Unaudited financial statements for the year ended 31 March 2022

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Unaudited financial statements

For the year ended 31 March 2022

Contents

	Page
Company Information	3
Directors' Report	4-5
Statement of Income and Retained Earnings	6
Statement of Financial Position	7
Notes to the Financial Statements	8-17

Company Information

For the year ended 31 March 2022

The Company Elwood Asset Management Services Limited

Registered Number 11246233

Registered Office 82 Baker Street

London England W1U 6TE

Jeri-Lea Brown (appointed 20 July 2021) **Directors**Richard Nash (appointed 21 October 2022)

Richard Nash (appointed 21 October 2022)

Ben Gilbert (appointed 20 July 2021, resigned 28 October 2022)

Amina Adam (resigned 20 July 2021) Charlotte Godwin (resigned 20 July 2021) Nikolas Wislang (resgined 20 July 2021)

CoinShares Corporate Services (Jersey) Limited (appointed 20 July 2021)

Company Secretary Throgmorton Secretaries LLP (resigned 20 July 2021)

Barclays

Bankers 13 Library Place

St Helier Jersey JE4 8NE

Tax Adviser Gerald Edelman

73 Cornhill London EC3V 3QQ

Directors' Report

For the year ended 31 March 2022

The directors present their report and the financial statements of Elwood Asset Management Services Limited (the 'Company') for the year ended 31 March 2022.

Incorporation

The Company was incorporated on 9 March 2018 in England and Wales.

Principal activity

The Company is a corporate member of Elwood Asset Management LLP ('ELLP'). Its principal activity is to provide services to ELLP in return for profit allocations.

Results and dividends

The profit for the year, after taxation, amounted to \$125,939 (2021: \$106,673) as disclosed on page 6.

Statement of Directors' responsibilities

The directors are responsible for preparing the Directors' Report and financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law, the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company as at the end of that period, and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- · select suitable accounting policies for the Company's financial statements and then apply them consistently;
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Directors' Report (continued)

For the year ended 31 March 2022

Directors and Company Secretary

The directors and company secretary who served during the year are listed on page 3.

Directors' interest in shares

The directors holding office at the end of the reporting period had no direct interests in the share capital of the Company but in the ultimate parent company, CSIL.

Going concern

In preparing the financial statements the directors made an assessment of the Company's ability to continue as a going concern. In assessing whether the going concern assumption is appropriate the directors considered all available information about the future, which is at least, but is not limited to, twelve months from the date when the financial statements are authorised for issue.

When making the assessment the directors considered and disclosed all material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

It is the intention of the directors to liquidate the Company. As a result the going concern assumption is not appropriate and these financial statements have been prepared accordingly.

Events after the reporting date

There were no events or conditions after the reporting date that require disclosure in the financial statements.

The report was approved by the board on 05 December 2022 and signed on its behalf by:

CoinShares Corporate Services (Jersey) Limited

Company Secretary

Statement of Income and Retained Earnings

For the year ended 31 March 2022

	Note	1 April 2021 to 31 March 2022 \$	1 April 2020 to 31 March 2021 \$
Revenue	4	2,329,553	1,922,271
Gross profit	_	2,329,553	1,922,271
Operating expenses	5	(2,165,762)	(1,473,056)
Operating profit	_	163,791	449,215
Gain/(loss) on foreign exchange		33,304	(449,215)
Profit before taxation	_	197,095	-
Taxation on profit	7	(71,156)	106,673
Profit for the year after taxation	_	125,939	106,673
Retained earnings at the beginning of the year	·	231,818	125,145
Retained earnings at the end of the year		357,757	231,818

The above should be read in conjunction with the accompanying notes on pages 8 to 17 which form an integral part of these financial statements.

Statement of Financial Position

As at 31 March 2022

		As at 31 March 2022	As at 31 March 2021
	Note	\$	\$
ASSETS	Note	₩	•
Non-current assets	•		
Investment in subsidiaries		12,417	12,417
Tangible fixed assets	8	-	36,672
Other assets	Ü	197,095	-
01101 433013	_	209,512	49,089
·	_	200,012	10,000
Current assets			
Trade and other receivables	9	-	145,398
Intercompany receivable	14	355,431	1,365,735
Cash and cash equivalents	10	12,114	50,753
	_	367,545	1,561,886
Total assets	_	577,057	1,610,975
LIABILITIES	•		
Current liabilities			
Trade and other payables	11	53,333	53,241
Intercompany liability	14	165,830	1,325,779
Total liabilities	_	219,163	1,379,020
NET ASSETS		357,894	231,955
EQUITY			
Share capital	12	137	137
Retained earnings	13	357,757	231,818
Total equity		357,894	231,955

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of the financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the Board of Directors of the Company and signed on its behalf by:

RICHARD NASh
Director

Date: 05 December 2022

The above should be read in conjunction with the accompanying notes on pages 8 to 17 which form an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 March 2022

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1 General information

Elwood Asset Management Services Limited (the 'Company') is a private company limited by shares incorporated in the United Kingdom on 9 March 2018 to act as corporate member of Elwood Asset Management LLP ('ELLP'). Its principal activity is to provide services to ELLP in return for profit allocations. The address of its registered office is Octagon Point 5 Cheapside, St Pauls, London, England, EC2V 6AA.

2 Statement of compliance

The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland', Section 1A Small Entities ('FRS 102 1A') and the Companies Act 2006. There were no material departures from FRS 102 1A.

3 Significant accounting policies

3.1 Basis of preparation

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with FRS 102 1A and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies, see note 3.5.

The following principal accounting policies have been applied:

3.2 Going concern basis

In preparing the financial statements the directors made an assessment of the Company's ability to continue as a going concern. In assessing whether the going concern assumption is appropriate the directors considered all available information about the future, which is at least, but is not limited to, twelve months from the date when the financial statements are authorised for issue.

When making the assessment the directors considered and disclosed all material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

It is the intention of the directors to liquidate the Company. As a result the going concern assumption is not appropriate and these financial statements have been prepared accordingly.

3.3 Changes in accounting policies

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous years.

3.4 Foreign currency translation

Functional and presentation currency

The Company's financial statements are presented in United States Dollars (\$), which is the functional currency. All values are rounded to the nearest dollar, except when otherwise indicated.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

3 Significant accounting policies (continued)

3.4 Foreign currency translation (continued)

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing at the reporting date.

Foreign exchange gains and losses arising from translation are included in the Statement of Income and Retained Earnings.

3.5 Judgements and sources of estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions in applying the Company's accounting policies to determine the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

The following are considered to be sources of judgement and estimate:-

- (i) Useful economic life of tangible fixed assets: the annual depreciation charges of tangible fixed assets are sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates.
- (iii) Allocation of Group expenditure: The rates applied to the Company in determining the allocation of these recharges vary between categories of expenditure and those applied during the year are based on the directors' estimate of where time or resource was considered to be spent. The Company and Group entities have common directorships, and the recharge rates were determined by the directors based upon their judgement of the resource usage for the year.

3.6 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of discounts and value added taxes.

The Company recognises revenue when (a) the amount of revenue can be measured reliably; (b) it is probable that the Company will receive the consideration due under the contract; (c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Revenue principally represents income from ELLP which has its activities in the UK.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

3 Significant accounting policies (continued)

3.7 Expenses

All expenses of the Company are recognised on an accruals basis and are net of amounts recharged between the Company and its related entities.

3.8 Tangible fixed assets

Tangible fixed assets are recognised at cost less accumulated depreciation and accumulated impairment losses.

Subsequent expenditure relating to tangible fixed assets that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in the Statement of Income and Retained Earnings as incurred.

Depreciation is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

IT Equipment

3 years

The residual values, estimated useful lives and depreciation method of fixed assets are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in the Statement of Income and Retained Earnings when the changes arise.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Income and Retained Earnings in the period of disposal.

3.9 Impairment of non-financial assets

Tangible fixed assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

If such an indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of value in use and fair value less costs of disposal. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Income and Retained Earnings.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of the recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately as a credit to the Statement of Income and Retained Earnings.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

3 Significant accounting policies (continued)

3.10 Trade and other receivables

Trade receivables are non interest-bearing and are recognised initially at fair value (transaction price), and subsequently amortised at cost using the effective interest rate method, less provision for impairment.

Loans to related entities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method, less accumulated impairment losses.

All trade and other receivables are currently repayable on demand and held at transaction price.

3.11 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business, if longer). Otherwise, they are presented as non-current liabilities.

Trade payables are non interest-bearing and are recognised initially at fair value (transaction price) and subsequently measured at amortised cost using the effective interest method.

3.12 Taxation

Current tax is recognised as the amount expected to be paid to or recovered from the tax authorities, using tax rates enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Current tax is recognised as income or expense in the Statement of Income and Retained Earnings, except to the extent that the tax arises from a transaction which is recognised directly in equity.

The taxation charge is based on the profit for the year as adjusted for tax purposes. The standard income tax rate is 19% (2021: 19%).

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

3.13 Share capital

Ordinary shares are classified as equity. 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.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

Revenue		
	1 April 2021 to	1 April 2020 to
	31 March 2022	31 March 2021
	\$	\$
Fee income	2,132,457	1,922,271
Profit allocations	197,095	-
Other revenue	1	-
•	2,329,553	1,922,271

The Company is a corporate member of ELLP. Its principal activity is to provide services to ELLP in return for profit allocations.

5 Operating expenses

Included within operating expenses of \$2,165,762 (2021: \$1,473,056) (see page 6) are the following amounts:

	1 April 2021 to 31 March 2022	1 April 2020 to 31 March 2021
	\$	\$
Staff costs	1,761,638	1,092,499
Occupancy	28,559	189,833
Professional Services	68,487	78,701
Other Costs	307,078	112,023
	2,165,762	1,473,056

⁽i) The Company is part of the CoinShares Group, being CSIL and its subsidiaries (the 'Group'), which shares certain central resources (including staffing and premises).

For the year ended 31 March 2022 a total of £142,214 (2021: £nil) was recharged to the Group from the Company.

6 Staff and directors

The average number of employees of the Company during the year was:

	, ,	, , ,	2022
Directors			-
Staff			1
			1

There was no remuneration in respect of directors during the years ended 31 March 2022 and 31 March 2021.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

7	Taxation

(i) Deferred tax asset	31 March 2022 \$	31 March 2021 \$
The deferred tax asset comprises:		•
Depreciation in excess of capital allowances	•	17,117
	-	17,117
The movement on the deferred tax provision comprises:		
Opening balance	17,117	11,237
Charge for the period	(17,117)	5,880
At 31 March		17,117
(ii) Corporation Tax	31 March 2022 \$	31 March 2021 \$
Corporation tax		
Current tax on profits for the year	(63,645)	(9,606)
Adjustment in respect of prior period	9,606	110,399
	(54,039)	100,793
Deferred tax		
Origination and reversal of timing differences	(17,117)	5,880
	(17,117)	5,880
Taxation on profit on ordinary activities	(71,156)	106,673

Factors affecting tax charge for the year

The tax assessed for the year is higher (2021: lower) than the standard rate of corporation tax in the UK of 19% (2021: 19%)

	31 March 2022 \$	31 March 2021 \$
Profit on ordinary activities before taxation	197,095	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(37,448)	-
Effects of: Non-taxable income Expenses not deductible for tax purposes Prior year tax adjustment	37,448 (80,762) 9,606	(3,726) 110,399
Total tax (charge)/credit for the year	(71,156)	106,673

The UK corporation tax rate substantively enacted for the year ended 31 March 2022 was 19%. In the Spring 2021 budget it was announced that the UK rate of Corporation Tax will increase to 25% from 1 April 2023.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

8 Tangible fixed assets

	IT Equipment · \$	Total \$
Cost		
At 1 April 2021	192,244	192,244
Additions	73,887	73,887
Disposals	(266,131)	(266,131)
At 31 March 2022	-	-
Accumulated depreciation		
Beginning of year	155,572	155,572
Charge for the year	18,361	18,361
Disposals	(173,933)	(173,933)
At 31 March 2022		
Net book value		
At 31 March 2022	•	-
At 31 March 2021	36,672	36,672
9 Trade and other receivables	31 March 2022 \$	31 March 2021 \$
	•	
VAT receivable	•	26,978
Deferred tax asset	•	17,117
Corporation tax receivable	-	100,793
Other debtors/prepayments		510
		145,398
In the opinion of the directors all trade and other receivables are recoverable in full.		
10 Cash and cash equivalents		
	31 March 2022 \$	31 March 2021 \$
	•	•
Cash at bank	12,114	50,753

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

11 Trade and other payables

	31 March 2022	31 March 2021
	\$	\$
Corporation tax payable	53,215	-
Trade payables	118	53,241
	53,333	53,241

12 Share capital

Shares classified as equity

Allotted, called-up and fully paid

	31 March 2022 Number	31 March 2022 \$	31 March 2021 Number	31 March 2021 \$
Ordinary shares of £1 each	100	137	100	137
	100	137	100	137

The Company is authorised to issue 100 ordinary shares, they confer on the holder the right to receive dividends at the Company's discretion. At the Company's discretion there is a return of assets, ordinary shares confer on the holders thereof the rights in respect of the assets of the Company available for distribution among the Shareholders. Ordinary shares issued and allotted are accounted for as equity.

13 Reserves

The retained earnings account shows the cumulative profit and loss recognised in the Statement of Income and Retained Earnings.

Retained Earnings	Retained Earnings Total \$ \$		
At 1 April 2021	231,818	231,818	
Profit for the year after taxation	125,939	125,939	
At 31 March 2022	357,757	357,757	

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

14 Related party transactions

The Group consists of the Company and the following entities held by the ultimate parent company, CSIL:

Name	Defined as	Investee Relationship	CSIL's Ownership	Jurisdiction	Date of Acquisition/ Incorporation
CoinShares (UK) Limited	CSUK	Subsidiary	100%	UK	19/04/2017
CoinShares (Holdings) Limited	CSHL	Subsidiary	100%	Jersey	25/04/2017
XBT Provider AB (publ)	XBTP	Subsidiary	100%	Sweden	25/09/2017
CoinShares GP II Limited	CSGP2L	Subsidiary	100%	Jersey	09/02/2018
CoinShares Corporate Services (Jersey) Limited	CSCSJL	Subsidiary	100%	Jersey	25/06/2018
CoinShares Co	CSCo	Subsidiary	100%	USA	01/07/2018
Gold Token SA	GTSA	Joint Venture	50%	Switzerland	08/08/2018
CoinShares Employment Services (Jersey) Limited	CSESJL	Subsidiary	100%	Jersey	09/08/2018
GABI Trading Limited (Asia)	GTLA	Subsidiary	100%	Hong Kong	12/02/2019
CoinShares Technologies Limited	GCL	Subsidiary	100%	Jersey	30/06/2019
CoinShares (Jersey) Limited	CSJL	Subsidiary	100%	Jersey	26/09/2018
CoinShares Capital, LLC	CS Cap	Subsidiary	100%	USA	18/09/2019
CoinShares Capital Markets (Jersey) Limited	CSCMJL	Subsidiary	100%	Jersey	30/06/2019
CoinShares Capital Markets (UK) Limited	CSCMUKL	Subsidiary	100%	UK	30/06/2019
CoinShares GP I LLC	CSGPI	Subsidiary	100%	USA	20/03/2020
CoinShares Digital Securities Limited	CSDSL	Subsidiary	100%	Jersey	30/06/2020
Elwood Asset Management LLP	EAMLLP	Subsidiary	100%	UK	20/07/2021
CoinShares France	CSF	Subsidiary	100%	France	17/12/2021
CoinShares Asset Management	CSAM	Subsidiary	100%	France	04/07/2022

GABI Capital Limited changed its name to CoinShares Technologies Limited on 8 March 2022.

Napoleon Crypto SAS and Napoleon Software SAS were absorbed into Napoleon Group SAS on 11 May 2022 and 31 May 2022 respectively. Napoleon Group SAS changed its name to CoinShares France on 7 August 2022.

Napoleon Asset Management SAS changed its name to CoinShares Asset Management on 7 August 2022.

Notes to the Financial Statements (continued)

For the year ended 31 March 2022

14 Related party transactions (continued)

The Company is exempt from disclosing related party transactions as they are with other companies that are wholly owned within the Group.

15 Events after the reporting date

There were no events or conditions after the reporting date that require disclosure in the financial statements.

16 Controlling party

The ultimate controlling party is CoinShares International Limited, a company incorporated in Jersey, Channel Islands at 2nd Floor, 2 Hill Street, St Helier, Jersey, JE2 4UA.