

**RLG INTERNATIONAL LIMITED**

**INFORMATION FOR FILING WITH THE REGISTRAR**

**FOR THE YEAR ENDED 30 APRIL 2023**

**RLG INTERNATIONAL LIMITED**

**COMPANY INFORMATION**

|                             |   |
|-----------------------------|---|
| <b>Directors</b>            | G Kellogg<br>J Weisenfelder   |
| <b>Company secretary</b>    | Shepherd & Wedderburn Secretaries Limited   |
| <b>Registered number</b>    | SC170808  |
| <b>Registered office</b>    | 37 Albyn Place<br>Aberdeen<br>Scotland<br>AB10 1YN  |
| <b>Independent auditors</b> | Anderson Anderson & Brown Audit LLP<br>Kingshill View<br>Prime Four Business Park<br>Kingswells<br>Aberdeen<br>AB15 8PU |

CONTENTS

|                                       | Page  |
|---------------------------------------|-------|
| Directors' responsibilities statement | 1     |
| Statement of financial position       | 2     |
| Notes to the financial statements     | 3 - 8 |

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 30 APRIL 2023**

The directors are responsible for preparing the Directors' 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 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 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 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 company will continue in business.

The directors are responsible for keeping adequate 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.

**RLG INTERNATIONAL LIMITED****REGISTERED NUMBER: SC170808****STATEMENT OF FINANCIAL POSITION  
AS AT 30 APRIL 2023**

|  | Note | 2023<br>£             | 2022<br>£            |
|--|------|-----------------------|----------------------|
| <b>Fixed assets</b>                            |      |                       |                      |
| Tangible assets                                | 4    | 5,390                 | 5,172                |
|  |      | <u>5,390</u>          | <u>5,172</u>         |
| <b>Current assets</b>                          |      |                       |                      |
| Debtors: amounts falling due within one year   | 5    | 1,869,405             | 589,929              |
| Cash at bank and in hand                       | 6    | 470,875               | 210,627              |
|  |      | <u>2,340,280</u>      | <u>800,556</u>       |
| Creditors: amounts falling due within one year | 7    | (1,844,488)           | (745,845)            |
|  |      | <u>495,792</u>        | <u>54,711</u>        |
| <b>Net current assets</b>                      |      |                       |                      |
|  |      | <u>501,182</u>        | <u>59,883</u>        |
| <b>Total assets less current liabilities</b>   |      |                       |                      |
|  |      | <u>501,182</u>        | <u>59,883</u>        |
| <b>Net assets</b>                              |      |                       |                      |
|  |      | <u><u>501,182</u></u> | <u><u>59,883</u></u> |
| <b>Capital and reserves</b>                    |      |                       |                      |
| Called up share capital                        |      | 1                     | 1                    |
| Profit and loss account                        |      | 501,181               | 59,882               |
|  |      | <u>501,182</u>        | <u>59,883</u>        |

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 have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

.....  
**G Kellogg**  
 Director

Date: 31 January 2024

The notes on pages 3 to 8 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**1. General information**

RLG International Limited is a Limited Liability company incorporated in Scotland. The registered office is 37 Albyn Place, Aberdeen, Scotland, AB10 1YN. The company's principal activity is the provision of performance improvement consultancy.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

**2.2 Going concern**

The directors, having made due and careful enquiry, are of the opinion that the company has adequate working capital to execute its operations over the next 12 months. The directors, therefore, have made an informed judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operation existence for the foreseeable future.

In arriving at this conclusion, the directors have given due consideration to the availability of working capital, including cash at bank and support from the wider group. The budgets and projections prepared show that the directors are confident of future profitability and cash generation through their existing, committed contracts together with the expectation of securing new client wins.

Included within creditors is amounts due to group undertakings of £1,410,175. Following a successful period of trading this balance has been reduced post year-end from cash generated by the company. Whilst the company does not have a working capital facility with the bank, the parent undertaking, RLG International Inc, has confirmed that it will continue to provide financial support to the company and not call for full repayment of this loan unless working capital permits.

As a result, the directors believe it is appropriate to continue to prepare the accounts on a going concern basis.

**2.3 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes

**2.4 Interest income**

Interest income is recognised in profit or loss using the effective interest method.

**2.5 Finance costs**

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**2. Accounting policies (continued)**

**2.6 Pensions**

**Defined contribution pension plan**

The company contributes to a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

**2.7 Foreign currency translation**

**Functional and presentation currency**

The company's functional and presentational currency is GBP.

**Transactions and balances**

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

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

**2.8 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**2. Accounting policies (continued)**

**2.9 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is provided on the following basis:

|                       |   |     |                  |
|-----------------------|---|-----|------------------|
| Tenants' improvements | - | 10% | Straight line    |
| Fixtures & fittings   | - | 20% | reducing balance |
| Office equipment      | - | 20% | reducing balance |
| Computer equipment    | - | 25% | reducing balance |

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within the Statement of Comprehensive Income.

**2.10 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.11 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.12 Creditors**

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2.13 Holiday pay accrual**

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the reporting date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the reporting date.

**2.14 Financial instruments**

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

**3. Employees**

The average monthly number of employees, including directors, during the year was 8 (2022 - 5).



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**4. Tangible fixed assets**

|                                     | Tenants<br>improvements<br>£ | Fixtures &<br>fittings<br>£ | Computer and<br>office<br>equipment<br>£ | Total<br>£ |
|-------------------------------------|------------------------------|-----------------------------|--|------------|
| <b>Cost or valuation</b>            |                              |                             |  |            |
| At 1 May 2022                       | 28,005                       | 4,580                       | 14,433                                   | 47,018     |
| Additions                           | -                            | -                           | 1,877                                    | 1,877      |
| At 30 April 2023                    | 28,005                       | 4,580                       | 16,310                                   | 48,895     |
| <b>Depreciation</b>                 |                              |                             |  |            |
| At 1 May 2022                       | 28,005                       | 4,086                       | 9,755                                    | 41,846     |
| Charge for the year on owned assets | -                            | 99                          | 1,560                                    | 1,659      |
| At 30 April 2023                    | 28,005                       | 4,185                       | 11,315                                   | 43,505     |
| <b>Net book value</b>               |                              |                             |  |            |
| At 30 April 2023                    | -                            | 395                         | 4,995                                    | 5,390      |
| At 30 April 2022                    | -                            | 494                         | 4,678                                    | 5,172      |

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**5. Debtors**

|                                    | 2023<br>£        | 2022<br>£      |
|------------------------------------|------------------|----------------|
| Trade debtors                      | 1,426,848        | 319,887        |
| Amounts owed by group undertakings | 26,976           | -              |
| Other debtors                      | 30,571           | 35,683         |
| Prepayments and accrued income     | 379,894          | 158,380        |
| Tax recoverable                    | -                | 1,541          |
| Deferred taxation                  | 5,116            | 74,438         |
|                                    | <u>1,869,405</u> | <u>589,929</u> |

**6. Cash and cash equivalents**

|                          | 2023<br>£      | 2022<br>£      |
|--------------------------|----------------|----------------|
| Cash at bank and in hand | 470,875        | 210,627        |
|                          | <u>470,875</u> | <u>210,627</u> |

**7. Creditors: Amounts falling due within one year**

|                                    | 2023<br>£        | 2022<br>£      |
|------------------------------------|------------------|----------------|
| Trade creditors                    | 7,859            | 13,403         |
| Amounts owed to group undertakings | 1,410,175        | 349,740        |
| Corporation tax                    | 48,105           | -              |
| Other taxation and social security | 54,096           | 34,155         |
| Other creditors                    | 6,423            | 2,311          |
| Accruals and deferred income       | 317,830          | 346,236        |
|                                    | <u>1,844,488</u> | <u>745,845</u> |

**8. Financial assets**

|  | 2023<br>£      | 2022<br>£      |
|--|----------------|----------------|
| Financial assets measured at fair value through profit or loss | <u>470,875</u> | <u>210,627</u> |

Financial assets measured at fair value through profit or loss comprise cash at bank and in hand.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2023**

**9. Deferred taxation**

|                           | 2023<br>£    | 2022<br>£     |
|---------------------------|--------------|---------------|
| At beginning of year      | 74,438       | 49,730        |
| Charged to profit or loss | (69,322)     | 24,708        |
| <b>At end of year</b>     | <b>5,116</b> | <b>74,438</b> |

The deferred tax asset is made up as follows:

|                                | 2023<br>£    | 2022<br>£     |
|--------------------------------|--------------|---------------|
| Accelerated capital allowances | (1,021)      | (895)         |
| Tax losses carried forward     | 719          | 65,093        |
| Short term timing differences  | 5,418        | 10,240        |
|                                | <b>5,116</b> | <b>74,438</b> |

**10. Related party transactions**

During the year the company was a wholly owned subsidiary of RLG International Inc. The results of the company are included within the consolidated financial statements of RLG International Inc.

The company has taken advantage of the exemption given by section 1AC.35 of Financial Reporting Standard 102 which allows exemption from disclosure of related party transactions with other group companies.

**11. Controlling party**

The company's ultimate parent company is RLG International Inc, a company registered in Canada. The largest and smallest group in which the results of the company are consolidated is that headed by RLG International Inc. The consolidated accounts of this company may be requested from RLG International Inc, #550-925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2.

**12. Auditors' information**

The auditors' report on the financial statements for the year ended 30 April 2023 was unqualified.

The audit report was signed on 31 January 2024 by Christopher Masson (Senior statutory auditor) on behalf of Anderson Anderson & Brown Audit LLP.



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.