

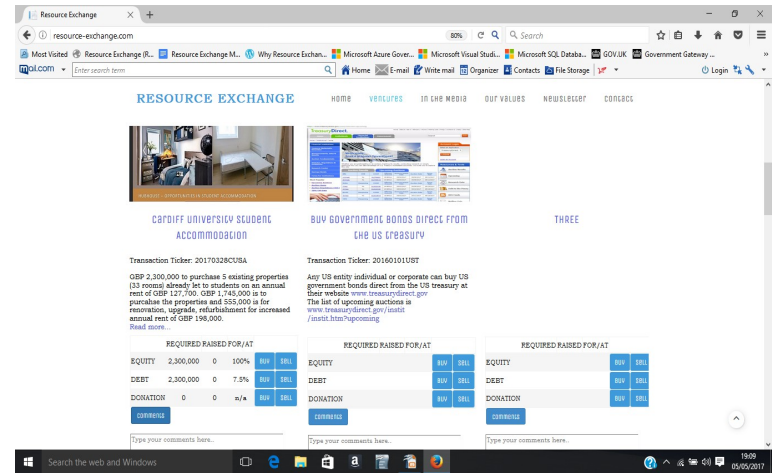
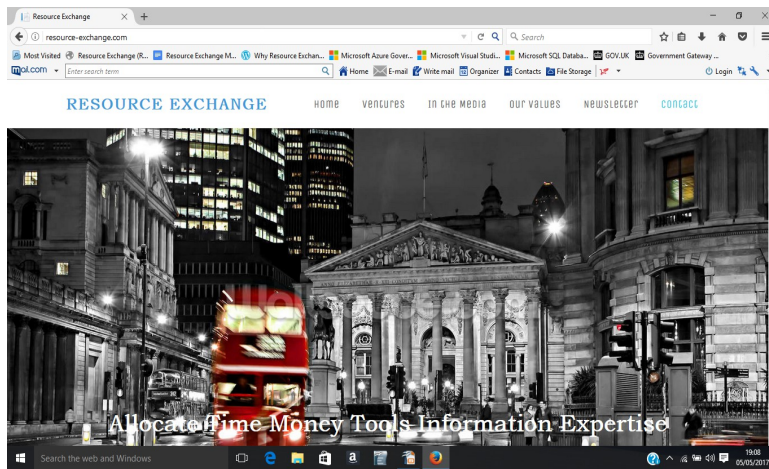
Resource Exchange (Rx)

Prospectus

April 2017

Resource Exchange (Rx)

Resource Exchange (Rx) --- a crowd sourcing digital portal to allocate time, money, tools, information, expertise to develop any venture. Draft Prototype In Development: <http://www.resource-exchange.com>
In addition to money anyone can allocate any resource to a venture.



Contributors accumulate credit for their contribution which is converted into shares of the venture on 1 December of each year. All shares & the relevant share holders are registered at the Companies House by the end of each year. The CEO/ultimate decision maker of the venture determines the value of what each person has contributed and assigns them the relevant number of shares.

If the contributor feels their contribution has been fairly rewarded they can continue to contribute more. If not they can stop contributing to that particular venture.

Unless both parties agree to opt out of it, there is an open feedback response system to ensure fairness, trust, credibility & a free, fair, open entity rating system. In the case of dispute Rx acts as an independent, objective, fair arbiter.

Rx to be deployed in both Private & Public sectors

Private sector --- deployed as a global crowdsourcing portal

Public sector --- deployed at government job centres to provide opportunity, hope & money making ability to the masses of unemployed, under employed & unproductively employed.

Why Build Rx ?

The obvious question: The world is full of crowd sourcing portals. Why build the Resource Exchange (Rx)?

1. Most crowd funding portals are either debt, equity or donation only. Rx combines all these in a single platform. You might raise a little bit initially via donation and if the idea starts to look viable more via debt, and/or equity etc. Essentially Rx has all the best bits in one.
2. Existing crowd funding portals ask for too much information / details before they let you list your project. Often at an early stage you dont know any of this information. The focus becomes producing pages and pages of useless information rather than actually doing the thing.
3. Often money is not necessarily the thing that your require. It might just be the right information, the right tool, the right contact, the right insight that is more useful than the money. Existing crowd funding sites do not make it easy to exchange information or contribute information easily. They want an individual to register, become approved etc. They want to control all information this makes things difficult and unnecessarily obstructive. Rx with its simple communication tools allows anyone to contribute anything to any venture even anonymously if they want. This leads to easier, more efficient, more productive, more effective development of ventures & transactions. This increases the number of transactions and participants. The more the ventures, the more the participants the higher the probability of success.
4. Provide buy/sell, admin, support, legal, accountancy, tax compliance etc services that a new venture requires.
5. Rx is eligible for the UK government's Seed Enterprise Investment Scheme (SEIS). This provides investors income tax and capital gains tax relief. Income Tax relief is available at 50% of the cost of the shares, on a maximum annual investment of £100,000. The relief is given by way of a reduction of tax liability, providing there is sufficient tax liability against which to set it. Further info <https://www.gov.uk/guidance/seed-enterprise-investment-scheme-background>

Major Global Competitors

AngelList --- Equity, Debt Start-ups --- US
Investors – Not Available
Invested Sum: \$530 Million

CrowdCube --- Equity, Rewards start-ups, small businesses, growing businesses --- UK
Investors - 167,384
Invested Sum: £80 Million

Crowdfunder --- Equity, Debt Small and medium-sized businesses --- US
Investors 12,000
Invested Sum: \$100 Million

Funding Circle Debt Small businesses --- UK, US, Spain, Netherlands, Germany
Investors: 39,738
Invested Sum: £1,000 Million

Kiva Debt non-profit organization --- Entrepreneurship in developing countries
Investors: 1,286,412
Invested Capital \$703 Million

Prosper Marketplace Debt --- US
Investors: 2,200,000
Invested Sum: \$6,000 Million

Symbid Equity, Rewards Start ups and business ideas, entrepreneurs, small businesses, accelerators, incubators, crowd investors, angel investors --- Netherlands
Investors: 33,500
Invested Sum: €321 Million

Seedrs Equity Seed-stage businesses --- UK & Europe
Investors: 30,000
Invested Sum: £100 Million

Financial Projections Assumptions Scenarios [1 of 2

The actual financial accounts of some of the competitors for their first 5 years (where available)

CrowdCube Capital Ltd (UK) www.crowdcube.com Company number 09095835

<https://beta.companieshouse.gov.uk/company/09095835/filing-history>

GBP	Yr 1 (2015)	Yr 2	Yr 3	Yr 4	Yr 5
Revenue	2,700,000	Not Available			
Costs	2,700,000				
Profit					

Funding Circle Ltd (UK) www.fundingcircle.com Company number 06968588

<https://beta.companieshouse.gov.uk/company/06968588/filing-history?page=1>

GBP	Yr 1 (2010)	Yr 2 (2011)	Yr 3 (2012)	Yr 4 (2013)	Yr 5 (2014)
Revenue	25,000	506,000	1,900,000	5,300,000	11,900,000
Costs	543,000	1,600,000	5,600,000	9,600,000	22,600,000
Profit	- 518,000	- 1,094,000	- 3,700,000	- 4,300,000	- 10,700,000

Financial Projections Assumptions Scenarios [2 of 2

Resource Exchange Financial Projections for the first 5 years

GBP	Yr 1 (2017)	Yr 2 (2018)	Yr 3 (2019)	Yr 4 (2020)	Yr 5 (2021)
Revenue	-	300,000	2,300,000	3,500,000	7,000,000
Costs	78,000	1,900,000	3,400,000	4,100,000	6,500,000
Profit	- 78,000	- 1,600,000	-1,100,000	- 600,000	500,000

What is Required to Make Rx the Number 1 Crowdfunding Portal in the World

Milestone Description	Equity Offered
<p>GBP 150,000 to Fund next 9 months. Eligible for HMRC Seed Enterprise Investment. First round of GBP 12,000 completed in March 2017. Next round closes 31 May 2017 with 12,000 already pledged.</p>	15%
<p>Public Sector - Promotion of Rx for deployment in government job centres Promote, lobby regulatory framework, policies etc. Regulatory compliance, authorisation etc Facilitate UK DWP Job Centre Plus Marylebone (JCPM) Pilot Programme China, US, EU equivalent</p>	<p>3% Equity offered upfront. If milestone not delivered equity reverts to Resource Exchange</p>
<p>Private Sector – Global marketing, promotion, business development, additional fund raising etc</p>	<p>3% Equity offered upfront. If milestone not delivered equity reverts to Resource Exchange</p>

What the Funds Will Be Used For

The funds raised will be used for global market assessment, research, development, promotion & deployment of the Resource Exchange (Rx) digital infrastructure.

Current Technical Statement of Requirements (SoR) (subject to refinement as required).

1. First Rx digital infrastructure to be built on Microsoft Cloud. Later versions for Google (Android), Open Source and Apple.

2. For Microsoft version all digital infrastructure will be built using Microsoft systems, services & security. This provides exceptional SECURITY, RELIABILITY & CREDIBILITY.

<https://azuregov.microsoft.com/trial/azuregovtrial>

<https://www.visualstudio.com/en-us/products/what-is-visual-studio-online-vs.aspx>

<https://azure.microsoft.com/en-gb/services/sql-database/>

3. Integrate with payment processing, buy/sell, admin, support, legal, compliance etc services that a new venture requires.

Disclosure

Investing in early stage start ups involves high risks, including loss of capital, illiquidity, lack of dividends and dilution, and should be done only as part of a diversified portfolio. Please read the Risk Warnings before investing. Investments should only be made by investors who understand these risks. If in doubt please consult your investment advisor. Tax treatment depends on individual circumstances and is subject to change in future.

1. Loss of Capital Most early-stage businesses and many other businesses fail, and if you invest in the business, it is significantly more likely that you will lose all of your invested capital than you will see any return of capital or a profit. You should not invest more money in the types of businesses displayed on the platform than you can afford to lose without altering your standard of living.

2. Illiquidity The investment will be highly illiquid. It is very unlikely that there will be a secondary market for the shares of the business. This means that you are unlikely to be able to sell your shares until and unless the business floats on a stock exchange or is bought by another company; and, even if the business is bought by another company or floats, your investment may continue to be illiquid. Even for a successful business, a flotation or purchase is unlikely to occur for a number of years from the time you make your investment.

3. Rarity of Dividends Unlikely to pay dividends. This means that if you invest in the business, even if it is successful you are unlikely to see any return of capital or profit until you are able to sell your shares. Even for a successful business, this is unlikely to occur for a number of years from the time you make your investment.

4. Dilution Any investment you make is likely to be subject to dilution. This means that if the business raises additional capital at a later date, it will issue new shares to the new investors, and the percentage of the business that you own will decline. These new shares may also have certain preferential rights to dividends, sale proceeds and other matters, and the exercise of these rights may work to your disadvantage. Your investment may also be subject to dilution as a result of the grant of options (or similar rights to acquire shares) to employees of, service providers to or certain other contacts of, the business.

5. Diversification If you choose to invest in the businesses, such investments should only be made as part of a well-diversified portfolio. This means that you should invest only a relatively small portion of your investible capital in such business, and the majority of your investible capital should be invested in safer, more liquid assets. It also means that you should spread your investment between multiple businesses rather than investing a larger amount in just a few.

Subscription Form For Shares In Resource Exchange (Rx)

This subscription form is to subscribe for shares in Resource Exchange (Rx).

RES EX LTD. UK Company Number 10312211 (“Company”). Registered Address: 134 Seymour Place, LONDON W1H 1NT. UK

Contact: Michael Nasar E: info@resource-exchange.com M: +44 7412 970 366 W: www.resource-exchange.com

The subscription period is between 7 March 2017 & 30 May 2017. No commission will be charged.

The undersigned hereby applies to subscribe for shares in RES EX LTD in accordance with the conditions in the investor memorandum. By signing this subscription form I/we confirm that I/we have read the information stated on the following page and that RES EX LTD is hereby authorised, on behalf of the subscriber, to execute the subscription of shares as described below.

I/we (name)..... on (date)

apply to subscribe for shares in RES EX LTD.

Amount (GBP):

Passport / Identification number:

Address:

Phone:

Email:

Signature:

Name (CAPITALS):