

Company registration number 09381071 (England and Wales)

YELLOWDOG LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022
PAGES FOR FILING WITH REGISTRAR

YELLOWDOG LIMITED

COMPANY INFORMATION

Directors	Mr. S Ponsford Mr. T J Hughes Mr. G R Downey III Mr. T J Beese Mr. B N Beckloff
Company number	09381071
Registered office	Engine Shed Clock Tower Yard Temple Meads Bristol BS1 6QH
Accountants	Azets Ty Derw Lime Tree Court Cardiff Gate Business Park Cardiff United Kingdom CF23 8AB

YELLOWDOG LIMITED

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YELLOWDOG LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

	Notes	2022 £	£	2021 £	£
Fixed assets					
Tangible assets	4		8,821		9,132
Current assets					
Debtors	5	493,828		486,362	
Cash at bank and in hand		230,162		596,436	
		<u>723,990</u>		<u>1,082,798</u>	
Creditors: amounts falling due within one year	6	<u>(685,981)</u>		<u>(619,784)</u>	
Net current assets			<u>38,009</u>		<u>463,014</u>
Total assets less current liabilities			<u>46,830</u>		<u>472,146</u>
Creditors: amounts falling due after more than one year	7		(1,926,427)		(1,396,135)
Provisions for liabilities			<u>-</u>		<u>(1,591)</u>
Net liabilities			<u>(1,879,597)</u>		<u>(925,580)</u>
Capital and reserves					
Called up share capital	10		1,094		923
Share premium account			9,122,680		8,391,273
Profit and loss reserves			<u>(11,003,371)</u>		<u>(9,317,776)</u>
Total equity			<u>(1,879,597)</u>		<u>(925,580)</u>

YELLOWDOG LIMITED

BALANCE SHEET (CONTINUED)

AS AT 31 DECEMBER 2022

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

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

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 7 February 2023 and are signed on its behalf by:

Mr. S Ponsford
Director

Mr. B N Beckloff
Director

Company Registration No. 09381071

YELLOWDOG LIMITED

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

		Share capital	Share premium account	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 1 January 2021		425	5,526,992	(7,946,585)	(2,419,168)
Year ended 31 December 2021:					
Loss and total comprehensive income for the year		-	-	(1,371,191)	(1,371,191)
Issue of share capital	10	498	2,864,281	-	2,864,779
Balance at 31 December 2021		923	8,391,273	(9,317,776)	(925,580)
Year ended 31 December 2022:					
Loss and total comprehensive income for the year		-	-	(1,685,595)	(1,685,595)
Issue of share capital	10	171	731,407	-	731,578
Balance at 31 December 2022		1,094	9,122,680	(11,003,371)	(1,879,597)

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Yellowdog Limited is a private company limited by shares incorporated in England and Wales. The registered office is Engine Shed, Clock Tower Yard, Temple Meads, Bristol, BS1 6QH.

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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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, [modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value]. The principal accounting policies adopted are set out below.

1.2 Going concern

The financial statements have been prepared on a going concern basis which assumes that the company will continue to operate for the foreseeable future. In making their assessment the directors have reviewed the balance sheet, the likely future cash flows of the business and have considered the facilities and cash that are in place alongside the opportunities to raise additional capital through the year. The company has begun commercialising its cloud solutions, and has a very supportive shareholder base who have provided additional investment in 2021 and 2022 and are committed to the long-term success of the company.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and 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.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred.

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.5 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:

Computers & IT equipment	over 5 years
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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 credited or charged to profit or loss.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible 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 company 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 (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 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.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

1.8 Financial instruments

The company 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 company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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.

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

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.

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 company 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 company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares 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.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

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 company's contractual obligations expire or are discharged or cancelled.

1.9 Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.10 Equity instruments

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

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.11 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 company'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 when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 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.

1.13 Retirement benefits

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

1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.15 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised 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.

3 Employees

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

	2022 Number	2021 Number
Total	16	14

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Tangible fixed assets

	Computer & IT equipment
	£
Cost	
At 1 January 2022	14,121
Additions	4,075
Disposals	(1,795)
	<hr/>
At 31 December 2022	16,401
	<hr/>
Depreciation and impairment	
At 1 January 2022	4,989
Depreciation charged in the year	2,944
Eliminated in respect of disposals	(353)
	<hr/>
At 31 December 2022	7,580
	<hr/>
Carrying amount	
At 31 December 2022	8,821
	<hr/>
At 31 December 2021	9,132
	<hr/>

5 Debtors

	2022	2021
	£	£
Amounts falling due within one year:		
Trade debtors	8,400	30
Corporation tax recoverable	281,417	421,195
Other debtors	204,011	65,137
	<hr/>	<hr/>
	493,828	486,362
	<hr/>	<hr/>

6 Creditors: amounts falling due within one year

	2022	2021
	£	£
Bank loans	5,207	3,939
Trade creditors	416,399	255,569
Taxation and social security	95,338	231,219
Other creditors	169,037	129,057
	<hr/>	<hr/>
	685,981	619,784
	<hr/>	<hr/>

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

7 Creditors: amounts falling due after more than one year

	Notes	2022 £	2021 £
Bank loans and overdrafts		37,212	43,573
Convertible loans	9	1,850,000	1,250,000
Other creditors		39,215	102,562
		<u>1,926,427</u>	<u>1,396,135</u>

Creditors which fall due after five years are as follows:

	2022 £	2021 £
Payable by instalments	<u>15,027</u>	<u>20,784</u>

8 Loans and overdrafts

	2022 £	2021 £
Bank loans	<u>42,419</u>	<u>47,512</u>
Payable within one year	5,207	3,939
Payable after one year	<u>37,212</u>	<u>43,573</u>

9 Convertible loan notes

	2022 £	2021 £
Liability component of convertible loan notes	<u>1,850,000</u>	<u>1,250,000</u>

During the financial year ending 31 December 2022, the company received convertible loans totalling £1,100,000. There is a future option to convert the loans to equity.

During the period, Bloc Ventures Limited, a shareholder of the company, converted £250,000 convertible loan notes into equity.

During the period, UK FF Nominees Limited converted £250,000 convertible loan notes into equity.

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Called up share capital

	2022	2021	2022	2021
	Number	Number	£	£
Ordinary share capital				
Issued and fully paid				
Ordinary shares of £0.0001 each	3,800,156	3,405,581	380	341
Ordinary A shares of £0.0001 each	6,394,985	5,075,355	640	508
Deferred of £0.0001 each	742,913	742,913	74	74
	<u>10,938,054</u>	<u>9,223,849</u>	<u>1,094</u>	<u>923</u>

At 31 December 2022, there were subsisting qualifying EMI options and non-qualifying options over 1,323,910 (2021: 1,735,892) ordinary shares.

11 Operating lease commitments

Lessee

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

2022	2021
£	£
-	797,487

12 Related party transactions

Bloc Ventures Limited

During the period ending 31 December 2022, the business incurred total expenditure of £19,000 (2021: £15,000) for directors' fees and marketing support. Included within trade creditors there is an amount of £11,800 (2021: £39,000) owed to Bloc Ventures Limited as at 31 December 2022.

Bloc Ventures Limited is a shareholder of the company.

During the period, Bloc Ventures Limited converted £250,000 convertible loan notes into equity.

During the period Bloc Ventures Limited provided convertible loan notes totalling £550,000 to the company. This amount is disclosed within convertible loan notes - see note 9.

Compton Services Limited

During the period ending 31 December 2022, the business incurred total expenditure of £nil (2021: £11,386) for professional services.

Compton Services Limited is connected through common shareholders.

WiNoFi Capital Limited

During the period ending 31 December 2022, WiNoFi Capital Limited, a shareholder of the company, provided a short term loan of £50,000 to the company, which was subsequently repaid in the year.

YELLOWDOG LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

13 Ultimate controlling party

In the opinion of the directors, there is no ultimate controlling party.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.