

Red Leopard Holdings Plc
Financial statements
For the year ended 31 December 2012

Company information

Directors	J J May S H Michaels
Secretary	R M Coe
Company registration number	05289187
Registered office	233-237 Old Marylebone Road London NW1 5QT
Auditor	Grant Thornton UK LLP Chartered Accountants Grant Thornton House 202 Silbury Boulevard Central Milton Keynes MK9 1LW
Bankers	Barclays Bank Plc Park House Newbrick Road Stoke Gifford Bristol BS34 8YU
Solicitors	Irwin Mitchell 40 Holborn Viaduct London EC1N 2PZ
Nominated Adviser	Northland Capital Partners Limited 60 Gresham Street London EC2V 7BB
Broker	Northland Capital Partners Limited 60 Gresham Street London EC2V 7BB
Website	www.redleopardholdings.com

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Chairman's statement

I am pleased to present the financial statements for the year to 31 December 2012 for Red Leopard Holdings Plc and its wholly owned subsidiaries, Harrell Hotels (Europe) Limited and Red Leopard Management Limited (together the "Group").

Net deficit on equity of the Group as at 31 December 2012 was £229,575 (2011: £78,342) and the loss for the year attributable to the equity holders of the parent was £169,233 (2011: £369,738). The loss for the year, which has been substantially reduced from last year, can be attributed to the standing costs of the property business and of the public company.

As at 31 December 2012 net cash for the Group was £5,555 (2011: £10,129).

Throughout the period, the Board continued to investigate and review investment opportunities, particularly in the property sector, specifically in the South West of England where it was considering the continued viability of projects there. Against that uncertainty the Board announced previously that they were looking at expanding the objectives of the company to encompass being involved in the exploration and development of natural resources.

This review process has now been completed and the Board has concluded that any continued efforts in property are no longer viable and, to all intents and purposes, it has ceased operations in this area. As a result and in accordance with Rule 15 of the AIM Rules for Companies the Company will now become an Investing Company under the AIM Rules. At the forthcoming Annual General Meeting to approve the accounts and other statutory matters, a resolution will be put to shareholders to that effect to adopt an investing policy, further details of which are below.

I, as Chairman of the Company, have experience in the natural resources sector. I have experience in acquisitions, accounting, corporate and financial management together with the opinion of consultant experts in the evaluation and exploitation of natural resources projects, which will assist me and the Board in the identification and evaluation of suitable opportunities, enabling the Company to achieve its objectives.

The Board believes this is in the best interests of shareholders and urges all shareholders to vote for the resolutions as they themselves, as major shareholders, intend to do.

J J May
Chairman
24 June 2013

Report of the directors (continued)

The Directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2012.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 International Financial Reporting Standards as adopted by the European Union (IFRSs). 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 and profit or loss of the company and 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 IFRSs 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that :

- in so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

PRINCIPAL ACTIVITY

The principal activity of Red Leopard Holdings plc and its subsidiaries (the "Group") during the period was looking for opportunities in the property, leisure and hospitality markets. This will now be expanded to take in the exploration and development of natural resources projects should the company in General Meeting so vote.

BUSINESS REVIEW

Financial overview and performance

Loss for the group before tax for the year was £169,233 (2011: £369,738).

Strategy

The Company spent the first part of 2012 pursuing the proposed purchase of a site in the South West of England for £1.85m. When it became clear that there could be no certainty of that transaction concluding, the board undertook a review to consider other opportunities outside of the property and hospitality sector and, in particular, natural resources. The board has now concluded that there is little merit in continuing its operations in the South West of England and has decided to adopt an investing policy focussed on natural resources subject to shareholder approval.

Report of the directors (continued)

Future outlook

The directors recognise that capitalising on opportunities within the property sector remains difficult due to the uncertain market. This is reflected in the reduced number of pipeline opportunities with the property sector currently being pursued. They believe that there are opportunities in the natural resources sector that are more likely to obtain value for shareholders going forward.

Proposed Investing Policy

The investing policy to be proposed for adoption by shareholders at the Annual General Meeting is as follows:

The Company intends to pursue investments in the natural resources sector, and in particular, precious metals.

The Directors intend initially to focus on North America, Europe, the Middle East, Africa and Asia where the Directors believe that a number of opportunities exist to acquire interests in suitable projects, although other regions may be considered. Investments may be made in exploration, development and/or producing assets.

The Directors may consider it appropriate to purchase companies or interests in the assets themselves which may result in an equity interest in any proposed investment ranging from a minority position to 100 per cent. ownership. Proposed investments may be made in either quoted or unquoted companies and structured as a direct acquisition, joint venture or as a direct interest in a project.

The Company intends to be involved as an active investor and operator. Accordingly, where necessary, the Company may seek participation in the management or with the board of directors of an entity in which the Company invests or in the event that it is acquired then in the on-going enlarged entity.

New investments will be held for the medium to longer term, although shorter term disposal of any investments cannot be ruled out should such an opportunity present itself.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. Where the Company builds a portfolio of related assets it is possible that there may be cross-holdings between such assets. The Company does not currently intend to fund any investments with debt or other borrowings but may do so if appropriate.

The Company's primary objective is that of securing for the Shareholders the best possible value consistent with achieving, over time, both capital growth and income for Shareholders through developing profitability coupled with dividend payments on a sustainable basis.

The Directors may undertake the initial project assessments themselves with additional independent technical advice as required. The Company will not have a separate investment manager.

The Directors may offer new Ordinary Shares by way of consideration as well as cash subject to its availability to the Company. The Company may in appropriate circumstances, issue debt securities or otherwise borrow money to complete an investment. The Directors do not intend to acquire any cross-holdings in other corporate entities that have an interest in the Ordinary Shares.

Report of the directors (continued)

Principal risks and uncertainties

The management of the business and the nature of the group's strategy are subject to a number of risks. The directors have set out below the principal risks facing the business.

Market risk

The success of the business is reliant on capitalising on opportunities within the property sector which remains an uncertain market and now in the natural resources sector if the proposals at the General Meeting are approved. In response to these risks, the directors aim to keep abreast of changes to the market conditions and adjust accordingly by curtailing discretionary spending and by seeking alternative opportunities.

Shareholder approval risk

The Company is asking shareholders to approve an investing policy to encompass natural resources. Following approval of the investing policy the Company will then have twelve months to make an acquisition or acquisitions which constitute a reverse takeover under rule 14 of the AIM Rules or otherwise implement the investing policy to the satisfaction of the Exchange. Any opportunity pursued by the Company may require further funds to be raised and there can be no guarantee that such funds would be available.

Financial Risk Management Objectives and Policies

Liquidity risk

The group manages its cash and borrowing requirements to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient resources to meet the operating needs of the business.

The Group's approach to liquidity risk is to ensure that sufficient liquidity is available to meet foreseeable requirements, by having adequate reserves, banking and borrowing facilities and by investing funds securely and profitably. The board further manages its exposure to liquidity risk by ensuring that cash flow forecasts and budgets are produced annually and monitored on a regular basis.

Credit risk

The group's principal financial assets are bank balances, cash and trade and other receivables.

The group's credit risk is primarily attributable to receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The amounts presented in the statement of financial position are net of these allowances for doubtful receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Credit risk refers to the risk that a third party will default on its contractual obligations resulting in financial loss to the Group. The Group manages the exposure to this risk by carrying out credit verification procedures on all clients and monitoring receivable balances on an ongoing basis.

KEY PERFORMANCE INDICATORS (KPIs)

The directors have monitored historically the progress of the overall group strategy by reference to certain financial and non-financial key performance indicators.

	2012	2011
Cash	£5,555	£10,129
Number of pipeline opportunities	1	4

The pipeline projects within the property sector have reduced. However with say the acquisition of a natural resources company new KPI's will emerge.

Report of the directors (continued)

GOING CONCERN

The directors and key shareholders will continue to support the Company until a further proposal is approved as has been the case in the current year where loans have been provided to the Group to fund day to day cash flow. For further details see note 14.

DIRECTORS

The directors who served during the year, and their beneficial interests in the company's issued share capital as at 31 December 2012, were:

	Ordinary Shares of 0.02p each	
	2012	2011
J J May*	17,627,416	17,627,416
S H Michaels **	8,533,333	8,533,333

* J May holds 13,333,333 shares in his Self-Invested Personal Pension; 4,292,083 are registered in his personal name.

** Held by S2 Solutions Limited in which S Michaels holds a majority interest.

DIVIDENDS

The Directors are unable to recommend the payment of a dividend (2011: Nil).

DIRECTORS' INDEMNITY

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company.

GROUP'S POLICY FOR PAYMENT OF CREDITORS

It is the Group's policy to agree to the terms of transactions, including payment terms, with suppliers and that payment is made accordingly. At 31 December 2012 the average creditor payment period was 226 days (2011: 44 days) for both the group and company. Creditors have been made aware that the Company has been looking to find an appropriate further business for the Company and as such have continued to be supportive. The directors have also put considerable further loans into the Company to ensure liquidity at critical times.

AUDITOR

Pursuant to section 489 of the Companies Act 2006, a resolution to reappoint Grant Thornton UK LLP as auditor will be proposed at the Companies next annual general meeting.

This report was approved by the board on 24 June 2013 and signed on its behalf.

J J May
Chairman

Report of the independent auditor to the members of Red Leopard Holdings Plc

We have audited the financial statements of Red Leopard Holdings plc for the year ended 31 December 2012 which comprise the consolidated statement of comprehensive income, the consolidated and company statements of financial position, the consolidated and company statements of changes in equity, the consolidated and company statements of cash flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2012 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the independent auditor to the members of Red Leopard Holdings Plc (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Giles Mullins
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Central Milton Keynes
24 June 2013

Consolidated statement of comprehensive income

	Note	2012 £	2011 £
OVERHEADS			
Administrative expenses		<u>(169,041)</u>	<u>(369,728)</u>
OPERATING LOSS	2	<u>(169,041)</u>	<u>(369,728)</u>
Finance income	5	2	3
Finance cost	6	<u>(194)</u>	<u>(13)</u>
LOSS FROM CONTINUING ACTIVITIES BEFORE TAXATION		(169,233)	(369,738)
Tax expense	7	<u>-</u>	<u>-</u>
LOSS FOR THE YEAR ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		<u>(169,233)</u>	<u>(369,738)</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		<u>(169,233)</u>	<u>(369,738)</u>
Loss per share - basic	8	(0.19)p	(0.09)p
Loss per share – diluted	8	<u>(0.19)p</u>	<u>(0.09)p</u>

Consolidated statement of financial position

	Note	2012 £	2011 £
CURRENT ASSETS			
Held for trading financial assets	11	-	35,000
Trade and other receivables	12	21,357	27,920
Cash and cash equivalents		5,555	10,129
TOTAL CURRENT ASSETS		<u>26,912</u>	<u>73,049</u>
TOTAL ASSETS		<u>26,912</u>	<u>73,049</u>
EQUITY			
Share capital	15	1,368,334	1,350,334
Share premium account		3,097,263	3,097,263
Share based payment reserve		60,002	60,002
Retained earnings		(4,755,174)	(4,585,941)
TOTAL EQUITY		<u>(229,575)</u>	<u>(78,342)</u>
CURRENT LIABILITIES			
Trade and other payables	13	256,487	151,391
TOTAL CURRENT LIABILITIES		<u>256,487</u>	<u>151,391</u>
TOTAL LIABILITIES		<u>256,487</u>	<u>151,391</u>
TOTAL EQUITY AND LIABILITIES		<u>26,912</u>	<u>73,049</u>

These financial statements were approved by the directors on 24th June 2013 and are signed on their behalf by:

J J May
 Director

Company statement of financial position

	Note	Year ended 31 December 2012 £	Year ended 31 December 2011 £
NON-CURRENT ASSETS			
Investments	10	<u>100</u>	<u>100</u>
TOTAL NON-CURRENT ASSETS		100	100
CURRENT ASSETS			
Held for trading financial assets	11	-	35,000
Trade and other receivables	12	20,309	26,877
Cash and cash equivalents		<u>5,555</u>	<u>9,107</u>
TOTAL CURRENT ASSETS		25,864	70,984
TOTAL ASSETS		<u>25,964</u>	<u>71,084</u>
EQUITY			
Share capital	15	1,368,334	1,350,334
Share premium account		3,097,263	3,097,263
Share based payment reserve		60,002	60,002
Retained earnings		<u>(4,762,572)</u>	<u>(4,593,507)</u>
TOTAL EQUITY		<u>(236,973)</u>	<u>(85,908)</u>
CURRENT LIABILITIES			
Trade and other payables	13	<u>262,937</u>	<u>156,992</u>
TOTAL CURRENT LIABILITIES		<u>262,937</u>	<u>156,992</u>
TOTAL LIABILITIES		<u>262,937</u>	<u>156,992</u>
TOTAL EQUITY AND LIABILITIES		<u>25,964</u>	<u>71,084</u>

These financial statements were approved by the directors on 24th June 2013 and are signed on their behalf by:

J J May
 Director

Registered number:05289187

Consolidated statement of changes in equity

	Share capital	Share premium account	Share based payment reserve	Retained earnings	Total equity
	£	£	£	£	£
At 1 January 2012	1,350,334	3,097,263	60,002	(4,585,941)	(78,342)
Loss for the year	-	-	-	(169,233)	(169,233)
Total comprehensive income	-	-	-	(169,233)	(169,233)
Transactions with owners:					
Issue of share capital	18,000	-	-	-	18,000
Total transactions with owners	18,000	-	-	-	18,000
At 31 December 2012	<u>1,368,334</u>	<u>3,097,263</u>	<u>60,002</u>	<u>(4,755,174)</u>	<u>(229,575)</u>

	Share capital	Share premium account	Share based payment reserve	Retained earnings	Total equity
	£	£	£	£	£
At 1 January 2011	886,918	3,097,263	60,002	(4,216,203)	(172,020)
Loss for the year	-	-	-	(369,738)	(369,738)
Total comprehensive income	-	-	-	(369,738)	(369,738)
Transactions with owners:					
Issue of share capital	463,416	-	-	-	463,416
Total transactions with owners	463,416	-	-	-	463,416
At 31 December 2011	<u>1,350,334</u>	<u>3,097,263</u>	<u>60,002</u>	<u>(4,585,941)</u>	<u>(78,342)</u>

Company statement of changes in equity

	Share capital	Share premium account	Share based payment reserve	Retained earnings	Total equity
	£	£	£	£	£
At 1 January 2012	1,350,334	3,097,263	60,002	(4,593,507)	(85,908)
Loss for the year	-	-	-	(169,065)	(169,065)
Total comprehensive income	-	-	-	(169,065)	(169,065)
Transactions with owners:					
Issue of share capital	18,000	-	-	-	18,000
Total transactions with owners	18,000	-	-	-	18,000
At 31 December 2012	1,368,334	3,097,263	60,002	(4,762,572)	(236,973)

	Share capital	Share premium account	Share based payment reserve	Retained earnings	Total equity
	£	£	£	£	£
At 1 January 2011	886,918	3,097,263	60,002	(4,223,831)	(179,648)
Loss for the year	-	-	-	(369,676)	(369,676)
Total comprehensive income	-	-	-	(369,676)	(369,676)
Transactions with owners:					
Issue of share capital	463,416	-	-	-	463,416
Total transactions with owners	463,416	-	-	-	463,416
At 31 December 2011	1,350,334	3,097,263	60,002	(4,593,507)	(85,908)

Consolidated statement of cash flows

	Note	2012 £	2011 £
CASH FLOWS USED IN OPERATING ACTIVITIES	17	(46,428)	(448,851)
INVESTING ACTIVITIES			
Purchase of held for trading financial assets	11	-	(35,000)
Interest received		2	3
Interest paid		(194)	(13)
CASH FLOWS USED IN INVESTING ACTIVITIES		(192)	(35,010)
FINANCING ACTIVITIES			
Issue of share capital	15	-	229,415
Proceeds from issue of convertible loan note	14,15	13,000	154,000
Proceeds from issue of short term loans	14	29,046	80,000
CASH FLOWS USED IN FINANCING ACTIVITIES		42,046	463,415
NET DECREASE IN CASH AND CASH EQUIVALENTS		(4,574)	(20,446)
Cash and cash equivalents brought forward		10,129	30,575
CASH AND CASH EQUIVALENTS CARRIED FORWARD	20	5,555	10,129

The accompanying accounting policies and notes form part of these financial statements.

Company statement of cash flows

	Note	Year to 31 December 2012 £	Year to 31 December 2011 £
CASH FLOWS USED IN OPERATING ACTIVITIES	17	(45,406)	(439,781)
INVESTING ACTIVITIES			
Purchase of held for trading financial assets	11	-	(35,000)
Interest received		2	3
Interest paid on loans		(194)	(13)
CASH FLOWS USED IN INVESTING ACTIVITIES		(192)	(35,010)
FINANCING ACTIVITIES			
Issue of share capital	15	-	229,415
Proceeds from issue of convertible loan note	14,15	13,000	154,000
Proceeds from issue of short term loans	14	29,046	80,000
CASH FLOWS USED IN FINANCING ACTIVITIES		42,046	463,415
NET DECREASE IN CASH AND CASH EQUIVALENTS		(3,552)	(11,376)
Cash and cash equivalents brought forward		9,107	20,483
CASH AND CASH EQUIVALENTS CARRIED FORWARD	20	5,555	9,107

The accompanying accounting policies and notes form part of these financial statements.

Notes to the financial statements

1. ACCOUNTING POLICIES

a. Basis of preparation of financial statements

The financial statements have been prepared in accordance with EU-endorsed International Financial Reporting Standards ('IFRSs'), IFRIC interpretations and the parts of the Companies Act 2006 applicable to companies reporting under IFRSs.

The financial statements have been prepared under the historical cost convention.

The financial statements are presented on the going concern basis and the Directors believe there are sufficient resources to continue trading for at least twelve months from the date of approval of these financial statements. Note 1(i) explains this key judgement.

The Group has adopted the following revisions and amendments to IFRS issued by the International Accounting Standards Board, which are relevant to and effective for the Group's financial statements for the annual period beginning 1 January 2012:

- Presentation of Items of Other Comprehensive Income - Amendments to IAS 1 (effective 1 July 2012)

There are no significant effects on current, prior or future periods arising from the first-time application of these new requirements in respect of presentation, recognition and measurement. An overview of standards, amendments and interpretations to IFRSs issued but not yet effective is given in note 1(j).

b. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the parent company (its subsidiaries) made up to 31 December each year. Control is achieved where the company has the power to govern the financial statements and operating policies of an investee entity so as to obtain benefits from its activities.

The accounting policies of all subsidiaries are uniform with the parent company. The results of all subsidiaries are included in the consolidated financial statements.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

c. Segment reporting

In identifying its operating segments management generally follows the Group's service lines, which represent the main products and services provided by the Group.

Management consider that all activities undertaken by the Group are from one operating segment.

The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements.

Notes to the financial statements

1. ACCOUNTING POLICIES (continued)

d. Taxation

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

The tax currently payable is based on a taxable loss for the year. Taxable profit/(loss) differs from net profit as reported in the income statement 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 balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that the taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) 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 balance sheet date and recognised to the extent that it is 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, based on rates that are substantively enacted at the balance sheet date.

e. Investments

Subsidiary Undertakings

Investments in subsidiaries are valued at cost less provision for impairment.

f. Operating leases

Rent applicable to operating leases where substantially all of the benefits and risks of ownership are not transferred to the lessee are charged to the income statement on a straight line basis over the term of the lease.

g. Financial assets and liabilities

Financial assets and liabilities are recognised on the group's balance sheet when the group becomes a party to the contractual provisions of the instrument.

(i) Trade and other receivables

Trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognised in the income statement.

Provision against trade and other receivables is made when there is objective evidence that the group will not be able to collect all amounts due to it in accordance with the original terms of those receivables. The amount of the write-down is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows

Notes to the financial statements

1. ACCOUNTING POLICIES (continued)

(ii) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand and demand deposits, and other short term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(iii) Financial liabilities and equity

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.

(iv) Bank borrowings

Interest-bearing bank loans and overdrafts are initially recorded at fair value, net of direct issue costs and subsequently at amortised cost using the effective interest rate method. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest rate method.

(v) Convertible loan notes

The convertible loan notes carry an option for the issuer to convert the liability into a variable number of equity shares.

Contracts which result in the entity delivering a variable number of its own equity instruments are classed as financial liabilities.

The conversion option is an embedded derivative and is carried at fair value through profit and loss. The convertible loan is also classified as a financial liability. It is recorded initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

When shares are issued in consideration for extinguishment of debt any difference between the face value of the loan notes and the fair value of shares issued is recognised in the income statement.

(vi) Trade and other payables

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

(vii) Equity instruments

Equity instruments issued by the group or company are recorded at the proceeds received, net of direct issue costs.

(viii) Held for trading financial assets

Assets held in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined with reference to active market transactions.

h. Equity and reserves

(i) Share capital

Share capital represents the nominal value of shares that have been issued.

Notes to the financial statements

1. ACCOUNTING POLICIES (continued)

(ii) Share premium

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, to the extent there is a premium on that issue, net of any related income tax benefits.

(iii) Equity-settled share based payment

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example, profitability and sales growth targets).

All equity-settled share-based payments are ultimately recognised as an expense in profit and loss with a corresponding credit to equity reserve.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are revised subsequently if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognised in prior periods if share options that have vested are not exercised.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate share premium.

i. Key estimates and judgements

The directors have identified the following as key judgements in the preparation of the group accounts:

- adoption of going concern as basis of preparation
- estimation of fair values of share options (note 16)
- deferred tax asset (note 7)

The directors and key shareholders will continue to support the Company until a further proposal is approved as has been the case in the current year where loans have been provided to the Group to fund day to day cash flow.

Share-based payment expenses are calculated by reference to the estimated fair values of share options as at their date of grant. These fair values have been estimated using a Black-Scholes option valuation model. The inputs to the model are disclosed in note 16.

The group has a potential deferred tax asset of £583,939 in respect of losses. This asset has not been recognised at 31 December 2012 due to the history of trading losses in the group and the uncertainty around the source of the Group's future trade.

Notes to the financial statements

1. ACCOUNTING POLICIES (continued)

j. Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group

The following standards, amendments and interpretations to existing standards, relevant to the financial statements of the Group, have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2013 or later periods, but the Group has not adopted them early:

IFRS 9, 'Financial Instruments' (effective from 1 January 2015). In November 2009, the IASB issued IFRS 9 'Financial Instruments' as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied for all accounting periods beginning on or after 1 January 2015 (once endorsed by the EU), with early adoption permitted. Of particular relevance to the Group will be the measurement of equity instruments. All equity investments within the scope of IFRS 9 are to be measured at fair value in the balance sheet, with value changes recognised in profit or loss, except for those equity investments for which the entity has elected to report value changes in 'other comprehensive income'. There will be no 'cost exception' for unquoted equities. From 1 January 2015, there will be no exemption from the requirement to measure such instruments at fair value where the underlying securities are unquoted.

IFRS 10, 'Consolidated Financial Statements' (effective 1 January 2014). IFRS 10 replaces the parts of IAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements. SIC-12 Consolidation – Special Purpose Entities has been withdrawn upon the issuance of IFRS 10. Under IFRS 10, there is only one basis for consolidation, which is control. In addition, IFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. We do not expect the adoption of this standard to have a significant impact on the financial statements of the Group.

IFRS 12, 'Disclosure of Interests in Other Entities' (effective 1 January 2014). IFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in IFRS 12 are more extensive than those in the current standards. We do not expect the adoption of this standard to have a significant impact on the financial statements of the Group.

IFRS 13, 'Fair Value Measurement' (effective 1 January 2013). IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those required in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

Disclosures – Offsetting Financial Assets and Financial Liabilities – Amendments to IFRS 7 (effective 1 January 2013). The Amendments to IFRS 7 contain new disclosure requirements for financial assets and liabilities that are offset in the statement of financial position or subject to master netting arrangements or similar agreements.

Notes to the financial statements

1. ACCOUNTING POLICIES (continued)

j. Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group (continued)

Offsetting Financial Assets and Financial Liabilities – Amendments to IAS 32 (effective 1 January 2014). The Amendments to IAS 32 clarify that an entity currently has a legally enforceable right to set-off if that right is: not contingent on a future event; and enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties.

2. OPERATING LOSS

Operating loss is stated after charging:

	2012 £	2011 £
Auditor's remuneration - fees payable to the company's auditor for the audit of the company's annual accounts	12,500	10,850
Operating lease rentals: - other operating leases	<u>1,731</u>	<u>2,193</u>

3. STAFF COSTS

Staff costs, being amounts paid to key management personnel, were as follows:

	2012 £	2011 £
Wages and salaries	<u>50,000</u>	<u>50,000</u>
	<u>50,000</u>	<u>50,000</u>

The average monthly number of employees during the year, including directors was as follows:

	No.	No.
Directors	<u>2</u>	<u>2</u>

4. DIRECTORS' REMUNERATION

Directors' emoluments were as follows:

Director	Salary £	Total emoluments £
J J May	25,000	25,000
S H Michaels	25,000	25,000
Total	<u>50,000</u>	<u>50,000</u>

The directors have chosen for the Company to accrue £50,000 (2011: £13,207) of their salaries until such time as they believe it is in a position to pay them. Directors' fees accrued to date amount to £63,207 (2011: £13,207). Following the Company's general meeting on 2 December 2011, it was approved that a portion of Directors' fees accruing since 2007 be paid with the allotment of 21,441,666 ordinary shares of 1 pence (Note 15) in the prior year.

No retirement benefits were accruing to directors at 31 December 2012 (2011: £ nil). The directors received £nil (2011: £nil) in respect of share based payments.

Notes to the financial statements

5. FINANCE INCOME

	2012	2011
	£	£
Bank interest	<u>2</u>	<u>3</u>
	<u><u>2</u></u>	<u><u>3</u></u>

6. FINANCE COST

	2012	2011
	£	£
Total interest expense for financial liabilities	<u>194</u>	<u>13</u>
Finance costs	<u><u>194</u></u>	<u><u>13</u></u>

7. TAX EXPENSE

Recognised in the statement of comprehensive income

	2012	2011
	£	£
Loss on ordinary activities before tax	<u>(169,233)</u>	<u>(369,738)</u>
Loss on ordinary activities multiplied by the relevant standard rate of corporation tax in the UK of 24% (2011: 25%)	<u>(40,616)</u>	<u>(92,434)</u>
Effects of:		
Income not taxable	-	-
Increase in tax losses	<u>40,616</u>	<u>92,434</u>
Current charge for the year	<u><u>-</u></u>	<u><u>-</u></u>

Factors that may affect future tax charges

The group has tax losses carried forward of £2,468,080 (2011: £2,298,847) that are available for offset against future taxable profits.

If the group pays tax at a rate of 24% on profits in future periods, the current tax losses represent a potential deferred tax asset of £592,339 (2011: £574,712). This asset has not been recognised at 31 December 2012 due to the history of trading losses in the group.

8. (LOSS)/EARNINGS PER SHARE

Basic earnings per ordinary share for the year is based on the loss of £169,233 (2011: £369,738) and a weighted average of 90,830,543 (2011: 414,215,286) ordinary shares.

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potential dilutive ordinary shares. Items included in the calculation are options for ordinary shares.

The effect of conversion of all potential dilutive ordinary shares would have an anti-dilutive effect on earnings per share and therefore they have not been incorporated in the diluted earnings per share calculation. Potential ordinary shares are only treated as dilutive when their conversion to ordinary shares would decrease profit per share or increase loss per share.

Notes to the financial statements

9. SEGMENT REPORTING

Management currently considers that the group has one operating segment as described in accounting policy 1 (c). Segment information can be analysed as follows for the reporting periods under review.

	Leisure & Hospitality 2012 £	Leisure & Hospitality 2011 £
Segment operating loss	(169,041)	(369,728)
Segment assets	26,912	73,049

The group's operations are limited to the United Kingdom and there are no major customers.

10. INVESTMENTS

	Company	
Non-current	2012 £	2011 £
At 1 January and 31 December	100	100

Subsidiaries are listed in note 23.

11. HELD FOR TRADING FINANCIAL ASSETS

During 2011 the Company invested £35,000 in what was intended to be a short term investment related to the property industry (Note 20). The value attributable to the investment is stated at fair value. The Directors have always intended to sell this asset and continue to do so but the market has not been favourable to date. The Directors have therefore provided in full against the total cost during the year.

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2012 £	2011 £	2012 £	2011 £
Current				
Other receivables	21,357	27,920	20,309	26,877
	21,357	27,920	20,309	26,877

No impairment (2011: £nil) has been recorded.

Notes to the financial statements

12. TRADE AND OTHER RECEIVABLES (continued)

The age of receivables past their due date but not impaired is as follows:

	Group		Company	
	2012 £	2011 £	2012 £	2011 £
Not more than three months	6,357	12,920	5,309	11,877
More than three months but not more than six months	-	-	-	-
More than six months but not more than one year	-	15,000	-	15,000
More than one year	15,000	-	15,000	-
	21,357	27,920	20,309	26,877

13. TRADE AND OTHER PAYABLES

	Group		Company	
	2012 £	2011 £	2012 £	2011 £
Current				
Trade payables	112,933	53,186	112,933	53,186
Loans	109,046	85,000	109,046	85,000
Amounts owed to group undertakings	-	-	6,450	5,601
Accruals	34,508	13,205	34,508	13,205
	256,487	151,391	262,937	156,992

The Company received short term loans in the period amounting to £29,046 (note 14). With the exception of accrued directors' salaries, which are being accrued until the group is in a position to pay them, all amounts are short term. The carrying values are considered to be a reasonable approximation to fair value.

14. BORROWINGS

	Group		Company	
	2012 £	2011 £	2012 £	2011 £
Current				
Short term loans	109,046	80,000	109,046	80,000
Convertible Loan Note	-	5,000	-	5,000
Loans	109,046	85,000	109,046	85,000

The Company received short term loans in the period amounting to £29,046 repayable on demand with interest payable quarterly at 6% per annum above base rate (Notes 13, 20). Under the loan note instrument issued in September 2011 (Note 15), a further £13,000 was received which was converted into ordinary shares of 1pence during the year.

Notes to the financial statements

15. SHARE CAPITAL

	2012 £	2011 £
Authorised, Allotted, called up and fully paid		
Ordinary shares		
Beginning of the year	906,875	886,918
Shares issued	18,000	463,416
Share restructure	-	(443,459)
As at 31 December (92,487,529 ordinary shares of 1 pence (2011: 90,687,529 ordinary shares of 1p each))	924,875	906,875
Deferred shares		
At the beginning of the period	443,459	-
Share restructure	-	443,459
As at 31 December (443,458,630 deferred shares of 0.1 pence (2011: 443,458,630 deferred shares of 0.1 pence nil))	443,459	443,459
	1,368,334	1,350,334

In December 2011 the Company held a General Meeting at which it was approved that there would be a capital reorganisation. Each Ordinary Share in issue was subdivided into one New Ordinary Share of £0.001 (0.1 pence) in the capital of the Company and one Deferred Share of £0.001 (0.1 pence). The purpose of the issue of Deferred Shares was to ensure that the reduction in the nominal value of the Existing Ordinary Shares does not result in a reduction in the capital of the Company. Each Shareholder's proportionate interest in the Company's issued ordinary share capital remained unchanged as a result of the Subdivision. Aside from the change in nominal value, the New Ordinary Shares (including the voting and dividend rights and rights on a return of capital attaching to them) are identical in all respects to the Existing Ordinary Shares. The Deferred Shares created pursuant to the Subdivision have no voting or dividend rights and, on a return of capital or on a winding up of the Company, will have the right to receive the amount paid up thereon only after Ordinary shareholders have received, in aggregate, any amounts paid up thereon plus £10 million per ordinary share.

Following the subdivision, the company consolidated the issue of 1 New Ordinary Share of 1pence for every 10 new ordinary shares of 0.1 pence in 2011. The New Consolidated Ordinary Shares have the same voting rights as to voting, dividends and return on capital as the Existing Ordinary Shares. The Deferred Shares created subject to the Subdivision were not be consolidated. The resulting issued share capital of the company following the subdivision and consolidation was 44,345,863 shares. A further 21,441,666 shares were issued to Directors and former Directors in lieu of fees accrued since 2007; and 10,000,000 shares were issued to external third party in lieu of accrued fees.

In September 2011, the Company entered into a convertible loan note instrument of up to £300,000, at an interest rate of 8% secured against the Company's assets, repayable in 2012 unless otherwise converted, pursuant to which it raised £154,000. Loan Notes for £149,000 were automatically converted into new ordinary shares in the Company upon the capital reorganisation of the share capital of the Company and immediately following the capital reorganisation, 14,900,000 shares were issued in satisfaction of these loan notes. The remaining £5,000 Loan Note was converted into 500,000 shares during the year. The Company also received in the year a further £13,000 Loan Note which was converted into 1,300,000 shares during the year (Note 14).

Notes to the financial statements

16. SHARE-BASED PAYMENTS

Outstanding options at the start of the year amount to 6,057,442 exercisable at 2.0 pence.

A reconciliation of option movements is shown below:

	Year ended 31 December 2012		Year ended 31 December 2011	
	No. of share options	Weighted average exercise price	No. of share options	Weighted average exercise price
Outstanding at the beginning of year	6,057,442	2.0p	80,364,772	0.21p
Expired during the year	-	-	(19,790,340)	(0.2p)
Cancelled on capital reorganisation	-	-	(54,516,990)	(0.1p)
Outstanding at the end of the year	6,057,442	2.0p	6,057,442	2.0p
Exercisable at the end of the year	6,057,442	2.0p	6,057,442	2.0p

Details of options at 31 December are set out below:

Date of Grant	Date of expiry	Exercise price	Outstanding options	
			2012	2011
22 November 2004 (10-year period)	22/11/2014	2.0p	4,179,843	4,179,843
22 November 2004 (10-year period)	22/11/2014	2.0p	1,629,034	1,629,034
23 March 2005 (10-year period)	23/03/2015	2.0p	248,565	248,565
			6,057,442	6,057,442

Until the options have been exercised in full the consent of the option holders will be required if the company proposes to issue a class of share with any right which is preferential to the ordinary shares.

17. RECONCILIATION OF OPERATING LOSS TO NET CASH USED IN OPERATING ACTIVITIES

Group	2012 £	2011 £
Operating loss	(169,041)	(369,728)
Impairment of held for trading financial assets	35,000	-
Decrease/(increase) in receivables	6,563	(7,427)
Increase/(decrease) in payables	81,050	(71,696)
Net cash outflow used in operations	(46,428)	(448,851)
Company		
Operating loss	(168,873)	(219,299)
Impairment of held for trading financial assets	35,000	-
Decrease/(increase) in receivables	6,568	(154,286)
Increase/(decrease) in payables	81,899	(66,196)
Net cash outflow used in operations	(45,406)	(439,781)

Notes to the financial statements

18. PARENT COMPANY RESULT

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own profit and loss account.

The loss for the year dealt with in the accounts of the company was £169,065 (2011: £369,676).

19. COMMITMENTS UNDER OPERATING LEASES

Lease payments recognised as an expense during the period amount to £1,731 (2011: £2,193). This amount consists of minimum lease payments. No sublease payments or contingent rent payments were made or received. As at 31 December 2012 £nil (2011: £nil) future minimum lease payments were due.

20. FINANCIAL INSTRUMENTS

The carrying amounts presented in the statement of financial position relate to the following categories of assets and liabilities:

Group	2012 £	2011 £
Financial assets		
<i>Held for trading</i>		
Held for trading financial assets	-	35,000
	-	35,000
<i>Loans and receivables</i>		
Trade and other receivables	21,357	27,920
Cash and cash equivalents	5,555	10,129
	26,912	73,049
Financial liabilities		
<i>Financial liabilities measured at amortised cost:</i>		
Current:		
Loans	(109,046)	(85,000)
Trade and other payables	(147,441)	(66,391)
	(256,487)	(151,391)
Company	2012 £	2011 £
Financial assets		
<i>Held for trading</i>		
Held for trading financial assets	-	35,000
	-	35,000
<i>Loans and receivables</i>		
Trade and other receivables	20,309	26,877
Cash and cash equivalents	5,555	9,107
	25,864	70,984
Financial liabilities		
<i>Financial liabilities measured at amortised cost:</i>		
Current:		
Loans	(109,046)	(85,000)
Trade and other payables	(153,891)	(71,992)
	(262,937)	(156,992)

Notes to the financial statements

20. FINANCIAL INSTRUMENTS (continued)

The carrying values of the Group's financial assets and liabilities approximate to their fair values.

The financial assets held for trading (Note 11) represent a 30% equity interest in Warm Welcome (UK) Limited, an unlisted company. The Group has acquired the asset for the purpose of repurchasing in the near term. This has not been accounted for as an associate as there are no common directors represented on the board and no participation in the policy making process, therefore the Group does not have the power to exercise significant influence.

The financial liabilities are all short-term liabilities and due on demand or within agreed contractual terms.

Risk management

The board is charged with managing the various risk exposures, including those which arose through holding the following financial instruments which apply to both the Group and the Company:

(a) Capital risk management

The Group manages its capital to ensure that all the companies within the Group will be able to continue as a going concern while maximising the return to equity holders, through optimisation of debt equity balance. The capital structure of the Group includes debt, consisting of borrowings, cash and cash equivalents and equity attributable to the equity holders of the parent. Where necessary additional loans are provided to the Group to ensure liquidity at critical times. Information on management's funding plans are included in the director's report on page 6.

Capital for the reporting period under review is summarised as follows:

	2012 £	2011 £
Total equity	(229,575)	(78,342)
Borrowings	(109,046)	(85,000)
Cash and cash equivalents	5,555	10,129
Capital	(333,066)	(153,213)

(b) Interest rate risk

The Group is exposed to interest rate risk as it has borrowings and cash and cash equivalent balances that are subject to variable interest rates. The Group does not enter into hedging transactions for the purposes of minimising its exposure to interest rate risk, but manages its exposure by monitoring the levels of interest payable and receivable on a regular basis.

At 31 December 2012 amounts on short term deposits totalled £5,555.

Loans receivables and loan notes are contracted at a fixed rate of interest.

(c) Liquidity rate risk

The Group's approach to liquidity risk is to ensure that sufficient liquidity is available to meet foreseeable requirements, by having adequate reserves, banking and borrowing facilities and by investing funds securely and profitably. The board further manages its exposure to liquidity risk by ensuring that cash flow forecasts and budgets are produced annually and monitored on a regular basis.

(d) Credit rate risk

Credit risk refers to the risk that a third party will default on its contractual obligations resulting in financial loss to the Group. The Group manages the exposure to this risk by carrying out credit verification procedures on all clients and monitoring receivable balances on an ongoing basis. The Company's receivable balance principally comprises amounts due from other group companies for financing purposes.

Notes to the financial statements

21. RELATED PARTY TRANSACTIONS

During the period the company received unsecured loans of £29,046 payable on demand. Of these, £20,000 was received from Magnus Communications Limited which is controlled by a family member of John May. £9,046 was received from City & Westminster Corporate Finance LLP, in which John May is a partner. During the year, £5,000 of the loans outstanding at 31 December 2011 were converted into ordinary shares.

Transactions between the company and its subsidiaries are summarised below:

	2012	2011
	£	£
Intra-group receivable outstanding at year end	-	-
Intra-group payable outstanding at year end	-	5,601

22. ULTIMATE CONTROLLING PARTY

As at 31 December 2012 and 31 December 2011 there is no single ultimate controlling party.

23. PRINCIPAL SUBSIDIARIES

Company name	Country	Percentage shareholding	Description
Harrell Hotels (Europe) Limited	England & Wales	100%	Hotel management
Red Leopard Management Limited	England & Wales	100%	Property management