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 Lift Global Ventures Plc to the 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 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 at 8:00 a.m. on 29 April 2022.

LIFT GLOBAL VENTURES PLC

(Incorporated in England and Wales under the Companies Act 2006 with registration number 13392915)

Placing and Subscription of 57,543,334 new Ordinary Shares at an issue price of 3 pence per new Ordinary Shares and Admission to trading on the AQSE Growth Market

AQSE Growth Market Corporate Adviser and Joint Broker
Novum Securities Limited

Joint Broker
Optiva Securities

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.

Lift Global Ventures 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 AQSE 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.

Novum Securities Limited ("**Novum**"), which is authorised and regulated by the FCA, is the Company's AQSE Exchange Corporate Adviser for the purposes of Admission. Novum 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. Novum 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.

Novum and Optiva, which are authorised and regulated by the Financial Conduct Authority, are the Company's Joint Brokers for the purposes of Admission. Novum and Optiva have 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. Novum 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 in its entirety. 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 Novum 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.

Third party information

The data, statistics and information and other statements in this Document regarding the markets and industry in which the Company operates, or its market position therein, is based upon the Company's records or are taken or derived from statistical data and information derived from Company or third-party sources described in this Admission Document.

In relation to these sources, such information has been accurately reproduced from the published information, and, so far as the Directors are aware and are able to ascertain from the information provided by the suppliers of this information, no facts have been omitted which would render such information inaccurate or misleading.

Presentation of financial information

The financial information contained in this Admission Document, including that financial information presented in a number of tables in this Admission Document, has been rounded to the nearest whole number or the nearest decimal place. Therefore, the actual arithmetic total of the numbers in a column or row in a certain table may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this Admission Document reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Time Zone

All times referred to in this Admission Document are, unless otherwise stated, references to London time.

No Incorporation of Website

The information of the Company's website (or any other website) does not form part of this Admission Document.

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DEFINITIONS

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

"Act" or "**Companies 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" or "AQSE"	Aquis Stock Exchange PLC, a UK based stock market providing primary and secondary markets for equity and debt products and which is permissioned as a recognised investment exchange under section 290 of FSMA
"**AQSE Corporate Adviser Handbook**"	the AQSE Corporate Adviser Handbook as amended from time to time
"AQSE Growth Market"	the AQSE Growth Market operated by the 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
"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 as published by the Panel
"Company" or "**Lift**"	Lift Global Ventures Plc, a public limited company registered in England and Wales with company number 13392915 and whose registered office is located at Central Working Victoria Eccleston Yards, 25 Eccleston Place, London, SW1W 9NF, England
"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 Novum, further details of which are set out in paragraph 9 of Part I and as further described at paragraph 8.6 of Part IV of this Document
"Document"	this document and its contents
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company immediately following Admission (as stated on the cover page of this Document), comprising of the Existing Ordinary Shares and the New Shares
"Enterprise Company"	an enterprise company as defined in paragraph 2 of Part I of this Document
"Existing Ordinary Shares"	the 34,000,000 Ordinary Shares each in issue as at the date of this Document

"FCA"	the Financial Conduct Authority
"Fully Diluted Share Capital"	the total number of Ordinary Shares that would be in issue on the basis that all Options and Warrants and assuming that there are no changes in the Enlarged Share Capital are exercised, being 129,492,776 Ordinary Shares
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"Fundraise" or "Fundraising"	means together the Placing and the Subscription
"Fundraising Shares"	means collectively the Placing Shares and the Subscription Shares
"Investment Strategy"	the Company's strategy for the purpose of undertaking acquisitions and or investments, as detailed in paragraph 3 of Part I of this document
"Investor Warrant Instrument"	the warrant instrument dated 25 April 2022 constituted in respect of the issue of the Investor Warrants, as more particularly described in paragraph 8.9 of Part IV of this Document
"Investor Warrants"	means 19,181,110 warrants over Ordinary Shares granted pursuant to the Investor Warrant Instrument
"Issue Price"	being £0.03 per Ordinary Share
"Issued Share Capital"	the issued ordinary share capital of the Company immediately following Admission being 91,543,334 Ordinary Shares
"Joint Broker"	Novum and Optiva, acting together
"Last Practicable Date"	means 22 April 2022, being the date immediately prior to the publication of this Document
"Lock-In Period"	as defined in paragraph 9 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
"New Shares"	57,543,334 new Ordinary Shares to be issued pursuant to the Fundraise
"Novum" or "Corporate Adviser"	Novum Securities Limited, AQSE Growth Market Corporate Adviser and joint broker to the Company, which is authorised and regulated by the FCA
"Novum Warrant Instrument"	the warrant instrument dated 25 April 2022 and entered into by the Company with Novum pursuant to which warrants to subscribe for Ordinary Shares were issued to Novum, further details of which are set out in paragraph 8.5, of Part IV of this Document
"Novum Warrants"	means 893,333 warrants over Ordinary Shares granted pursuant to the Novum Warrant instrument
"Official List"	the Official List of the FCA
"Options"	15,750,000 options to subscribe for Ordinary Shares granted to directors and members of management, the terms of such awards are more particularly described in paragraph 2.6 of part IV of this Document

"Optiva"	Optiva Securities limited, joint broker to the Company, which is authorised and regulated by the FCA
"Optiva Warrant Instrument"	the warrant instrument dated 25 April 2022 and entered into between the Company and Optiva, pursuant to which warrants to subscribe for Ordinary Shares were issued to Optiva, further details of which are set out at paragraph 8.11 of Part IV of this Document
"Optiva Warrants"	means 2,124,999 warrants over Ordinary Shares granted pursuant to the Optiva Warrant Instrument
"Ordinary Shares"	ordinary shares of £0.01 (1 pence) each in the capital of the Company
"Panel"	the panel on takeovers and mergers who are responsible for administering the City Code
"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 Agreement"	Means the conditional agreement dated 25 April 2022 between each of the Directors and Novum in respect of the Placing, details of which are set out at paragraph 8.4 of part IV of this Document
"Placing Shares"	the 27,033,333 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 Rule 3.6 of the AQSE Growth Rules
"Rule 9"	as defined in paragraph 12 of Part I of this Document, and as more particularly described in the AQSE Rules
"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
"Subscription"	means the conditional subscription by investors for Subscription Shares, as described in this Document
"Subscription Shares"	the 30,510,001 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
"Warrants"	An aggregate total of 22,199,442 warrants comprising both the Optiva Warrants and the Novum Warrants granted to Novum and to Placees pursuant to the Investor Warrant Instrument, representing all warrants in issue on Admission

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	25 April 2022
Admission to trading on the AQSE Growth Market becomes effective and commencement of dealings in the Ordinary Shares	8:00 a.m. on 29 April 2022
Ordinary Shares credited to CREST accounts (where applicable)	29 April 2022
Dispatch of share certificates (where applicable)	within 10 business days of Admission

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 and Novum Securities Limited, and if any of the above times or dates should change, the revised time or dates will be notified by an announcement on RIS. All times are London times unless stated otherwise.

SHARE ADMISSION STATISTICS

Number of Existing Ordinary Shares	34,000,000 Ordinary Shares
Issue Price	£0.03
Number of new Placing Shares and Subscription Shares issued at the Issue Price	57,543,334
Enlarged Share Capital	91,543,334
Total number of Options in issue on Admission	15,750,000
Total number of Warrants in issue on Admission	22,199,442
Fully diluted number of Ordinary Shares following Admission	129,492,776
Gross Proceeds from the Fundraise	£1,726,300
Market capitalisation on Admission based on the Issue Price	£2,746,300
AQSE Growth Market symbol (TIDM)	LFT
ISIN Number	GB00BNG59574
LEI	2138002ZPE6M5X7XFX54
SEDOL	BNG5957

DIRECTORS, SECRETARY AND ADVISERS

Directors	Paul Terence Gazzard (*Non-Executive Chairman)* Saqib ("**Zak**") Ahmed Mir *(Chief Executive Officer*) Timothy ("**Tim**") William Daniel (*Executive Director*)
Company Secretary	Orana Corporate LLP Central Working Victoria Eccleston Yards 25 Eccleston Place London United Kingdom SW1W 9NF
Registered Office	Central Working Victoria Eccleston Yards 25 Eccleston Place London United Kingdom SW1W 9NF
AQSE Growth Market Corporate Adviser and Joint Broker	Novum Securities Limited 57 Berkeley Square London England W1J 6ER
Solicitor 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
Joint Broker	Optiva Securities 49 Berkeley Square London W1J 5AZ
Legal Adviser to AQSE Growth Market Corporate Adviser and Joint Broker	Goodman Derrick LLP 10 St Bride Street London EC4A 4AD
Registrars	Share Registrars Limited 27-28 Eastcastle Street London W1W 8DH
Website	www.liftgv.com

PART I

INFORMATION ON THE COMPANY

1. Background

The Company was incorporated on 13 May 2021. The Company is defined as an enterprise company under the AQSE Rules and has been formed for the purpose of identifying potential investment and acquisition opportunities in companies operating within the financial media and related technology industries.

2. Definition of an Enterprise Company

An enterprise company is defined in the AQSE Growth Market Access Rulebook as an issuer whose predominant purpose or objective is to undertake an acquisition or merger, or a series of acquisitions or mergers, or to finance and/or invest in securities or businesses.

Potential investors in the Company should be aware that an investment in an enterprise company should be regarded as long term in nature, as it may take time for the Company to fully implement its investment strategy. If an enterprise company has not executed on its stated strategy within two years of Admission, Aquis Stock Exchange may suspend trading in its securities.

3. Investment and Acquisition Strategy

Objectives and Sector Focus

The Company's investment strategy is to seek to operate as an enterprise company seeking acquisition or investment opportunities within the financial media and related technology industries. Within these broad industries, areas of focus may include:

- Financial news websites and other forms of "new media"
- Investment research providers
- Financial PR, IR, design and marketing agencies
- Production studios and visual content providers
- Technology platforms which facilitate capital raising and/or lending

The Board, and in particular the Company's Chief Executive Officer, has vast experience and an extensive network of contacts in the financial media and related technology industries. The Directors aim to leverage these strengths to not only identify compelling acquisition or investment opportunities but also to advise and add value to investee companies on an ongoing basis. The Board believes it has the expertise to identify and fully exploit the synergistic opportunities available to the Company from investing across its target sectors. Lift is able to access an audience of almost 70,000 investors, followers and users. Zak Mir, the Company's Chief Executive Officer, has over 20,000 Twitter followers and is the host of the Sunday Roast podcast. Share Talk, a founding shareholder, has over 14,000 Twitter followers. The FinTech Company, another shareholder, has over 35,000 unique users per month across its portfolio of websites.

At the outset, the Directors shall consider a range of suitable opportunities meeting the general investment criteria outlined in this Document. If the first acquisition undertaken by the Company (or any subsequent acquisition) is significant, this may result in a Reverse Takeover under the AQSE Rules. In such circumstances, the Company would most likely become a subsidiary of the Company with a commercial operating business which the Board would operate with a view to returning value to shareholders. A Reverse Takeover is defined in Rule 3.6 of the AQSE Rules as being: "an acquisition, whether effected by way of a direct acquisition by the issuer or a subsidiary undertaking of the issuer, or an acquisition by a new holding company of the issuer, of a business, a company or assets which in substance results in a fundamental change to the business of the issuer or the issuer's group or in a change in the majority of the board or voting control of the issuer". Any transaction resulting in a Reverse Takeover must be conditional upon shareholder approval and the issuers shares will be suspended from trading pending the further publication of an admission document and AQSE being satisfied that sufficient information is publicly available concerning the reverse takeover.

Form of Investment and Acquisition Opportunities

The Directors will seek opportunities in both private and public companies via directly held equity holdings. However, where they consider it advantageous towards fulfilling the Company's vision, they do not rule out investing in other forms of securities, including bonds and loan notes, which may be on a secured or unsecured and convertible into equity or not.

Geographic Focus

Geographically, the Directors will be principally focused on making investments in UK businesses as well as international businesses seeking to enter the UK market and/or seeking a UK stock exchange listing. However, the Directors do not rule out making investments in businesses with no immediate or obvious connection to the UK if this presents, in their judgment, a compelling opportunity for Shareholders.

Criteria for Investment and Acquisition Opportunities

All investments will also be assessed for suitability against qualities such as:

- If the investment opportunity conforms with the aforementioned requirements;
- having a strong management with a proven track record;
- being ready for investment without the need for material re-structuring;
- generating positive cash flows or imminently likely to do so;
- having prospects and future value which can be enhanced through an injection of new finances or specialist management; and
- having the potential to deliver significant returns for the Company.

Implementation and development of Investment/Acquisition Strategy

Comprehensive due diligence will be conducted by the Company before making any acquisition or 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, to undertake due diligence on potential acquisition targets and to make investments in accordance with the investment guidelines described above.

The Investment Strategy is not fixed or binding on the Board of Directors, and will be subject to ongoing review and adjustment in the interest of Shareholders as a whole. The Board will review the strategy on, at least, 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. In the event of any change or amendment of the investment policy and strategy of the Company, this will be reported by the Directors by an announcement released through an RIS service.

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 undertakes a Reverse Takeover (which would require Shareholder approval), the Ordinary Shares will be suspended until:

- the Company publishes 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.

4. Investment and Acquisition Process

The Board will be responsible for the identification of investment and acquisition opportunities. The Company will also look to work with in-country experts and local partners where required, to assist in investment opportunity identification.

As part of the analysis of prospective investment and acquisition opportunities, appropriate legal and financial due diligence shall be commissioned and managed where applicable by the Board.

It will be the responsibility of the Board to instruct and manage appropriately qualified advisers so as to ascertain the legal position of any opportunities.

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

5. Market Overview

Public Relations services, or PR, act to manage, design and implement communication between a business and its customers. PR firms help to promote the image of their client to encourage the favourable relationship between the client and its stakeholders. There is a rising need for businesses to gain a competitive advantage over their rivals and PR firms assist with creating an integrated PR plan to connect customers to their business by attracting attention and raising visibility for the product/service the business offers.

The PR industry is expected to grow at a CAGR of 10.2% from US$88.13 billion in 2020 to US$97.13 billion in 2021. The growth is largely driven by the impact of COVID-19 as companies recover from the pandemic and rearrange their operations. This growth is predicted to continue, and it is anticipated the PR market will be worth over US$129.35 billion by 2025.[2]

The rise of social media over the past decade has had a significant impact on the public relations industry. Social media has created opportunities to reach huge audiences, PR firms are no longer bound by traditional marketing methods. They can utilise platforms such as twitter and telegram to connect to potential customers and clients directly, increasing their visibility exponentially. Social media has allowed the public to interact with content and give real-time feedback, establishing a more intimate relationship and encouraging consumer engagement.[3]

As well as social media, advancing technology has also seen the development of the automation of advertising through programmatic PR in the digital medium, and this has seen an increasing interest in investments over the past few years. Global digital communications have developed the move from manual tasks to artificial intelligence enabling increased transparency and control whilst also being more efficient, with better targeting capabilities for audiences.[4]

Whilst this applies to PR across all sectors, PR within the financial industry presents further challenges. Companies within this sector are obliged to report on their financial performance on a regular basis. A financial PR firm's role is to protect a company's financial reputation. The need to ensure the market recognises the company's financial achievements and to mitigate the less favourable reports is a key task for financial PR firms to ensure a business' stock moves in a positive direction or prevents it from dropping.

[2] https://www.thebusinessresearchcompany.com/report-preview1.aspx?Rid=public relations global market report
[3] https://www.teamlewis.com/magazine/5-ways-social-media-has-transformed-the-public-relations-industry/
[4] https://www.thebusinessresearchcompany.com/report-preview1.aspx?Rid=public relations global market report

Financial performance are not the only factors of consequence for financial PR firms, they are also key members of a company's advisory team, contributing to merger and acquisition discussions and negotiations, advising on mitigating the risk of company leaks regarding inside information and contributing the businesses social media presence.[5]

Not only has advancing technology affected the PR industry as a whole, it has also seen specific impacts on the financial side of the sector. The rise of mobile apps allows potential investors to check stock prices, market news and research, with a click of a finger and without the need to discuss with a financial adviser.[6] Platforms such as PrimaryBid, have utilised the ease to gain information and grant access to individuals to join fundraises on the same terms as institutional investors.[7]

The Directors believe that the Board have the both the expertise and the contacts within the public relation space to distinguish the best opportunities for the Company to invest in, as well as utilising the synergistic opportunities between public relations and its related technology.

6. 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.

7. Financial Information

The Company was incorporated on 13 May 2021 and has not yet commenced trading operations. Audited historical financial information on the Company from incorporation to 31 August 2021 is set out in Part III of this Document. The Company's current financial year end is 31 May and the Company's first annual accounts will be made up to 31 May 2022.

8. Directors

Paul Terence Gazzard (Non-Executive Chairman) (Aged 50)

Paul Gazzard started working in the City of London in the early 1990's, initially in the Private Banking asset management sector then with the Panmure Gordon Asset Management team for 8 years until August 2002. He then transitioned into the commercial financing sector. Between August 2002 and May 2010, Paul participated in the listing of several Clean Technology companies on the AIM market of the London Stock Exchange ("AIM"), operating at the senior Executive level within these companies.

Paul subsequently worked as Chief Operating Officer of another listed Group, which specialised in International manufacturing and sales of branded products, that was admitted to AIM in May 2010, overseeing multiple funding rounds and acquisitions for the company over a subsequent period of two years.

Since then, Paul has worked as a consultant and non-Executive Director across various AIM listed companies, advising on corporate and financing related matters, in addition to working as an adviser to a number of high net worth individuals on specific corporate and

[5] https://www.agilitypr.com/pr-news/public-relations/financial-pr-what-it-is-and-why-its-so-important/
[6] https://www.forbes.com/sites/jaimecatmull/2019/10/07/the-15-best-investment-apps-for-everyday-investors/?sh=1607c04145bf
[7] https://news.sky.com/story/uk-fintech-primarybid-recruits-city-heavyweight-brydon-as-new-chairman-12418633

management issues related to their investment portfolios. Paul has been a non-Executive Director of Amur Minerals since 2016 and a non-Executive Director of Dukemount Capital since 2017.

Paul's primary focus since 2012 has been in founding and operating private companies in the Financial Services and Technology sectors, this has led to his involvement in the energy generation sector bringing novel funding structures and innovative facilities to a sector that has needed a greater level of funding transparency for some time.

Saqib ("Zak") Ahmed Mir (Chief Executive Officer) (Aged 55)

Zak Mir's career started in the City of London in the 1990's as a derivatives broker and markets strategist for the likes of Sucden and Union Cal, later part of Man Group. From the 2000's he entered financial journalism writing for Yahoo! Finance, The Investors Chronicle, Shares Magazine and Spectator Money. Mr Mir is a well-known technical analyst and stock market commentator in the UK. He has published several books on his specialism, including a former number 1 on the Amazon UK Investing Bestsellers list. Zak has also amassed a Twitter following of over 20,000 people, who come to Zak for interviews and analysis of small cap companies.

Through this constant contact with corporates, investors and fund managers, Zak has had a unique position in the equity market, in terms of his personal network, and the resources at his disposal. He is often involved in changing landscapes in terms of brokers, investors and trends be they towards resources stocks, technology or new concepts such as crypto or NFT. It has also been the case that new companies and those seeking to boost their profile in the market have sought his counsel as to the best way forward.

With this skillset Zak has also occupied digital communications and investor relations roles for small cap listed companies. This experience will be "in-house" for Lift Global Ventures, initially providing an obvious cost saving for the Company as it spreads its message to the market and investors. This also provides the potential to deliver consultancy and advisory roles in the investor relations area for potential investee companies.

Timothy ("Tim") William Daniel (Executive Director) (Aged 42)

Tim Daniel began his career at KPMG in Australia where he qualified as a Chartered Accountant.

Upon moving to the UK in 2006, Tim worked as an Investment Analyst at a boutique hedge fund, ILEX Asset Management, focusing on European high-yield credit markets and later also receiving his CFA designation.

From 2010, he gained almost 5 years of public company experience as the Chief Financial Officer of AIM-listed Equatorial Palm Oil plc.

More recently, he has worked as a FinTech Consultant with a focus on alternative lending platforms. He has been invited to speak on the UK's R&D Tax Credit lending industry on several occasions, highlighting his credentials in this field.

9. Lock-In Agreement

On Admission, the Persons Discharging Managerial Responsibility being the Directors of the Company will, in aggregate, hold 11,166,666 Ordinary Shares, representing 12.20 per cent. of the Issued Share Capital. Pursuant to the terms of the Directors' Lock-in Agreement, the Directors have agreed with the Company, Optiva and Novum, 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**").

10. Dividend Policy

The Company has yet to undertake any form of acquisition or investment and therefore has not 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.

11. Corporate Governance

Adoption of Corporate Governance Policies

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. It is important to note that as at the date of this Document, the Company has not undertaken any investments or acquisitions, and it has no employees (other than the Directors) or functioning business operations. The Company would therefore not consider the UK Corporate Governance Code appropriate for adoption given its current stage of development and it will not be able to comply with certain elements of the QCA Code.

The Company is unable to fully adopt and comply with the requirements of the QCA Code, but the Directors shall have regard to the principles of the QCA Code and will endeavour to comply with those requirements, as the Company matures and grows following the completion of investments and acquisitions over time. The Company does not, for example, intend to prepare a corporate governance statement authored by the Chairman to discuss compliance with the QCA Code in its annual report in the short to medium term.

The Company has established remuneration and audit committees to support the activities of the Board. As at the date of this Document, the Directors do not consider it necessary to establish a separate nomination committee, but the Board will keep this matter under review and may seek to establish a nomination committee in future. The Board will have regard to QCA guidance in the preparation of the terms of reference governing individual committees.

The Company has also adopted various policies and procedures to manage risk, as more particularly described below.

Independence of Board and Experience

As at the date of this Document, the Company does not have two independent non-executive directors, as recommended under Principle 5 of the QCA Code. The Company does not consider it appropriate to appoint and maintain a senior independent director.

The Board believes that it has an effective mixture of skills, capabilities and experience required for the effective operation of the Company. The Board has public company, financial and sectoral experience relevant to its proposed investment and acquisition strategy. The Directors will seek to ensure that an appropriate balance of skills and experience is maintained over time.

Audit and Remuneration Committee

The Company has established an audit committee and a remuneration committee with formally delegated duties and responsibilities.

The audit committee will, on Admission, comprise Tim Daniel and Paul Gazzard, with Paul Gazzard serving as chairman, and the remuneration committee will comprise Zak Mir and Paul Gazzard, with Paul Gazzard serving as chairman. The Board will aim to appoint non-executive directors who are independent to join the remuneration committee over time.

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.

Adoption of Policies and Share Dealing Procedures

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. It should be noted that the insider dealing legislation set out in the 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 relevant procedures to ensure that the Board, employees and consultants comply with the Bribery Act 2010 in connection with the activities of the Company in the United Kingdom and abroad.

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.

12. 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.

13. Share Options, Incentives and Warrants

Set out below is a summary of all Option and Warrants in issue as at the date of this Document.

The Company will not be granting any further options or warrants prior to or on Admission.

Management Option Awards

On Admission, the Directors 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	% of Fully Diluted Issued Share Capital on Admission
Saqib Ahmed Mir	7,750,000	£0.03	The options will be exercisable commencing on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	5.98
Timothy Daniel	4,750,000	£0.03	The options will be exercisable commencing on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	3.67
Paul Gazzard	3,250,000	£0.03	The options will be exercisable commencing on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	2.51

The Options granted to the Directors are not subject or conditioned upon any specific vesting conditions (other than the Company remaining admitted to trading for a full period of 12 months from Admission), for example, the Company having completed a specific acquisition or investment or an increase in the value of the Company's Ordinary Shares.

Novum Warrants

The Company has granted to Novum warrants over a total of 893,333 Ordinary Shares ("Novum Warrants"), which represents 5 per cent of the gross proceeds raised from investors introduced to the Company by Novum as part of the Placing. The Novum Warrants are exercisable at the Issue Price and are capable of being exercised at any time between the date of Admission and the third anniversary of the date of Admission. Further details of the warrants issued to Novum are set out in paragraph 8.5 of Part IV of this Document.

Optiva Fundraising Warrants

The Company created a warrant instrument dated 25 April 2022, pursuant to which the Company issued Optiva warrants over a total of 458,333 Ordinary Shares, representing 5% of the gross aggregate value of funds raised by Optiva as part of the Placing. The warrants are exercisable at the Issue Price and are exercisable either in whole or in part for a period of three years from the date of Admission.

Optiva Performance Warrants

The Company created a warrant instrument dated 25 April 2022, pursuant to which the Company issued Optiva warrants over a total of 1,666,666 Ordinary Shares, representing £50,000 (the "**Performance Warrants**"). The warrants are exercisable at the Issue Price and may be exercised either in whole or part for a period of three years from the date of Admission. Further details of the warrants issued to Optiva are set out in paragraph 8.11 of Part IV of this Document.

Investor Warrants

The Company has granted a total of 19,181,110 warrants over Ordinary Shares to investors participating in the Placing (the "Investor Warrants"). Each Placee is entitled to receive one Investor Warrant for every three Placing Shares subscribed for as part of the Placing. The Investor Warrants are exercisable at a price of £0.06 (six pence) and are capable of being exercised at any time from Admission and the third anniversary of Admission. Further details of the Investor Warrant Instrument is described in paragraph 8.9 of Part IV of this Document.

14. Details of the Fundraising and Admission

In connection with Admission, the Company is seeking to raise funds by undertaking a combined placing and subscriptions for Ordinary Shares.

As at the date of this Document, the Company has received irrevocable commitments from investors to subscribe for a total of 57,543,334 Fundraising Shares at the issue price to raise gross proceeds of £1,726,300.

In consideration for their participation, investors shall be entitled to receive the Investor Warrants on the terms more particularly described at paragraph 13 of this Part. Each investor shall be entitled to receive one warrant for every three Fundraising Shares subscribed for by the investor.

15. 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 29 April 2022.

The Placing 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.

16. 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.

17. 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.

18. 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.

19. Regulation

Following consultation with the Company's advisers, the Directors 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 nor would Admission trigger an obligation 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.

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 AND ITS INVESTMENT STRATEGY

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.

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 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 and acquisition opportunities;
- the Company may need to raise further capital to make acquisitions or 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 any acquisition or investment; and

- market conditions, competition from other investors, or other factors may limit the Company in respect of identifying suitable opportunities or such opportunities 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.

Competition for Acquisition and Investment Opportunities

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 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 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) business, financial condition, results and/or future operations.

Success of the Strategy not Guaranteed

The Company's ability to generate profit (which cannot be guaranteed) 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'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.

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.

Directors Relationships

The Company is reliant upon the Director's business relationships to identify potential acquisition opportunities and to execute an acquisition and the loss of the services of any of the Directors could materially adversely affect it. The Company does not have key-man insurance on the lives of the Directors. The unexpected loss of the services of any of the Directors could have a material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute an Acquisition.

RISKS RELATING TO THE COMPANY'S TARGET MARKET FOR ACQUISITION AND INVESTMENT OPPORTUNITIES

The Company could be subject to regulatory and compliance risk following the completion of an Acquisition

The Company is seeking to undertake an acquisition or investments in the field of financial media and technology industries, which would include, industries such as, financial news websites and other forms of "new media", investment research providers, financial PR, IR, design and marketing agencies, production studios and visual content providers, and technology platforms which facilitate capital raising and/or lending.

It is noted that such industries are likely to be associated with the finance sector, an area in which there is a high level of regulation. There are a large number of rules, regulations and laws applicable to the finance sector, and the marketing, use and development of any financial services products. The Company could be required to comply with these and interact with the relevant regulators to ensure that it is complying with law applicable to it. Failure to comply with such rules, regulations and laws could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, a decline in business or withdrawal of authorisations to operate. In addition, the regulation of the financial services sector is prone to frequent change and the Company could be impacted by changes in the regulatory environment. The Company cannot provide assurances that it will have the financial resources or management time and attention to be able to handle any increased regulatory burden, which is not anticipated at the point of undertaking an acquisition or otherwise during the course of operations.

The financial media and technology industries are highly competitive and fast moving

Should the Company acquire a company or business in the financial media and technology industries, it is likely that the market in which it operates would be highly competitive.

In particular, it is possible that competitors would include companies and businesses with significantly greater financial and technological resources which enable them to meet evolving industry standards, changes in consumer needs or are better equipped to deliver new products and services meeting changes in consumer demands or preferences. If the Company fails to identify investment opportunities in response to these changes it could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

The Company is seeking to explore acquisition and investment opportunities primarily in the United Kingdom, but it is nevertheless important to note that the financial media (such as financial PR-firms and new media) operate within a global industry that is highly competitive. The use of social media and new online service platforms through which consumers and customers receive financial news (amongst other things) is subject to rapid change, and the Company cannot provide assurances that its investee companies or any acquired business will be able to remain competitive or that its business model will be able to adapt to meet new important changes. If such risks were to materialise this could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

Technological advances

The Company intends to invest in or to acquire businesses operating within financial media and technology industries, which would include, industries such as, financial news websites and other forms of "new media", investment research providers, financial PR, IR, design and marketing agencies, production studios and visual content providers, and technology platforms which facilitate capital raising and/or lending. An acquired company or investee business may operate an online platform or website or maintain apps and other electronic and internet related activities, which is the cornerstone of their business and could be the only source of revenue. The technology which supports such operations could be rendered obsolete either by an advancement in technology or by a superior offering by a competitor that meets consumer needs or preferences. Rapid evolutions in technology, evolving industry standards, changes in consumer needs, heavy competition and new product and services introduction are key features of the industry in which the Company will seek to explore opportunities for acquisitions and investments. In such an environment, determining whether such risk exists prior to undertaking any investment or acquisition, irrespective of the level of due diligence undertaken by the Board and relevant advisers, is likely to be impossible to determine. If such risks were to materialise this could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

Data Protection and Security Breaches

The area into which the Company is proposing to undertake an investment or acquisition, such as financial media and PR services (which are particularly customer and consumer facing) are likely to entail the maintenance of databases and processing of personal data (including, in certain instances consumer names and addresses and/or bank details) and therefore would have a responsibility to safeguard that data to certain third parties, including customers. The breach of legal and regulatory obligations may be punished by severe fines for any breach of data protection requirements.

Furthermore, any unauthorised data disclosure or a "hack" could occur through cyber security breaches as a result of malware infection and malicious or accidental user activity, internal security breaches or human error, or as a result of physical breaches where unauthorised personnel gain physical access to such data. Any loss, destruction or unauthorised modification of customer data could result in significant reputational damage, additional costs relating to customer compensation or other charges, fines, sanctions and proceedings against the Company or the company or business it acquires. This could in turn have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

RISKS RELATING TO THE ORDINARY SHARES

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.

Requirements for Further Funds and Dilution

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.

RISKS RELATING TO TRADING ON THE AQSE GROWTH MARKET

Liquidity and share value

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 LIFT GLOBAL VENTURES PLC

SECTION A

ACCOUNTANTS' REPORT ON THE SPECIAL PURPOSE HISTORICAL FINANCIAL INFORMATION OF LIFT GLOBAL VENTURES PLC

PKF Littlejohn LLP

Accountants & business advisers

The Directors and Proposed Directors
Lift Global Ventures Plc
Victoria Eccleston Yards
25 Eccleston Place
London SW1W 9NF

The Directors
Novum Securities Limited
2nd Floor Lansdowne House
57 Berkeley Square
London W1J 6ER

25 April 2022

Dear Directors and Proposed Directors,

Accountants report on the Historic Financial Information of Lift Global Ventures Plc (the "Company")

Introduction

We report on the special purpose historic financial information set out in Section B of Part III (the "Financial Information") relating to Lift Global Ventures Plc ("the Company"), for the period from 13 May 2021 to 31 August 2021.

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 UK-adopted International Accounting Standards (UK-adopted IAS). 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 paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook 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 paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook, consenting to its inclusion in the Admission Document.

Basis of Preparation

This information has been prepared for inclusion in the AQSE Growth Market admission document dated 25 April 2022 (the "Admission Document") relating to the proposed admission to the AQSE Growth Market of Lift Global Ventures Plc and on the basis of the accounting policies set out in note 3. This report is given for the purpose of complying with paragraph 6.3 of Table A of

Appendix 1 to the AQSE Growth Market – Access Rulebook published by Aquis Exchange Limited and for no other purpose.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent of Lift Global Ventures Plc in accordance with the relevant ethical requirements as applied to Investment Circular Reporting Engagements, and we have fulfilled our ethical responsibilities in accordance with these requirements.

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.

Conclusions relation to going concern

In auditing the Financial Information, we have concluded that the director's use of the going concern basis of accounting in the preparation of the Financial Information is appropriate. Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Opinion

In our opinion, the Financial Information in Section B Part III gives, for the purpose of the Admission Document dated 25 April 2022, a true and fair view of the state of affairs of Lift Global Ventures Plc as at 31 August 2021 and of its results, cash flows and changes in equity for the period then ended in accordance with UK-adopted IAS.

Declaration

For the purposes of Appendix 1: Information for an admission document, paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook, we are responsible for this report as part of the Admission Document and we declare that 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 that the report contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with paragraph 6.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook.

Yours faithfully

PKF Littlejohn LLP
Reporting Accountants

SECTION B

HISTORICAL FINANCIAL INFORMATION OF LIFT GLOBAL VENTURES PLC

STATEMENT OF COMPREHENSIVE INCOME

The audited statement of comprehensive income of the Company from the date of incorporation on 13 May 2021 to 31 August 2021 is stated below:

Continuing operations	Note	Audited Period ended 31 August 2021 £
Administrative expenses	5	(56,420)
Operating loss		**(56,420)**
Income tax	7	—
Loss and total comprehensive income for the period		**(56,420)**
Basic and diluted earnings per share (pence)	8	(0.3)

The notes form an integral part of this Historic Financial Information.

STATEMENT OF FINANCIAL POSITION

The audited statement of financial position of the Company as at 31 August 2021 is stated below:

	Note	Audited As at 31 August 2021 £
Current assets		
Cash and cash equivalents		217,680
Other receivables	9	75,000
Total assets		**292,680**
Current liabilities		
Trade and other payables	10	9,100
Total liabilities		**9,100**
Net assets		**283,580**
Equity		
Issued share capital	11	50,000
Shares to be issued	11	290,000
Retained earnings		(56,420)
Total equity attributable to owners of the company		**283,580**

The notes form an integral part of this Historic Financial Information.

STATEMENT OF CHANGES IN EQUITY

The audited statement of changes in equity of the Company from the date of incorporation on 13 May 2021 to 31 August 2021 is stated below:

	Ordinary Share capital £	Shares to be Issued £	Retained earnings £	Total equity £
Transactions with owners				
At incorporation – issue of share capital	50,000	—	—	50,000
Ordinary Shares to be issued	—	290,000	—	290,000
Total transactions with owners in their capacity as owners	50,000	290,000	—	340,000
Loss and total comprehensive income for the period	—	—	(56,420)	(56,420)
Total comprehensive income	—	—	(56,420)	(56,420)
As at 31 August 2021	**50,000**	**290,000**	**(56,420)**	**283,580**

The notes form an integral part of this Historic Financial Information.

STATEMENT OF CASH FLOWS

The audited statement of cash flows of the Company from the date of incorporation on 13 May 2021 to 31 August 2021 is stated below:

	Audited Period ended 31 August 2021 £
Cash flows from operating activities	
Loss before income tax	(56,420)
Change in payables	9,100
Net cash used in operating activities	(47,320)
Cash flows from financing activities	
Proceeds from issue of shares	50,000
Proceeds from shares to be issued	215,000
Net cash inflow from financing activities	**265,000**
Net increase in cash and cash equivalents	**217,680**
Cash and cash equivalents at beginning of period	—
Cash and cash equivalents at end of period	**217,680**

The change in other receivables of £75,000 is a non-cash item as it relates to monies owed on shares subscribed for but not yet issued

The notes form an integral part of this Historic Financial Information.

NOTES TO THE COMPANY FINANCIAL INFORMATION

1 General information

The Company was incorporated on 13 May 2021 in England and Wales with Registered Number 13392915 under the Companies Act 2006.

The address of its registered office is Central Working Victoria, Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF.

The principal activity of the Company is to seek suitable investment opportunities within the financial media and related technology sectors.

The Company did not trade during the period under review.

2 Basis of preparation

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

The Historic Financial Information has been prepared for the sole purpose of publication within this Prospectus. It has been prepared in accordance with the requirements of the Prospectus Rules and in accordance with UK-adopted International Accounting Standards.

The Historic Financial Information does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

The Historic Financial Information is presented in Sterling (£) unless otherwise stated, which is the Company's functional and presentational currency, and has been prepared under the historical cost convention.

Comparative figures

No comparative figures have been presented as the Company Financial Information covers the period from incorporation on 13 May 2021 to 31 August 2021.

Going concern

The Company Financial Information has been prepared on a going concern basis. The Directors have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future. The Company has not yet commenced trade from which to generate revenue. Future capital resources are expected to come from the listing of the Company on the Aquis Stock Exchange Growth Market in 2022. The Company is reliant on this capital raising to pursue its investment activities.

The Directors have considered the likelihood of raising additional capital in conjunction with the Company's budget and remain confident that such capital financing will become available in due course. Thus, they continue to adopt the going concern basis of accounting in preparing the Company Financial Information.

New and amended standards

The Company has adopted all the new and amended standards and interpretations issued by the International Accounting Standards Board that are relevant to its operations and effective for accounting periods commencing on or after 13 May 2021.

There are no new standards issued but not yet effective that are considered to have a material impact on the Company.

3 Significant accounting policies

The Company Financial Information is based on the following policies which have been consistently applied:

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Financial assets and liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are offset if there is a legally enforceable right to set off the recognised amounts and interests and it is intended to settle on a net basis.

Trade and other receivables

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

Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accruals and accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

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

Share capital and share premium

Ordinary shares are classified as equity in share capital. Incremental costs directly attributable to the issue of new shares or options are shown in equity, as a deduction, net of tax, from the proceeds provided there is sufficient premium available. Should sufficient premium not be available placing costs are recognised in the Statement of Comprehensive Income.

Reserves: Share capital to be issued

Ordinary shares subscribed to but not issued are presented as a separate reserve within equity.

Dividends

No dividend has been declared or paid by the Company during the period ended 31 August 2021.

Earnings per Ordinary Share

The Company presents earnings per share data for its Ordinary Shares. Earnings per share is calculated by dividing the profit or loss attributable to Shareholders by the weighted average number of Ordinary Shares outstanding during the period.

Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

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

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

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

4 Critical accounting estimates and judgments

In preparing the Company Financial Information, the Directors have to make judgments on how to apply the Company's accounting policies and make estimates about the future. The Directors do not consider there to be any critical judgments that have been made in arriving at the amounts recognised in the Company Financial Information.

5 Expenses by nature

	Period ended 31 August 2021 £
Legal and professional fees	56,420
Total	**56,420**

6 Employees and directors' remuneration

There were no employees of the Company in the period under review, other than the two executive directors. Total directors' remuneration was £Nil.

7 Income tax

	Period ended 31 August 2021 £
Current tax	—
Deferred tax	—
Income tax expense	**—**

The tax on the Company's loss before tax differs from the theoretical amount that would arise using the applicable tax rate to the profits and losses of the Company as follows:

	Period ended 31 August 2021 £
Loss before tax	(56,420)
Tax calculated at the applicable rate of 19%	(10,720)
Tax losses for which no deferred tax asset was recognised	10,720
Tax charge	**—**

No deferred tax asset has been recognised on the losses in the period as a result of uncertainty over future profits in the Company. Tax losses of £10,720 are available to carry forward against future profits.

8 Earnings per Ordinary Share

There were no potentially dilutive instruments in issue at the period end.

	As at 31 August 2021		
	Earnings £	Weighted average number of Ordinary Shares	Per-share amount (pence)
Basic earnings per Ordinary Share			
Earnings attributable to Shareholders	(56,420)	19,500,000	(0.3)
Diluted earnings per Ordinary Share			
Effect of dilutive securities	(56,420)	19,500,000	(0.3)

9 Other receivables

	At 31 August 2021 £
Monies owed on shares subscribed for but not yet issued	75,000
	75,000

10 Trade and other payables

	At 31 August 2021 £
Trade payables	3,100
Accruals	6,000
	9,100

11 Share capital and shares to be issued

	Number of Ordinary Shares	Share capital £	Shares to be issued £	Total £
On incorporation (of £0.01 each)	5,000,000	50,000	—	50,000
Shares subscribed for, yet to be issued at £0.01 (of £0.01 each)	29,000,000	—	290,000	290,000
At 31 August 2021	**34,000,000**	**50,000**	**290,000**	**340,000**

On incorporation, the Company issued 5,000,000 Ordinary Shares of £0.01 at their nominal value of £0.01. These shares are fully paid up as at 31 August 2021.

During the period, the Company received subscriptions for £290,000 (29,000,000 shares at a price of £0.01), of which £75,000 was due at period end.

12 Capital management policy

The Directors' objectives when managing the Company's capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued share capital and reserves.

13 Financial instruments

The Company's principal financial instruments comprise of other receivables. The Company's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial asset and equity instrument are set out in Note 3 "Accounting policies" to the Company Financial Information. The Company does not use financial instruments for speculative purposes.

Financial risk management

The Directors use a limited number of financial instruments, comprising cash and other receivables, which arise directly from the Company's initial operations. The Company does not trade in financial instruments.

Financial risk factors

The Company as a non-trading entity has had limited financial risks during the period. The Directors' overall risk management programme focuses on the maintenance of adequate cash to fulfil the working capital requirements of the Company. The Directors considerations of other financial risk factors are as follows:

Currency risk

The Company does not carry out any transactions or hold any balances in currencies other than Sterling, therefore it is not exposed to foreign exchange risk.

Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. Management does not expect any losses from non-performance of these receivables. The Company's exposure to credit risk is limited since it does not yet trade and does not hold trade receivables.

The Company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

The Company has a policy of holding cash and cash equivalents with banks and/or institutions with a credit rating of A and above and are in the process of implementing the policy to be in place at the time of admission or shortly following admission.

Liquidity risk

In keeping with similar sized investment companies, the Company's continued future operations depend on the ability to raise sufficient working capital through the issue of equity share capital or debt. The Directors are confident that adequate funding will be forthcoming with which to finance operations. Controls over expenditure are carefully managed and the Board regularly manage the working capital requirements of the Company. The Company has very little committed expenditure and as such the Board are able to manage its payments to ensure adequate liquid resources are available.

Cash flow interest rate risk

The Company has no interest-bearing liabilities and assets.

Fair values

The Directors assessed that the fair values of the other receivables approximate their carrying amounts.

14 Related party transactions

During the period, Zak Mir and Tim Daniel, Directors of the Company, subscribed for 1,000,000 and 500,000 Ordinary Shares of £0.01 respectively. Kate Gazzard, the wife of the Director, Paul Gazzard, subscribed for 1,000,000 Ordinary Shares of £0.01. All shares were subscribed for at par. The shares were issued after period-end, on 9 September 2021. As at 31 August, Tim Daniel owed £5,000 in relation to his subscription for 500,000 shares. This was fully paid post period end, on the 12 October 2021.

On 22 June 2021, the Company contractually engaged Silvereye Capital Limited, a company controlled by Tim Daniel, to provide project management services in relation to the Company's expected listing on the Aquis Stock Exchange Growth Market. During the period, a total of £10,000 was paid under the terms of this contract.

15 Ultimate controlling party

The Directors consider that there is no ultimate controlling party.

16 Post balance sheet events

On 9 September 2021 the Company issued 29,000,000 new Ordinary shares of £0.01 at par to satisfy in full the shares to be issued as at 31 August 2021.

17 Nature of the Company Financial Information

The Historic Financial Information presented above does not constitute statutory accounts for the period under review.

PART IV

ADDITIONAL INFORMATION

1. The Company

1.1 The Company was incorporated in England and Wales as a public limited company on 13 May 2021 under the Act under the name Lift Global Ventures Plc with registered number 13392915 and registered office at Central Working Victoria, Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF.

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 Central Working Victoria, Eccleston Yards, 25 Eccleston Place, London, United Kingdom, SW1W 9NF. The Company's telephone number is + 44 (0) 203 7451 865.

1.4 The accounting reference date of the Company is currently 31 May.

1.5 A trading certificate was issued by Companies House on 16 August 2021.

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 initial share capital of 5,000,000 Ordinary Shares, with a nominal value of £0.01 each.

2.1.2 At a general meeting of the Company held on 9 September 2021 it was resolved:

(a) **THAT** in accordance with section 551 of the Companies Act 2006 (**CA 2006**) the directors of the Company (or any subsequently duly appointed directors) be generally and unconditionally authorised to allot ordinary shares of £0.01 each (**Ordinary Shares**) in the Company and grant rights to subscribe for or to convert any security into Ordinary Shares in the Company (**Rights**) up to an aggregate nominal amount of:

(i) **£290,000** (being, 29,000,000 Ordinary Shares) for the purpose of and in connection with an agreement by several investors to subscribe for Ordinary Shares on the terms approved by a meeting of the board of directors held on 8 September 2021 (the **Seed Subscription**); and

(ii) **£1,000,000** (being 100,000,000 Ordinary Shares) in connection with the Company's proposed IPO on the AQSE Exchange Growth Market operated by Aquis Stock Exchange Plc or such other recognised stock exchange ("**Admission**"), including, *inter alia*, the issue of Ordinary Shares to placees and or subscribers participating in fundraising activities, the issue of options and or warrants to Directors, consultants and or its advisers and for any such purpose that the Directors think fit in connection with Admission,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the later of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors (or any subsequently duly appointed directors) may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

(b) **THAT** in accordance with section 551 of the Companies Act 2006 (**CA 2006**) the directors of the Company (or any subsequently duly appointed

directors) be generally and unconditionally authorised to exercise all powers of the Company (including rights for equity securities or the sale of security from treasury) up to, in aggregate, an amount representing 25 per cent of the aggregate value of the Ordinary Shares in issue as at the close of the first business day in England following Admission generally for such purposes as the Directors may think fit (including, *inter alia*, for the purpose of or in connection with any acquisition to be carried out by the Company), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the later of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors (or any subsequently duly appointed directors) may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

2.1.3 On 9 September 2021 the Company issued 29,000,000 Ordinary Shares of £0.01 each as part of a subscription by private investors for cash to raise £290,000, pursuant to the authorities granted at a general meeting of Company occurring on the same date.

2.2 On 25 April 2022, the Company held a board meeting to consider and approve the following matters, subject to and conditional upon Admission:

2.2.1 the issue and allotment of 27,033,333 Placing Shares;

2.2.2 the issue and allotment of 30,510,001 Subscription Shares;

2.2.3 the grant of the Investor Warrants to Placees (further details of the Investor Warrants are described at paragraph 8.9 of this part);

2.2.4 the grant of the Optiva Warrants (further details of the Optiva Warrants are described at paragraph 8.11 of this Part);

2.2.5 the grant of the Novum Warrants (further details of the Novum Warrants are described at paragraph 8.5 of this Part); and

2.2.6 the grant of a total of 15,750,000 options over Ordinary Shares to certain Directors of the Company. Further details of the option awards are described in paragraph 2.6 below.

2.3 As at the Last Practicable Date, 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 Nominal Amount (£)
34,000,000 Ordinary Shares	0.01	340,000

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 Nominal Amount (£)
91,543,334 Ordinary Shares	0.01	915,433.34

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.

2.6 On Admission the Directors 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	% of Fully Diluted Issued Share Capital on Admission
Saqib Ahmed Mir	7,750,000	£0.03	The options will be exercisable on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	5.98
Timothy Daniel	4,750,000	£0.03	The options will be exercisable on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	3.67
Paul Gazzard	3,250,000	£0.03	The options will be exercisable on the first anniversary of Admission and thereafter until the fifth anniversary of Admission.	2.51

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 9 September 2021, contain, *inter alia*, provisions to the following effect:

3.1 Voting Rights

Subject to any special terms as to voting attached to any class of shares, at any general meeting, on a show of hands, every member present in person or by proxy or (being a corporation) who is present by a duly authorised representative shall be determined in accordance with the Companies Act. On a poll every Member present in person or by proxy or by representative (in the case of a corporate Member) shall have one vote for each

share of which he is the holder, proxy or representative. On a poll, a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes in the same way. No member is entitled to vote at a general meeting either personally or by proxy if he or any person appearing to be interested in shares held by him has been duly served with a notice under section 793 of the Companies Act and is in default for the prescribed period in supplying to the Company the information required thereby or, unless the Directors determined otherwise, if any calls in respect of shares held by him have not been paid.

3.2 Notices and Quorum of General Meeting

The Company shall hold an annual general meeting once a year. An annual general meeting of the Company shall be called on 21 clear days' notice, that is excluding the date of deemed receipt of such notice and the date of the meeting. Any general meeting of the Company shall be called on 14 clear days' notice. The Directors can call a general meeting at any time they think fit. The Company is required to send notice to members (except where the member is not entitled to such notice under the Articles or pursuant to any other restrictions imposed), the Company's Directors, and auditors. The Articles permit 'hybrid' general meetings (i.e. allowing participation at a physical general meeting by electronic facilities) to be held. In the case of an electronic or hybrid meeting, the notice must specify the date, time and electronic platform for the meeting. Notice will be sent to those registered in the register of members of the Company at such relevant time as is decided by the Directors in accordance with the Articles. The notice of annual general meeting or general meeting will include a time at which the member must be entered on such register in order to have the right to vote, being not more than forty eight hours before the time fixed for the meeting. The quorum at general meetings will be two Members present in person or by proxy and entitled to vote.

3.3 Variation of Rights

If at any time the capital of the Company is divided into different classes of share, the rights attached to any class may be varied either with the written consent of the holders of not less than three-quarters in nominal value of the issued shares of that class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class. The rights may be so varied either while the Company is a going concern or during or in contemplation of a winding up. The quorum at any such separate meeting (other than an adjourned meeting) shall be not less than two persons entitled to vote and holding or representing by proxy at least one-third in nominal value of the issued shares of the relevant class (excluding any shares of that class held as treasury shares).

3.4 Lien and Forfeiture

The Company has a first and paramount lien and charge upon every share (not being a fully paid share) for all amounts payable to the Company whether called or payable at a fixed time in respect of that share. The Board may sell shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 days of notice requiring the holder to do so.

Subject to the Articles and the terms on which the shares are allotted, the Board may make such calls on Shareholders in respect of any money unpaid on their shares. Each Shareholder shall (subject to receipt of at least 14 days' notice) pay to the Company the amount called on his shares. If a sum called or instalment payable in respect of a share is not paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest on the sum and expenses. The notice should also state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

3.5 Directors

3.5.1 Share Qualification

A Director is not required to hold any Shares by way of qualification.

3.5.2 Board Powers

The Directors are responsible for the management of the Company's business and the Directors may exercise all the Company's powers and may do on its behalf anything that can be done by the Company. The Board may delegate any of its power to any committee consisting of one or more Directors or to any Director.

3.5.3 Directors' Conflicts of Interest

Directors must declare to the other Directors any situation in which he has or could have a direct or indirect interest that conflicts or possibly might conflict with the interests of the Company. Save in relation to permitted causes, any Director so interested cannot count as part of a meeting of the Directors in relation to voting for quorum purposes. If a question comes up at a meeting of the Directors about whether a Director (other than the chairperson of the meeting) can vote, the question be referred to the chairperson of the meeting (or if the Director concerned is the chairperson, to the other Directors at the meeting) and his ruling (or the ruling of the majority of other Directors in relation to the chairperson) will be final and conclusive.

3.5.4 Borrowing Powers

The Directors may exercise all of the powers of the Company to borrow money, and to mortgage or charge undertaking, property and assets (present and future) and uncalled capital and, subject to the provisions of applicable laws, to issue debentures, debenture stock, and other securities.

3.5.5 Directors' Meetings

The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number shall be two.

3.6 Directors' Expenses and Additional Remuneration

The Company may pay on behalf of or reimburse a Director all reasonable traveling, hotel and incidental expenses in connection with their attendance at meetings of directors or committees of directors, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company, and all expenses properly and reasonably incurred otherwise in connection with the exercise of their powers in relation to the Company. A Director who by request of the Board performs special services outside his ordinary duties as a Director or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Board may determine.

3.7 Retirement and Appointment of Directors

The Company may by ordinary resolution appoint any person willing to act and who is permitted by law to do so, to be a director. The Directors may also from time to time appoint directors, but any director so appointed shall retire by rotation at the next annual general meeting of the Company and stand for re-election. A Director may by ordinary resolution at a meeting of which special notice has been given in accordance with section 312 of the Companies Act, remove any director, A Director may also be removed from office if he receives written notice signed by not less than, in the case of non-executive directors, three- quarters, and in the case of executive directors, a majority or half of the Board if that includes the chairperson of the other Directors removing him from office. The office of a Director shall be vacated if such Director becomes prohibited by law of holding such office and in certain other circumstances.

3.8 Retirement by Rotation

At every annual general meeting, any directors appointed by the Board since the last general meeting and any directors who were not appointed or re-appointed at one of the preceding two annual general meetings of the Company shall retire by rotation and stand for re-election.

3.9 Directors' indemnity and insurance

The Directors may decide to purchase and maintain insurance at the expense of the Company for the benefit of any relevant officer in respect of any loss or liability which has been or may be incurred by that relevant officer in connection with his duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

3.10 Transfers

All transfers of shares held in certificated form may be effected by transfer in any usual form or in any other form acceptable to the Directors and shall be executed by or on behalf of the transferor and, if the share is partly paid, the transferee. The Directors may refuse to register the transfer of a certificated share if the transfer is not lodged at the Company's registered office or such other appointed place, it is not duly stamped, it is not accompanied by the certificate or similar documents, it is in respect of more than one class of share or if it is in favour of more than four transferees. All transfers of shares held in uncertificated form will be effected by means of the relevant system.

3.11 Dividends

There are no fixed dates on which a divided entitlement arises. The Company may by ordinary resolution from time to time declare dividends to be paid to Shareholders, although the amount of the dividend cannot exceed the amount recommended by the Directors. In addition, the Directors may pay interim dividends if justified by the profits of the Company available for distribution. The dividend payment to each Shareholder shall be calculated proportionately to the amounts paid up on each issued Share. In certain circumstances unclaimed dividends may be used for the benefit of the Company until claimed. Any dividend which remains unclaimed twelve years after the date the dividend becomes due for payment shall be forfeited and shall revert to the Company. Payments of dividends may be made by direct debit, bank transfer, cheque, dividend warrant or money order or by any other method. Subject to the passing of an ordinary resolution by the Shareholders, the Board may offer Shareholders the right to elect to receive additional Shares, credited as fully paid, rather than cash. The Ordinary Shares rank *pari passu* as a class in terms of preference, restriction, and all other rights.

3.12 Return of Capital

If the Company is wound up, the liquidator may, with the authority of a special resolution and any other authority required by law, divide among the members in specie the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or different kinds). For this purpose, the liquidator may set such value as the liquidator considers fair on any assets and may determine how to divide it between the members or different classes of members.

Any such division shall be in accordance with the existing rights of the members. The liquidator may, with the authority of a special resolution and any other authority required by law, transfer all or any part of the assets to trustees on such trusts for the benefit of members as the liquidator decides. Where the liquidator divides or transfers any assets in this way, no member shall be required to accept any asset in respect of which there is a liability.

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 Act) 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
Saqib Ahmed Mir*	9,333,333	10.20%	7,750,000	13.19
Timothy William Daniel	833,333	0.91%	4,750,000	4.31
Paul Terrence Gazzard**	1,000,000*	1.09%	3,250,000	3.28

* held as to 8,333,333 by Miriad Limited and 1,000,000 by Saqib Mir

** These shares are held by Kate Gazzard, the spouse of Paul Gazzard.

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 5 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 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 the Last Practicable Date, the Company has been notified or is aware of the following holdings which will, following Admission, represent more than 5 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
Share Talk Ltd*	5,000,000	14.71%	5,000,000	5.46
James Sheehan	5,000,000	14.71%	5,000,000	5.46
Riverfort Global Opportunities PCC Ltd	5,000,000	14.71%	5,833,333	6.37
Adrian Beeston	2,000,000	5.88%	2,000,000	2.18

* *Share Talk Ltd is a company incorporated in England and Wales, which has Mr Alex McKinley as its sole Director and he has a significant interest in the legal and beneficial ownership of its shares through AMAC Holdings Limited*

6. Directors' Terms of Appointment

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

(a) On 25 April 2022, Saqib Ahmed Mir entered into a service agreement with the Company, under the terms of which Mr Mir has agreed to act as Executive Chairman of the Company. The service agreement governs the terms of Mr Saqib Ahmed Mir's employment by the Company with effect from 1 September 2021 and which shall be continuous for a 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 £72,000 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 25 April 2022, Timothy Daniel entered into a service agreement with the Company, under the terms of which Mr Daniel has agreed to act as Executive Director of the Company. The service agreement governs the terms of Mr Timothy Daniel's employment by the Company with effect from 1 September 2021 and which shall be continuous for a 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 £72,000 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 Paul Gazzard was entered into on 25 April 2022 under the terms of which Mr Gazzard has agreed to act as Non-Executive Director 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 Paul Gazzard is £36,000 per annum. The Director's fees will be reviewed on the first anniversary of Admission.

6.2 Save as referred to above and the consultancy arrangement between the Company and Silvereye Capital Limited being a party connected with Mr Tim Daniel (as described at paragraph 8.8 of this Part), 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 August 2021 was £nil.

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
Saqib Ahmed Mir	— Miriad Limited	
Timothy William Daniel	— Firering Strategic Minerals Plc — Silvereye Capital Limited	— Footyboots Ltd — Metals One Plc — TWD Consulting Services Limited
Paul Terence Gazzard	— Arlington Energy Founders Limited — ADV 001 Limited — Amur Minerals Corporation — ARL 018 Limited — ARL 021 Limited — ARL Energy Development Limited — ARL Energy Storage Limited — Arlington Energy (Development) Limited — Arlington (Group Services) Limited — Arlington Energy Limited — Avery Energy Limited — Battery Asset Management Limited — Dukemount Capital Plc — ESL 001 Limited — ESL 002 Limited — Hat Consultants Limited — Jura Holdings Limited — M P Renewables Limited — NGFP Limited — NGFP 2 Limited	— ARL 001 Limited — ARL 009 Limited — ARL 011 Limited — ARL 027 Limited — Arlington Infrastructure Limited — Arlington Infrastructure 2 Limited — Arlington Infrastructure 3 Limited — BW 001 Limited — Carlo Holdings Limited — Oberon Investments Limited — Oberon Securities Limited — Product Station Limited

7.2 Paul Gazzard was appointed as a director of ARL 009 Limited on 13 September 2018. On 28 September 2020 an administrator was appointed by the High Court of Justice, Business and Property Courts. ARL 009 Limited remains in the process of administration.

7.3 Paul Gazzard was appointed as a director of Arlington Infrastructure Limited on 29 May 2018. On 17 August 2020 an administrator was appointed by the High Court of Justice, Business and Property Courts. Arlington Infrastructure Limited remains in the process of administration.

7.4 Paul Gazzard was appointed as a director of Greenhouse Advisor Limited on 16 November 2005. On 27 May 2014 the Company was dissolved via compulsory strike-off.

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 Novum Engagement Letter – Corporate Advisor

An engagement letter dated 10 August 2021 between the Company and Novum ("Novum LOE") pursuant to which the Company has appointed Novum to act as the AQSE corporate adviser to the Company for the purposes of seeking admission of the Company's shares to trading on the AQSE Growth Market. The engagement letter is terminable by either party giving not less than three months' notice to the other.

8.2 Novum Engagement Letter – Joint Broker

An engagement letter dated 30 July 2021 between the Company and Novum ("Novum LOE") pursuant to which the Company has appointed Novum to act as the joint broker to the Company for the purposes of seeking admission of the Company's shares to trading on the AQSE Growth Market. In consideration of the services, the Company shall:

a) pay a sales commission calculated at a rate of 5.0% of the gross aggregate value of funds raised from investors introduced by Novum in the Placing;

b) grant Novum warrants over shares equivalent to 5% of the gross aggregate value of funds raised by Novum at the Placing Price, valid for three years from the issue date;

c) pay Novum's legal fees (up to £5,000); and

d) retain Novum as joint broker following Admission and pay an annual broking retainer fee of £25,000 plus VAT.

8.3 Novum Corporate Adviser Agreement

An AQSE Corporate Adviser agreement dated 25 April 2022 between the Company and Novum pursuant to which the Company has appointed Novum to act as corporate adviser to the Company on an on-going basis following Admission. 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 is terminable by either party giving three months' prior written notice, such notice not to be given before the first anniversary of Admission.

8.4 Placing Agreement

The Company entered into a placing agreement on 25 April 2022 with the Directors and Novum and Optiva. Under the terms of the Placing Agreement, the Company and the Directors have provided certain customary warranties and undertakings to Novum and Optiva in connection with Admission and certain matters relating to the affairs of the Company. Novum and/or Optiva may terminate the Placing Agreement in certain specific circumstances prior to Admission, particularly if there is a material breach of warranties or circumstances arise which means that it is either impractical or inadvisable to proceed with Admission. The Placing Agreement is subject to the satisfaction of certain conditions, including Admission and such conditions must be satisfied by no later than 30 April 2022. The Placing Agreement is governed by English law.

8.5 Warrant Instrument – Novum Securities Limited

The Company created a warrant instrument dated 25 April 2022, pursuant to which the Company issued Novum warrants over a total of 893,333 Ordinary Shares, representing 5.0% of the gross aggregate value of funds raised by Novum as part of the Placing. The Novum Warrants are exercisable at the Issue Price and are exercisable either in whole or in part for a period of three years from the date of Admission.

8.6 Directors Lock-In Agreement

Lock-in agreement dated 25 April 2022 between (1) the Persons Discharging Managerial Responsibility, being the Directors (2) the Company and (3) Novum and (4) Optiva, (the "PRDMR Lock-In Agreement") pursuant to which the Persons Discharging Managerial Responsibility have agreed with Novum, Optiva, 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"). 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 Novum. 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.

8.7 Option Deeds

On 25 April 2022, the Company entered into separate option deeds with Zak Mir, Tim Daniel and Paul Gazzard (the **Option Deeds**). The Option Deeds relate to certain grants of options made by the Company to certain Directors, as more particularly described in paragraph 2.6 of this Part.

The Options are exercisable at the Issue Price and are capable of being exercised in the period from the first anniversary of Admission and thereafter until the fifth anniversary of Admission. The Option Deeds include customary protections for the benefit of option holders, including, a provision allow for adjustments to the number of options in circumstances where there is an alteration in the share capital of the Company.

The Options are not capable of assignment under the terms of the Option Deed, other than with the written consent of the Company and such consent shall not be unreasonably withheld.

The Option Deeds are governed by English law.

8.8 Consultancy Agreement with Silvereye Capital Limited

On 22 June 2021, the Company entered into a consultancy agreement with Silvereye Capital Limited (a private company incorporated in England with company number 11440973) ("SCL"), pursuant to which SCL had agreed to provide consultancy services to the Company in connection with Admission. SCL is related to Director, Mr Tim Daniel, who is the sole Director and shareholder of SCL. Under the terms of the consultancy agreement, SCL is providing the services of Mr Daniel to the Company. Under the agreement, SCL is entitled to fees in aggregate of £15,000, of which a final instalment of £5,000 is due on Admission. It is intended that the consulatancy agreement will be terminated immediately following Admission.

8.9 Investor Warrants

On 25 April 2022, the Company constituted a warrant instrument, pursuant to which the Company will issue the Investor Warrants to Placees who have participated in the Placing. Each Placee will be entitled to receive one Investor Warrant for every three Placing Shares subscribed for as part of the Placing. The Investor Warrants are exercisable at an exercise price of £0.06 (six pence) and are capable of being exercised at any time from Admission and the third anniversary of Admission.

The warrants are not capable of being transferred other than with the written consent of the Company. The warrants are also capable of being exercised in whole or in part (in multiples of 100,000 warrants or otherwise all remaining warrants). The warrant instrument includes customary protections for investors upon the occurrence of a liquidation event or public takeover, and an adjustment provision upon the occurrence of an alteration in the share capital structure of the Company (for example, a subdivision or consolidation of shares). The instrument is governed by English Law.

8.10 Optiva Engagement Letter

On 19 April 2022, the Company entered into an engagement letter with Optiva Securities Limited ("Optiva") pursuant to which Optiva had agreed to act as broker and placing agent in connection with Admission and on an on-going basis. Optiva has been appointed for an initial term of twelve months on a non-exclusive basis and will continue thereafter until the agreement is terminated. Either party may give written notice to terminate the agreement provided that they give three months' notice in writing and that the term expires no earlier than the initial term. In consideration for the services being provided by Optiva, the Company has agreed to pay the following commissions in addition to an annual retainer fee: (a) a placing commissions of 5% of sums introduced by Optiva; (b) broker warrants representing an equivalent of 5% of the funds raised by Optiva, exercisable at the Issue Price and with a maturity date of 3 years; (c) warrants over Ordinary Shares representing an amount of £50,000, such warrants being exercisable at the Issue Price for a period of three years.

8.11 Optiva Warrant Arrangements

The Company has granted a total of 2,124,999 warrants to Optiva subject to and conditional upon Admission in accordance with the Company's engagement letter with Optiva dated 19 April 2022. The terms of the separate warrant instruments are summarised below.

Fundraising Warrants

The Company created a warrant instrument dated 25 April 2022, pursuant to which the Company issued Optiva warrants over a total of 458,333 Ordinary Shares, representing 5% of the gross aggregate value of funds raised by Optiva as part of the Placing. The warrants are exercisable at the Issue Price and are exercisable either in whole or in part for a period of three years from the date of Admission.

Performance Warrants

The Company created a warrant instrument dated 25 April 2022, pursuant to which the Company issued Optiva warrants over a total of 1,666,666 Ordinary Shares, representing £50,000 (the "**Performance Warrants**"). The warrants are exercisable at the Issue Price and may be exercised either in whole or part for a period of three years from the date of Admission.

The warrants are subject to specific vesting provisions: (a) 50% of these warrants shall only vest if the 5-day VWAP of the Company exceeds a 100% premium to the exercise price; and (b) the remaining 50% of all warrants, shall only vest if the 5-day VWAP of the Company exceeds a 200% premium to the exercise price. These warrants will expire after 3 years, regardless of whether they have vested.

9. Related Party Transactions

Other than service agreements, appointment letters, option deeds and a consultancy arrangement with Silvereye Capital Limited (a person connected with Tim Daniel) described at paragraphs 6, 8.7 and 8.8 of this Part 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 tax income tax band will be taxed at 32.5 per cent 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 per cent being at the additional rate of income tax. From 6 April 2022 these rates will increase by 1.25 per cent, being to 8.75 per cent up to the limit of the basic rate income tax band, 33.75 per cent up to the limit of the higher rate income tax band and 39.35 per cent 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 per cent. 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 per cent. If the shareholder is in doubt as to the amount of the first band, then independent professional advice should be sought. From 6 April 2022, any dividends received by such trusts in excess of the first band will be taxed at 39.35 per cent.

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 2022 is £12,300. Generally speaking, where the individual's taxable chargeable gains exceed the allowance, then these gains will be taxed at 10 per cent, 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 per cent.

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 2022 the allowance is £6,150. Independent professional advice should be sort before claiming this allowance. Where the allowance is claimed then chargeable gains in excess of this amount will be liable to tax at 20 per cent. Where the allowance is not claimed then the whole chargeable gain will be liable to tax at 20 per cent.

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 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 £187,745 (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 August 2021, 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 May 2022. 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 Novum, 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. Novum is acting exclusively for the Company in connection with Admission and not for any other persons. Novum will not be responsible to any other persons other than the Company for providing the protections afforded to customers of Novum or for advising any such person in connection with Admission. Novum is registered in England and Wales under company number: +44 (0)20 7399 9400 and with registered address at 57 Berkeley Square, London, England, W1J 6ER.

12.7 Optiva, 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.

12.8 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.

12.9 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.

12.10 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.

12.11 On Admission, the Company will have cash resources of approximately £1,843,018 after expenses. The current funds are sufficient to fund the proposed uses stated in Part I of this Document.

12.12 Save for the Company's website at www.liftgv.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.

12.13 Save as disclosed in this Document, as far as the Directors are aware there are no environmental issues that may affect the Company's utilisation of any tangible fixed assets.

12.14 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. 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 Novum 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.liftgv.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: 25 April 2022

Black&Callow — c118587