RESOURCE EXCHANGE INTERNATIONAL, INC.

FINANCIAL STATEMENTS

WITH

INDEPENDENT AUDITORS' REPORT

YEARS ENDED DECEMBER 31, 2016 AND 2015

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OSBORNE, PARSONS & ROSACKER, LLP CERTIFIED PUBLIC ACCOUNTANTS

601 NORTH NEVADA AVENUE COLORADO SPRINGS, COLORADO 80903-1005

JEFFREY S. ROSACKER, CPA – PARTNER
MITCHELL K. DOWNS, CPA, ABV – PARTNER
GREGORY P. PARSONS, CPA

TELEPHONE (719) 636-2321 FAX (719) 636-2517 WEB WWW.SPRINGSCPA.COM

INDEPENDENT AUDITOR'S REPORT

Board of Directors Resource Exchange International, Inc. Colorado Springs, Colorado

We have audited the accompanying financial statements of Resource Exchange International, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITORS' REPORT - CONTINUED PAGE 2

Osborne, Parsens : Moracher LLP

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Resource Exchange International, Inc. as of December 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Colorado Springs, Colorado

May 10, 2017

RESOURCE EXCHANGE INTERNATIONAL, INC. STATEMENTS OF FINANCIAL POSITION DECEMBER 31,

ASSETS

ASSEIS						
	:	2016		2015		
Cash and cash equivalents	\$	225,888	\$	294,852		
Investments		106,474		105,990		
Interest in net assets of New Horizons Foundation, Inc.		25,295		27,995		
Pledges and other receivables		57,443		114,824		
Contributions receivable - related party		13,571		6,800		
Prepaid expense		10,595		10,366		
Deposits		3,500		3,500		
Total assets	\$	442,766	\$	564,327		
LIABILITIES AND NET ASSI	ets.					
Liabilities						
Accounts payable	\$	15,969	\$	7,596		
Rent payable		3,520		6,800		
Accrued expense		6,939		5,935		
Total liabilities		26,428		20,331		
Net assets						
Unrestricted		95,272		204,478		
Unrestricted, board designated		59,500		-		
Total unrestricted	-	154,772		204,478		
Temporarily restricted		261,566		339,518		
Total net assets		416,338		543,996		
Total liabilities and net assets	\$	442,766	\$	564,327		

RESOURCE EXCHANGE INTERNATIONAL, INC. STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2016

	Temporarily Unrestricted Restricted					Total
Support and revenue						
Contributions	\$	251,299	\$	655,925	\$	907,224
Non-cash contributions						
Gifts in kind		X-X		26,192		26,192
Contributed services		8 - 1		793,009		793,009
Investment income		1,277		=		1,277
Other income		2,399		-		2,399
Change in beneficial interest		(2,700)		-		(2,700)
		252,275		1,475,126		1,727,401
Net assets released from restrictions						
Program		1,553,078		(1,553,078)		-
Total support and revenue		1,805,353		(77,952)		1,727,401
Expense						
Program	***************************************	1,410,281	17			1,410,281
Support	8 8				25	
Management and general		277,503		_		277,503
Fundraising	No. 20040-11120-11120	167,275		_		167,275
Total support		444,778		-		444,778
Total expense	1	1,855,059		-		1,855,059
Change in net assets		(49,706)		(77,952)		(127,658)
Beginning net assets		204,478		339,518		543,996
Ending net assets	\$	154,772	\$	261,566	\$	416,338

RESOURCE EXCHANGE INTERNATIONAL, INC. STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2015

	Temporarily Unrestricted Restricted			Total	
Support and revenue			3.		
Contributions	\$	323,988	\$	726,999	\$ 1,050,987
Non-cash contributions					
Gifts in kind		≋ =		9,950	9,950
Contributed services		8 —		1,012,204	1,012,204
Investment income		1,048		=	1,048
Other income		2,700		-	2,700
Change in beneficial interest		(626)		-	(626)
		327,110		1,749,153	2,076,263
Net assets released from restrictions					
Program		1,603,431		(1,603,431)	27-
Total support and revenue		1,930,541		145,722	2,076,263
Expense					
Program		1,389,580		_	1,389,580
Support					
Management and general		330,295		,-,	330,295
Fundraising		209,529		-	209,529
Total support		539,824		_	539,824
Total expense	2.	1,929,404		-	1,929,404
Change in net assets		1,137		145,722	146,859
Beginning net assets	7	203,341		193,796	 397,137
Ending net assets	\$	204,478	\$	339,518	\$ 543,996

RESOURCE EXCHANGE INTERNATIONAL, INC. STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31,

	2016	2015
Cash flow from operating activities		
Change in net assets	\$ (127,658)	\$ 146,859
Adjustments to reconcile change in net assets to		
cash (used) provided by operations		
Non-cash items		
Depreciation and amortization	1-	451
Unrealized and realized gain on investments	=	(130)
Change in beneficial interest in assets		
held by others	2,700	626
Changes in assets and liabilities		
Pledges and other receivables	57,381	(95,841)
Contributions receivable - related party	(6,771)	(6,800)
Inventory	-	4,286
Prepaid expense	(229)	(6,376)
Accounts payable	8,373	7,427
Rent payable	(3,280)	(680)
Accrued expense	1,004	5,935
Cash (used) provided by operating activities	(68,480)	55,757
Cash flow from investing activities		
Purchase of investments	(106,566)	(396)
Proceeds from sale of investments	106,082	5,102
Cash (used) provided by investing activities	 (484)	4,706
Change in cash	(68,964)	60,463
Beginning cash	 294,852	 234,389
Ending cash	\$ 225,888	\$ 294,852

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are described below to enhance the usefulness of the financial statements to the reader.

Organization - Resource Exchange International, Inc. (REI) is incorporated under the laws of the State of Florida, is generally exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (IRC), and is not a private foundation under section 509(a)(2) of the IRC. REI operates primarily on contributions from individuals, with both cash donations and contributed services being significant.

The mission of REI is to engage, encourage, equip, and empower people in developing nations to strengthen the strategic sectors of their countries. REI accomplishes this mission through the following:

- Providing education and training to individuals in developing and emerging societies to strengthen their capabilities and help them build their nations
- Encouraging and facilitating international economic development and cross-cultural exchange
- Promoting international goodwill and understanding through technical, educational, and cultural exchange

REI's volunteer professionals work side-by-side with local professionals to plan forums such as visiting professorships, short-term seminars and conferences, cultural exchange programs, and long-term on-site cooperative ventures. REI provides technical and advisory assistance through partnerships with change agents and strategic institutions such as governmental entities, universities, technical schools, and medical clinics. Programs are currently active in Africa, Asia, and the Middle East. These programs include training in the English language, medicine and health care, economics and business, and agriculture.

Resource Exchange International uses professional volunteers, such as doctors, nurses, English teachers, and business executives, to accomplish another significant part of its program. Most spend at least 9 to 10 days of actual service time on these short-term trips in which they use their professional skills to educate or train other professionals and students. For 2016, 54 people served in this capacity, which represents 503 days or approximately 3,520 hours of service. For 2015, 60 people served in this capacity, which represents 540 days or approximately 3,800 hours of service. Even though significant to the overall program, the value of the time contributed by these individuals has not and cannot be included as a part of contributed services for purposes of the Statement of Activities.

REI is affiliated with various national organizations in developing countries throughout the world. Although REI employees in these countries work with those entities, the entities are not under REI control. Accordingly, assets acquired and expenditures made in behalf of those entities are treated as grants and not consolidated in these financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Estimates - The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Classes of net assets - The financial statements report amounts by the following classes of net assets:

- *Unrestricted net assets* are those currently available under the direction of the Board and those resources invested in furniture and equipment.
- Temporarily restricted net assets are those contributed with donor stipulations for specific operating purposes or programs.

Definition of cash - Cash consists of checking, savings, money market accounts, and certificates of deposit with initial maturity of 3 months or less.

Pledges and other receivables – Pledges, and other receivables, consist of unconditional promises to give from individuals and advances to employees. The promises to give are recorded as receivables and revenue and REI distinguishes between contributions received for each net asset category in accordance with donor-imposed restrictions. All promises to give are expected to be collected within one year. Management closely monitors outstanding receivable balances and establishes an allowance for doubtful accounts based on its evaluation of collectability. All receivables at December 31, 2016 and 2015, were considered fully collectible, therefore, no allowance has been established.

Investments - Investments in equity securities with readily determinable fair values are reported at quoted market price with gains and losses included in the statement of activities. Investments in certificates of deposits are reported at cost. Donated investments are recorded at the estimated fair market value on the date of the gift.

Furniture and equipment and depreciation - Furniture and equipment are recorded at cost or, if donated, at estimated fair value at the date of receipt. Furniture and equipment donated with restrictions regarding their use and contributions of cash to acquire furniture and equipment are reported as restricted support. Absent any donor stipulations, these restrictions expire when the asset is acquired or placed in service, and a reclassification is made from temporarily restricted net assets to unrestricted net assets at that time. Depreciation is provided on the straight-line method over an estimated useful life ranging from three to seven years. Fixed asset purchases exceeding \$1,000 are capitalized with lesser amounts expensed in the year purchased.

Support, revenue, reclassifications, and expenses - Revenue is recognized when earned and support is recognized when contributions are made, which may be when cash is received, unconditional promises are made, or ownership of other assets is transferred to REI. Gifts of cash and other assets are reported as restricted support if received with donor stipulations limiting the use of the donation. When a stipulated time restriction ends or purpose restriction is satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Expenses are recorded when costs are incurred. The costs of providing various program services and supporting activities have been summarized on a functional basis. Accordingly, certain costs, such as depreciation and salaries, have been allocated among the program services and supporting activities.

Gifts in kind - Gifts in kind consist mainly of donated books, pamphlets, and medical supplies. These items are inventoried by REI and then used in its resource exchange program.

Lease expense - Rent expense on escalating leases is recognized on a straight-line basis over the term of the lease.

Allocations of expenses - The costs of providing program services and supporting activities have been summarized on a functional basis in the statements of activities and schedules of functional expense. Accordingly, certain costs relating to more than one function, such as payroll and depreciation, have been allocated among the program services and supporting activities benefited.

Reclassification - Certain prior-year amounts have been reclassified to conform to the current year presentation

NOTE 1 – CASH AND CASH EQUIVALENTS

As of December 31, cash and cash equivalents consisted of the following:

	W	2015		
Cash	\$	24,869	\$	13,415
Money market funds		201,019		281,437
	\$	225,888	\$	294,852

NOTE 2 – CONCENTRATIONS OF CREDIT RISK

Periodically, throughout the year, REI has cash deposits at a financial institution in excess of federally insured limits. REI has not experienced losses as a result of following this policy and believes it is not exposed to any significant credit risk.

NOTE 3 – INVESTMENTS

At December 31, investments consisted of:

Certificates of deposit		2015		
Certificates of deposit	\$	106,474	\$	105,990

NOTE 3 – INVESTMENTS - Continued

Investment income consisted of:

	2016	2015		
Interest and dividends	\$ 1,277	\$	918	
Realized and unrealized gain	=		130	
	\$ 1,277	\$	1,048	

NOTE 4 - INTEREST IN NET ASSETS OF NEW HORIZONS FOUNDATION, INC.

In 1993, REI - Vietnam transferred funds to New Horizons Foundation, Inc., a donor advised fund. The funds were committed for the project "Resource Exchange International, Inc. - Vietnam" with the purpose of providing charitable and educational services by qualified professionals in Vietnam. REI has access to the funds by requesting a disbursement and providing any required supporting documentation. The funds are held in mutual funds and securities and are carried at fair market value. The value of the funds included in the net assets of New Horizons Foundation, Inc. was \$25,295 and \$27,995 at December 31, 2016 and 2015, respectively.

NOTE 5 – PREPAID EXPENSE

At December 31, prepaid expense consisted of:

	2016			
Insurance	\$ 3,838	\$	3,990	
Contracted services	6,457		6,076	
Rent	300		300	
	\$ 10,595	\$	10,366	

NOTE 6 – FURNITURE AND EQUIPMENT

The following is a summary of furniture and equipment:

		2016	2015	Useful Lives
Computers and equipment	\$	1,805	\$ 1,805	3-5 years
Furniture		10,052	10,052	7 years
		11,857	11,857	
Less accumulated depreciation		(11,857)	(11,857)	
	\$	-	\$ -	

Depreciation expense was \$451 for 2015.

NOTE 7 – CONTRIBUTED SERVICES

Several of REI's personnel are employees of other 501(c)(3) organizations with similar program objectives. These employees are "loaned" to REI under secondment agreements. REI records the value of services received for these personnel based on their salaries paid by the other organization. Included in expenses and temporarily restricted contributions was \$793,009 for 2016 and \$1,012,204, for 2015. In addition to these personnel, REI also receives contributed services from many volunteers throughout the year. These latter contributed services, related to various administrative and program areas, do not meet the criteria for financial statement inclusion under current accounting standards.

NOTE 8 – TEMPORARILY RESTRICTED ASSETS

Changes in temporarily restricted assets for the years ended December 31, 2016 and 2015, consist of:

	E	Beginning					Ending
2016		balance	 Additions		Satisfied		balance
Cuba	\$	14,088	\$ 2,610	\$	(5,379)	\$	11,319
Djibouti		27,342	177,396		(186,198)		18,540
Egypt		35,078	81,520		(89,695)		26,903
Indonesia		87,642	153,861		(218,577)		22,926
Kazakhstan		6,848	4,725		(3,943)		7,630
Laos		2,507	308,586		(293,839)		17,254
Nepal		1,812	3,832		(1,130)		4,514
Vietnam		105,180	482,126		(498,778)		88,528
USA based	<u> </u>	59,021	 260,470		(255,539)		63,952
	\$	339,518	\$ 1,475,126	\$	(1,553,078)	\$	261,566

	В	eginning					Ending
2015		Balance	 Additions		Satisfied		Balance
Cuba	\$	15,553	\$ 4,250	\$	(5,715)	\$	14,088
Djibouti		16,033	212,649		(201,340)		27,342
Egypt		9,588	87,075		(61,585)		35,078
Indonesia		89,224	142,438		(144,020)		87,642
Kazakhstan		2,767	91,050		(86,969)		6,848
Philippines		130	-		(130)		
Laos		6,923	310,110		(314,526)		2,507
Nepal		1,105	1,560		(853)		1,812
Vietnam		12,893	607,716		(515,429)		105,180
USA based		39,580	292,305	V.	(272,864)		59,021
	\$	193,796	\$ 1,749,153	\$	(1,603,431)	\$	339,518

NOTE 9 – BOARD DESIGNATED NET ASSETS

Amounts designated by the Board of Directors for specific future needs are treated as board designated unrestricted net assets. The balance can be transferred to the undesignated portion of unrestricted net assets at the Board's discretion. As of December 31, 2016, board designated net assets consist of:

Designated reserves	\$ 34,500
Designated emergency fund	25,000
Total	\$ 59,500

NOTE 10 – OPERATING LEASES

REI leases office space under a lease agreement expiring on August 31, 2017. REI's Vietnam office leases office space in Hanoi for \$300 per month. Rent expense for occupancy was \$61,320 for 2016 and \$61,320 for 2015. The office lease is an escalating lease. Amounts accrued in excess of amounts paid are recorded as rent payable.

A summary of office space lease expense is as follows:

	 2016	2015		
Corporate office - cash basis	\$ 61,000	\$	58,400	
Escalating lease adjustment	(3,280)		(680)	
Vietnam	 3,600		3,600	
Total	\$ 61,320	\$	61,320	

In July 2012, REI entered into a 51-month lease for office equipment with quarterly payments of \$169. In October 2015, REI entered into a 63-month lease for office equipment with monthly payments of \$199. Equipment rent expense was \$3,255 for 2016 and \$2,501 2015.

Future minimum lease payments are:

				l Minimum		
December 31,	Space		Equipment		Payments	
2017	\$ 42,000	\$	2,388	\$	44,388	
2018	=		2,388		2,388	
2019			2,388		2,388	
2020	-		2,388		2,388	
2021	-		199		199	
Total	\$ 42,000	\$	9,751	\$	51,751	

NOTE 11 – FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establish a framework for measuring fair value using three different levels of inputs. The levels are described as follows:

Level 1 inputs: Quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2 inputs: Other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted market prices of similar assets or liabilities in an active markets, or quoted market prices for identical or similar assets or liabilities in markets that are not active).

Level 3 inputs: Unobservable (e.g., a company's own data) and should be used to measure fair value to the extent that observable inputs are not available.

The following is a summary the major categories of assets measured at fair value on a recurring basis during the year ended:

December 31, 2016

					Fair V	alue Inpi	uts	
Description	Fair Value		Level 1		Level 2		Level 3	
Certificates of deposit	\$	106,474	\$	106,474	\$	-	\$	-
Interest in net assets of New								
Horizons Foundation, Inc.	\$	25,295	\$	-	\$	-	\$	25,295

The following is a reconciliation of beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheets using significant unobservable (Level 3) inputs as of December 31, 2016. The ending balance is calculated using the ending balance of REI's account as reported by New Horizons Foundation, Inc. Unrealized loss is recognized on the statement of activities as change in beneficial interest.

Balance, December 31, 2015 Unrealized loss	\$	27,995
Balance, December 31, 2016	•	(2,700) 25,295
Balance, December 31, 2010	D	23,293

NOTE 11 - FAIR VALUE MEASUREMENTS - Continued

The following is a summary the major categories of assets measured at fair value on a recurring basis during the year ended:

December 31, 2015

					Fair v	alue inpu	its	
Description	Description Fair value		Level 1		Level 2		Level 3	
Certificates of deposit	\$	105,990	\$	105,990	\$	1-1	\$	1-1
Interest in net assets of New								
Horizons Foundation, Inc.	\$	27,995	\$	_	\$	_	\$	27,995

The following is a reconciliation of beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheets using significant unobservable (Level 3) inputs as of December 31, 2015. The ending balance is calculated using the ending balance of REI's account as reported by New Horizons Foundation, Inc. Unrealized gain is recognized on the statement of activities as change in beneficial interest.

Balance, December 31, 2014	\$ 28,621
Unrealized loss	 (626)
Balance, December 31, 2015	\$ 27,995

NOTE 12 – RELATED PARTY TRANSACTIONS

REI's Board members contributed \$116,653 for 2016 and \$98,030 for 2015.

During 2016, REI provided \$34,288 in grants funds and \$120,700 in donated salaries to a nonprofit organization in Djibouti. The nonprofit has an eight member board, four of which are direct or seconded REI employees.

NOTE 13 – POSTRETIREMENT BENEFITS

REI sponsors a 403(b) plan for its employees. REI will match employees' contributions up to 4% of wages. Employer contributions were \$3,801 for 2016 and \$2,966 for 2015.

NOTE 14 – INFORMATION RETURNS

REI's information returns are subject to examination by taxing authorities for a period of three years from the date they are filed. As of December 31, 2016, the information returns for three prior years are considered open for Internal Revenue Service examination.

NOTE 15 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through May 10, 2017, the date on which the financial statements were available to be issued.