



2023 ANNUAL REPORT



CONTENTS

01

**Notice of Annual
General Meeting**

02

Chairman's Report

04

Directors' Profiles

07

Top 10 Shareholders

08

**Corporate
Governance**

10

**Management
Discussion &
Analysis**

14

Financials

43

Form of Proxy

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Margaritaville (Turks) Ltd will be held at Margaritaville Ltd's Board Room, # 16, M19 Southern Cross Boulevard, Freeport, Montego Bay on Wednesday January 17, 2024, at 1.00 pm for the following purposes:

1. To receive the report of the Directors and Financial Statements for the year ended May 31, 2023 and the report of the Auditors thereon.
2. To authorize the directors to fix the remuneration of the Auditors for the ensuing year. The Auditors, Messrs HLB Mair Russell, Chartered Accountants, have signified their willingness to continue in office pursuant to section 154 of the companies act.
3. To fix the remuneration of the Directors for the year that commenced June 1, 2023.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not also be a member.

By order of the board,

Easthaven Limited
Easthaven Limited
Company Secretary

REGISTERED OFFICE

P.O. Box 127, Richmond House, Leeward Highway, Providenciales,
Turks and Caicos Islands, British West Indies



CHAIRMAN'S REPORT

Ladies and Gentlemen,

Rising from the effects of the challenges brought about by the COVID-19 pandemic, we are happy to advise that Margaritaville (Turks) Ltd. has had a great year!

With the cruising world back to normalcy, the Grand Turk Cruise Center welcomed a little over eight hundred and seventy-five thousand (875,000) passengers in Fiscal 2023; a major increase over the 294,028 passengers that came in fiscal 2022. Prior to this, the best year for passenger arrivals was Fiscal 2019 with 1,064,000 passengers at the Port.

We welcomed passengers, mainly from the Carnival Corporation cruise line, in vessels such as the Carnival Mardi Gras and the Carnival Celebrations. These are two of the largest vessels in Carnival's fleet with a capacity of over 6,500 pax per ship. Commendations to GM David Garcia and his team on the ground who effectively manage the daily operations and provide our guests with the BEST. DAYS.EVER!

The location was again impacted by another hurricane (Fiona) during the fiscal year. The effects from this Category 3 hurricane resulted in cancellation of ship calls and major flooding which caused damage to our buildings and a lot of our equipment. Learning from our past experiences, we were able to put our synergies into place for a somewhat quick and smooth recovery.

Revenue earned for the year was \$7.26 million, compared to previous year's \$2.62 million. Net Profit was \$1.67 million the year. We continue to implement strategies to improve efficiency, resulting in improved earnings.

With the cruising world back to normalcy, the Grand Turk Cruise Center had the best year for passenger arrivals since 2019.

The outlook for our operations looks very promising. Our stakeholders in Grand Turk have committed to developmental improvements which we believe will be beneficial to all concerned. Margaritaville (Turks) Limited also remains committed to our community and continues to assist with local charitable and civic events.

We remain grateful for the relationships that we enjoy with all our stakeholders (vendors, shareholders, staff, investors) and look forward to the continued support as together we continue to provide awesome experiences for our patrons.

Sincerely,



Herrick Dear
Chairman

DIRECTORS' PROFILES

Herrick Winston Russell Dear CLS, JP, CD. CHAIRMAN & INDEPENDENT, NON-EXECUTIVE DIRECTOR

A Commissioned Land Surveyor, City Planner, Entrepreneur and Businessman, Winston Dear has dedicated his life to the development of Montego Bay and Western Jamaica. Since 1966 he has been an integral part of the life of Montego Bay and Jamaica and has played vital roles in Resort Development, Montego Freeport, Rose Hall Development, Montego South Development, Ironshore and The Greater Montego Bay Development Plan. Herrick was also instrumental in forming the Port Authorities, "Montego Bay Freezone" and lobbied for the establishment of the current Montego Freeport Cruise Ship terminal, thereby earning the moniker of "City Father. In the 1980's he was deeply involved in the 807 garment industry and at the zenith of this industry employed over 3000 workers. Under his watch, the Government established the earth station within the zone which set the course for us to become the leading ICT center of Jamaica.

Herrick Winston Russell Dear currently sits on the Boards of Express Catering Limited and Margaritaville (Turks) Ltd. He is a member of the Montego Bay Chamber of Commerce and Industry and a member of the Tribunal, Ministry of Tourism. Herrick was appointed as a Justice of the Peace for the parish of St. James in 1983 and, in 2010, the Government of Jamaica bestowed the Order of Distinction on him. In 2017 the Government upgraded his honor to the rank of "The Order of Distinction in the rank of Commander Class" CD.

He is married to Denise and together they have three children, eight grandchildren and two great-grandchildren, all living in Jamaica. With over 40 years sail boat racing and cruising experience (one of his most favourite things to do), Herrick holds a Coastal Masters Certificate from the Maritime Authority of Jamaica, and is entitled to use the title "Captain".

Ian Dear CD, JP CEO & EXECUTIVE DIRECTOR

Ian Dear is the founder and current Chairman and CEO of Margaritaville Caribbean Group (MCG).

MCG is an industry-leading hospitality company which has two subsidiaries publicly traded on the Jamaica Stock Exchange. Under Dear's leadership the Company portfolio has expanded to include a diverse range of hospitality concepts in 53 locations throughout the Caribbean.

Ian has been a Justice of the Peace for the parish of St. James since 1996 and maintains active involvement in several community service organizations. He is currently Chairman of the Board of the Tourism Product Development Company Limited (TPDCo.) and a board member of the Tourism Enhancement Fund (TEF) and Trans Jamaican Highway.

In addition to these current appointments, Ian has served as a member and board member for several organizations to include the Jamaica Hotel and Tourist Association, the Private Sector Organization of Jamaica, Young President's Association, the Montego Bay Chamber of Commerce, the Jamaica Cruise Council and the Attractions Association of Jamaica.

In 2020, Jamaica's Governor-General appointed Ian Dear to the Order of Distinction in the rank of Commander for his contributions to Caribbean Tourism and Real Estate Development.

Roland Clarke CFO & EXECUTIVE DIRECTOR

Roland is a Chartered Accountant with over twenty years of experience in Accounting and Finance covering Retail, Manufacturing, and Telecom logistics industries.

Roland joined Margaritaville Caribbean Group in August 2010. Previously he was with Facey Commodity Company Ltd. where he had direct responsibility for the finance functions of the Telecoms Division. During this time he led implementation of financial systems for the group subsidiaries in Germany, Trinidad and Tobago, Honduras, Panama and El Salvador. Roland also spent 18 months in Trinidad and Tobago in the capacity of Financial Controller, while performing other corporate duties.

His experience also includes 10 years in various accounting and finance roles with the ICD Group of companies in Jamaica.

Roland is a Fellow of the Association of Certified Chartered Accountants of England and holds a BSC. (Hons.) in Accounting from the University of the West Indies.

John G. Byles ^{CD} INDEPENDENT, NON-EXECUTIVE DIRECTOR

John G. Byles is a graduate of the Florida International University where he attained a degree in Business Administration, with focus in Finance and International Business. Since then, his career has led him through several fields in the Corporate Finance arena. He spent over fifteen years in the banking and finance sector, working with Business Leaders in several growing and successful companies across dynamic industries. Although growing up with a father that was a hotelier, John gave into his calling 24 years ago as a co-founder of the Chukka Blue Adventures

John currently sits on the Boards of Chukka Caribbean Adventures Group of Companies, Margaritaville (Turks) Ltd, Express Catering Limited, Cargo Handlers Ltd. and Margaritaville Caribbean Group Ltd. He is also a member of the Cruise Council of Jamaica, is the Deputy Chairman of the Jamaica Tourist Board, and Chairman of the Destination Assurance Council – Montego Bay Chapter. In the past, John has also previously served as Deputy Chairman on the Boards of the Tourism Enhance Fund and Jamaica Promotions Corporation.

John brings to the Board his considerable experience in brand delivery in the tourism sector and management experience from the finance industry. He is a committed husband and father of five (5), an avid polo enthusiast in his down time and an active community development stalwart.



TOP TEN SHAREHOLDERS

AS AT MAY 31, 2023

NAMES		VOLUME	PERCENTAGE
Margaritaville Caribbean Limited	Nassau, Bahamas	33,163,445	49.1%
Lannaman & Morris (Shipping) Limited	Kingston	8,446,398	12.5%
Sagicor Pooled Equity Fund	Kingston	5,819,559	8.6%
Matmar Holdings Limited	St Lucia	2,700,000	4.0%
National Supply Co. Ltd	Kingston	1,200,000	1.8%
CXN Direct Investing Inc	Kingston	1,032,000	1.5%
Prime Asset Management Ltd. - JPS	Kingston	1,000,000	1.5%
Nekia Limited	Kingston	1,000,000	1.5%
Liao, Huixiong	Clarendon	1,000,000	1.5%
Fraser, Paul	Manchester	953,418	1.4%
		56,314,820	83.4%

Total Ordinary Stock in issue - 67,500,000

Total Number of Stock Holders - 602

DIRECTORS' SHAREHOLDINGS

AS AT MAY 31, 2022

NAMES	DIRECT	CONNECTED	TOTAL	PERCENTAGE
Herrick Winston Dear	-	-	-	0.0%
Ian B. Dear	-	33,163,445	33,163,445	49.1%
John G. Byles	-	-	-	0.0%
Roland P Clarke	40,000	-	40,000	0.1%
	40,000	33,163,445	33,203,445	49.19%

SENIOR MANAGERS' SHAREHOLDINGS

AS AT MAY 31, 2022

NAMES	DIRECT	CONNECTED	TOTAL	PERCENTAGE
Roland P Clarke	40,000	-	40,000	0.1%
Mark Sutherland	-	-	-	0.0%
Alton Thelwell	-	-	-	0.0%
	40,000	-	40,000	0.1%



CORPORATE GOVERNANCE

REPORT OF MANagements RESPONSIBILITY AND INTERNAL CONTROLS

The management of Margaritaville Turks is responsible for the fairness and accuracy of the financial statements. The financial statements and the accompanying notes were prepared in accordance with the rules of the International Financial Reporting Standards and include such estimates as management deemed necessary to give a true and accurate view of the financial affairs of the group.

Management has established a system of internal controls over financial reporting that provides reasonable assurance that assets are adequately safeguarded and transactions are recorded

accurately, in all material respects. We have a team of Internal Auditors that is headed by a Vice President for Internal Controls and Systems. This ensures there is adequate representation at the executive level to bolster the effectiveness of our control function. Our internal controls provide for appropriate segregation of duties and responsibilities and there are documented policies regarding utilization of our assets and proper financial reporting. We also maintain a strong audit program that independently evaluates the adequacy of the design and effectiveness of these internal controls.



The Board of Directors provides oversight guidance to the management of the company in fulfilling their financial reporting duties and is assisted in their oversight responsibilities by the Audit Committee of the Board. Currently the Board of Directors meets on a quarterly basis and is prepared to revise the frequency should the need arise. The accompanying Management Discussion and Analysis were prepared under the direction and guidance of the Board of Directors.

The Audit Committee of the Board of Directors

The Audit Committee of the Board of Directors was established to assist the Board of Directors in fulfilling their oversight responsibility. The committee is comprised of four members, three of whom are non-executive directors. The Audit Committee has complete access to the financial records of the group and has direct access to the Vice President of Internal Controls and Systems and our External Auditors.

The Audit Committee meets on a quarterly basis to carry out their roles and responsibilities, inclusive of the following;

- Monitor the financial performance of the company against objectives.
- Ensure that the company is compliant with statutory and regulatory reporting requirements.
- Ensure that the company is compliant with covenants relating to banking and other creditor requirements.
- Monitor and review the effectiveness of the internal audit function.

- Consider, approve and recommend to the board the group's annual operating and capital budgets.
- Review internal and external audit reports
- Assess operational risks and make recommendations to the board for decision.

The Audit Committee will always be a mix of non-executive and executive directors but will at all times be comprised of more non-executive directors and be chaired by one of them.

The members of the committee for the year just ended were;

John Byles - Chairman
(Independent, Non-executive director)

Herrick Dear
(Independent, Non-executive director)

Roland Clarke
(Executive director)

The board is very thankful to the Audit Committee for their guidance and wish for them another successful year.

Herrick Dear
Chairman

Ian Dear
Director

The Board's Corporate Governance Charter can be seen at Margaritavillecaribbean.com



Red Stripe
LIGHT

Jimmy Buffett's
MARGARITAVILLE
GRAND TURK

MANAGEMENT DISCUSSION & ANALYSIS

OF FINANCIAL CONDITION & RESULTS OF OPERATIONS

Margaritaville (Turks) Ltd. (MTL) was established to fulfill the food, beverage and entertainment needs of the thousands of passengers that visit the Grand Turk Cruise Port annually. The company is domiciled in the Turks and Caicos Islands, a British Overseas Territory that lies north-east of Jamaica and forms part of the Northern Caribbean. The company is a subsidiary of Margaritaville Caribbean Group Ltd, owners and franchise operators of Jimmy Buffett's Margaritaville Restaurants, Bars, and Retail Shops across the Caribbean. MTL has operated on the Port since it was developed by Carnival Corporation in 2006.

Carnival Corporation built the Grand Turk Cruise Port to be a central destination on their Eastern Caribbean cruise itinerary originating off the east coast of the United States. As a result, most of the ships that cruise into that Port are owned by Carnival Corporation. MTL continues to maintain a strong relationship with Carnival Corporation. Together, we deliver a world class entertainment experience and delectable food and beverage offerings to satisfy our many patrons.

The below analysis for Margaritaville (Turks) Ltd. (MTL) should be read in conjunction with the Audited Financial Statements and related Financial Statement Notes. The Company reports on a 12-month basis from June 1 to May 31. Financial



data is reported in US Dollars, the currency of the Turks and Caicos Islands. The analysis is based on the financial results for the year ended May 31, 2023, and comparative prior years.

Overview of Operations

The company operates 3 diverse and multi-faceted dining experiences at the Port. One is a high energy table service under the Margaritaville brand, the other is a laid-back table service offered under the Beached Whale brand and the other is a convenient Grab N Go. All combine to deliver our exceptional guest experiences.

The Turks and Caicos cruise industry has had a very robust economic recovery following the challenges posed by the COVID-19 pandemic. Addressing international and local journalists at a media briefing in November 2023, Minister of Tourism, the Hon Josephine Connolly, said that arrival numbers up to June 2022 have matched pre-pandemic levels and are on track to do the same this year with both cruise passengers and airline arrivals. In terms of cruise arrivals, the Turks and Caicos Islands welcomed 491,806 visitors from January to June 2023. This is a 51.72% increase over the same

period in 2022. The country is on track to exceed pre-pandemic levels of cruise passengers by the close of calendar 2023.

The Turks and Caicos government and Carnival Corporation signed a multimillion-dollar agreement in October of 2021, just before the resumption of cruising following twenty months of suspension due to the pandemic. The agreement included a commitment by Carnival for additional development of the Grand Turk Cruise Port (to accommodate larger vessels) as well as to improve the overall service delivery to the passengers. Plans are also in place for Carnival Corporation to assist with improving the tourism offerings in the local community. This will facilitate participation of a wider cross section of the population in tourism activities and passengers will therefore have more experiences to partake in when they visit the island. The Carnival Mardi Gras, with a capacity of 6,500 passengers plus crew, has been making calls on this Port since February of 2022; this is a lot of persons to keep entertained in one day. The signing of this

agreement points to the long-term commitment of Carnival to the country and the cruise sector. MTL expects to benefit from these and other initiatives.

The year was impacted by the effects of weather. A total of ten ship calls, with passenger count projection of 31,000, were lost due to the passage of the hurricane in September 2022. Hurricane Fiona made landfall in the Turks and Caicos as a Category 3 hurricane in the third week of September 2022, leaving areas flooded and lots of equipment and building damage. The company and the Port have learned well from previous hurricanes in recent times and are adapting to the environment. This has helped to reduce the recovery time significantly.

The company is fully engaged within the community and participated throughout the year in several local events such as the local tennis tournament. We also continued to support our team members through various mentorship and training for both motivation and empowerment.

Grand Turks Cruise Centre				
PASSENGER COUNT				
Period	Passenger Count	Revenue	SPH	
2022/23	875,379	7,259,998	8.29	
2021/22+	294,028	2,618,350	8.91	
2020/21***	Nil	48,283	n/a	
2019/20 **	862,031	5,943,592	6.89	
2018/19	1,064,304	7,594,740	7.14	

+ Cruising resumed in December of 2021 - 6 months of fiscal 2022

*** Cruising was suspended for the entire year due to Covid-19

** Cruising was suspended after March 11, 2020 due to Covid-19

Cruising worldwide has returned to normalcy. This sub-sector of the leisure industry may have suffered more than any other, especially because of the extended timeline for resumption and the added restrictions due to the nature of the accommodation. Carnival Corporation was only able to deliver their first profitable Quarter in August 2023, since the start of the pandemic. It is noteworthy that it was delivered with record revenue and record forward booking. Their outlook across all their markets is for a robust return to profitability and strong growth.



Eight hundred and seventy-five thousand passengers visited the Port in fiscal 2023. The best year for passenger arrivals to the Port was fiscal 2019 when one million and sixty-four thousand passengers visited. The recovery is within 18% of the best performing year.

One of the key performance factors for this industry is the spend per head or the average that each passenger visiting the Port spends. The ratio is derived by spreading total revenue across all passengers that disembark the cruise vessels visiting the Port. An increasing rate indicates how well the company is attracting incremental patrons per cruise, as well as how fast we are able to re-set our tables so additional patrons can be accommodated. On a typical cruise day, all tables will be occupied. The company has the opportunity to improve the number of "table turns" per day as well as to increase the spend rate while the tables are occupied. Spend rate of \$8.29 was achieved for fiscal 2023. The rate was less than the prior year (when less passengers visited the Port) but was much higher than the pre-pandemic years.

REVENUE FOR THE YEAR

\$7.26 MILLION

Results of Operations for Fiscal 2023 and comparative prior years

875,379 passengers cruised into the Grand Turk Cruise Port during fiscal 2023 on 259 vessels, for an average passenger per vessel or just under 3,380. Just over 294,000 visited the Port during the previous year but it is worth noting that cruising only resumed in the second half of the fiscal 2022 and at reduced confidence levels following the suspension due to the pandemic. The current passenger totals and levels of business have some resilience built into them and so the industry is much better prepared to deal with a similar global disaster in the future.

Below is a five-year comparison of operations. Revenue is primarily driven by the total number of cruise passenger so as the passenger numbers increase, we expect the revenue to move in tandem.

MTL Results of Operations Matrix	2023		2022		2021		2020		2019	
	US\$	%	US\$	%	US\$	%	US\$	%	US\$	%
Revenue	7,259,998	100.00%	2,618,350	100.00%	48,283	n/a	5,943,592	100.00%	7,594,740	100.00%
Cost of sales	(2,239,609)	-30.85%	(884,666)	-33.79%	(48,645)	n/a	(1,836,144)	-30.89%	(2,316,488)	-30.50%
Gross profit	5,020,389	69.15%	1,733,684	66.21%	(362)	n/a	4,107,448	69.11%	5,278,252	69.50%
Other income	801,363	11.04%	-	-	1,446	n/a	1,200	0.02%	500	0.01%
Administrative expenses	(3,825,784)	-52.70%	(2,007,103)	-76.66%	(1,074,210)	n/a	(3,688,447)	-62.06%	(4,159,532)	-54.77%
Promotional expenses	(40,418)	-0.56%	(24,379)	-0.93%	-	n/a	(56,208)	-0.95%	(75,123)	-0.99%
Loss on Exchange	(289)	0.00%	-	-	-	-	-	-	-	0.00%
Depreciation and amortisation	(262,869)	-3.62%	(278,916)	-10.65%	(309,075)	n/a	(291,861)	-4.91%	(293,517)	-3.86%
Operating profit	1,692,392	23.31%	(576,714)	-22.03%	(1,382,201)	n/a	72,132	1.21%	750,580	9.88%
Finance costs	(21,465)	-0.30%	(32,424)	-1.24%	-	-	-	-	(335)	0.00%
Profit for the year being total comprehensive income for the year	1,670,927	23.02%	(609,138)	-23.26%	(1,382,201)	n/a	72,132	1.21%	750,245	9.88%

Revenue

Revenue of \$7.26 million was earned for the year, at a spending rate per passenger of \$8.21. Revenue in the previous year was \$2.62 million. This was a more than a two-fold increase to return to pre-pandemic levels of business. The improvement has been rapid but has been built on a more sustainable path and with a lot more precautionary measures in place. The cruise industry is now more resilient because of the COVID-19 pandemic.

The Carnival Mardi Gras, one of the newer and largest vessels in the Carnival fleet, has been making weekly calls at the Grand Turk Cruise Port since February 2022. For Fiscal 2023, a total of 35 calls were made, with an average passenger total of 5,892 per call. Another mega-ship, Carnival Celebrations began making

calls on the Grand Turk Port during fiscal 2023. This ship has a similar capacity to the Mardi Gras. On a regular mega-ship call day, there are more cruise passengers than residents on the island of Grand Turk.

The management team has been adapting well to the increased customer counts on these larger vessels. They have managed to increase the capture rate, as evidenced by the comparative spend rate above and the staff has been very upbeat.

Cost of Sales and Expenses

Cost of sales ratio at 30.85%, compared favourably to the prior year ratio of 33.79% and was marginally higher than the pre-COVID-19 average ratio of 30.7%. This is a commendable achievement for the team given the inflationary pressures that were brought to bear following the declaration of the pandemic, as well the effects of the more recent war in Ukraine. The group's bulk buying initiatives and forward purchasing arrangements that fix prices for longer durations would have been pivotal in this achievement. This was complemented by ongoing training and adherence to standards by the culinary team.

Administrative and promotional expenses of \$3.86 million, were \$1.83 million or 90% higher than the previous year. This was however necessary to support the \$4.64 million or 277% increase in revenue over the prior year's total. Interestingly, the ratio of this expense category at 53.26% of revenue was even better than the pre-Covid-19 ratio achieved in fiscal 2019 of 55.76%. All subcategories, inclusive of wages and salaries, utilities, maintenance, and legal and professional fees increased nominally to support the increased revenue.

Net Earnings, Earnings Per Share (EPS) and Dividends

Net Profit of \$1.67 million was posted for the year with approximately \$800,000 of this relating to non-recurring activities. Shareholders earned (EPS) US 2.47 Cents per share overall and US 1.29 Cent per share from recurring activities. For the prior year, business resumed only part way the fiscal year, Net Loss of \$609,138 was posted for the year. This resulted in a Loss per Share of US 0.9 Cents per share.

No dividends were considered during the fiscal year.

Future Outlook

The robust recovery continued into the new fiscal year. For the first Quarter ending August 31, 2023, just under 226,000 passengers cruised into the Grand Turks Cruise Port on 55 vessels. This is compared to the over 175,000 passengers that cruised into the Port on 49 vessels for the same period in the prior year; a more than 29% increase. With this trend, we are poised to surpass any previous pre-COVID-19 passenger totals.

Buoyed by the recovery efforts to date and the realization of the Importance of the tourism product to the economy of the country, The Turks and Caicos Islands Government commissioned the services of Target Euro Srl. to develop a new Destination Marketing and Management Organization (DMMO) in March 2022. The new DMMO, Experience Turks and Caicos, officially started operating on July 1, 2023, with the purpose of managing and marketing the islands' tourism industry. Speaking at a Caribbean Hotel and Tourism ceremony in Barbados to announce the initiative, the Minister with responsibility for tourism, Josephine Connolly, said "In the post-pandemic era, our dependence on tourism has demonstrated the need for Turks and Caicos Islands to review the management and development of tourism, preserve and protect our natural assets for sustainable economic growth, resilience and competitiveness to attract and increase international visitors annually".

With this strong signal of commitment from the government to the continued development and interest in the tourism product, coupled with the recent commitment to additional investment by Carnival Corporation, the Turks and Caicos cruise sector is on a solid path for continued growth. MTL stands to benefit from all these initiatives.

We thank all our shareholders and stakeholders for their continued support.





FINANCIALS

A tropical beach scene with clear turquoise water and a bright blue sky with scattered clouds. The water is shallow and clear, showing the sandy bottom. The sky is a vibrant blue with some light, wispy clouds. The horizon is visible in the distance.

Independent auditor's report

To the Members of
Margaritaville (Turks) Ltd

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of Margaritaville (Turks) Ltd (“the Company”) which comprise the statement of financial position as at May 31, 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at May 31, 2023, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that in our professional judgement; were of most significance in our audit of the financial statements of the current period. These matters are addressed in the context of our audit of financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined that there are no key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises the annual report (but does not include the financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

hlbjm.com

Partners: Sixto P. Coy, Karen A. Lewis

3 Haughton Avenue, Kingston 10, Jamaica W.I. 56 Market Street, Montego Bay, Jamaica W.I.

TEL: (876) 926-2020/2 TEL: (876) 926-9400 TEL: (876) 952-2891 EMAIL: info@hlbjm.com

HLB Mair Russell is an independent member of HLB, the global advisory and accounting network

Independent auditor's report (cont'd)

To the Members of
Margaritaville (Turks) Ltd

Report on the audit of the Financial Statements (cont'd)

Responsibilities of Management and those charged with governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Independent auditor's report (cont'd)

To the Members of
Margaritaville (Turks) Ltd

Report on the audit of the Financial Statements (cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe the matter in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Karen Lewis.

Montego Bay, Jamaica

September 13, 2023



HLB Mair Russell
Chartered Accountants

Margaritaville (Turks) Ltd

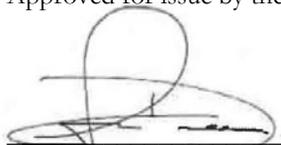
Statement of financial position

May 31, 2023

	Note	2023 US\$	2022 US\$
Assets			
Non-current			
Property, plant and equipment	(3)	2,595,671	2,772,527
Non-current assets		2,595,671	2,772,527
Current			
Inventories	(4)	827,979	898,369
Trade and other receivables	(5)	300,648	254,351
Due from related companies	(6)	2,207,082	273,108
Cash and bank balances	(7)	123,197	62,906
Current assets		3,458,906	1,488,734
Total assets		6,054,577	4,261,261
Equity and liabilities			
Equity			
Share capital	(8)	522,360	522,360
Retained earnings		3,451,334	1,780,407
Total equity		3,973,694	2,302,767
Liabilities			
Non-Current			
Borrowings	(9)	186,048	-
		186,048	-
Current			
Trade and other payables	(10)	1,794,835	1,658,494
Current portion of borrowings	(9)	100,000	300,000
Current liabilities		1,894,835	1,958,494
Total liabilities		2,080,883	1,958,494
Total equity and liabilities		6,054,577	4,261,261

The notes on the accompanying pages form an integral part of these financial statements.

Approved for issue by the Board of Directors on September 13, 2023 and signed on its behalf by:

 Director
Ian Dear

 Director
John Byles

Margaritaville (Turks) Ltd
Statement of comprehensive income
Year ended May 31, 2023

	Note	2023 US\$	2022 US\$
Revenue		7,259,998	2,618,350
Cost of sales	(11)	(2,239,609)	(884,666)
Gross profit		5,020,389	1,733,684
Other income		801,363	-
Administrative expenses	(11)	(3,825,784)	(2,007,103)
Promotional expenses	(11)	(40,418)	(24,379)
Loss on exchange		(289)	-
Depreciation and amortisation	(11)	(262,869)	(278,916)
Net Profit / (Loss)		1,692,392	(576,714)
Finance costs	(12)	(21,465)	(32,424)
Total comprehensive profit/(loss) for the year		1,670,927	(609,138)
Earnings/(loss) per share	(13)	0.02	(0.01)

The notes on the accompanying pages form an integral part of these financial statements.

Margaritaville (Turks) Ltd

Statement of changes in equity

Year ended May 31, 2023

	Share Capital US\$	Retained Earnings US\$	Total US\$
Balance at May 31, 2021	522,360	2,389,545	2,911,905
Loss for the year and comprehensive loss	-	(609,138)	(609,138)
Balance at May 31, 2022	522,360	1,780,407	2,302,767
Profit for the year and comprehensive profit	-	1,670,927	1,670,927
Balance at May 31, 2023	522,360	3,451,334	3,973,694

The notes on the accompanying pages form an integral part of these financial statements.

Margaritaville (Turks) Ltd

Statement of cash flows

Year ended May 31, 2023

	Note	2023 US\$	2022 US\$
Cash flows from operating activities:			
Profit/(Loss) for the year		1,670,927	(609,138)
Adjustments for:			
Interest expense		21,465	-
Depreciation and amortisation		262,869	278,916
		1,955,261	(330,222)
Decrease in inventories		70,390	37,528
Increase in trade and other receivables		(46,297)	(162,537)
Increase in due from related companies		(1,933,974)	(273,108)
Decrease in due to related companies		-	(253,723)
Increase in trade and other payables		136,341	748,903
Cash provided/(used in) operations		181,721	(233,159)
Interest paid		(21,465)	-
Cash provided/(used in) operations		160,256	(233,159)
Cash flows from investing activities			
Purchase of property, plant and equipment		(86,013)	(11,927)
Net cash used in investing activities		(86,013)	(11,927)
Cash flows from financing activities			
Proceeds from borrowings		-	300,000
Repayment of loan		(13,952)	-
Net cash provided by financing activities		(13,952)	300,000
Increase/(decrease) in cash and bank balances		60,291	54,914
Cash and bank balances at beginning of year		62,906	7,992
Cash and bank balances at end of year	(7)	123,197	62,906

The notes on the accompanying pages form an integral part of these financial statements.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

1. Identification and nature of operations

The company was incorporated under the Laws of Turks and Caicos Islands on July 15, 2004 and commenced operations in February 2006. Its registered office is P.O. Box 127, Richmond House, Leeward Highway, Providenciales, Turks and Caicos Islands. The company's shares were listed on the Main Market of the Jamaica Stock Exchange on April 11, 2014.

The company's principal place of business is located at Grand Turks Cruise Centre, White Sands, Turks and Caicos Island. The company is a subsidiary of Margaritaville Caribbean Limited, a company registered under the Bahamas IBC Act of 2000.

Its main activity during the year was the operation of a Margaritaville branded bar and restaurant.

2. Summary of significant accounting policies

The financial statements have been prepared using the significant accounting policies and measurement basis summarised below:

a Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and are expressed in United States Dollars (USD).

b Use of estimates and judgments

The preparation of financial statements in accordance with International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements. These estimates are based on historical experience and management's best knowledge of current events and actions. Actual results may differ from these estimates and assumptions.

There were no critical judgements, apart from those involving estimation, that management has made in the process of applying the company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

The estimates and assumptions which have the most significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

(i) Depreciation of property, plant and equipment

Depreciation is provided so as to write down the respective assets to their residual values over their expected useful lives and, as such, the selection of the estimated useful lives and the expected residual values of the assets requires the use of estimates and judgements. Details of the estimated useful lives are as shown in Note 2(e).

(ii) Fair value measurement

Management uses valuation techniques to determine the fair value of non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management basis its assumptions on observable data as far as possible but this is not always available. In that case, management uses the best information available.

Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

c New standards, interpretations and amendments to published standards that became effective in the current year

Certain new and amended standards came into effect during the current financial year. The adoption of those standards and amendments did not have a significant impact on the financial statements:

At the date of approval of these financial statements, certain new standards amendments and interpretations to existing standards have been published but are not yet effective, and have not been early adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement.

New standards, interpretations and amendments not early adopted or listed below are not expected to have a material impact on the Company's financial statements.

Amendments to IAS 1, Presentation of Financial Statements (effective for annual periods beginning on or after January 1, 2023). The Amendments promotes consistency application and clarify the requirements on determining if a liability is current or non-current.

Amendment to IAS 8 Accounting Policies Changes in Accounting Estimates and Errors (effective for periods beginning on or after January 1, 2023). The amendment introduces a new definition for accounting estimates; clarifying that they are monetary amounts in the financial statements and are subject to measurement uncertainty.

Amendment to IAS 12 -Deferred Tax (effective for annual periods beginning on or after January 1, 2023). Relates to assets and liabilities arising from a single transaction. These amendments require companies to recognise deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences.

e Basis for measurement

These financial statements have been prepared on the historical cost basis, as explained in the accounting policies below.

f Property, plant and equipment

(i) Carrying amount

Property, plant and equipment are carried at cost less accumulated depreciation.

(ii) Depreciation

Depreciation is provided on the straight line basis at such rates as will write off the cost of the various assets over the period of their expected useful lives. The useful lives approximate to forty (40) years for buildings, five to ten (5 - 10) years for furniture, fixtures, machinery and equipment, three (3) years for computers and five (5) years for motor vehicle.

Leasehold building and improvements are being amortised over twenty years.

(iii) Repairs and renewals

The costs of repairs and renewals which do not enhance the carrying value of existing assets are written off to profit or loss as they are incurred.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

g Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer who makes strategic decisions.

h Foreign currency translation

Functional and presentation currency

The financial statements are prepared and presented in United States dollars, which is the functional currency of the company.

Foreign currency transactions and balances

- (i) Foreign currency monetary balances at the end of the reporting period have been translated at the rates of exchange ruling at that date.
- (ii) Foreign currency transactions are translated into the functional currency at the exchange rate prevailing at the dates of those transactions.
- (iii) Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items are included in the profit or loss. Non-monetary items are not retranslated at year-end and are measured at historical rates except for those measured at fair value which are translated using the exchange rates at the date when the fair value was determined.

i Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of refunds and discounts. To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer;
2. Identifying the performance obligations;
3. Determining the transaction price;
4. Allocating the transaction price to the performance obligations; and
5. Recognising revenue when/as performance obligation(s) are satisfied.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

i Revenue recognition (cont'd)

For Step 1 to be achieved, the following five criteria must be present:

- the parties to the contract have approved the contract either in writing, orally or in accordance with other customary business practices;
- each party's rights regarding the goods or services to be transferred or performed can be identified;
- the payment terms for the goods or services to be transferred or performed can be identified;
- the contract has commercial substance (i.e., the risk, timing or amount of the future cash flows is expected to change as a result of the contract); and
- collection of the consideration in exchange of the goods and services is probable.

The Company derives revenue from sale of goods and rendering of services either at point in time or over time, when (or as) the Company satisfies performance obligations by transferring control of the promised goods or rendering of the promised services to its customers.

A performance obligation is satisfied at a point in time unless it meets one of the following criteria, in which case it is satisfied over time:

- the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
- the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,
- the Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as contract liabilities in the statement of financial position. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Sale of goods

Sales to customers are recognised at point in time upon delivery of goods and customer acceptance.

Rendering of services

Revenue arising from the provision of island tours, adventure activities and photo shop services is recognised either at point in time or overtime upon the performance of services or the delivery of products and customer acceptance. Revenue arising from the provision of hotel accommodation, restaurant and bar services and activities is recognised upon the performance of services or the delivery of products and customer acceptance. Consideration received in advance to secure hotel room bookings is initially deferred, included in contract liabilities and is recognised as revenue in the period when the service is performed.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

i Revenue recognition (cont'd)

Other income

Other income is recognised at point in time on the accrual basis.

j Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or the receipt on the goods or as incurred.

k Inventories

Inventories are stated at the lower of cost determined on the average cost basis, and net realisable value. Cost includes all supplier prices, freight and handling and other overhead costs directly related to goods sold. Net realisable value is the estimated selling price in the ordinary course of business less any related selling expenses.

l Cash and bank

Cash and bank comprise amounts held in current and savings accounts with financial institutions and cash on hand balances net of bank overdraft.

m Trade and other receivables

Trade and other receivables are classified as loans and receivables. These are initially recognised at original invoice amount (which represents fair value) and subsequently measured at amortised cost.

n Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

n Financial instruments (cont'd)

Classification and initial measurement of financial assets (cont'd)

In the periods presented the company does not have any financial assets categorised as FVOCI.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions:

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaces IAS 39's 'incurred loss model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the company first identifying a credit loss event. Instead the company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

n Financial instruments (cont'd)

Impairment of financial assets (Cont'd)

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities

The company's financial liabilities include bank overdraft, trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs, unless the company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

o Due to/from related parties

Amounts due to/from related parties are classified as financial assets and liabilities measured at amortised cost. These are initially recognised at the original amount received (which represents fair value) and subsequently measured at amortised cost.

p Leased assets

The Company as a lessee

For any new contracts entered into on or after June 1, 2019, the Company considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Company has the right to direct the use of the identified asset throughout the period of use.

The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

2. Summary of significant accounting policies (cont'd)

p Leased assets (Cont'd)

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on straight-line basis over the lease term.

Operating leases

All other leases are treated as operating leases. Where the Company is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

q Impairment

The company's assets are subject to impairment testing.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value in use, based on an internal discounted cash flow evaluation. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

r Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of shares are included in equity as a deduction from proceeds.

Margaritaville (Turks) Ltd
Notes to the financial statements
Year ended May 31, 2023

3. Property, plant and equipment comprise:

The carrying amounts for property, plant and equipment for the period included in these financial statements as at May 31, 2023 can be analysed as follows:

	Leasehold Building and Improvements US\$	Furniture and Fixtures US\$	Computer Equipment US\$	Motor Vehicle US\$	Machinery US\$	Kitchen and Bar Entertainment Equipment US\$	Total US\$
Gross carrying amount							
Balance as at June 1, 2022	2,868,296	2,004,244	325,869	172,259	26,821	577,197	5,974,686
Additions	-	65,129	13,141	-	-	7,743	86,013
Balance as at May 31, 2023	2,868,296	2,069,373	339,010	172,259	26,821	584,940	6,060,699
Depreciation and amortisation							
Balance as at June 1, 2022	(951,533)	(1,368,516)	(305,245)	(158,351)	(17,618)	(400,896)	(3,202,159)
Charge for the year	(71,707)	(123,878)	(20,602)	(13,907)	(1,534)	(31,241)	(262,869)
Balance as at May 31, 2023	(1,023,240)	(1,492,394)	(325,847)	(172,258)	(19,152)	(432,137)	(3,465,028)
Carrying amount as at May 31, 2023	1,845,056	576,979	13,163	1	7,669	152,803	2,595,671
Gross carrying amount							
Balance as at June 1, 2021	2,868,296	1,992,317	325,869	172,259	26,821	577,197	5,962,759
Additions	-	11,927	-	-	-	-	11,927
Balance as at May 31, 2022	2,868,296	2,004,244	325,869	172,259	26,821	577,197	5,974,686
Depreciation and amortisation							
Balance as at June 1, 2021	(879,826)	(1,245,107)	(284,318)	(144,444)	(16,000)	(369,655)	(2,939,430)
Charge for the year	(71,707)	(123,409)	(20,927)	(13,907)	(1,538)	(31,241)	(262,729)
Balance as at May 31, 2022	(951,533)	(1,368,516)	(305,245)	(168,351)	(17,618)	(400,896)	(3,202,159)
Carrying amount as at May 31, 2022	1,916,763	635,728	20,624	13,908	9,203	176,381	2,772,527

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

4. Inventories

	2023	2022
	US\$	US\$
Food	107,012	180,721
Beverage	164,908	93,368
General stores	411,401	383,612
Gift shop inventory	125,696	179,804
Warehouse inventory	-	53,385
Maintenance inventory	18,962	7,479
Total	827,979	898,369

5. Trade and other receivables

	2023	2022
	US\$	US\$
Trade receivables	14,162	3,086
Deposits	14,510	120,480
Other receivables	271,976	132,048
	300,648	255,614
Less: Impairment provision	-	(1,263)
Total	300,648	254,351

The trade receivables are aged under 30 days.

Impairment provision

	2023	2022
	US\$	US\$
Opening provision as at June 1,	-	-
Provision recognised during the year	-	1,263
Impairment provision as at May 31,	-	1,263

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

6. Related party balances and transactions

- i The company is related to other Margaritaville companies operating in the Caribbean by virtue of common shareholders and Directors.
- ii The amount due to/(from) related companies are interest free and unsecured with no fixed terms of repayment.
- iii The statement of financial position includes balances arising in the normal course of business with related parties as follows:

	2023 US\$	2022 US\$
Due from Margaritaville Limited	2,207,082	273,108
Total	2,207,082	273,108

- iv The statement of comprehensive income includes transactions with related parties as follows:

	2023 US\$	2022 US\$
Group management fees	250,000	217,391
Total	250,000	217,391

7. Cash and bank balances

	2023 US\$	2022 US\$
Bank balances	112,177	51,886
Cash	11,020	11,020
Total	123,197	62,906

8. Share capital

	2023 \$	2022 \$
Authorised:		
100,000,000 ordinary shares	100,000,000	100,000,000
1 "A" ordinary share	1	1
	100,000,001	100,000,001
Issued and fully paid:		
67,500,000 ordinary shares comprising:		
67,499,999 ordinary shares	67,499,999	67,499,999
1 "A" ordinary share	1	1
	67,500,000	67,500,000
	US\$	US\$
Stated capital		
67,500,000 ordinary shares	522,360	522,360

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

9. Borrowings

	2023	2022
	US\$	US\$
Grand Turk Cruise Center Ltd.	286,048	300,000
Less: Current portion	(100,000)	(300,000)
Total non-current	186,048	-

This loan was received October 2021 from Grand Turk Cruise Center Limited. The loan was renegotiated and is to be repaid over thirty-six (36) months commencing, January 15, 2023. Interest on the loan is at prime rate plus one per cent (1%) per annum. The loan is unsecured.

10. Trade and other payables

	2023	2022
	US\$	US\$
Trade payables	1,619,314	1,487,979
Accrued expenses	20,749	19,528
Interest payable	-	6,449
Other payables	154,772	144,538
Total	1,794,835	1,658,494

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

11. Expenses by nature

Total direct, administrative and other operating expenses:

	2023 US\$	2022 US\$
Direct expenses		
Cost of inventories recognised as expense	2,239,609	884,666
Administrative expenses		
Group management fees	250,000	217,391
Employee benefits (Note 15)	1,839,069	971,854
Franchise fees and licences	230,949	93,761
Auditors' remuneration	14,500	14,500
Bank charges	27,574	14,862
Property lease expense	557,827	165,385
Utilities	316,557	152,948
Fuel	16,317	7,542
Repairs and maintenance	124,390	44,430
Insurance	116,966	85,429
Credit card commission	145,803	49,267
Dues and subscription	188	450
Donations	80	-
Research and development	741	231
Legal and professional fees	44,651	112,003
Impairment provision	-	1,263
Bad debts - written off	-	2,025
Travelling	5,429	-
Other expenses	134,743	73,762
	3,825,784	2,007,103
Promotional expenses		
Advertising	40,418	24,379
Depreciation and amortisation		
Depreciation	262,869	262,729
Amortisation	-	16,187
	262,869	278,916

12. Finance cost

	2023 US\$	2022 US\$
Interest expense	21,415	6,449
Overdraft interest	50	-
Other borrowing cost	-	25,975
Total	21,465	32,424

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

13. Earnings/(loss) per share

Loss per share is calculated by dividing loss for the year by the weighted average number of ordinary shares in issue for the year:

	2023 US\$	2022 US\$
Net loss attributable to owners	1,670,927	(609,138)
Weighted average number of shares	67,500,000	67,500,000
Loss per share	0.02	(0.01)

14. Ordinary dividends

Dividend was not declared for the current nor prior year.

15. Employee benefits

	2023 US\$	2022 US\$
Salaries, wages and related expenses	1,519,195	850,220
Commission	19,551	9,367
Medical and other staff benefits	300,323	112,267
Total	1,839,069	971,854

16. Lease payments not recognised as a liability

The company has variable lease payments which are not recognised as lease liabilities in accordance with IFRS16 and are expensed as incurred. Under the lease agreement the company pays lease expense based on estimated average cruise passenger arrivals. Lease expenses for the year amounted to \$557,827 (2022 - \$165,385).

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

17. Risk management policies

The company's activities expose it to a variety of financial risks in respect of its financial instruments: market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The company seeks to manage these risks by close monitoring of each class of its financial instruments as follows:

a Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risk, which result from both its operating and investing activities.

i Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The company is not exposed to currency risk.

ii Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates

Interest rate sensitivity

Interest rate on the company's borrowings and lease obligation are fixed up to the dates of repayment and interest on the company's bank accounts is immaterial. As such, there would be no material impact on the results of the company's operations as a result of fluctuations in interest rates.

iii Other price risk

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The company's financial instruments are substantially independent of changes in market prices.

b Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The company faces credit risk in respect of its receivables and cash and cash equivalents held with financial institutions. It is the company's policy to deal only with credit worthy financial institutions and other counterparties, to control credit risk.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

17. Risk management policies (cont'd)

b Credit risk (cont'd)

Cash and cash equivalents

Credit risk for cash and cash equivalents is managed by maintaining these balances with licensed financial institutions considered to be stable and creditworthy.

Receivables

The company applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for receivables. To measure expected credit losses on a collective basis, receivables are grouped based on similar credit risk and aging.

The expected loss rates are based on the company's historical credit losses experienced over the two year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The company experienced no credit losses over the past two years and does not expect to incur any credit loss based on its current business model.

The maximum credit risk faced by the company is limited to the carrying amount of financial assets recognised at end of the reporting period, as summarised below:

	2023	2022
	US\$	US\$
Trade and other receivables	300,648	254,351
Due from related companies	2,207,082	273,108
Cash and bank balances	123,197	62,906
Total	2,630,927	590,365

The age of trade and other receivables past due but not impaired is as follows:

	2023	2022
	US\$	US\$
Not more than 30 days	300,648	137,159
Total	300,648	137,159

The company does not require collateral or other credit enhancements in respect of trade and other receivables.

c Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting its commitments associated with financial liabilities.

The company manages its liquidity risk by carefully monitoring its cash outflow needs for day-to-day business and maintaining an appropriate level of resources in liquid or near liquid form to meet its needs. The company maintains cash and cash equivalents for up to three months or less to meet its liquidity requirements.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

17. Risk management policies (cont'd)

c Liquidity risk (cont'd)

The company's financial liabilities comprise lease obligation and trade and other payables.

As at May 31, 2023 the company's financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Current Within 12 Months \$	Non - Current
Borrowings	100,000	186,048
Trade and other payables	1,794,835	
Total	1,894,835	186,048

This compares to the maturity of the company's financial liabilities in the previous reporting period as follows:

	Current Within 12 Months \$
Borrowings	306,449
Trade and other payables	1,658,494
Total	1,964,943

The above contractual maturities reflect the gross cash flows, which may differ to the carrying values of the liabilities at the end of the reporting period.

18. Fair value of financial instruments

Fair value is the amount for which an asset could be exchanged, or liability settled, between knowledgeable willing parties in an arm's length transaction. Market price is used to determine fair value where an active market (such as a recognised stock exchange) exists as it is the best evidence of the fair value of a financial instrument.

Financial instruments that, subsequent to initial recognition, are measured at fair value are grouped into levels 1 to 3 based on the degree to which the fair values are observable, as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities. (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is derived from prices). (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). (Level 3).

The amounts included in the financial statements for cash and cash equivalents, trade and other receivables, related companies and trade and other payables reflect their approximate fair values because of the short-term maturity of these instruments.

The fair value of the lease obligation of capital leases approximate their carrying values because interest rates at the year-end were at market rates.

Margaritaville (Turks) Ltd

Notes to the financial statements

Year ended May 31, 2023

19. Summary of financial assets and liabilities by category

The carrying amount of the company's financial assets and liabilities as recognised at the end of the reporting periods under review may also be categorised as follows:

	2023	2022
	US\$	US\$
Financial assets measured at amortised costs		
Current assets		
Loans and receivables		
Trade and other receivables	300,648	254,351
Due from related companies	2,207,082	273,108
Cash and bank balances	123,197	62,906
	2,630,927	590,365
Financial liabilities measured at amortised costs		
Non - Current liabilities		
Borrowings	186,048	-
Current liabilities		
Trade and other payables	1,794,835	1,658,494
Borrowings	100,000	300,000
	2,080,883	1,958,494

20. Segment information

Management has determined the operating segments based on the reports reviewed by the Chief Executive Officer (CEO) that are used to make strategic decisions.

The two operating segments are food and beverage and gift shop. However, the revenue from the sale of gift shop items is not considered material and therefore no segment reporting is disclosed in these financial statements.

21. Capital management, policies and procedures

The company's capital management objectives are to ensure the company's ability to continue as a going concern and to provide adequate return to shareholders by pricing products commensurately with the level of risk and current market conditions.

The company is not subject to any externally imposed capital requirements.

FORM OF PROXY

\$100 stamp
to be
affixed

MARGARITAVILLE (TURKS) LTD.

I/We, _____
[INSERT NAME]

of _____
[ADDRESS]

being a shareholder(s) of the above-named
Company, hereby appoint:

[PROXY NAME]

of _____
[ADDRESS]

or failing him, _____
[ALTERNATE PROXY]

of _____
[ADDRESS]

as my/our proxy to vote for me/us on my/our behalf
at the Annual General Meeting of the Company to
be held at the Margaritaville Ltd's Board Room, # 16,
M19 Southern Cross Boulevard, Freeport, Montego
Bay on Wednesday January 17, 2024 at 1.00 pm and
at any adjournment thereof.

This Form is to be used as instructed. Unless
otherwise instructed the proxy form will be used
as he/she thinks fit. Please tick the appropriate box.

ORDINARY BUSINESS

	FOR	AGAINST
Resolution 1		
Resolution 2		
Resolution 3		

Signed this _____ day of _____ 2023

Print Name: _____ Signature: _____

NOTES: When completed, this Form of Proxy must be received by the Registrar of the Company, Jamaica Central Securities Depository, 40 Harbour Street, Kingston, Jamaica, W.I. not less than forty-eight (48) hours before the time for holding the meeting. The Proxy Form should bear stamp duty of \$100.00 which may be adhesive and duly cancelled by the persons signing the proxy form. If the appointer is a Corporation, this Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorized in writing.

