LANTUM LTD ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

TUESDAY

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COMPANIES HOUSE

COMPANY INFORMATION

Directors

M K A Morris I C Hamilton H J Farrar A Ghei

W B J Vorstman

(Appointed 13 March 2023)

Secretary

R Clelland

Company number

07529895

Registered office

1 Mark Square 4th Floor London EC2A 4EG

Auditor

Kingswood LLP 3 Coldbath Square

London EC1R 5HL

Business address

1 Mark Square 4th Floor London EC2A 4EG

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the strategic report for the year ended 31 December 2022.

Business review

The principal activities of the group continued to be the provision of workforce management software to the healthcare industry.

Overall revenue has increased 61% to £5,662,906 as the business continued its growth plan. The directors report an EBITDA loss of £3,360,102 compared with £2,272,325 in 2021. The increase in costs relates to increase in headcount and investment in growth.

The directors and management team work closely together to anticipate risks from economic factors and plan accordingly.

We remain confident in our business prospects as we continue to maintain and expand our dominant market share in our core healthcare sector and develop our products and intellectual property.

Key Performance Indicators

Turnover

For the year under review, turnover increased to £5,662,906 compared to £3,522,280 in the previous year due primarily to an increased volume across the core business.

Operating loss

For the year under review, the operating loss was £3,360,102 (2020: £2,272,325). This reflects the investment in future growth particularly in our Technology, Operations and Sales divisions.

Headcount

The headcount increased from an average of 61 in the previous year to 89 in the year under review, this is due to the continued investment in our product.

Shareholders' funds

Shareholders' funds have decreased from £3,823,330 from £5,131,318 in the previous year. This is a reflection of raising additional capital as an extension of a previous round less the movement in the P&L reserves.

Principal risks and uncertainties

The directors have assessed the main risks facing the group as being liquidity risk, employee retention and regulation / Industry changes.

Liquidity risk

Liquidity risk is managed on a day-to-day basis by the Finance Team who are regularly reviewing cash flow, financial performance and projections. This forms a key part of Board discussions, with the business looking at both short term and long term liquidity on an ongoing basis.

Retention

The Company's performance and growth is dependent on the ability to hire and retain the right people with the mix of skills and experience to serve our customers, attract new ones and develop our product.

Regulation / Industry Changes

The company operates within the Healthcare sector which is highly regulated. Any changes to regulations could impact the way in which we provide services.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Future development and performance

Lantum's vision is to be a leading provider of workforce management software in healthcare and radically improve how workforces connect to healthcare organisations via "Connected Scheduling".

For the year under review, turnover increased to £5,662,906 compared to £3,522,280 in the previous year, as Lantum grew its market share. Lantum will continue to grow its market share through expanding its product offering and entering new markets.

Financial Instruments

The group only has basic financial instruments and does not enter into any foreign currency forward contracts or formal hedging activities.

Going concern

The directors have prepared detailed budgets, cash flow forecasts and covenant forecasts having considered all available information and future strategies of the group. During September 2022 the business completed a refinance of its debt facilities, increasing its sales financing facility to £5m from the previous ceiling of £1.5m and drawing down a new loan facility of £4m, replacing the previous £2m facility.

The directors are currently undertaking a Series B funding round which is anticipated to close in Q3 2023 in order to secure financing for the business into the medium term.

On the basis of an expectation that the business manages its cash flow appropriately pending the completion of a successful Series B funding round in Q3 2023, the directors have a reasonable expectation that the group will have adequate resources to continue in operational existence for the foreseeable future, being a period of 12 months from the date of approval of these financial statements. Therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

The Board and management confidently look forward to a successful future for the benefit of all stakeholders.

On behalf of the board

M K A Morris **Director**

13 June 2023

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the year ended 31 December 2022.

Results and dividends

The results for the year are set out on page 8.

No ordinary or preference dividends were paid in the year.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

M K A Morris

I C Hamilton

A Bachmann

(Resigned 30 April 2022)

H J Farrar

A Ghei

K C R Setterwall

(Appointed 30 April 2022 and resigned 13 March 2023)

W B J Vorstman

(Appointed 13 March 2023)

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Auditor

Kingswood LLP were appointed as auditor to the group and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

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

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of financial instruments and future developments.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

M K A Morris **Director**

13 June 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LANTUM LTD

Opinion

We have audited the financial statements of Lantum Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2022 and of the group's loss for the year then ended;
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- · have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit or the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1.4 in the financial statements, which indicates that at the year ended 31 December 2022 the group's going concern assessment includes the reliance on the successful short term cash flow management in advance of a Series B funding round to be undertaken later in 2023. We therefore also highlight the short and medium term going concern status of the group as being dependent on raising further funding, Series B or otherwise, in the immediate foreseeable future. These conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF LANTUM LTD

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the group through discussions with directors and other management, and from our commercial knowledge and experience of the company's sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the group, including the Companies Act 2006, taxation legislation Covid-19 support legislation, data protection, anti-bribery, employment, environmental and health and safety legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries
 of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the group's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF LANTUM LTD

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- · tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative
 of potential bias; and
- · investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- · agreeing financial statement disclosures to underlying supporting documentation;
- · reading the minutes of meetings of those charged with governance;
- · enquiring of management as to actual and potential litigation and claims; and
- · reviewing correspondence with HMRC, relevant regulators including the group's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Richard Behan FCA (Senior Statutory Auditor) For and on behalf of Kingswood LLP

13 June 2023

Chartered Accountants Statutory Auditor

3 Coldbath Square London EC1R 5HL

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

		2022	2021
	Notes	£	£
Turnover	3	5,662,906	3,522,280
Administrative expenses		(9,062,842)	(5,867,075)
Other operating income		39,834	72,470
Operating loss	4	(3,360,102)	(2,272,325)
Interest receivable and similar income	8		68
Interest payable and similar expenses	9	(261,171)	(248,607)
Loss before taxation		(3,621,273)	(2,520,864)
Tax on loss	10	1,059,351	547,055
Loss for the financial year	22	(2,561,922)	(1,973,809)

Loss for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

The group Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

GROUP BALANCE SHEET

AS AT 31 DECEMBER 2022

		20	2022		021
	Notes	£	£	£	£
Fixed assets					
Goodwill	11		965,360		1,194,192
Other intangible assets	11		4,549,083		2,996,766
Total intangible assets			5,514,443		4,190,958
Tangible assets	12		60,943		38,894
			5,575,386		4,229,852
Current assets					
Debtors	15	7,311,914		3,570,634	
Cash at bank and in hand		973,740		3,839,109	
		8,285,654		7,409,743	
Creditors: amounts falling due					
within one year	16	(6,627,434)		(6,473,277)	
Net current assets			1,658,220		936,466
Total assets less current liabilities			7,233,606		5,166,318
Creditors: amounts falling due after					
more than one year	17		(3,410,276)		(35,000)
Net assets			3,823,330		5,131,318
Capital and reserves					
Called up share capital	21		4,623		4,153
Share premium account	22		20,317,588		19,064,124
Profit and loss reserves	22		(16,498,881)		(13,936,959)
Total equity			3,823,330		5,131,318

The financial statements were approved by the board of directors and authorised for issue on 13 June 2023 and are signed on its behalf by:

M K A Morris

Director

Company registration number 07529895 (England and Wales)

COMPANY BALANCE SHEET AS AT 31 DECEMBER 2022

		20	022	20) 2 1
	Notes	£	£	£	£
Fixed assets					
Goodwill	11		268,203		357,603
Other intangible assets	11		4,549,083		2,996,766
Total intangible assets			4,817,286		3,354,369
Tangible assets	12		60,943		38,894
Investments	13		799,409		958,222
			5,677,638		4,351,485
Current assets					
Debtors	15	7,351,746		3,615,645	
Cash at bank and in hand		939,303		3,675,829	
		8,291,049		7,291,474	
Creditors: amounts falling due within one year	16	(6,803,263)		(7,372,439)	
Net current assets/(liabilities)			1,487,786		(80,965
Total assets less current liabilities			7,165,424		4,270,520
Creditors: amounts falling due after more than one year	17		(3,410,276)		(35,000
Net assets			3,755,148		4,235,520
			=		
Capital and reserves					
Called up share capital	21		4,623		4 ,153
Share premium account	22		20,317,588		19,064,124

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £1,734,306 (2021 - £2,220,977 loss).

(16,567,063)

3,755,148

(14,832,757)

4,235,520

22

The financial statements were approved by the board of directors and authorised for issue on 13 June 2023 and are signed on its behalf by:

M K A Morris **Director**

Profit and loss reserves

Total equity

Company registration number 07529895 (England and Wales)

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital £	Share premium account £	Equity reserve £	Profit and loss reserves £	Total £
Balance at 1 January 2021		1,541	12,002,743	54,242	(11,963,150)	95,376
Year ended 31 December 2021: Loss and total comprehensive income for the year Issue of share capital Other movements	21	- 2,612 -	7,007,139 54,242	- (54,242)	(1,973,809)	(1,973,809) 7,009,751
Balance at 31 December 2021		4,153	19,064,124		(13,936,959)	5,131,318
Year ended 31 December 2022: Loss and total comprehensive income for the year Issue of share capital	21	470	1,253,464	-	(2,561,922)	(2,561,922) 1,253,934
Balance at 31 December 2022		4,623	20,317,588	-	(16,498,881)	3,823,330

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital £	Share premium account £	Equity reserve £	Profit and loss reserves £	Total £
Balance at 1 January 2021		1,541	12,002,743	54,242	(12,611,780)	(553,254)
Year ended 31 December 2021: Loss and total comprehensive income for the year Issue of share capital Other movements	21	- 2,612 -	7,007,139 54,242	- (54,242)	(2,220,977)	(2,220,977) 7,009,751
Balance at 31 December 2021		4,153	19,064,124		(14,832,757)	4,235,520
Year ended 31 December 2022: Loss and total comprehensive income for the year Issue of share capital	21	470	1,253,464	_ _ _	(1,734,306)	(1,734,306) 1,253,934
Balance at 31 December 2022		4,623	20,317,588	_	(16,567,063)	3,755,148

GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

		20)22	20)21
	Notes	£	£	£	£
Cash flows from operating activities					
Cash absorbed by operations	27		(6,610,377)		(495,415)
Interest paid			(261,171)		(177,682)
Income taxes refunded			201,038		1,100,041
Net cash (outflow)/inflow from opera	ting				
activities			(6,670,510)		426,944
Investing activities					
Purchase of intangible assets		(3,176,464)		(1,643,068)	
Purchase of tangible fixed assets		(51,797)		(27,125)	
Proceeds from disposal of tangible fixed asse	ts	1,406		1,401	
Interest received				68	
Net cash used in investing activities			(3,226,855)		(1,668,724)
Financing activities					
Proceeds from issue of shares		1,253,934		4,999,148	
New/(repayment of) bank loans		5,778,062		(255,000)	
Net cash generated from financing			7.004.000		474440
activities			7,031,996		4,744,148 ————
Net (decrease)/increase in cash and equivalents	cash		(2,865,369)		3,502,368
Cash and cash equivalents at beginning of ye	ar		3,839,109		336,741
Cash and cash equivalents at end of	year		973,740		3,839,109
			=======================================		

NOTES TO THE GROUP FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Lantum Ltd ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 1 Mark Square, 4th Floor, London, EC2A 4EG.

The group consists of Lantum Ltd and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

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

1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries are accounted for at cost less impairment.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Lantum Ltd together with all entities controlled by the parent company (its subsidiaries).

All financial statements are made up to 31 December 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.4 Going concern

The directors have prepared detailed budgets, cash flow forecasts and covenant forecasts having considered all available information and future strategies of the group. During September 2022 the business completed a refinance of its debt facilities, increasing its sales financing facility to £5m from the previous ceiling of £1.5m and drawing down a new loan facility of £4m, replacing the previous £2m facility.

The directors are currently undertaking a Series B funding round which is anticipated to close in Q3 2023 in order to secure financing for the business into the medium term.

On the basis of an expectation that the business manages its cash flow appropriately pending the completion of a successful Series B funding round in Q3 2023, the directors have a reasonable expectation that the group will have adequate resources to continue in operational existence for the foreseeable future, being a period of 12 months from the date of approval of these financial statements. Therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for the services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.6 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred, identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.7 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Goodwill is amortised to the Group Statement of Comprehensive Income over its estimated economic life of ten years, subject to any impairment review.

1.8 Intangible fixed assets other than goodwill

Intangible assets are stated at cost less accumulated amortisation and are tested annually for impairment with any impairment being immediately recognised in the Group Statement of Comprehensive Income.

Development expenditure is capitalised and amortised over 5 years during which the company is expected to benefit as the directors are satisfied as to the technical, commercial and financial viability of individual projects.

1.9 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computer equipment Fixtures and fittings

Straight line over 3 years Straight line over 4 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.10 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.11 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

1.12 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.13 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date. If an asset is impaired, the impairment loss is recognised in profit or loss. The impairment reversal is recognised in profit or loss.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans and loans from fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts 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 creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

1.14 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs.

1.15 Taxation

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

Current tax

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

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.16 Employee benefits

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

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

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

1.17 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.18 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

1.19 Foreign exchange

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

2 Judgements and key sources of estimation uncertainty

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

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

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Useful economic life and residual value of intangible fixed assets

The assessment of the useful economic life and residual value of the group's intangible fixed assets involves a significant amount of judgement based on historical experience with similar assets as well as anticipation of future events which may impact their useful life, such as changes in technology. The group undertakes a review of the remaining useful lives of each class of intangible fixed assets at the end of each reporting period and will adjust the remaining useful lives, or impairment where necessary.

3 Turnover

The group's turnover is wholly generated in the United Kingdom.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

4	Operating loss		
		2022	2021
		£	£
	Operating loss for the year is stated after charging/(crediting):		
	Exchange losses	5,253	1,058
	Depreciation of owned tangible fixed assets	29,160	14,420
	Profit on disposal of tangible fixed assets	(818)	(196)
	Amortisation of intangible assets	1,852,979	1,217,686
5	Auditor's remuneration		2004
		2022	2021
	Fees payable to the company's auditor and associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	11,750	11,750
	Audit of the financial statements of the company's subsidiaries	4,000	4,000
		15,750	15,750
			

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group 2022 Number	2021 Number	Company 2022 Number	2021 Number
Administrative	15	15	15	14
Sales and marketing	17	8	17	8
Operations	57	38	57	38
Total	89	61	89	60
	====	=====	-2	=======================================
Their aggregate remuneration comprised:				
	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Wages and salaries	5,453,730	3,444,420	5,453,730	3,444,420
Social security costs	651,612	319,361	651,612	319,361
Pension costs	422,226	235,288	422,226	235,288
	6,527,568	3,999,069	6,527,568	3,999,069
	=== =			====

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

7	Directors' remuneration	2022	2021
		£	£
	Remuneration for qualifying services	207,024	172,200
	Company pension contributions to defined contribution schemes	13,252	9,200
		220,276	181,400
	Remuneration disclosed above includes the following amounts paid to the higher	est paid director:	
		2022 £	2021 £
	Remuneration for qualifying services	172,824	132,200
	Company pension contributions to defined contribution schemes	11,652	8,267
8	Interest receivable and similar income		
		2022 £	2021 £
	Interest income		00
	Other interest income	-	68
9	Interest payable and similar expenses	2022	2021
		£	£
	Interest on financial liabilities measured at amortised cost:	440.007	477.600
	Interest on bank loans Interest on convertible loan notes	143,637 -	177,682 70,925
	Interest on other loans	117,534	-
		261,171	248,607
10	Taxation		
		2022 £	2021 £
	Current tax		
	UK corporation tax on profits for the current period	(1,059,351)	(547,055)

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

10 Taxation (Continued)

The actual credit for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £	2021 £
Loss before taxation	(3,621,273)	(2,520,864)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%) Tax effect of expenses that are not deductible in determining taxable profit Unutilised tax losses carried forward Research and development tax credit Effect of overseas tax rates	(688,042) 353,966 334,076 (1,059,351)	(478,964) 250,922 228,042 (547,963) 908
Taxation credit	(1,059,351)	(547,055)

At 31 December 2022 tax losses carried forward by the company amounted to £12,157,402 (2021: £10,379,002). The company has not recognised deferred tax asset in respect of these losses.

11 Intangible fixed assets

Goodwill Development costs		
£	£	£
2,633,596	5,154,266	7,787,862
	3,176,464	3,176,464
2,633,596	8,330,730	10,964,326
1,439,404	2,157,500	3,596,904
228,832	1,624,147	1,852,979
1,668,236	3,781,647	5,449,883
965,360	4,549,083	5,514,443
1,194,192	2,996,766	4,190,958
	2,633,596 2,633,596 1,439,404 228,832 1,668,236	2,633,596 5,154,266 - 3,176,464 2,633,596 8,330,730 1,439,404 2,157,500 228,832 1,624,147 1,668,236 3,781,647

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

11	Intangible fixed assets		(C	ontinued)
	Company	GoodwillD	evelopment costs	Total
		£	£	£
	Cost			
	At 1 January 2022	1,239,279	5,141,266	6,380,545
	Additions - internally developed		3,176,464	3,176,464
	At 31 December 2022	1,239,279	8,317,730	9,557,009
	Amortisation and impairment			
	At 1 January 2022	881,676	2,144,500	3,026,176
	Amortisation charged for the year	89,400	1,624,147	1,713,547
	At 31 December 2022	971,076	3,768,647	4,739,723
	Carrying amount			
	At 31 December 2022	268,203	4,549,083	4,817,286
	At 31 December 2021	357,603	2,996,766	3,354,369
12	Tangible fixed assets			
	Group	Computer F equipment	ixtures and fittings	Total
		3	£	£
	Cost			440.0
	At 1 January 2022	97,034	19,941	116,975
	Additions	51,797	- (40.44.1)	51,797
	Disposals	(30,156)	(18,114)	(48,270)
	At 31 December 2022	118,675	1,827	120,502
	Depreciation and impairment			
	At 1 January 2022	58,843	19,238	78,081
	Depreciation charged in the year	28,715	445	29,160
	Eliminated in respect of disposals	(29,826)	(17,856)	(47,682)
	At 31 December 2022	57,732	1,827	59,559
	Carrying amount			
	At 31 December 2022	60,943		60,943
	At 31 December 2021	38,191	703	38,894

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

12	Tangible fixed assets				(C	ontinued)
	Company			Computer lequipment	Fixtures and fittings	Total
				£	£	£
	Cost					
	At 1 January 2022			87, 4 90	19,941	107,431
	Additions			51,797	-	51,797
	Disposals			(30,156)	(18,114)	(48,270)
	At 31 December 2022			109,131	1,827	110,958
	Depreciation and impairment					
	At 1 January 2022			49,299	19,238	68,537
	Depreciation charged in the year			28,715	44 5	29,160
	Eliminated in respect of disposals			(29,826)	(17,856)	(47,682)
	At 31 December 2022			48,188	1,827	50,015
	Carrying amount					
	At 31 December 2022			60,943	-	60,943
	At 31 December 2021			38,191	703	38,894
13	Fixed asset investments	Note	Group 2022 £	2021 £	Company 2022 £	2021 £
	Investments in subsidiaries	s 14	-	-	799,409	958,222
	Movements in fixed asset investormany Cost or valuation	stments			su	Shares in bsidiaries £
	At 1 January 2022 and 31 December	2022				1,644,351
	Impairment					
	At 1 January 2022					686,129
	Impairment losses					158,813
	At 31 December 2022					844,942
	Carrying amount					
	At 31 December 2022					799,409
	At 31 December 2021					958,222
						=====

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

14 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Registered office	Class of	% Held	
		shares held	Direct Indirec t	
Innovative Medic Ltd	England	Ordinary	100.00 -	
Locum Organiser Limited	England	Ordinary	100.00 -	
Locum Organiser UK Limited	England	Ordinary	- 100.00	

The registered office of the above companies is 1 Mark Square, 4th Floor, London, EC2A 4FG.

15 Debtors

	Group		Company	
	2022	2021	2022	2021
Amounts falling due within one year:	£	£	£	£
Trade debtors	5,271,116	2,832,793	5,271,116	2,832,793
Corporation tax recoverable	1,406,276	547,963	1,406,276	547,963
Amounts owed by group undertakings	-	-	48,912	48,912
Other debtors	341,716	-	341,716	-
Prepayments and accrued income	292,806	189,878	283,726	185,977
	7,311,914	3,570,634	7,351,746	3,615,645

16 Creditors: amounts falling due within one year

		Group 2022	2021	Company 2022	2021
	Notes	£	£	£	£
Bank loans	18	4,412,716	2,009,930	4,412,716	2,009,930
Trade creditors		565,979	1,123,162	565,979	1,123,162
Amounts owed to group undertakings		_	-	204,613	1,005,025
Other taxation and social security		300,882	324,807	280,598	276,760
Other creditors		233,144	1,682,725	232,144	1,633,413
Accruals		357,990	418,283	350,490	409,779
Deferred income		756,723	914,370	756,723	914,370
		6,627,434	6,473,277	6,803,263	7,372,439

Bank loans includes amounts related to an invoice finance facility totalling £3,878,991 (2021: £2,009,930)

17 Creditors: amounts falling due after more than one year

		Group		Company	
		2022	2021	2022	2021
	Notes	£	£	£	£
Bank loans	18	3,410,276	35,000	3,410,276	35,000

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

18	Loans	Group 2022 £	2021 £	Company 2022 £	2021 £
	Bank loans	7,822,992 ======	2,044,930	7,822,992 =======	2,044,930 ======
	Payable within one year Payable after one year	4,412,716 3,410,276	2,009,930 35,000	4,412,716 3,410,276	2,009,930 35,000

The bank loans are secured by fixed charges over the group's assets.

The amounts payable after one year represents bank loans, repayable by equal instalments within the next five years.

19 Retirement benefit schemes

Defined contribution schemes	2022 £	2021 £
Charge to profit or loss in respect of defined contribution schemes	345,571	235,288
		====

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund. At the year ended 31 December 2022 total amounts payable to the scheme included in current liabilities amounted to £25,787 (2021: £19,889).

20 Share-based payment transactions

The Company operates an approved share option schemes for key personnel to incentivise performance through equity participation. Exercise of any share options under the scheme is subject to contractual agreements.

Group and company	Number of sha	re options	Weighted average exercise price		
	2022	2021	2022	2021	
	Number	Number	£	£	
Outstanding at 1 January 2022	199,058	255,994	0.10	0.10	
Granted	1,180,207	6,902	0.10	0.10	
Forfeited	(87,935)	(57,341)	_	_	
Exercised	(23,948)	(6,497)	0.10	0.10	
Outstanding at 31 December 2022	1,267,382	199,058	0.10	0.10	
Exercisable at 31 December 2022	1,267,382 ======	199,058	0.10	0.10	

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

20 Share-based payment transactions

(Continued)

The options outstanding at 31 December 2022 had an exercise price of 10p per share, and a remaining contractual life of 10 years.

During the current and previous year, no expense has been recognised in relation to share based payment transactions due to the fair value of the options being commensurate with the strike price.

21 Share capital

Group and company	2022	2021	2022	2021
Ordinary share capital	Number	Number	£	£
Issued and fully paid				
Ordinary shares of 0.1p each	702,749	663,411	702	663
A1 Ordinary shares of 0.1p each	39,400	39,400	39	39
A2 Ordinary shares of 0.1p each	25,641	25,641	26	26
Series A shares of 0.1p each	101,942	101,942	102	102
Deferred shares of 0.1p each	10,500	10,500	11	11
Series B shares of 0.1p each	3,036,921	2,605,555	3,037	2,606
	3,917,153	3,446,449	3,917	3,447
	2022	2021	2022	2021
Preference share capital Issued and fully paid	Number	Number	£	£
Preferred shares of 0.1p each	706,188	706,188	706	706
Preference shares classified as equity			706	706
Total equity share capital			4,623	4 ,153

With exception to the Deferred shares, all share classes carry normal voting rights. The dividends and capital rights attached to each class of shares are varied and are detailed in the company's Articles of Associations.

During the year 39,338 Ordinary shares of 0.1p each were issued for an aggregate consideration of £3,934 in respect of employee share options.

The company also issued 431,366 Series B shares of 0.1p each for an aggregate consideration of £1,250,001.

22 Reserves

Profit and loss reserves

Retained earnings comprise all current and prior years retained profits and losses less dividends paid.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

23 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Within one year	150,000	257,447	150,000	257,447
	150,000	257,447	150,000	257,447
	= = =	=====	===	

24 Related party transactions

Company

The company has taken advantage of the exemption available under FRS 102 chapter 33 not to disclose transactions or balances with its parent company and wholly owned subsidiaries.

25 Contingent liabilities

At 31 December 2022 and 31 December 2021 the group and company had no contingent liabilities.

26 Controlling party

No one party has overall control of the company.

27 Cash absorbed by group operations

	2022 £	2021 £
Loss for the year after tax	(2,561,922)	(1,973,809)
Adjustments for:		
Taxation credited	(1,059,351)	(547,055)
Finance costs	261,171	248,607
Investment income	~	(68)
Gain on disposal of tangible fixed assets	(818)	(196)
Amortisation and impairment of intangible assets	1,852,979	1,217,686
Depreciation and impairment of tangible fixed assets	29,160	14,420
Movements in working capital:		
(Increase)/decrease in debtors	(2,882,967)	191,310
(Decrease)/increase in creditors	(2,248,629)	353,690
Cash absorbed by operations	(6,610,377)	(495,415)
	=====	

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

28 Analysis of changes in net funds/(debt) - group

yman, and a change of the canal (acast, group	1 January 2022	Cash flows	31 December 2022
	£	£	£
Cash at bank and in hand	3,839,109	(2,865,369)	973, 74 0
Borrowings excluding overdrafts	(2,044,930)	(5,778,062)	(7,822,992)
	1,794,179	(8,643,431)	(6,849,252)
	======		======

29 Subsidiary audit exemption

The following wholly owned subsidiary has taken advantage of the available exemption from audit under section 479a of the Companies Act 2006:

Locum Organiser Limited (registered number: 06905012, England & Wales)

Lantum Limited have provided guarantee under section 479C in respect of the company.