a well-developed and growing market in England and Wales for the sale of CBD based wellness products. It is important to note that CBD in its pure form is not a controlled substance and, therefore, is not subject to the strict controls more generally outlined above. The Home Office has made it clear that should a product contain a controlled substance (most particularly, THC, the element of cannabis commonly associated with intoxicating side-effects) will mean that a product is controlled and will not be capable of being sold on the market in England and Wales. Distributors of such products are therefore required to ensure that an appropriate degree of testing is undertaken, in accordance with Home Office guidelines and industry best practice, to ensure that such products do not contain a controlled substance.

It is also relevant to note that certain products containing CBD which are ingested will be regarded as a “novel food” and will require authorisation by the Food Standards Agency (“FSA”) in England. The novel food regime has derived from EU law which has been incorporated into English law following the end of the transition period pursuant to the Novel Food (Amendment) (EU Exit) Regulations 2019. A novel food is described as any substance or product ingested by humans that was not used for human consumption to a significant degree within the EU before 15 May 1997, and provides that only novel foods authorised and included in the “Union List” may be placed on the market or used in foods. The FSA has made clear that it regards CBD as a novel food and will need to be authorised before being placed on the consumer market in England and Wales. A comparative regime is operated across the EU and therefore a similar restriction shall apply in regard to the commercial sale of food stuffs containing CBD.

Proceeds of Crime and anti-money laundering regulations

As noted above, cannabis remains a controlled drug in England and Wales, and in order to conduct certain activities in connection with cannabis, a person would ordinarily be required to obtain a Home Office Licence or approval from the MHRA, otherwise, such an activity could be regarded as a criminal offence.

POCA makes it a criminal offence to handle proceeds arising from criminal conduct. The term “criminal conduct” is widely understood to cover activities undertaken lawfully overseas, but which would constitute an offence if it occurred in the United Kingdom. It is also an offence under anti-money laundering legislation to acquire any property as a result of the commission of a crime in the UK. Therefore, in the event that the Company were to undertake an investment into activities that are unlawful in England and Wales, or engage in lawful activities in a foreign jurisdiction, which are unlawful in England and Wales, the payment of dividends to shareholders located in England and Wales could be considered the proceeds of criminal conduct, potentially amounting to an offence under POCA and anti-money laundering legislation.

The Company in pursuing its investment strategy therefore has to take particular care to ensure that investors are not put at risk by nature of the investments. It is clear that in England and Wales that there is an established legal framework for medical cannabis and CBD-wellness sectors to operate. The analysis to be performed by the Board of the Company, together with its professional advisers, prior to undertaking an investment should be clear and straightforward.

The Board will, however, be required to undertake great care and caution prior to undertaking any investments in relation to activities being performed overseas due to the broad definition of criminal conduct under POCA. Appropriate policies and procedures are in place, including having the Medical Cannabis Technical Advisory Board review the position and, where appropriate, external legal advice will be obtained ahead of any final investment decision being made, to ensure that the receipt of any dividends and interest complies with UK Legislation.

8. Reasons for Admission to the AQSE Growth Market

The Directors believe that Admission will offer the following benefits to the Company:

- improved negotiating position—the ability to enter into negotiations with vendors of businesses or companies, to whom the issue of publicly traded shares as consideration is potentially more attractive than the issue of shares in an equivalent private company for which no trading facility exists;

- access to funding — Admission will enable the Company to access working capital at later dates more effectively than if it were an unquoted company;
- increased corporate profile – the status of being a company whose shares are traded publicly could benefit any business being acquired by increasing its profile; and
- the ability to attract and retain key staff — the ability to motivate personnel through the future grant of share options will assist the Company to attract, retain and motivate high calibre personnel.

9. Financial Information

The Company was incorporated on 28 August 2018 and has not yet commenced trading operations. Audited financial information on the Company from incorporation to 31 December 2020 is set out in Part III of this Document. The Company's current financial year end is 31 December.

10. Directors

Sharon Segal (Non-Executive Chair) (Aged 50)

Sharon Segal is Finance Director at Patty & Bun, a Burger Chain Restaurant Group. She previously worked at The ONE Group, as Director of Finance, having joined the business in 2011, in order to open the UK / European office and head up the European expansion. The ONE Group is a global leader in the hospitality industry and the creator of the international restaurants brand STK. More recent roles include Finance Director for AIM traded Safestay plc and The Allbright Group. Currently a NED at JW3, the first Jewish Community Centre and arts venue of its kind to exist in London.

In addition, Sharon has over 20 years' experience in investment markets having spent the early part of her investment career with Deutsche Bank as a sell side equities analyst and then with Aviva Investors as a UK Small-Mid Cap Fund Manager, responsible for c£1bn in assets under management. Subsequently she headed up the Regulated Fund of Funds team at Fitzwilliam Asset Management and was the lead Fund Manager of the award-winning fund, Fitzwilliam Balanced Managed Fund and has also held a 'AA' rating from Citywire.

Sharon holds a BA(Hons) in Economics from Manchester University, an MA in Demography from the Hebrew University in Jerusalem and is an MBA graduate from the London Business School.

Chana Greenberg (Chief Executive Officer) (Aged 49)

Chana Greenberg has 20 years' experience in the startup and innovation space, transitioning from traditional investment banking at Barclays and JP Morgan to Buttonwood Capital, a hedge fund founded by a former Goldman Sachs partner, where she researched artificial spinal discs and dental implants. She is the Vice Chair of Hadassah UK, supporting Hadassah Hospital, Jerusalem, which shares a campus with the Hebrew University, both pioneers in medicinal cannabis since 1964. Chana is passionate about promoting the knowledge of the benefits of Cannabis- based products to improve health and wellbeing. She was business development lead at the Centre for Medicinal Cannabis from early 2019 and was most recently VP Business Development at Brains Bioceutical to help fast track the supply chain of their API licensed CBD for the pharmaceutical (human and veterinary), athletic and health and wellness markets.

Chana holds a BA (Hons) in Business Studies from the University of Westminster, an MPhil in Finance from the University of Cambridge and completed SAID Business School's Private Equity Programme at the University of Oxford.

Gavin Sathianathan (Investment Strategy Director) (Aged 43)

Gavin Sathianathan is recognised advocate for the European cannabis industry. Gavin is the CEO of Alta Flora, a digital health and telemedicine platform focused on novel therapeutics including medical cannabis. Gavin is also co-founder and non-executive director of Oxford Cannabinoid Technologies (OCT), a bio-pharmaceutical business established in conjunction with the University of Oxford.

Gavin has been an advisor to the All Party Parliamentary Group on medical cannabis, regularly works with investors on the evolution of the cannabis market and has advised FTSE 100 CPG companies. He was profiled in the Times of London as "Britain's Cannabis Capitalist" and named as "marijuana magnate" by The Spectator. Gavin started his career at Bain & Company, spending 4 years in London before moving to Delhi as part of the founding team of Bain's Indian operation. Gavin then pursued a career in the digital media industry, initially in content creation at Endemol before joining Facebook in Europe as one of the early team to grow the business ahead of the IPO. He was also Managing Director at Tesco, focused on technology, data and digital media.

Gavin has a degree in Chemical Engineering from Imperial College, London, and an MBA from Harvard Business School.

11. Medicinal Cannabis Technical Advisory Board

Brief biographical details of the individuals on the Medicinal Cannabis Technical Advisory Board are set out below:

Dr Martin Scurr MRCS, MB BS, FRCP, FRCGP

Martin Scurr was educated at Stonyhurst College and Westminster Medical School. He commenced private practice in the centre of London, was the opening Medical Director of St John's Hospice at the Hospital of St John & St Elizabeth, subsequently appointed as Physician to Westminster Cathedral taking responsibility for the care of many senior Catholic Clergy - leading to a lifetime commitment to the care of those leading religious lives, of whatever denomination. He was appointed Papal Doctor for the 1982 visit of Pope John Paul II. Following appointment as Chairman of the Independent Doctors Forum in 2003, he was appointed as medical columnist for the Daily Mail where he continues to be their Medical Correspondent. Dr Scurr is also Medical Advisor, Script Advisor, for the ITV light Entertainment series "Doc Martin". The tenth series of this television programme is now in preparation, whilst Dr Scurr is affectionately known as "Doc Martin" amongst readers and viewers.

Dr Stuart Ungar MB,BS,(U.Lond), MRCP(UK),MRCS(ENG)

After pursuing post-graduate studies in General Medicine and research in biochemical neuropsychopharmacology at The Royal Post-Graduate Medical School Dr. Ungar was in practice as a General Physician at The Princess Grace Hospital. Jointly with Dr. Raymond Prudo, Dr. Ungar founded a start-up company, The Doctors Laboratory PLC, a general pathology laboratory, that introduced a new paradigm in service provision for clinicians and pharmaceutical organizations throughout the United Kingdom and abroad. During his tenure as Chairman and a Board Director, The Doctors Laboratory PLC grew very substantially and was sold to Sonic Healthcare in 2002. Currently he is a Director of a NASDAQ quoted biopharmaceutical company creating drugs for acute and chronic orphan inflammatory diseases by modulating one or both of the complement C5 and leukotriene pathways. Dr. Ungar qualified in medicine, with additional qualifications in medical biochemistry at the Royal Free Hospital, London and was admitted as a member to The Royal College of Physicians. Dr. Ungar is a Life Fellow of The Royal Society of Medicine and is a founder and former Vice-President of The Independent Doctors Federation.

Dr Peter Feldschreiber BSc, MB, BS, LLB, FFPM

Dr. Peter Feldschreiber is dually qualified as a barrister and physician. He specialises in medical and healthcare law including medical products liability, pharmaceutical and medical devices regulatory law, clinical negligence and personal injury and medically related employment litigation. Casework includes the Aspirin Reyes Syndrome product liability litigation, Atomic Veterans Litigation, the morning after pill litigation, the Seroquel litigation, Foetal Anti- convulsant Syndrome Litigation, Cochlear Implants and Cardiac Stent Litigations and judicial review and references to the ECJ on pharmaceutical regulatory issues. He has held appointments as Senior Medical Assessor and Special Litigation Coordinator to the Medicines and Healthcare products Regulatory Agency, Department of Health.

Dr Feldschreiber is General Editor of The Law and Regulation of Medicines (Oxford University Press) and is Consultant Editor for the Volume on Medical Products for Halsburys Laws of England and the Lexis Nexis series on updates of UK and European Law. He is co-author of the chapter on the regulation of healthcare products in Butterworths Healthcare Law and Practice. Peter is also the Visiting Senior Lecturer in Pharmaceutical Science at Kings College London. He is retained counsel to a number of solicitors and has experience of international litigation regarding drug induced injury. He has also published extensively on the law of causation and European regulatory procedure. He has published research into the repair of DNA following ionising radiation whilst working at the Institute of Cancer Research. He is also a member of the Expert Witness Institute.

The Medicinal Cannabis Technical Advisory Board will provide advice to the Board in relation to each proposed investment to be made by the Company and provide guidance on best practice in this sector.

12. Lock-In Agreement and Orderly Market Arrangements

On Admission, the Persons Discharging Managerial Responsibility being the Directors of the Company will, in aggregate, hold 23,300,000 Ordinary Shares, representing 8.6 per cent. of the Issued Share Capital. Pursuant to the terms of the Directors' Lock-in Agreement, the Directors have agreed with the Company and Beaumont Cornish, save for certain standard exceptions, not to dispose of any interest in the Ordinary Shares held by them for a period of 12 months following Admission ("**Lock-In Period**") and then for the following 12 months not to dispose of their Ordinary Shares without first consulting the Company and Beaumont Cornish in order to maintain an orderly market for the Ordinary Shares.

In addition, pursuant to the Founders Orderly Market Agreement, two of the Company's founding shareholders being Paul Ryan and Noel Lyons (together the "Founders") have agreed for a period of 12 months following Admission not to dispose of their Ordinary Shares without first consulting the Company and Pello Capital in order to maintain an orderly market for the Ordinary Shares.

13. Dividend Policy

The Company has not yet commenced trading. Accordingly, the Directors do not intend to pay a dividend for the foreseeable future until the Company has achieved sufficient profitability and requirements for working capital are such that it is prudent to do so and, even then, the Directors may not determine to pay any dividend or make any other form of distribution. It follows that no assurance is or can be given that the Company will ever pay any dividend or make any other form of distribution.

14. Corporate Governance

The Directors are committed to maintaining high standards of corporate governance, and propose, so far as is practicable given the Company's size and nature, to comply with the QCA Code. The Company has established an audit committee and a remuneration committee with formally delegated duties and responsibilities. The audit committee and remuneration committee will, on Admission, comprise Chana Greenberg and Gavin Sathianathan, with Sharon Segal as chairman.

The composition of these committees may change over time as the composition of the board changes.

The audit committee will determine the terms of engagement of the Company's auditors and will determine, in consultation with the auditors, the scope of the audit. The audit committee will receive and review reports from management and the Company's auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Company. The audit committee will have unrestricted access to the Company's auditors.

The remuneration committee will determine the scale and structure of the executive directors' and senior employees' remuneration and the terms of their respective service or employment contracts, including share option schemes and other bonus arrangements. The remuneration and terms and conditions of the non-executive directors of the Company will be set by the Chairman and executive members of the board.

The Company has adopted a share dealing code for dealings in securities of the Company by the Directors and Persons Discharging Managerial Responsibility which is appropriate for a company whose shares are traded on the AQSE Growth Market. This will constitute the Company's share dealing policy for the purpose of compliance with UK Legislation including the Market Abuse Regulation and Rule 68 of the AQSE Exchange Rules. It should be noted that the insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings in Ordinary Shares.

The Company has implemented an anti-bribery and corruption policy and also implemented appropriate procedures to ensure that the Board, employees and consultants comply with the UK Bribery Act 2010.

The Directors have established financial controls and reporting procedures, which are considered appropriate given the size of and structure of the Company. These controls will be reviewed in the light of an investment or acquisition and adjusted accordingly.

15. The City Code

The City Code, which is issued and administered by the Panel on Takeovers and Mergers (the Panel), applies to all takeover and merger transactions, however effected, where the offeree company is, inter alia, a company resident in the UK, the Channel Islands or the Isle of Man, the securities of which are admitted to trading on a regulated market or a multilateral trading facility (such as the AQSE Growth Market) in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man.

Ordinarily, under Rule 9 of the City Code (Rule 9), where (i) any person acquires an interest in shares which, when taken together with shares in which persons acting in concert with them are interested, carry 30 per cent. or more of the voting rights of a company subject to the City Code or (ii) any person who, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30 per cent. but not more than 50 per cent. of the voting rights of a company and such person, or persons acting in concert with them, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which they are interested, that person is normally obliged to make a general offer to all shareholders to purchase, in cash, that company's shares at the highest price paid by them, or any person acting in concert with them, within the preceding 12 months.

Under the City Code, a concert party arises when persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company. Under the City Code, control means a holding, or aggregate holding, of shares carrying 30 per cent. or more of the voting rights of a company, irrespective of whether the holding or holdings gives de facto control.

On and following Admission, the City Code will apply to the Company.

16. Share Options, Incentives and Warrants

On Admission the Directors and the Medicinal Cannabis Technical Advisory Board shall hold the following Options to subscribe for Ordinary Shares in the Company, which represent the only Options in issue:

Option Holder	Number of Options	Exercise Price per Ordinary Share	Exercise Period
Chana Greenberg	10,714,286	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Sharon Segal	7,142,857	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Dr Peter Feldschrieber	714,286	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Dr Stuart Ungar	714,286	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Dr Martin Scurr	714,286	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Beaumont Cornish	2,857,142	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission
Pello Capital Limited	7,971,429	0.7 pence	Between the date falling one year from Admission and the date falling five years from Admission

Moving forward the Directors believe that it is important for the success and growth of the Company to employ and engage highly motivated personnel and that equity incentives are available to attract, retain and reward employees, directors and consultants. In order to achieve that objective the Company intends to adopt a formal incentive plan under which it may award new Ordinary Shares to directors, employees and consultants pursuant to share option and incentive schemes approved by the Board. It is intended that any individual awards under any such scheme will be subject to vesting and/or performance conditions. Ordinary Shares under such plans will not exceed 20 percent of the Company's issued Ordinary Shares from time to time without the prior approval of the Shareholders.

17. Details of the Subscription, Placing and Admission

Pursuant to the Placing, Pello Capital, on behalf of the Company, has placed 132,857,143 Placing Shares at the Issue Price of £0.007 per new Ordinary Share with new investors raising gross proceeds of £930,000.

Pursuant to the Subscription, the Company has obtained commitments to subscribe for 10,000,000 Subscription Shares at the Issue Price to raise gross proceeds of £70,000 and has been made pursuant to the terms of the Subscription Letters.

18. Application to the AQSE Growth Market

Application has been made for the Issued Share Capital to be admitted to trading on the AQSE Growth Market. Dealings in the Ordinary Shares are expected to commence on 26 May 2021.

The Ordinary Shares will, on Admission, rank pari passu in all respects with the existing Ordinary Shares and will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

19. CREST

The Company's Articles of Association are consistent with the transfer of Ordinary Shares in dematerialised form in CREST under the CREST Regulations. Application has been made for the Ordinary Shares to be admitted to CREST on Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if relevant Shareholders so wish.

CREST is a voluntary system and Shareholders who wish to receive and retain certificates in respect of their Ordinary Shares will be able to do so.

20. Taxation

The Ordinary Shares do not rank as a "qualifying investment" for the purposes of the Enterprise Investment Scheme nor as a "qualifying holding" for the purposes of investment by Venture Capital Trusts.

Information regarding UK taxation in relation to the Ordinary Shares is set out in paragraph 11 of Part IV of this Document. These details are, however intended only as a general guide to the current tax position under UK taxation law, which may be subject to change in the future.

If you are in any doubt as to your tax position, you should consult your own independent financial adviser immediately.

21. Further Information and Risk Factors

You should read the whole of this Document which provides additional information on the Company and not rely on summaries or individual parts only. Your attention is drawn to the further information in this Document and particularly to the risk factors set out in Part II of this Document. Potential investors should carefully consider the risks described in Part II before making a decision to invest in the Company.

PART II

RISK FACTORS

An investment in the Ordinary Shares involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risks set out below in addition to all of the other information set out in this Document before investing in the Ordinary Shares. The investment offered in this Document may not be suitable for all of its recipients. Before making any final investment decision, prospective investors should consider carefully whether an investment in the Company is suitable for them and, if they are in any doubt, should consult with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities in the UK or another appropriate financial adviser in the jurisdiction in which such investor is located who specialises in advising on the acquisition of shares and other security. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances and the financial resources available to him or her.

The Board believes the following risks to be the most significant for potential investors. However, the risks listed do not necessarily comprise all of those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Board, or which the Board currently deems immaterial, may also have an adverse effect on the Company and the information set out below does not purport to be an exhaustive summary of the risks affecting the Company. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and tax requirements.

If any of the following risks were to materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his or her investment.

RISKS RELATING TO THE COMPANY

No Operating History

The Company has recently been incorporated and has no operating history upon which prospective investors may assess the likely performance of the Company. The Company's success will depend upon the Directors' ability to identify and manage future opportunities that may arise. The Company will have no operations or investments producing revenues or positive cash flow at the outset.

Project Development Risks

There can be no guarantee that the Company will be able to manage effectively the expansion of its operations or that the Company's current personnel, systems, procedures and controls will be adequate to support the Company's operations. Any failure of the Board to effectively manage the Company's growth and development may have material adverse effects on the Company's business, financial condition, results and/or future operations. There is no certainty that all, or indeed any, of the elements of the Company's current strategy will develop as anticipated and that the Company will be profitable.

Coronavirus

The ongoing COVID-19 (coronavirus) pandemic could have a material adverse effect on the Company's results of operations and financial condition. The outbreak of COVID-19 (commonly referred to as coronavirus) which first occurred in Wuhan City, China and has subsequently spread to many countries throughout the world, including the UK, the USA, mainland Europe, Africa and the Asia-Pacific region, has negatively impacted economic conditions globally and there are concerns for a prolonged tightening of global financial conditions. The COVID-19 outbreak could result in protracted volatility in international markets and/or result in a global recession as a consequence of disruptions to travel and retail segments, tourism and manufacturing supply chains. Specially in relation to the Company, limitations on foreign travel or the availability of staff could make completing the required level of due diligence on investment opportunities more timely, costly or even impossible and therefore the Company experience delays in making investments, at greater cost or even be unable to make them.

RISKS RELATING TO THE COMPANY'S INVESTMENT STRATEGY

The Company's Strategy

The implementation of the Company's strategy will have a significant effect on the success of the Company. While the Directors believe from their collective experience (along with the Medical Cannabis Technical Advisory Board) that they will be in a position to grow the Company and be in a position to identify and attract opportunities and investment in line with the Company strategy, there is no guarantee that such opportunities will present themselves or present themselves within adequate timeframes.

The Company's ability to implement their strategy within envisaged timeframes may be impacted as a result of the following:

- the inability of management to source suitable investment opportunities;
- the Company is likely to need to raise further capital to make investments and/or fund the assets or business

- invested in;
- the Company may be required to conduct extensive negotiations in order to secure and facilitate an investment;
- the necessitation of certain structures in order to facilitate an investment;
- the Company's intention to conduct rigorous due diligence prior to investment;
- market conditions, competition from other investors, or other factors may limit the Company in respect of identifying suitable investments or such investments may not be available at the rate the Company currently envisages.

All of these factors may have a material effect on the business, financial conditions, results of operations and prospects of the company.

Global Expansion

There can be no guarantee that any market for the Company's future products (if any) will develop where the Company targets for investment. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including, changes in laws, economic instability, changes to regulations and the effects of competition. These factors may hamper the Company's capability to successfully expand its operations. This may have material adverse effects on the Company's business, financial condition, results and/or future operations.

Dependence on Directors and Medical Cannabis Technical Advisory Board

The Company is reliant on the performance of the Directors to achieve its strategic objectives as well as the performance of the Medical Cannabis Technical Advisory Board in their role in providing technical advice to the Directors. The failure of either in their roles as they relate to identifying, acquiring, managing, growing and disposals as they relate to the Company's strategy could have material adverse effects on the Company's short term and future success as it relates to the business, financial condition, and results.

Attraction and retention of key employees and personnel

The Company's success will depend on its current and future management team, future key employees, as well as key personnel of any companies that the Company may invest in in the future following such investment. As the Company's business grows in size, the Company will need to continue to recruit additional personnel with the appropriate skills to support its business development. In addition, the Company will need to retain and incentivise existing key personnel in order to achieve its business objectives.

If any key individuals resign, there is a risk that no suitable replacement with the requisite skills, contacts, knowledge and experience will be found to replace them. If key personnel were to leave the Company or any company that the Company has invested in and/or the Company or any company that the Company has invested in fails to attract or retain suitably qualified individuals, this may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

Competition

Assuming the Company has made investments there will be competition within the respective industry generally and the Company and/or any subsidiaries of the Company (so existing from time to time) will face competition from both existing competitors, who may make significant improvements to their products and additional competitor may enter the market.

Competition may exist that will impact the Company's ability to identify and acquire suitable investments in accordance with its strategy. It may also lead the price of investments being increased by vendors as a result of the receipt of competing bids by other potential purchasers. This may result in increased costs in the carrying on of the Company's or any of its subsidiaries' (so existing from time to time) activities and reduced available growth opportunities.

The Company's future competitors may have greater financial resources, research and development staff, local contacts, facilities and other resources and as a result may be in a better position to compete for opportunities.

The Company may have less market experience than its competitors. If competitors establish a more prominent market position than the Company, the Company may be unable to increase its sales or market share.

Any failure of the Company to compete effectively may materially adversely affect the Company's or any of its subsidiaries' (so existing from time to time) business, financial condition, results and/or future operations.

The Company may need to invest financial resources in research and development to maintain its competitive advantage. There can be no guarantee that the Company will be in a financial position to do so.

Brexit

The UK left the European Union on 31 January 2020, while the terms of the trading relationship moving forward has been agreed it is uncertain what impact this may have, therefore any plans of the Company to invest in the European Union will have to be considered in line with the withdrawal and the consequences of making investments as a result.

Success of the Strategy not Guaranteed

The Company's level of profit will be reliant upon the performance of the assets acquired and the strategy (in both its current form and as amended from time to time). The success of the strategy depends on the Board and Investment Committee's ability to identify investments in accordance with the Company's investment objectives and to interpret market data correctly. No assurance can be given that the strategy to be followed will be successful under all or any market conditions, that the Company will be able to identify opportunities meeting the Company's investment criteria, that the Company will be able to invest its capital on attractive terms or that the Company will be able to generate positive returns for Shareholders. If the strategy is not successfully implemented, this may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Dependence on Management and Investment Committee

The Company's ability to provide returns to Shareholders and achieve its investment objective is dependent on the performance of its management team and the Investment Committee in the identification, acquisition, management and disposal of investments in various target companies. Failure by the management and the Investment Committee in this regard could have a material adverse effect on the Company's business, financial condition and return on investments.

Scarcity of suitably qualified individuals

The Company's ability to execute its investment strategy depends on the successful recruitment and retention of talented and appropriately qualified, experienced and knowledgeable employees. If the Company does not succeed in attracting suitably qualified employees or retaining and motivating them once employed, it may be unable to execute its investment policy.

Potential loss on investments

The Company's strategy carries inherent risks and there can be no guarantee that any appreciation in the value of an investment or acquisition will occur or that the objectives of the Company will be achieved. For example (i) trading difficulties may occur following investment by the Company; or (ii) the Company may not be able to conduct a full investigation of a target prior to investment/ acquisition and adverse matters may only come to light after an investment has been made.

Material acquisitions, dispositions and other strategic transactions involve a number of risks, including:

- potential disruption of the Company's on-going investments;
- distraction of management and key personnel;
- the Company may become more financially leveraged;
- the anticipated benefits and costs savings of those transactions may not be realised fully or at all or may take longer to realise than expected;
- increasing the scope and complexity of the Company's investment strategy; and
- loss or reduction of control over certain of the Company's investments.

Investment in private companies

The Company may invest in or acquire companies held privately. These may be highly leveraged and have significant debt obligations, stringent operational and financial covenants and be at risk of defaulting under financing and contractual arrangements. Private companies may have little or no operating history upon which the Company may assess their likely performance. They may have smaller market shares than larger businesses, making them more vulnerable to changes in market conditions or the activities of competitors. Private Companies may also be more dependent on a limited number of management and operational personnel, increasing the impact of the loss of any one or more individuals. This may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

Joint Ventures

The Company or a business in which it invests may enter into joint ventures. There is no guarantee that their joint venture partners will meet their obligations under the applicable joint venture agreement. This may lead to the Company suffering costs and/or other related losses. There is potential for a difference in the objectives of the Company and the respective joint venture partner. This may result in additional costs and/or other related losses and delays to the project. The Company may only have minority interests in the joint venture partnership or vehicle or project and therefore unable to exercise control over the operations. This

may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

RISKS RELATING TO TARGET INVESTMENT COMPANIES AND OPPORTUNITIES

Target companies may be dependent on licences

The Company will look to target companies or projects which specialise in either the research and development of cannabinoid products or the production of such.

Investments involved in research and development or the production phase may be dependent on the grant of certain licences (subject to the jurisdiction in which the investments are undertaken) to enable them to operate.

Such licenses will be subject to on-going compliance and reporting obligations. In addition such investment are dependent on the relevant regulatory bodies as there is no guarantee that they will renew or extend a license, or renew or extend on the same terms as the previous one. Failure to comply, renew or maintain any license would have a material adverse effect on the target company's business, financial condition and operating results which in turn will materially adversely affect the Company's return on its investment.

Location specific licences

A number of licences (including those in the UK) are specific to certain locations and facilities and require a new application be made if the operation is relocated. Adverse changes or developments affecting these facilities, including but not limited to, a breach of security, failure of heating and cooling systems or electrical delivery systems could have a material adverse effect on the business, financial condition and operating results of a target company and therefore a material adverse effect on the Company's return on its investment.

Any breach of security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by relevant regulatory bodies could also have an impact on the target company's ability to continue operating under certain license(s) or the prospect of renewing the same.

Target companies reliance on management and key personnel

Future success of target companies will depend on their continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand and target companies may incur significant costs to attract and retain them. In addition, loss of any senior management or key employees could materially adversely affect a target company's ability to execute its business plan and strategy, and it may not be able to find an adequate replacement on a timely basis, or at all.

Research and development and product obsolescence

Rapidly changing markets, technology, emerging industry standards and frequent introduction of new products will characterise a target company's business. The introduction of new products embodying new technologies, including new manufacturing processes, and the emergence of new industry standards may render a target company's products obsolete, less competitive or less marketable.

The process of product development is complex and requires significant continuing costs, development efforts and third party commitments. A target company's failure to develop new technologies and products and the obsolescence of existing technologies could adversely affect the business, financial condition and operating results of a target company, and therefore have a material adverse effect on the Company's return on investment.

A target company may be unable to anticipate changes in its potential customer requirements that could make its existing technology obsolete. A target company's success will depend, in part, on its ability to continue to enhance its existing technologies, develop new technology that addresses the increasing sophistication and varied needs of the market, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. A target company may not be successful in using its new technologies or exploiting its niche markets effectively or adapting its business to evolving customer or medical requirements or preferences or emerging industry standards.

Product liability

Where a target company is a manufacturer and distributor of products designed to be ingested by humans, a target company will face an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury.

The target company may be subject to various product liability claims, including, among others, that products produced by the target company caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances.

A product liability claim or regulatory action against a target company could result in increased costs, adversely affect the target company's reputation with its clients and consumers generally, and have a material adverse effect on the business, financial condition and operating results of a target company, and therefore a material adverse effect on the Company's return on investment.

There can be no assurances that a target company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or otherwise protect against potential product liability claims could prevent or inhibit the commercialisation of products.

Product recalls

Where a target company is a manufacturer and distributor of products, they will be sometimes subject to recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effect or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure.

If any of the products produced by a target company are recalled due to an alleged product defect or for any other reason, a target company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. A target company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all.

In addition, a product recall may require significant management attention. Although a target company should have detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or litigation.

Furthermore, if a product produced by a target company was subject to recall, the image of that product and the target company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for products produced by a target company and could have a material adverse effect on the results of operations and financial condition of a target company and therefore a material adverse effect on the Company's return on investment.

Material facts or circumstances not revealed in the due diligence process

Prior to making or proposing any investment, the Company will undertake legal, financial and commercial due diligence on potential investments to a level considered reasonable and appropriate by the Company on a case by case basis. However, these efforts may not reveal all material facts or circumstances that would have a material adverse effect upon the value of the investment. In undertaking due diligence, the Company will need to utilise its own resources and may be required to rely upon third parties to conduct certain aspects of the due diligence process. Further, the Company may not have the ability to review all documents relating to the investee company and assets. Any due diligence process involves subjective analysis and there can be no assurance that due diligence will reveal all material issues related to a potential investment. Any failure to reveal all material facts or circumstances relating to a potential investment may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

Aborted investments

There can be no guarantee that the Company will successfully effect an investment where there is an identified opportunity and, as a result, resources may be expended on investigative work and due diligence without the investment being completed.

RISKS RELATING TO THE CANNABIS MARKET

The Cannabis Market

The Cannabis market is developing and there are no guarantees that it will continue to exist or grow as currently estimated or anticipated. The Cannabis market may not function and evolve in a manner consistent with the Board's expectations and assumptions. This may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

Laws, Regulations and Guidelines relating to the Cannabis Industry

The Company may be subject to laws, regulations and guidelines relating to the manufacture, packaging and labelling, advertising, sale, transportation, storage and disposal of Cannabis for medical purposes, as well as those relating to controlled substances, health and safety and the protection of the environment.

The Directors will take all precautions to ensure that the activities of the Company are in compliance with UK Legislation and the laws, regulations and guidelines of the jurisdictions in which they choose to operate in and that the Company does not contravene POCA 2002. The Directors will also ensure that the activities of any companies invested in by the Company in the future are in compliance with the laws, regulations and guidelines of the jurisdictions in which they operate in. If however any such laws,

regulations or guidelines are subject to change, the Company may incur significant costs in complying with such changes or they may be unable to comply with such changes. This may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

On 8 August 2019, NICE released their draft paper on Medicinal Cannabis for consideration. Whilst such findings are not legally binding on the NHS, they will form the basis of all or part of public policy adopted by the NHS with respect to Medicinal Cannabis. NICE determined that there was insufficient empirical evidence currently and the associated costs of Medicinal Cannabis were disproportionately high, to justify Medicinal Cannabis being prescribed under the NHS. This could result in a limitation of the available market in the UK for Medicinal Cannabis despite prescriptions being capable of being issued by specialist registered practitioners outside of the NHS system.

The Distribution of certain CBD products in the European Union have been restricted by the Novel Foods Regime

“Novel Food” is defined as food that had not been consumed to a significant degree by humans in the EU before 15 May 1997, when the first Regulation on Novel Food came into force. Novel Food can be newly developed, innovative food, food produced using new technologies and productions processes, as well as food which is or has been traditionally eaten outside of the EU

In January 2019, the European Union’s Novel Foods Catalogue was updated regarding CBD, other cannabinoids and hemp-derived products in food. While the Novel Food Catalogue (as maintained centrally by the EU) is non-exhaustive and carries no direct legal power, it is frequently updated and amended with input from Member States, and is used as reference by authorities in EU countries (i.e. the Member States) to aid enforcement of Novel Food Regulations.

The principles underpinning Novel Food in the European Union are that Novel Foods must be: safe for consumers; properly labelled, so as not to mislead consumers; and, if novel food is intended to replace another food, it must not differ in a way that the consumption of the Novel Food would be nutritionally disadvantageous for the consumer. Before a Novel Food can be legally marketed in the EU, a pre-market safety assessment and authorisation on the basis of an evaluation in line with the above principles is necessary.

The UK Food Standards Agency (FSA) consulted with industry representatives, local authorities and other stakeholders following this change to the EU Novel Foods Catalogue. The consultation ended on 31 March 2019 and the FSA subsequently reported that food businesses had not been able to show that there had been a significant history of consumption of these products in food or food supplements in the EU prior to 15 May 1997. Accordingly, the FSA announced that submissions of Novel Food applications must occur prior to 31 March 2021 and that only products that have submitted a valid application will be allowed to remain on the market.

As at the date of this Document, whilst some Member States (such as Ireland) have determined the scope of the Novel Food status with respect to CBD, some other Member States have not, and this may leave consumers in some EU countries unable to access CBD, and producers unable to sell all CBD related products until matters are finally determined. Furthermore, the authorities in Austria have apparently banned the sale of CBD products for the time being as a result of the Novel Food classification.

The lack of clarity concerning the application of the novel foods regime to CBD products in certain jurisdictions could conceivably limit the products that it is possible to sell and market to customers. The Directors cannot provide any assurances that there will be any change to the novel food regime in the near future or at all.

Research on the Medical Benefits of Cannabis

The statements made in this Document regarding the medical benefits of Cannabis are based on published articles and reports and as such, are subject to the experimental parameters, qualifications and limitations in the studies that have been completed.

The Directors believe that the articles and reports that this Document is based on and that are referred to in this Document support their beliefs regarding the medical benefits, viability and efficiency of Cannabis. Future research and clinical trials may however prove such statements to be incorrect and/or may raise concerns regarding any perceptions relating to Cannabis. This may have material adverse effects on the demand for the products of the Company, which may in turn have material adverse effects on the business, financial condition, results and/or future operations of Company.

Consumer Perception

The Board believes that the success of the Cannabis industry is highly dependent upon consumer perception regarding the medical benefits, safety, efficacy and quality of Cannabis distributed to such consumers.

Consumer perception may be significantly influenced by scientific research and findings, regulatory investigations, litigation, political statements, media attention and other publicity. There can be no guarantees that further scientific research and findings, regulatory investigations, litigation, political statements, media attention and other publicity will be favourable to the Cannabis market. Further scientific research and findings, regulatory investigations, litigation, political statements, media attention and other publicity that are less favourable than or question the validity of earlier scientific research and findings, regulatory

investigations, litigation, political statements, media attention and other publicity may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

Agricultural Risks

As with any agricultural enterprise, there are risks that products may be affected by pests, diseases, weather conditions and other factors. To a certain extent, agricultural best practice can mitigate the risks of outbreaks of pests and diseases. However, such risks cannot be entirely removed.

Cannabis plants are susceptible to a number of pests and diseases. The threat of disease spread by pests or climate conditions is an on-going risk.

Adverse climate conditions and abrupt changes in weather patterns may impact Cannabis plant yields. Decrease in yields may have an adverse effect on the business, financial condition, results and/or future operations of the Company.

Natural disasters may result in significant and prolonged disruptions or delays in the Company's business activities. This may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

Competition

There is competition in the Cannabis market generally. The Company will face competition from both existing competitors, who may make significant improvements to their products, and additional competitors entering the market.

Competition may exist that will impact the Company's ability to identify and acquire suitable investments in accordance with its strategy. It may also lead to the price of investments being increased by the vendor(s) as a result of the receipt of competing bids by other potential purchasers. This may result in increased costs in the carrying on of the Company's activities and reduced available growth opportunities.

The Company's competitors may have greater financial resources, research and development staff, local contacts, facilities and other resources and as a result may be in a better position to compete for opportunities.

As the Company has no operating history, it may have less market experience than its competitors. If competitors establish a more prominent market position than the Company, the Company may be unable to increase its sales or market share.

Any failure of the Company to compete effectively may materially adversely affect the Company's the business, financial condition, results and/or future operations.

The Company may need to invest financial resources in research and development to maintain its competitive advantage. There can be no guarantee that the Company will be in the financial position to do so.

All statements made regarding the Company's competitive position are based on the Directors' belief and speculation based on their understanding of the current market for Medical Cannabis, and the investment market relating thereto.

Damage to Reputation

The Company's reputation may be damaged as a result of the actual or perceived occurrence of various events, such as reports of side effects of any products of the Company.

The increased use of social media and the internet in general in recent years makes it easier for users to connect with each other and to share their opinions. This may lead to the spread of negative publicity and opinions on the Company and its activities.

Damage to the Company's reputation may result in a loss in investor confidence, difficulties in building and maintaining relationships with consumers, potential vendors, finance providers and the community. This may have may have material adverse effects on the business, financial condition, results and/or future operations of the Company.

RISKS RELATING TO THE ORDINARY SHARES

Lack of Prior Market

There has been no prior public market in the Ordinary Shares. This means that the trading price of the Ordinary Shares is likely to be volatile.

There may be little or no trading in the Ordinary Shares, which may result in Shareholders being unable to dispose of their shareholdings at or above the Subscription Price or at all.

Fluctuations in the price of Ordinary Shares

The market price of Ordinary Shares may be subject to fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets, additions or departures of the Company's management and/or key personnel and factors outside the Company's control, including, but not limited to, general economic conditions, the performance of the overall stock market, other Shareholders buying or selling large numbers of Ordinary Shares and changes in legislations or regulations.

Stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for Ordinary Shares.

The value of Ordinary Shares may go down as well as up. Investors may therefore realise less than, or lose all of, their original investment.

Realisation of Investment

The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets. Potential investors should be aware that the value of Ordinary Shares can rise or fall and that there may not be proper information available for determining the market value of an investment in the Company at all times.

The Subscription Price may not be indicative of the market price of the Ordinary Shares following Admission. The market price of the Ordinary Shares following Admission may be significantly different from the Subscription Price. Shareholders may be unable to dispose of their shareholdings at or above the Subscription Price.

Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may be difficult to realise.

RISKS RELATING TO FINANCIAL MATTERS

Financing Risks and Requirements for Further Funds

It is likely that the Company will be required to seek further equity financing. The Company's ability to raise further funds will depend on the success of its strategy and operations. The Company may not be successful in procuring the requisite funds on terms that are acceptable to it, or at all. If such funding is unavailable, the Company may be required to reduce the scope of its operations and investments or anticipated expansion, abandon its strategy, forfeit its interest in some or all of its assets, incur financial penalties or miss certain acquisition opportunities.

If additional funds are raised through the issue of new equity or equity-linked securities of the Company other than on a pro rata basis to existing Shareholders, the percentage ownership of the existing Shareholders may be reduced. Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to Ordinary Shares. The Company may issue Ordinary Shares as consideration for acquisitions or investments, which would result in a dilution of Shareholders' respective shareholdings. Equity issues may result in a change of control of the Company.

Tax Risks

The Company may undertake operations or make investments or acquisitions that will subject the Company to withholding taxes in various jurisdictions. In the event that withholding taxes are imposed with respect to any of the Company's operations, investments or acquisitions, the effect will generally be to reduce the income received by the Company on such investments or acquisitions. Such withholding taxes may be imposed on income, gains, issue of securities or supporting documents, including the contracts governing the terms of any financial instrument and such taxes may be confiscatory in nature. The Company may make investments in jurisdictions where the tax regime is not fully developed or is not certain.

There can be no certainty that the current taxation regime in England and Wales or in other jurisdictions within which the Company may operate will remain in force or that the current levels of corporation taxation will remain unchanged. Any change in the tax status or tax legislation may have material adverse effects on the financial position of the Company.

RISKS RELATING TO TRADING ON THE AQSE GROWTH MARKET

Investment in Unlisted Securities

Investments in shares traded on the AQSE Growth Market are perceived as involving a higher degree of risk and of being less liquid than investments in those companies admitted to trading on the Main Market or Alternative Investment Market, both of the London Stock Exchange.

The value of Ordinary Shares may go down as well as up. Investors may therefore realise less than, or lose all of, their original investment.

Market risks

Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may be difficult to realise.

Continued admission to the AQSE Growth Market is entirely at the discretion of Aquis Exchange.

Any changes to the regulatory environment, in particular the AQSE Rules could, for example, affect the ability of the Company to maintain a trading facility on the AQSE Growth Market.

PART III

FINANCIAL INFORMATION ON PHARMA C INVESTMENTS PLC

SECTION A

ACCOUNTANTS' REPORT ON THE SPECIAL PURPOSE HISTORICAL FINANCIAL INFORMATION OF PHARMA C INVESTMENTS PLC

PKF Littlejohn LLP

The Directors
Pharma C Investments Plc
85 First Floor, Great Portland Street,
London,
W1W 7LT

The Directors
Beaumont Cornish Limited
Building 3
566 Chiswick High Road
London W4 5YA



Accountants &
business advisers

20 May 2021

Dear Sirs

Pharma C Investments Plc (the “Company”)

Introduction

We report on the historic financial information set out in Section A of Part III (the “Financial Information”) relating to Pharma C Investments Plc (“the Company”). This information has been prepared for inclusion in the AQSE Growth Market admission document dated 20 May 2021 (the “Admission Document”) relating to the proposed admission to the AQSE Growth Market of Pharma C Investments Plc and on the basis of the accounting policies set out in note 2 to the Financial Information. This report is given for the purpose of complying with Appendix 1 to the AQSE Rules and for no other purpose.

Responsibility

The Directors of the Company are responsible for preparing the Financial Information on the basis of preparation set out in the notes to the Financial Information and in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union.

It is our responsibility to form an opinion as to whether the Financial Information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Save for any responsibility arising under Appendix 1 of the AQSE Rules to any person as and to the extent provided, and save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Appendix 1 of the AQSE Rules, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures

in the Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the Company and consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the Financial Information gives, for the purpose of the Admission Document dated 20 May 2021, a true and fair view of the state of affairs of Pharma C Investments Plc as at 31 December 2020 and 2019 and of its results, cash flows and changes in equity for the period then ended in accordance with the applicable financial reporting framework and has been prepared in a form that is consistent with the accounting policies adopted by the Company.

Declaration

For the purposes of paragraph (a) of Appendix 1 of the AQSE Rules we are responsible for this report as part of the Admission Document and declare we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Appendix 1 of the AQSE Rules.

Yours faithfully

PKF Littlejohn LLP

Reporting Accountants

PART III

SECTION B

HISTORICAL FINANCIAL INFORMATION OF PHARMA C INVESTMENTS PLC

Statement of Comprehensive Income
for the year ended 31 December 2020

	Notes	Year to 31 December 2020 £	Period to 31 December 2019 £
Continuing operations			
Administrative expenses	5	(92,217)	(176,966)
Loss before taxation	5	(92,217)	(176,966)
Income tax	8	-	-
Loss for the period		(92,217)	(176,966)
Other comprehensive income		-	-
Total comprehensive income for the period		(92,217)	(176,966)
Earnings per share:			
Basic and diluted earnings per share (GB pence)	9	(0.09)	(0.18)

There was no other comprehensive income during the period.

The notes on pages 37 to 44 are an integral part of this financial information.

Statement of Financial Position

As at 31 December 2020

	Notes	31 December 2020 £	31 December 2019 £
Current assets			
Other receivables	11	7,628	56,117
Cash and cash equivalents	12	7,645	44,043
Current and Total Assets		15,273	100,160
Current liabilities			
Trade and other payables	13	(36,956)	(29,626)
Net (liabilities)/assets		(21,683)	70,534
Equity			
Share capital	14	247,500	247,500
Retained earnings		(269,183)	(176,966)
Total equity		(21,683)	70,534

The notes on pages 37 to 44 are an integral part of this financial information.

Statement of Changes in Equity
For the year ended 31 December 2020

	Share capital	Retained earnings	Total
	£	£	£
On incorporation	-	-	-
Loss for the period	-	(176,966)	(176,966)
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	(176,966)	(176,966)
Transactions with owners:			
Issue of share capital	247,500	-	247,500
Total transactions with owners, recognised directly in equity	247,500	-	247,500
As at 31 December 2019	247,500	(176,966)	70,534
Loss for the period	-	(92,217)	(92,217)
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	(92,217)	(92,217)
Transactions with owners:			
Issue of share capital	-	-	-
Total transactions with owners, recognised directly in equity	-	-	-
Balance at 31 December 2020	247,500	(269,183)	(21,683)

The notes on pages 37 to 44 are an integral part of this financial information.

Statement of Cash Flows
for the year ended 31 December 2020

	Notes	Year to 31 December 2020	Period to 31 December 2019
		£	£
Cash flows from operating activities			
Loss before tax		(92,217)	(176,966)
<i>Adjustments</i>			
Share based payments		50,000	132,500
Increase in payables		7,330	29,626
Increase in receivables		(1,511)	(6,117)
Net cash used in operating activities		(36,398)	(20,957)
Cash flows from financing activities			
Issue of shares (net of share issue expenses)		(-)	65,000
Net cash (used in)/generated from financing activities		(-)	65,000
Net (decrease)/increase in cash and cash equivalents during the period		(36,398)	44,043
Cash at the beginning of period		44,043	-
Cash and cash equivalents at the end of the period	12	7,645	44,043

Significant non-cash transactions

During the period, £50,000 (2019 - £132,500) of Directors' consultancy fees were settled by issuing equity. The fees were payable in Ordinary shares issued at par value, totalling 20,000,000 (2019 - 53,000,000) shares. See Note 7 for more details.

The notes on pages 37 to 44 are an integral part of this financial information.

Notes to the financial information

1. GENERAL INFORMATION

Pharma C Investments PLC is a company incorporated and domiciled in the United Kingdom. The address of the registered office is 85 First Floor, Great Portland Street, London, W1W 7LT.

The Company changed its status from a private limited company and re-registered as a PLC on 6 February 2019.

The principal activity of the Company is that of an Investment Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial information of Pharma C Investments PLC have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and as applied in accordance with the provisions Of the Companies Act 2006. The principal accounting policies adopted by the Company are set out below.

The principal accounting policies applied in the preparation of these financial information are set out below. The policies have been consistently applied throughout the period, unless otherwise stated.

2.1 Basis of preparation

The financial information have been prepared in accordance with International Financial Reporting Standards (IFRSs) and IFRIC interpretations as adopted by the European Union applicable to companies reporting under IFRSs.

The financial are presented in UK Pounds Sterling rounded to the nearest pound.

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant in the financial information, are disclosed in Note 3. The financial information does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

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

2.2 Standards and interpretations issued and not yet effective

	<u>Effective date</u>
IFRS3 (amendments): Business combinations	1 January 2020
Amendments to the Conceptual Framework in IFRS Standards	1 January 2020
Definition of Material (Amendments to IAS 1 and IAS 8)	1 January 2020
Covid-19-Related Rent Concessions (Amendment to IFRS 16)	1 January 2020
Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)	1 January 2020

The Company has not yet assessed the full effect of these standards, however, it is not anticipated to have a material impact as it does not trade.

Notes to the financial information (continued)

2.3 Going Concern

The preparation of Financial Information requires an assessment on the validity of the going concern basis.

The Company is dependent on funding from the issue of share capital. Although the Company's assets are not generating revenue streams and an operating loss has been reported, the Directors believe, having considered all available information including cash flows prepared by management, that the Company will have access to sufficient capital resources to meet its expected committed and contractual expenditure over the next 12 months. The Directors acknowledge that further funds will be required and are in advanced negotiations with several stakeholder and are confident of raising the required funds through the issue of new share capital to ensure they can settle their financial obligations as they fall due. The Directors are confident that additional funding will soon be in place and thus have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial information.

At the year end, the Company has net current liabilities at the year end of £21,683. Since the year end, the Company has raised a further £70,000 through a share issue which has been fully paid. The Company has also received an irrevocable commitment from one of these shareholders to commit another £70,000 whether the Company listing is successful or not, in order to help it meet its current obligations and working capital for the next 12 months.

As part of their Going Concern assessment, the Directors have prepared cashflow statements for at least the next 12 months from the date of approval of this financial information that show the company has sufficient working capital to cover its contractual and committed expenditure of the Company for at least 12 months from the date of approval of this financial information. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable.

The Directors have made enquiries and assessed the potential impact of the COVID-19 virus on the Company and taking this into account, believe that the Company has adequate resources to continue in operational existence for the foreseeable future. The financial information have therefore been prepared on a going concern basis.

2.4 Taxation

Current taxation is the taxation currently payable on taxable profit or loss for the period.

Current tax is calculated at the tax rates (and laws) that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial information 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 the 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 tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the year 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 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

Notes to the financial information (continued)

the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2.5 Cash and cash equivalents

Cash and cash equivalents comprise cash at hand and current and deposit balances at banks.

2.6 Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss and amortised cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

The financial assets held comprise cash and other receivables.

Financial assets at fair value through profit and loss are recognised initially at fair value. Subsequent to initial recognition they are measured at fair at each reporting period. Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

Financial liabilities

The Directors determine the classification of the Company's financial liabilities at initial recognition. The financial liabilities held accrued liabilities and are classified as other financial liabilities.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

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

2.7 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 JUDGMENTS AND ESTIMATIONS

The preparation of the financial information in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial information and the reported amounts of expenses during the reporting period. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results ultimately may differ from these estimates.

There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Notes to the financial information (continued)**4. BUSINESS SEGMENTS**

For the purpose of IFRS 8, the Chief Operating Decision Maker "CODM" takes the form of the board of directors. The Directors are of the opinion that the business of the Company comprises a single activity as it has not made any investments. As such the financial information of the segment is the same as that set out in the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the statement of cash flows.

5. EXPENSES BY NATURE

	Year ending 31 December 2020 £	Period ending 31 December 2019 £
Website costs	-	8,390
Audit and accounting	14,530	18,550
Consultancy	27,300	2,417
Director fees	50,000	132,500
Other professional fees	302	14,848
Other operating expenses	85	261
Total administrative expenses	92,217	176,966

6. AUDITOR REMUNERATION

During the period the Company obtained the following services from the auditor:

	Year ending 31 December 2020 £	Period ending 31 December 2019 £
Fees payable to the auditor for the audit of the Company	9,450	8,000
Fees payable to the auditor for non-audit services	2,980	9,050
Total auditor's remuneration	12,430	17,050

Notes to the financial information (continued)

7. DIRECTORS' REMUNERATION

Paul Ryan received remuneration for his services during the year totalling £NIL (2019 - £57,500) in the form of NIL (2019 - 23,000,000) shares issued at par value.

Noel Lyons received remuneration for his services during the year totalling £NIL (2019 - £75,000) in the form of NIL (2019 - 30,000,000) shares issued at par value.

Gavin Sathianathan received remuneration for his services during the year totalling £50,000 (2019 - £NIL) in the form of 20,000,000 (2019 - NIL) shares issued at par value.

The average number of employees, including Directors, in the year was 2 (2019 – 2). There were no employees during the year other than Directors.

8. INCOME TAX

	Year ending 31 December 2020 £	Period ending 31 December 2019 £
Current tax	-	-
Loss on ordinary activities before taxation	(92,217)	(176,966)
UK Corporation tax at 19.00%	(17,521)	(33,624)
Effects of:		
Adjustments in respect of prior periods	3,420	-
Tax losses carried forward on which no deferred tax asset is recognised	47,725	33,624
Income tax	-	-

No deferred tax asset has been created in respect of tax losses carried forward as the Directors do not anticipate suitable taxable profits to arise in the foreseeable future.

9. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Year ending 31 December 2020 £	Period ending 31 December 2019 £
Loss from continuing operations attributable to equity holders of the company	(92,217)	(176,966)
Weighted average number of ordinary shares in issue	99,000,001	99,000,001
	GB pence	GB pence
Basic and fully diluted loss per share from continuing operations	(0.09)	(0.18)

Notes to the financial information (continued)

10. DIVIDENDS

There were no dividends paid or proposed by the Company in either period.

11. TRADE AND OTHER RECEIVABLES

	At 31 December 2020 £	At 31 December 2019 £
Other receivables	7,628	56,117
	7,628	56,117

Other receivables comprise £NIL (2019 - £50,000) outstanding from unpaid share capital issued during the year. £7,628 (2019 - £6,117) relates to prepaid service fees.

12. CASH AND CASH EQUIVALENTS

	At 31 December 2020 £	At 31 December 2019 £
Cash at bank and on hand	7,645	44,043

All of the Company's cash and cash equivalents are held in accounts which bear interest at floating rates and the Directors consider their carrying amount approximates to their fair value.

13. TRADE AND OTHER PAYABLES

	At 31 December 2020 £	At 31 December 2019 £
Trade payables	11,063	18,276
Accrued expenses	25,893	11,350
	36,956	29,626

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The Directors consider that the carrying amount of trade payables approximates to their fair value.

Notes to the financial information (continued)

14. SHARE CAPITAL AND SHARE PREMIUM

	Number of ordinary shares of 0.25p	Share capital £
At incorporation	1	-
Issued 30 January 2019	99,000,000	247,500
At 31 December 2020	99,000,001	247,500

No shares have been issued during the year.

At the balance sheet date, the Company showed the following share options to Directors and other investors.

Name of director or former director	Options granted	Options lapsed	Number vested	Grant date	Average exercise price	Average date of expiry
Paul Ryan	15,000,000	-	-	25 Jan 19	0.25p	
Eileen Maher	2,800,000	-	-	25 Jan 19	0.25p	
Other Investors	30,000,000	-	-	25 Jan 19	0.25p	
Other Investors	41,600,000	-	-	25 Jan 19	0.5p	

These options will only vest if the Company is listed. All these share options are expected to be cancelled post year-end prior to the Company listing.

15. RISK MANAGEMENT OBJECTIVES AND POLICIES

Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's business activities may not be available. The Company closely monitors its access to bank and other credit facilities in comparison to its outstanding commitments on a regular basis through the use of cash flow forecasts to ensure that it has sufficient funds to meet the obligations of the Company as they fall due.

Credit risk

Credit risk is the potential exposure of the Company to loss in the event of non-performance by counterparty. Management's policy is to hold cash and cash equivalents in reputable financial institutions in the UK. The Company does not have any receivables that are past due at the reporting date but have not been provided or impairment.

Foreign currency risk

The Company has a very limited exposure to foreign exchange risk as all operations of the Company have been denominated in British Pounds.

Capital risk management

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 to enable the Company to continue its activities. The Company monitors its level of cash resources available against future planned activities and may issue new shares in order to raise further funds from time to time.

Notes to the financial information (continued)

16. FINANCIAL INSTRUMENTS

	At 31 December 2020 £	At 31 December 2019 £
FINANCIAL ASSETS AT AMORTISED COST:		
Other receivables	7,628	56,117
Cash and cash equivalents	7,645	44,043
	15,273	100,160

17. RELATED PARTY TRANSACTIONS

During the year, the Company paid £27,000 for Consultancy services from Alta Flora Limited, a company for which Gavin Sathianathan is the CEO and majority shareholder. This was deemed to be carried out at an arms length basis.

There were no other transactions with related parties other than those detailed in Note 7.

18. POST PERIOD-END EVENTS

Following the year end, a further 28 million shares were issued at par value of £70,000. They were issued to a range of unconnected parties.

It remains the intention of the Company to raise the necessary investment required with a view to list the Company on the AQUIS Stock Exchange post year end.

19. ULTIMATE CONTROLLING PARTY

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

20. CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There were no contingent liabilities or capital commitments at 31

PART IV

ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated in England and Wales as a private limited company on 28 August 2018 and was re-registered as a public limited company on 6 February 2019 under the Companies Act 2006 under the name Pharma C Investments PLC with registered number 11540119 and registered office at 1 Bentinck Street, London, United Kingdom, W1U 2EA. The registered office address was changed to 27-28 Eastcastle Street London W1W 8DH on 18 November 2019. The registered office address was changed to 85 First Floor, Great Portland Street, London, W1W 7LT on 16 March 2021.
- 1.2 The Company is a public limited company and accordingly the liability of its members is limited. The Company and its activities and operations are principally regulated by the Act and the regulations made thereunder.
- 1.3 The registered office of the Company is 85 First Floor, Great Portland Street, London, W1W 7LT. The Company's telephone number is + 44 (0) 07894 084 218.
- 1.4 The accounting reference date of the Company is currently 31 December.

2. Share Capital of the Company

- 2.1 Since incorporation, there have been the following changes to the issued share capital of the Company:
- 2.1.1 The Company was incorporated with an issued share capital of 1 Ordinary Share, with a nominal value of £0.0025.
- 2.1.2 On 30 January 2019 the Company issued 79,000,000 Ordinary Shares of £0.0025 as part of a subscription by private investors for cash and in lieu of services provided;
- 2.1.3 On 30 January 2019 the Company issued 20,000,000 Ordinary Shares unpaid, these shares were fully paid up on 7 May 2021;
- 2.1.4 At an annual general meeting of the Company held on 12 May 2021 it was resolved that:
- (a) THAT, pursuant to section 551 of the Act the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £2,500,000 (the "Authority") PROVIDED that the Authority shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of Authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if the Authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.
- (b) THAT, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the Authority, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities.
- 2.1.5 Between 8 March 2021 and 19 March 2021 the Company issued 28,000,000 Ordinary Shares of £0.0025 as part of a subscription by private investors for cash.
- 2.1.6 On 20 May 2021, the Company issued and allotted (conditional upon Admission) 142,857,143 Ordinary Shares to raise £1,000,000 at an issue price of 0.7pence from certain private investors pursuant to the Subscription and investors through the Placing.
- 2.2 Pursuant to the Act, with effect from 1 October 2009, the concept of authorised share capital was abolished and accordingly there is no limit on the maximum number of shares that may be allotted by the Company save for those restrictions set out in the Articles.

2.3 As at 20 May 2021, the issued and fully paid up share capital of the Company was as follows:

Issued and fully paid		
Number and Class	Nominal Amount (£)	Total Aggregate Amount (£)
127,000,001 Ordinary Shares	0.0025	317,500.0025

2.4 The issued and fully paid share capital of the Company immediately following Admission is expected to be as follows:

Issued and fully paid on Admission		
Class	Nominal Amount (£)	Total Aggregate Amount (£)
269,857,144 Ordinary Shares	0.0025	674,643

2.5 Prior to Admission, the Company's share capital consists of one class of Ordinary Shares with equal voting rights (subject to the Articles) and the Ordinary Shares are freely transferrable in both certificated and uncertificated form. No Shareholder has any different voting rights from any other Shareholder. The same rights will apply to the Company's Issued Share Capital following Admission.

3. Summary of the Articles of Association of the Company

Pursuant to section 31 of the Act, the objects for which the Company is established are unrestricted and the Company has full power and authority to carry out any object not prohibited by law. The Articles, which were adopted by resolution passed at the general meeting of the Company held on 1 September 2020, contain, inter alia, provisions to the following effect:

3.1 Voting rights

At general meetings of the Company, on a show of hands every member holding Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share held by him.

3.2 Variation of rights

Subject to the provisions of the Act, if the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated (a) in such manner as may be provided by such rights or (b) in the absence of any such provision with the written consent of the holders of three quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.

3.3 Transfer of shares

All transfers of certificated shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. All transfers of uncertificated shares shall be made in accordance with and be subject to the Uncertificated Securities Regulations 2001 and the facilities and requirements of the Relevant System concerned and subject thereto in accordance with any arrangements made by the Board.

3.4 Return of capital on a winding up

On a winding up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and for such purpose may set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between members or classes of members as the liquidator determines.

3.5 Restrictions on shares

If the Board is satisfied that a member or any person appearing to be interested in shares in the Company has been duly served with a notice under section 793 of the Act and is in default in supplying to the Company the information thereby required within a prescribed period after the service of such notice, the Board may serve on such member or

on any such person a notice (“a direction notice”) in respect of the shares in relation to which the default occurred (“default shares”) directing that a member shall not be entitled to vote at any general meeting or class meeting of the Company. Where default shares represent at least 0.25 per cent. of the class of shares concerned the direction notice may in addition direct that any dividend (including shares issued in lieu of a dividend) which would otherwise be payable on such shares shall be retained by the Company without liability to pay interest and no transfer of any of the shares held by the member shall be registered unless it is a transfer on sale to a bona fide unconnected third party, or by the acceptance of a take-over offer or through a sale through a recognised investment exchange as defined in the FSMA.

3.6 *Pre-emption*

Subject to the provisions of the Act and any resolution of the Company relating thereto or relating to any authority to allot any shares in the Company or grant any right to subscribe for or convert any securities into any shares of the Company, the Directors may allot (with or without conferring a right of renunciation), grant options over offer or otherwise deal with or dispose of shares of the Company to or in favour of such persons on such terms and conditions at a premium or at par and at such times as the Directors think fit.

3.7 *Share capital*

The Company may from time to time by ordinary resolution (a) consolidate and divide all or any of its shares into shares of larger amount; or (b) sub-divide all or any of its shares into shares of smaller amount.

The Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any manner authorised and subject to the provisions of the Act.

3.8 *Purchases and redemption*

Subject to the provisions of the Act, the Company may purchase its own shares (including redeemable shares).

3.9 *Borrowing powers*

Subject to the provisions of the Act, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

3.10 *Dividends and other distributions*

Subject to the provisions of the Act, the Company may by ordinary resolution in general meeting declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends if it appears to them that the profits available for distribution justify the payment.

All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

Any dividends or other sums payable on or in respect of a share unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend unclaimed after a period of twelve years from the date on which it became due for payment shall be forfeited and shall revert to the Company.

The Board may, if authorised by an ordinary resolution of the Company in general meeting, offer members the right to elect to receive Ordinary Shares credited as fully paid up instead of cash, in respect of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution.

3.11 *Directors*

At every annual general meeting any Directors:

- (a) who have been appointed by the Directors since the last annual general meeting; or
- (b) who were not appointed or reappointed at one of the preceding two annual general meetings must retire from office and may offer themselves for reappointment by the members.

The Directors may resolve to authorise a matter proposed to them which would otherwise result in a Director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest.

The Directors who do not hold executive office shall be paid by way of fees for their services as directors such sums as the Board may from time to time determine.

Each Director shall be entitled to any reasonable expenses as he may properly incur, including in attending meetings of the Board, committees of the Board, general meetings or separate meetings of any class of shares or of debentures of the Company.

Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two but is not subject to any maximum (unless determined by ordinary resolution). A Director shall not be required to hold any shares in the Company by way of qualification.

The Directors may purchase and maintain insurance at the expense of the Company for a person who is, or was at any time, a Director, officer or employee of the Company or any other body in which the Company is or has been interested, against any liability incurred by such persons in respect of any act or omission in the actual or proposed exercise of their powers and/or otherwise is relative to their duties, powers or offices in relation to the Company or any such other company, body or pension fund.

3.12 *Authorisation and Notification of interests*

The Board may authorise a matter in respect of any situation in which a Director has, or can have, a direct or indirect interest that conflicts with the interests of the Company, provided that:

- (a) the Director has declared the full nature and extent of the situation to the board; and
- (b) the Directors (other than the conflicted Director who shall not be counted in the quorum at any meeting of the Directors and shall not vote on any resolution of the Directors in relation to such authorisation) may resolve to authorise the conflict and determine the continuing performance by the Director of his duties in relation to such matter.

3.13 *Overseas members*

A member who (having no registered address in the UK) has not supplied to the Company an address for the service of notice within the UK at which notices may be given to him or an address to which notices may be sent using electronic communications shall not be entitled to receive notices from the Company.

3.14 *Meetings of Shareholders*

Subject to the requirement to convene and hold annual general meetings in accordance with the requirements of the Act, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the Act. An annual general meeting shall be called by at least 21 days' notice. All general meetings shall be called by at least 14 days' notice. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, the Directors and the auditors for the time being of the Company. The notice shall specify the time and place of the meeting and notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such. The accidental omission to give notice of a meeting, or to send a form of proxy with a notice where required by the Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by any person, shall not invalidate the proceedings of that meeting. The appointment of a proxy shall be executed by or on behalf of the appointer. Delivery of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion. A corporation which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares.

3.15 *CREST*

The Articles are consistent with CREST membership and, inter alia, allow for the holding and transfer of securities of the Company in uncertificated form. Application will be made for the admission of the Ordinary Shares into CREST with effect from Admission.

4. **Directors' Interests**

- 4.1 On Admission the interests of the Directors and their immediate families and, so far as they are aware having made due and careful enquiries, of persons connected with them (all of which are beneficial, unless otherwise stated) (so far as is known to the Directors, or could with reasonable diligence be ascertained by them) (within the meaning of sections 252 to 254 of the UK Companies Act 2006) in the Issued Share Capital are and will be as follows:

Name	Number of Ordinary Shares on Admission	% of Issued Share Capital on Admission	Number of Options on Admission	% of Fully Diluted Share Capital
Sharon Segal	Nil	-	7,142,857	2.38%
Chana Greenberg	Nil	-	10,714,286	3.56%
Gavin Sathianathan	23,300,000	8.63%	Nil	7.75%

- 4.2 The Company and the Directors are neither aware of any arrangements or operations which may, at a subsequent date, result in a change in control of the Company, nor, that the Company is owned or controlled directly or indirectly by any entity.
- 4.3 Save as disclosed in paragraphs 4.1 above and 5.1 below, as at the date of this Document, the Directors are not aware of any interest which will immediately following Admission represent 3 per cent. or more of the Issued Share Capital or voting rights of the Company or of any person who, directly or indirectly, jointly or severally, exercises or could exercise control of the Company.
- 4.4 There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors.
- 4.5 Sharon Segal is independent of any Significant Shareholders of the Company.
- 4.6 No Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company during the current or immediately preceding financial year, or during any earlier financial year and which remains in any respect outstanding or unperformed.

5. Significant Shareholders

- 5.1 As at 20 May 2021 (being date of this Document) the Company has been notified or is aware of the following holdings which will, following Admission, represent more than 3 per cent. of the Issued Share Capital or voting rights of the Company:

Name	Number of Ordinary Shares prior to Admission	% of Issued Share Capital prior to Admission	Number of Ordinary Shares on Admission	% of Issued Share Capital on Admission
Paul Ryan	23,000,001	18.11%	23,000,001	8.52%
Noel Lyons	26,700,000	21.02%	26,700,000	9.89%
Chris Simpson	10,000,000	7.87%	10,000,000	3.71%
James Simpson	4,000,000	3.15%	4,000,000	1.48%
Nicholas True	12,000,000	9.45%	12,000,000	4.45%
Eugenio Marrapodi	12,000,000	9.45%	22,000,000	8.15%
Richard Paul	4,000,000	3.15%	4,000,000	1.48%
Nikolas West	12,000,000	9.45%	12,000,000	2.25%
Gavin Sathianathan*	23,300,000	18.35%	23,300,000	8.63%
Alan Mcleish	-	-	16,671,700	6.18%
Sebastian Marr	-	-	11,114,467	4.12%

* Director

6. Directors' Terms of Appointment

- 6.1 The Company has entered into service agreements and letter(s) of appointment as follows:

- (a) On 29 April 2021, Chana Greenberg entered into a service agreement with the Company, under the terms of which Chana Greenberg has agreed to act as an Chief Executive Officer of the Company. The service agreement will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months' notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable is £75,000

per annum which shall accrue day-to-day and be payable in monthly arrears. The Director's fees will be reviewed on the first anniversary of Admission.

- (b) On 5 May 2021, Gavin Sathianathan entered into a service agreement with the Company, under the terms of which Gavin Sathianathan has agreed to act as Investment Strategy Director of the Company. The service agreement will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months' notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable is £60,000 per annum which shall accrue day-to-day and be payable in monthly arrears. The Director's fees will be reviewed on the first anniversary of Admission.
- (c) A letter of appointment with Sharon Segal was entered into on 14 April 2021 under the terms of which Sharon Segal has agreed to act as Non-Executive Chairperson of the Company. The letter of appointment will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months' notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable to Sharon Segal is £25,000 per annum. The Director's fees will be reviewed on the first anniversary of Admission.

6.2 Save as referred to above, there are no service agreements or letters of appointment in existence between any of the Directors and the Company.

6.3 The aggregate remuneration paid (including any contingent or deferred compensation) and benefits in kind granted to the Directors by the Company during the financial period ended 31 December 2020 was £50,000.

7. Additional Information on the Directors

7.1 In addition to directorships of the Company, the Directors hold or have held the following directorships (including directorships of companies registered outside England and Wales) or have been partners in the following partnerships within the five years prior to the date of this Document:

Director	Current Directorships/Partnerships	Past Directorships/Partnerships
Chana Greenberg	Hadassah Medical Relief Charity	Advancing Medicine Ltd BSPG Laboratories Ltd Brains Bioceutical Corps
Gavin Sathianathan	Alta Flora Ltd Product Earth Expo Ltd Oxford Cannabinoid Technologies Holdings Plc Matisse Holdings PLC Healthcare Holdings PLC Feed Yourself Limited GHS Capital Ltd GT Advisers Ltd	Patient Led Engagement For Access CIC Candour Ventures Limited Ark Therapeutics Ltd Ark Technologies Heath Technologies Ltd EUCTA New Amsterdam Holding NV Corp New Amsterdam Holdings, Inc Knightsbridge Nevada LLC
Sharon Segal	JW3 Trading Limited Kingsgate Consultancy Limited Bonnick Court Limited Steeple Court Stroud Limited Steeple Court Cromer Limited Patty & Bun Ltd	Kingsgate Central Services Ltd Safestay PLC The ONE Group CA Aldwych Limited HIP Hospitality Limited T.O.G. (UK) Limited T.O.G. (Aldwych) Limited The AllBright Group Homelender Finance Ltd Steeple Court Cheshire Limited Steeple Court Ilkeston Limited Steeple Court (Hucknall) Ltd HIP Hospitality Ltd Segals Investment Limited STK Rebel (Edinburgh) Ltd

In addition:

- i) Sharon Segal was a director from 1 Nov 2010 to 25 Sept 2012 of Juice Brewery Limited. Juice Brewery Limited was subject to a creditor's voluntary liquidation on 23 October 2012. As a result, it reported a shortfall to creditors of £1,991,874.

- ii) Sharon Segal was a director from 12 June 2015 to 3 Jan 2017 of STK Rebel (Edinburgh) Limited. STK Rebel (Edinburgh) Limited was put into a creditors voluntary liquidation on 2 March 2017. As a result, it reported a shortfall to creditors of £704,090.

7.3 Save as set out above, none of the Directors has:

7.3.1 had any previous names;

7.3.2 any convictions in relation to fraudulent offences;

7.3.3 had any bankruptcy order made against him or entered into any voluntary arrangements;

7.3.4 been a director of a company which has been placed in receivership, insolvent liquidation, administration, been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

7.3.5 been a partner in any partnership which has been placed in insolvent liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

7.3.6 been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

7.3.7 been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or

7.3.8 been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a Company.

7.4 None of the Directors has, or has had, any conflict of interest between any duties to the Company and their private interests or any duties they owe. Should the Company make investments which involve related parties, any such investments will comply with the requirements related to such transactions under the AQSE Rules.

8. Material Contracts

8.1 Beaumont Cornish Engagement Letter

An engagement letter dated 12 March 2021 between the Company and Beaumont Cornish (“Beaumont Cornish LOE”) pursuant to which the Company has appointed Beaumont Cornish to act as the corporate adviser to the Company for the purposes of seeking admission of the Company’s shares to trading on the AQSE Growth Market, for which, the Company agreed to pay £30,000 plus VAT and issue Warrants to subscribe for such number of Ordinary Shares at the Placing Price so as to equal £20,000.

8.2 Letter of Appointment – Dr Martin Scurr

A letter of appointment with Dr Martin Scurr was entered into on 12 May 2021 under the terms of which Dr Scurr has agreed to his appointment to the Medicinal Cannabis Technical Advisory Board of the Company. The letter of appointment will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months’ notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable to Dr Scurr is £12,000 per annum. Dr Scurr’s fees will be reviewed on the first anniversary of Admission

8.3 Letter of Appointment – Dr Stuart Ungar

A letter of appointment with Dr Stuart Ungar was entered into on 25 April 2021 under the terms of which Dr Ungar has agreed to his appointment to the Medicinal Cannabis Technical Advisory Board of the Company. The letter of appointment will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months’ notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable to Dr Ungar is £12,000 per annum. Dr Ungar’s fees will be reviewed on the first anniversary of Admission

8.4 Letter of Appointment – Dr Peter Feldschrieber

A letter of appointment with Dr Peter Feldschrieber was entered into on 12 May 2021 under the terms of which Dr Feldschrieber has agreed to his appointment to the Medicinal Cannabis Technical Advisory Board of the Company. The

letter of appointment will be for an initial period of one year effective from Admission unless terminated by either party giving to the other not less than three months' notice in writing, such notice not to be given before 12 months after the date of Admission. The fee payable to Dr Feldschrieber is £12,000 per annum. Dr Feldschrieber's fees will be reviewed on the first anniversary of Admission

8.5 Beaumont Cornish Corporate Adviser Agreement

An AQSE Corporate Adviser agreement dated 20 May 2021 between the Company and Beaumont Cornish pursuant to which the Company has appointed Beaumont Cornish to act as corporate adviser to the Company on an ongoing basis following Admission for which the Company agreed to pay a fee of 20,000 plus VAT per annum, payable quarterly in advance. The agreement contains certain undertakings and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement continues for a fixed period of one year from the date of Admission and thereafter is subject to termination by either party giving three months' prior written notice.

8.6 Beaumont Cornish Introduction Agreement

An introduction agreement dated 20 May 2021 was entered into by the Company, the Directors' and Beaumont Cornish which provides for the responsibilities of the parties in respect of Admission. The Company is required to pay all costs, charges and expenses reasonably agreed in respect of Admission (including Beaumont Cornish's solicitors' fees) The agreement sets out warranties the Company and the Directors have given and will continue to give (until the time of Admission and with effect thereafter) to Beaumont Cornish.

8.7 Pello– Engagement Letter

The Company entered into a letter of engagement ("Pello LOE") on 13 April 2021 with Pello Capital Limited ("Pello"), in which the Company appointed Pello both as a corporate adviser and as placing agent to the Company. Pursuant to the terms of the Pello LOE, Pello agrees *inter alia* to use reasonable endeavours to place shares in the Company and to generate investor interest in the Ordinary Shares. In consideration for providing the services the Company has agreed to pay Pello: (i) a commission equal to 6% of the gross aggregate value of the shares which are the subject of any placing; (ii) a warrant equal to 6% of the aggregate value of the shares subscribed for by Pello in any shares placing (iii) an annual retainer of £25,000; (iv) certain costs associated to providing the services. The Pello LOE may be terminated by either party providing 90 days' written notice but such notice may not be provided for the period being 12 months from the date of the Pello LOE. The Company also undertook to Pello that for the period beginning on the date of the Pello LOE and the date falling 21 days after, if the Company raises funds with a party other than Pello, it commits to offer investors of Pello the opportunity to participate on equal terms with a minimum allocation of 25% of Pello's requested investment.

8.8 Warrant Instrument - Pello

Pursuant to the terms of the Pello LOE, the Company entered into a warrant instrument dated 20 May 2021, the Company granted Pello warrants to subscribe for 7,971,429 Ordinary Shares at the Issue Price, which may be exercised at any time during the period beginning one year from Admission and ending on the date falling five years from Admission.

8.9 Warrant Instrument – Beaumont Cornish

Pursuant to the terms of the Beaumont Cornish LOE, the Company entered into a warrant instrument dated 20 May 2021, the Company granted Beaumont Cornish warrants to subscribe for 2,857,142 Ordinary Shares at the Issue Price, which may be exercised at any time during the period beginning one year from Admission and ending on the date falling five years from Admission.

8.10 Subscription Letter

The Company issued Subscription Letter to the Subscriber in which the Subscriber agreed to subscribe for in aggregate 10,000,000 Ordinary Shares at the Issue Price conditional upon Admission occurring prior to 30 July 2021.

8.11 Directors Lock-In Agreement

Lock-in agreement dated 20 May 2021 between (1) the Persons Discharging Managerial Responsibility, being the Directors (2) the Company and (3) Beaumont Cornish, (the "PRDMR Lock-In Agreement") pursuant to which the Persons Discharging Managerial Responsibility have agreed with Beaumont Cornish and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission (the "Lock-In Period"). In addition, each of the Persons Discharging Managerial Responsibility referred to above have undertaken to the Company and Beaumont Cornish not to dispose of their Shares for a period of 12 months after the end of the Lock-In Period without first consulting the Company and Beaumont Cornish in order to maintain an orderly market for the Shares. Certain disposals are excluded from the PDMR Lock-In Agreement including those relating to acceptance of a general offer made to all Shareholders, pursuant to a court order, in the event of the death of a Person Discharging Managerial Responsibility or

as otherwise agreed to by the AQSE Growth Market and Beaumont Cornish. The PDMR Lock-In Agreement also contains covenants given by the Persons Discharging Managerial Responsibility to use their reasonable endeavours to ensure that any persons deemed to be connected with them also adhere to the terms of the PDMR Lock-In Agreements.

8.12 Founders Orderly Market Agreement

Orderly Market agreement dated 20 May 2021 between (1) the Founders, being the Paul Ryan and Noel Lyons (2) the Company and (3) Beaumont Cornish, (the “Founders Orderly Market Agreement”) pursuant to which the Founders have agreed with Beaumont Cornish and the Company not to dispose of their Shares for a period of 12 months from the date of Admission without obtaining written consent from Beaumont Cornish in order to maintain an orderly market for the Shares. Certain disposals are excluded from the Founders Orderly Market Agreement including those relating to acceptance of a general offer made to all Shareholders, pursuant to a court order, in the event of the death of a Founder or as otherwise agreed to by the AQSE Growth Market and Beaumont Cornish. The Founders Orderly Market Agreement also contains covenants given by the Founders to use their reasonable endeavours to ensure that any persons deemed to be connected with them also adhere to the terms of the Founders Orderly Market Agreement.

9. Related Party Transactions

Save as disclosed in paragraph 17 of Part III there are no material related party transactions required to be disclosed under the accounting standards applicable to the Company, to which the Company was a party during the period of twelve months preceding the date of this Document..

10. Litigation

The Company is not involved in any legal, governmental or arbitration proceedings which may have or have had since incorporation a significant effect on the Company’s financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Company.

11. United Kingdom Taxation

General

The following summary is intended as a general guide for UK tax resident Shareholders as to their tax position under current UK tax legislation and HMRC practice as at the date of this Document. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The Company is at the date of this Document resident for tax purposes in the United Kingdom and the following is based on that status. It should be noted that a number of the UK tax treatments referred to below relate to unquoted shares as shares quoted on the AQSE Growth Market are generally treated as unquoted for these purposes.

This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position applicable to Shareholders resident and domiciled for tax purposes in the UK (except in so far as express reference is made to the treatment of non-UK residents) and who are absolute beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment. This summary does not address the position of certain classes of Shareholders who (together with associates) have a 5 per cent. or greater interest in the Company, or, such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds, charities or UK insurance companies or whose shares are held under a personal equity plan or an individual savings account or are “employment related securities” as defined in section 421B of the Income Tax (Earnings and Pensions) Act 2003. Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the UK should consult his professional advisers immediately as to the taxation consequences of their purchase, ownership and disposition of Ordinary Shares.

This summary is based on current United Kingdom tax legislation. Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below.

Taxation of dividends

United Kingdom resident shareholders

UK resident individuals are entitled to a £2,000 annual dividend allowance. Dividends received and not exceeding this allowance will not be subject to income tax. Dividends received in excess of this allowance will be taxed at 7.5 per cent up to the limit of the basic rate income tax band. Dividends received in excess of the basic rate income tax band will be taxed at 32.5% up to the limit of the higher rate income tax band. Where dividends are received in excess of the higher rate income tax band, then the excess will be taxed at 38.1% being at the additional rate of income tax.

Dividends received by the trustees of discretionary or accumulation trusts and not exceeding the first band will be taxed at 7.5%. The first band is established by taking £1,000 and dividing this amount by the number of settlements formed by the settlor up to a maximum of 5. The minimum first band is £200. Any dividends received by such trusts in excess of the first band will be taxed at 38.1%. If the shareholder is in doubt as to the amount of the first band, then independent professional advice should be sought.

United Kingdom pension funds and charities are generally exempt from tax on dividends which they receive.

Companies

Subject to UK dividend exemption rules, a corporate Shareholder resident in the UK (for tax purposes) should generally not be subject to corporation tax or income tax on dividend payments received from the Company.

Non-residents

Non-UK resident shareholders may be liable to tax on the dividend income under the tax law of their jurisdiction of residence and should consult their own tax advisers in respect of their liabilities on dividend payments.

Taxation of chargeable gains

United Kingdom resident shareholders

A disposal of Ordinary Shares by a Shareholder, who is resident for tax purposes in the UK, will in general be subject to UK taxation on the chargeable gain arising on a disposal of Ordinary Shares.

UK resident individuals are entitled to an annual allowance to be deducted from any chargeable gain that would otherwise be taxable in the relevant tax year. The annual allowance for the tax year to 5 April 2020 is £12,000. Generally speaking, where the individual's taxable chargeable gains exceed the allowance, then these gains will be taxed at 10%, but only to the extent that the individual's taxable income and chargeable gains do not exceed the basic rate income tax band. Where the individual's taxable income and chargeable gains exceeds the basic rate income tax band and then the remaining chargeable gain will be taxed at 20%.

The trustees of discretionary or accumulation trusts may be able to claim an annual allowance being one-half of the allowance available to individuals. For the tax year ended 5 April 2020 the allowance is £6,000. Independent professional advice should be sought before claiming this allowance. Where the allowance is claimed then chargeable gains in excess of this amount will be liable to tax at 20%. Where the allowance is not claimed then the whole chargeable gain will be liable to tax at 20%.

Non-residents

A Shareholder who is not resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation through such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of shares while they are temporarily non-resident may be treated as disposing of them in the tax year in which they again become resident in the UK.

All non-resident or non-domiciled shareholders should seek professional advice before considering a transaction which will be considered a chargeable gain.

Companies

For UK corporates, chargeable gains are currently chargeable at the rate of 19 per cent subject to indexation which may apply to reduce any such gain, although indexation cannot create or increase a capital loss. Other reliefs may be relevant.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The statements below (which apply whether or not a Shareholder is resident or domiciled in the UK) summarise the current position and are intended as a general guide only to stamp duty and SDRT. Certain categories of person are not liable to stamp duty or SDRT, and special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositaries and clearance services) who may be liable to stamp duty or SDRT at a higher rate or who may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

The AQSE Growth Market is a designated a Recognised Growth Market by HMRC which means that trades executed in UK companies on this market are exempt from UK Stamp Duty and Stamp Duty Reserve Tax.

Inheritance tax

Shareholders regardless of their tax status should seek independent professional advice when considering any event which may give rise to an inheritance tax charge.

Ordinary Shares beneficially owned by an individual Shareholder will be subject to UK inheritance tax on the death of the Shareholder (even if the Shareholder is not domiciled or deemed domiciled in the UK); although the availability of exemptions and reliefs may mean that in some circumstances there is no actual tax liability. A lifetime transfer of assets to another individual or trust may also be subject to UK inheritance tax based on the loss of value to the donor, although again exemptions and reliefs may be relevant. Particular rules apply to gifts where the donor reserves or retains some benefit.

The above is a summary of certain aspects of current law and practice in the UK, which does not constitute legal advice. Therefore, a Shareholder who is in any doubt as to his tax position, or who is subject to tax in a jurisdiction other than the UK, should consult his or her professional adviser immediately.

12. General

- 12.1 The total costs and expenses in relation to Admission payable by the Company are estimated to amount to approximately £80,000 (excluding VAT).
- 12.2 Except as disclosed in this Document and for the advisers named on page 10 of this Document, no person has received, directly or indirectly, from the Company during the twelve months preceding the date of this Document or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after the start of trading on the AQSE Growth Market, fees totalling £10,000 or more or securities in the Company with a value of £10,000 or more (calculated by reference to the price) or any other benefit to a value of £10,000 or more.
- 12.3 Except as disclosed in this Document, there has been no significant change in the financial or trading position of the Company since 31 December 2020, the date to which the Financial Information in Part III of this Document was prepared.
- 12.4 PKF Littlejohn LLP have been appointed as the auditors of the Company for the financial year ending 31 December 2021. PKF Littlejohn LLP are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales. PKF Littlejohn LLP's business address is at 15 Westferry Circus, Canary Wharf, London, E14 4HD.
- 12.5 PKF Littlejohn LLP has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of their report as set out in Part III of this Document and the references thereto. PKF Littlejohn LLP also accepts responsibility for its report.
- 12.6 Beaumont Cornish, which is authorised and regulated by the FCA, has given and not withdrawn its written consent to the inclusion in this Document of references to its name in the form and context in which it appears. Beaumont Cornish is acting exclusively for the Company in connection with Admission and not for any other persons. Beaumont Cornish will not be responsible to any other persons other than the Company for providing the protections afforded to customers of Beaumont Cornish Limited or for advising any such person in connection with Admission. Beaumont Cornish Limited is registered in England and Wales under company number: 03311393 and with registered address at c/o RSM, 3 Hardman Street, Manchester, M3 3HF.
- 12.7 There are no investments in progress and there are no future investments in respect of which the Directors have already made firm commitments which are significant to the Company.
- 12.8 No financial information contained in this Document is intended by the Company to represent nor constitute a forecast of profits by the Company nor constitute publication of accounts by it.
- 12.9 The Directors accept responsibility for the financial information contained in Part III of this Document which has been prepared in accordance with the law applicable to the Company.
- 12.10 On Admission, the Company will have cash resources of approximately £920,000 after expenses. The current funds are sufficient to fund the proposed uses stated in Part I of this Document.
- 12.11 Save for the Company's website at www.pharmacinvestments.com and as set out in this Document, there are no patents or intellectual property rights, licenses or particular contracts, which are of material importance to the Company's business or profitability.
- 12.12 Save as disclosed in this Document, as far as the Directors are aware there are no environmental issues that may affect Company's utilisation of any tangible fixed assets.
- 12.13 The Ordinary Shares have not been sold, nor are they available, in whole or in part, to the public in connection with the

application for Admission.

13. Working Capital

The Directors are of the opinion, having made due and careful enquiry, that the working capital available to the Company on Admission will be sufficient for the present requirements of the Company, that is, for the period of twelve months following Admission.

14. AIF Status

The Directors who have sought and received appropriate legal advice, are of the opinion that the Company is currently not subject to the Alternative Investment Fund Managers Directive ("AIFMD") and accordingly is at present not required to be registered as an Alternative Investment Fund ("AIF") under AIFMD; and that Admission will not of itself trigger an obligation so to register. The Company shall continue to review AIFMD requirements as against the operations of the Company post Admission and shall register the Company as an AIF under AIFMD if required to do so.

15. Availability of this Document

Copies of this Document will be available free of charge to the public during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the registered office of the Company and from the offices of Beaumont Cornish and shall remain available for at least one month after the date of Admission. The Document is also available on the Company's website (www.pharmacinvestments.com) (please note that information on the website does not form part of the Admission Document unless that information is incorporated by reference into the Admission Document)

Dated: 20 May 2021