

PaySauce Limited
(now PaySauce Operations Limited)

Consolidated Financial Statements for the
Year Ended
31 March 2018

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Directors' Report

As at 31 March 2018

In the opinion of the directors of PaySauce Limited, the financial statements and notes on pages 5 to 25;

- comply with New Zealand generally accepted accounting practice and present fairly the financial position of the Group as at 31 March 2018 and the results of their operations and cash flows for the year ended on that date; and
- have been prepared using appropriate accounting policies, which have been consistently applied and supported by reasonable judgements and estimates.

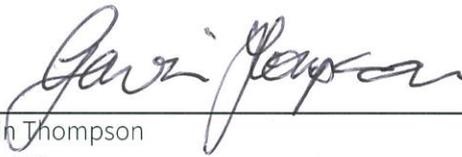
The directors believe that proper accounting records have been kept which enables, with reasonable accuracy, the determination of financial position of the Group and facilitates compliance of the financial statements with the Financial Reporting Act 2013.

The directors consider that they have taken adequate steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide a reasonable assurance as to the integrity and reliability of the financial statements.

For and on behalf of the Board of Directors:



Asantha Wijeyeratne
Director
PaySauce Limited
(now PaySauce Operations Limited)
9 April 2019



Gavin Thompson
Director
PaySauce Limited
(now PaySauce Operations Limited)
9 April 2019

Independent Auditor's Report

Grant Thornton New Zealand Audit Partnership

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To the Shareholders of PaySauce Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of PaySauce Limited on pages 5 to 25 which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of PaySauce Limited as at 31 March 2018 and its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) issued by the New Zealand Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with Professional and Ethical Standard 1 (Revised) *Code of Ethics for Assurance Practitioners* issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our firm carries out other assignments for the Group in the area of taxation and compilation of the consolidated financial statements. The firm has no other interest in the Group.

Emphasis of Matter

We draw attention to Note 2(d) of the financial statements, which indicates the Group incurred a net loss of \$922,673 during the year ended 31 March 2018 and describes the reliance on the raising of additional share capital to enable the Group to continue its business operations. These events or conditions indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. We consider these disclosures to be adequate and our opinion is not modified in respect of this matter.

Other Matter

This is the first year of audit for the Group. Audit procedures have been performed on opening balances at 1 April 2017. Comparative balances in the consolidated financial statements of the Group as at 31 March 2018 have not been separately audited.

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible on behalf of the Group for the preparation and fair presentation of these consolidated financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards issued by the New Zealand Accounting Standards Board, and for such internal control as those charged with governance determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, those charged with governance are responsible for assessing the Group'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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 (NZ) 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 consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located on the External Reporting Board's website at: <https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-8/>

Restriction on use of our report

This report is made solely to the Group's shareholders, as a body. Our audit work has been undertaken so that we might state to the Group's shareholders, as a body, those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Group and the Group's shareholders, as a body, for our audit work, for this report or for the opinion we have formed.

Grant Thornton New Zealand Audit Partnership



K Price
Partner
Auckland

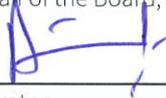
9 April 2019

Consolidated Statement of Financial Position

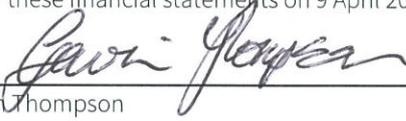
As at 31 March 2018

	Note	31 March 2018 \$	31 March 2017 \$
Current Assets			
Cash and cash equivalents	23	3,614,620	1,117,513
Trade and other receivables	7	57,018	10,051
Prepayments and other short-term assets		33,620	14,291
Total Current Assets		3,705,258	1,141,855
Non-Current Assets			
Plant and Equipment	9	52,816	16,266
Intangible Assets	9	108,143	251,356
Total Non-Current Assets		160,959	267,622
Total Assets		3,866,217	1,409,477
Current Liabilities			
Funds held due to customers	23	3,410,341	1,088,760
Trade and other payables	8	77,061	88,370
Employee benefits		29,601	19,336
Other liabilities		17,050	15,441
Sponsorship Revenue in Advance		87,500	150,000
Total Current Liabilities:		3,621,553	1,361,907
Non-Current Liabilities			
Sponsorship Revenue in Advance		-	87,500
Loans		37,267	-
Total Non-Current Liabilities:		37,267	87,500
Total Liabilities		3,658,820	1,449,407
Equity			
Share Capital	10	1,999,977	829,977
Accumulated Losses		(1,792,580)	(869,907)
Equity Attributable to Owners of		207,397	(39,930)
Total Liabilities & Equity		3,866,217	1,409,477

For and on behalf of the Board, who authorised the issue of these financial statements on 9 April 2019.



 Asantha Wijeyeratne
 Director
 PaySauce Limited
 (now PaySauce Operations Limited)
 9 April 2019



 Gavin Thompson
 Director
 PaySauce Limited
 (now PaySauce Operations Limited)
 9 April 2019

The attached notes form an integral part of and are intended to be read in conjunction with these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2018

	Note	Year Ended 31 March 2018 \$	Year Ended 31 March 2017 \$
Revenue			
Revenue from Sponsorships and Referrals		150,000	70,500
Subscription Revenue		212,876	34,937
Other Revenue		80,833	15,702
Interest		67,971	9,244
Total Income		511,680	130,383
Expenses			
Depreciation and Amortisation		163,980	108,595
Hosting Expenses		22,482	18,811
Employee Expenses	12	642,925	332,615
Other Expenses	13	604,966	231,701
Total Expenses		1,434,353	691,722
Net Loss Before Tax		(922,673)	(561,339)
Tax Expense	14	-	-
Net Loss After Tax		(922,673)	(561,339)
Other Comprehensive Income		-	-
Total Comprehensive Loss	11	(922,673)	(561,339)

The attached notes form an integral part of and are intended to be read in conjunction with these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 March 2018

	Note	Share Capital \$	Accumulated Losses \$	Total \$
Balance at 1 April 2017		829,977	(869,907)	(39,930)
Comprehensive Loss				
Net Loss After Tax		-	(922,673)	(922,673)
Other Comprehensive Income		-	-	-
Total Comprehensive Loss:		-	(922,673)	(922,673)
Transactions with Owners				
Issue of Ordinary Shares	10	1,170,000	-	1,170,000
Total Transactions With Owners:		1,170,000	-	1,170,000
Balance at 31 March 2018		1,999,977	(1,792,580)	207,397

	Note	Share Capital \$	Accumulated Losses \$	Total \$
Balance at 1 April 2016		500,000	(308,568)	191,432
Comprehensive Loss				
Net Loss After Tax		-	(561,339)	(561,339)
Other Comprehensive Income		-	-	-
Total Comprehensive Loss:		-	(561,339)	(561,339)
Transactions with Owners				
Issue of Ordinary Shares	10	329,977	-	329,977
Total Transactions With Owners:		329,977	-	329,977
Balance at 31 March 2017		829,977	(869,907)	(39,930)

The attached notes form an integral part of and are intended to be read in conjunction with these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2018

	Note	Year Ended 31-Mar-18 \$	Year Ended 31 March 2017 \$
Cash Flows from (used in) Operating Activities			
Activities			
Cash Receipts from Customers		2,591,841	1,443,568
Interest Received		57,213	6,883
Cash Paid to Suppliers and Employees		(1,265,992)	(437,879)
Taxes Paid		(11,772)	(547)
Interest Paid		(4,133)	(1,969)
Net Cash (used in) Operating Activities	19	<u>1,367,157</u>	<u>1,010,056</u>
Cash Flows from (used in) Investing			
Purchase of Fixed Assets		(57,317)	(135,963)
Purchase of Software		-	(183,891)
Advances to Related Parties		(20,000)	-
Net Cash (used in) Investing Activities		<u>(77,317)</u>	<u>(319,854)</u>
Cash Flows from (used in) Financing Activities			
Net Proceeds from Issue of Shares	10	1,170,000	329,978
Loans repayments from employees		-	156
Loan Advances		37,267	-
Net Cash from Financing Activities		<u>1,207,267</u>	<u>330,134</u>
Net Increase in Cash and Cash Equivalents		<u>2,497,107</u>	<u>1,020,336</u>
Cash and Cash Equivalents at beginning of period		<u>1,117,513</u>	<u>97,177</u>
Cash and Cash Equivalents at end of period		<u>3,614,620</u>	<u>1,117,513</u>

The attached notes form an integral part of and are intended to be read in conjunction with these financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

1. Reporting Entity

PaySauce Limited (the "Company" or "PaySauce") is a company domiciled in New Zealand, that was incorporated under the Companies Act 1993.

On 14 January 2019, PaySauce Limited was renamed to PaySauce Operations Limited (the entity these financial statements are prepared for).

PaySauce was incorporated and commenced its operations on 7 January 2015, offering cloud payroll software and services.

The consolidated financial statements of PaySauce and its subsidiary (collectively referred to as "the Group") have been prepared in accordance with the Financial Reporting Act 2013 and the Companies Act 1993. The Group has elected to be a Tier 1 for-profit reporting entity as defined by the External Reporting Board in its "Accounting Standards Framework".

2. Basis of Preparation

a. Statement of compliance

The consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP") and on the assumption that the Group is a going concern. They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for profit oriented entities that have been issued by the New Zealand Accounting Standards Board. The consolidated financial statements also comply with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board.

The financial statements were authorised for issue by the Board of Directors on 24 December 2018.

b. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain assets and liabilities as identified in specific accounting policies below.

c. Functional and presentation currency

These consolidated financial statements are presented in New Zealand Dollars (\$), which is the Company's functional currency and presentation currency. All financial information has been rounded to the nearest dollar.

d. Reliance on the raising of additional share capital

The consolidated financial statements have been prepared on a going concern basis.

As an early stage growth entity the Group is not yet operating profitably and during the year ended 31 March 2018 it incurred a total comprehensive loss of \$922,673. The Group's cash flow forecasts show that Group is reliant on the raising of sufficient additional share capital to continue its current level of business operations. As at 31 March 2018 the Group has a net asset position of \$207,397.

These consolidated financial statements have been prepared on the assumption that the Group raises sufficient additional share capital through subsequent share capital issues and operating income increases sufficiently to enable the Group to continue its business operations.

Management's plan in response to these conditions is to undertake the following actions over the next 12 months:

- to ensure that shareholders are kept informed of the Group's trading results;
- to manage the variable costs of the Group's operations;
- to secure a stable stream of subscription revenue; and
- to raise share capital via private share capital issues.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

Should the Group not raise sufficient additional share capital and increase operating income, there is a material uncertainty that would cast significant doubt on the Group's ability to continue as a going concern. If the Group were unable to continue in operational existence for the foreseeable future, adjustments will have to be made to reflect the situation that assets may need to be realised other than at the amounts at which they are currently recorded in the Consolidated Statement of Financial Position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify long-term liabilities as current liabilities in the Consolidated Statement of Financial Position.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently during the periods presented in these consolidated financial statements.

a. Basis of Consolidation

These financial statements consolidate those of the Company and its subsidiary as of 31 March 2018. The Company controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. Its subsidiaries have a reporting date of 31 March.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the reporting period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

b. Goods and services tax

All revenue and expense transactions are recorded exclusive of GST. Assets and liabilities are similarly stated exclusive of GST, with the exception of receivables and payables, which are stated inclusive of GST.

c. Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to 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 risk 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).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

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)

In the periods presented the Group does not have any financial assets categorised as FVTPL or FVOCI.

The classification is determined by both:

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

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- 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 Group's cash and cash equivalents, trade and other receivables fall into this category of financial instruments

Impairment of financial assets

Recognition of credit losses uses the 'expected credit loss (ECL) model'. The Group considers a broad 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 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 in Stage 1 while 'lifetime expected credit losses' are recognised for the second Stage.

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

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

Classification and measurement of financial liabilities

The Group's financial liabilities include trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

d. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

e. Property, plant and equipment

Recognition and measurement

Items of computer and office equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss within the Statement of Comprehensive Income.

Subsequent costs

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other costs, including on-going repairs and maintenance, are expensed as incurred.

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each item of equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

The depreciation rates for the current and comparative years of significant items of property, plant and equipment are as follows:

Computer Equipment	40%
Office Equipment	67%

Depreciation methods, useful lives and residual values are reviewed at each reporting period and adjusted if appropriate.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

f. Software

Acquired computer software licences and costs associated with developing computer software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 2.5 years. Costs associated with maintaining computer software programmes are recognised as an expense as incurred.

Development expenditure

Development expenditure is recognised as an expense except if the costs incurred and development projects are capitalised as long-term assets to the extent that such expenditure is expected to generate future economic benefits. Development expenditure is capitalised if, and only if the group can demonstrate all of the following:

- i. its ability to measure reliably the expenditure attributable to the asset under development;
- ii. the product or process is technically and commercially feasible;
- iii. its future economic benefits are probable;
- iv. its ability to use or sell the developed asset; and
- v. the availability of adequate technical, financial and other resources to complete the asset under development.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. Development expenditure initially recognised as an expense are not recognised as assets in the subsequent period. In the event that the expected future economic benefits are no longer probable of being recovered, the development expenditure is written down to its recoverable amount.

Amortisation is recognised in profit or loss on a straight line basis and the rate for the current and comparative years are as follows:

Software	40%
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g. Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is determined by estimating future cash flows from the use and ultimate disposal of the asset and discounting these to their present value using a pre-tax discount rate that reflects current market rates and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Impairment losses directly reduce the carrying amount of assets and are recognised in profit or loss.

Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

h. Leases

Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

i. Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. As trade and other payables are usually paid within 30 days, they are carried at face value.

j. Employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

The Group pays contributions to superannuation plans, such as Kiwisaver. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

k. Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

l. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

m. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Revenue from Sponsorship and Referrals

Revenue from sponsorship is recognised on a straight line basis over the period of sponsorship, whereas revenue from referrals is recognised on a point in time basis.

Subscriptions

Revenue from the sale of software is recognised when the Group provides its services to the customer.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

For subscriptions that are not customised by the Group, the licence period commences upon delivery. For sales of Software subject to significant customisation, the licence period begins upon commencement of the related services. The Group makes use of practical expedient in NZ IFRS 15.94 and expenses commissions as they incur.

Other Revenue

Subsidies received from performing PAYE services in the course of ordinary activities is measured at the fair value of the consideration received or receivable.

Interest income

Interest income is recognised in profit or loss as it accrues, using the effective interest method (also refer significant accounting policy (o) below).

n. Expenses

Expenses are recognised as incurred in profit or loss within the Consolidated Statement of Comprehensive Income on an accrual basis. The following specific recognition criteria must also be met before expenses are recognised:

Interest expense

Interest expenses are recognised in profit or loss within the Consolidated Statement of Comprehensive Income as they accrue, using the effective interest method.

Borrowing costs

Borrowing costs are recognised as an expense when incurred except to the extent that they are directly attributable to the acquisition, construction or production of a qualifying asset, in which case the borrowing costs are capitalised.

o. Finance revenue and finance costs

Finance income and finance expense are recognised in profit or loss as they accrue, using the effective interest method.

The effective interest method calculates the amortised cost of a financial asset or financial liability and allocates the finance income or finance expense, including any fees and directly related transaction costs that are an integral part of the effective interest rate, over the expected life of the financial asset or liability. The application of the method has the effect of recognising revenue and expense on the financial asset or liability evenly in proportion to the amount outstanding over the period to maturity or repayment.

Finance income comprises interest income on funds.

p. Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the reporting period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous reporting periods. Current tax also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4. Statement of Cash Flows

The consolidated statement of cash flows has been prepared using the direct approach.

Cash flows from related party receivables and payables and borrowings have been netted to provide meaningful disclosure to better reflect the activities of the party providing the funding.

The following are the definitions of the terms used in the consolidated statement of cash flows:

Operating activities

Operating activities include all transactions and other events that are revenue producing activities and not investing or financing activities;

Investing activities

Investing activities are those activities relating to the acquisition, holding and disposal of property, plant and equipment, intangible assets and of investments. Investments can include securities not falling within the definition of cash; and

Financing activities

Financing activities are those activities that result in changes in the size and composition of the capital structure. This includes both equity and debt not falling within the definition of cash. Dividends paid (if any) in relation to the capital structure are included in financing activities.

5. New Standards and Interpretations

New standards early adopted

NZ IFRS 9 – Financial instruments (effective date from 7 January 2015)

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

- i. Financial assets that are debt instruments will be classified based on (1) the objective of the entity's business model for managing the financial assets; and (2) the characteristics of the contractual cash flows.
- ii. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
- iii. Introduces a 'fair value through other comprehensive income' measurement category for particular simple debt instruments
- iv. Financial assets, where applicable, are designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases
 - Financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low estimated credit losses; and
 - Financial instruments that have deteriorated significantly in credit quality since initial recognition and whose estimated credit loss are not low.

NZ IFRS 15 - Revenue from contracts with customers (effective date from 7 January 2015)

The accounting standard addresses:

- contracts involving the delivery of two or more goods or services – when to account separately for the individual performance obligations in a multiple element arrangement, how to allocate the transaction price, and when to combine contracts
- timing – whether revenue is required to be recognized over time or at a single point in time
- variable pricing and credit risk – addressing how to treat arrangements with variable or contingent (e.g. performance-based) pricing, and introducing an overall constraint on revenue
- time value – when to adjust a contract price for a financing component, and
- various specific issues, such as non-cash consideration and asset exchanges, contract costs, rights of return and other customer options, supplier repurchase options, warranties, principal versus agent, licencing, breakage, non-refundable upfront fees, and consignment and bill-and-hold arrangements.

6. Use of Critical Estimates and Judgements

The preparation of the financial statements in conformity with NZ IFRS requires the Board of Directors and management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these judgements, estimates and assumptions.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Accounting for property, plant and equipment and finite-life intangible assets

At each reporting date, the useful lives and residual values of property, plant and equipment and finite-life intangible assets are reviewed. Assessing the appropriateness of useful life and residual value estimates of property, plant and equipment and finite-life intangible assets requires a number of factors to be considered such as the condition of the asset, expected period of use of the asset by the Group, and expected disposal proceeds from the future sale of the asset. Refer also note 9.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

7. Trade and Other Receivables

	2018 \$	2017 \$
Trade Receivables	37,018	10,051
Advance to Magdala Studios Limited	20,000	-
	<u>57,018</u>	<u>10,051</u>

8. Trade and Other Payables

	2018 \$	2017 \$
GST Payable	1,394	-
Trade Payables	59,175	29,690
Accruals	9,881	56,932
Other Creditors	611	1,748
	<u>71,061</u>	<u>88,370</u>

9. Plant and Equipment and Intangible Assets*a. Carrying values of plant and equipment and intangible assets*

	Cost \$	Accumulated Depreciation/ Amortisation \$	Carrying Value \$	Depreciation/ Amortisation \$
31 March 2018				
<i>Plant and Equipment</i>				
Computer Equipment	14,780	6,340	8,440	2,574
Leasehold Improvements	4,421	722	3,699	309
Office Equipment	16,082	9,364	6,718	3,330
Vehicle	48,513	14,554	33,959	14,554
Total Plant and Equipment:	<u>83,796</u>	<u>30,980</u>	<u>52,816</u>	<u>20,767</u>
<i>Intangible assets</i>				
Software	331,078	223,749	107,329	132,431
Website	26,955	26,141	814	10,782
Total Intangible Assets:	<u>358,033</u>	<u>249,890</u>	<u>108,143</u>	<u>143,213</u>
	<u>441,829</u>	<u>280,870</u>	<u>160,959</u>	<u>163,980</u>
31 March 2017				
<i>Plant and Equipment</i>				
Computer Equipment	7,542	3,767	3,775	2,579
Leasehold Improvements	4,421	412	4,009	309
Office Equipment	14,518	6,036	8,482	3,605
Total Plant and Equipment:	<u>26,481</u>	<u>10,215</u>	<u>16,266</u>	<u>6,493</u>
<i>Intangible assets</i>				
Software	331,078	91,319	239,759	91,319
Website	26,955	15,358	11,597	10,783
Total Intangible Assets:	<u>358,033</u>	<u>106,677</u>	<u>251,356</u>	<u>102,102</u>
	<u>384,514</u>	<u>116,892</u>	<u>267,622</u>	<u>108,595</u>

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

b. Movements in the carrying values of plant and equipment and intangible assets

	Opening Net Book Value	Additions	Disposals	Depreciation/ Amortisation	Closing Book Net Value
31 March 2018	\$	\$	\$	\$	\$
<i>Plant and equipment</i>					
Computer Equipment	3,775	7,240	-	2,574	8,441
Leasehold Improvements	4,009	-	-	309	3,700
Office Equipment	8,482	1,564	-	3,330	6,716
Vehicle	-	48,513	-	14,554	33,959
	<u>16,266</u>	<u>57,317</u>	<u>-</u>	<u>20,767</u>	<u>52,816</u>
<i>Intangible assets</i>					
Software	239,760	-	-	132,431	107,329
Website	11,596	-	-	10,782	814
	<u>251,356</u>	<u>-</u>	<u>-</u>	<u>143,213</u>	<u>108,143</u>
31 March 2017	\$	\$	\$	\$	\$
<i>Plant and equipment</i>					
Computer Equipment	2,340	4,014	-	2,579	3,775
Leasehold Improvements	4,318	-	-	309	4,009
Office Equipment	6,829	5,258	-	3,605	8,482
	<u>13,487</u>	<u>9,272</u>	<u>-</u>	<u>6,493</u>	<u>16,266</u>
<i>Intangible assets</i>					
Software	147,188	183,891	-	91,319	239,760
Website	22,379	-	-	10,783	11,596
	<u>169,567</u>	<u>183,891</u>	<u>-</u>	<u>102,102</u>	<u>251,356</u>

10. Share Capital

	2018	2017
	\$	\$
Share Capital	<u>1,999,977</u>	<u>829,977</u>
Movements in share capital	Number of Ordinary shares	Value
		\$
Balance at 31 March 2016	1,657,549	500,000
Ordinary Share Issue i	112,209	329,977
Balance at 31 March 2017	1,769,758	829,977
Ordinary Share Issue ii	239,743	705,000
Ordinary Share Issue iii	110,504	325,000
Ordinary Share Issue iv	47,601	140,000
Balance at 31 March 2018	<u>2,167,606</u>	<u>1,999,977</u>

The following ordinary shares were issued during the period:

- i. Between 1 January 2017 and 31 March 2017 the Company issued 112,209 shares at \$2.94 to raise \$329,977 as total consideration.
- ii. 27 November 2017 the Company issued 239,743 shares at \$2.94 to raise \$705,000 as total consideration.
- iii. 13 February 2018 the Company issued 110,504 shares at \$2.94 to raise \$325,000 as total consideration.
- iv. 23 March 2018 the Company issued 47,601 shares at \$2.94 to raise \$140,000 as total consideration.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

All ordinary shares do not have a par value. They have equal voting rights and share equally in dividends and surplus on liquidation.

No dividends were declared or paid during the reporting period (2017: None).

Capital Risk Management

The Company considers its capital to comprise its ordinary share capital, accumulated retained earnings and other reserves.

When managing capital, management's objective is to achieve optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

11. Earnings Per Share*Earnings per Share*

Basic earnings per share is calculated by dividing the profit/loss attributable to equity holders of the Company by the weighted average number of ordinary shares on issue during the period.

	2018	2017
	\$	\$
Net Loss used in calculating earnings per share	(922,673)	(561,339)
Weighted average number of ordinary shares for basic earnings per share	1,753,966	1,671,575
Basic earnings per share (\$ per share)	(0.53)	(0.37)

There are no financial investments on issue that will dilute the basic earnings per share amounts noted above.

12. Employee Expenses

	2018	2017
	\$	\$
Salaries	621,143	314,180
Kiwisaver Employer Contribution	6,832	6,931
Staff Medical Insurance	5,069	3,871
Fringe Benefit Tax	9,881	7,633
	<u>642,925</u>	<u>332,615</u>

13. Other Expenses

	2018	2017
	\$	\$
Office Running and Rent	48,452	38,572
Administration and Management Services	171,102	45,837
Other Overheads	45,555	39,781
Travel	60,963	35,951
Advertising, PR and Marketing	156,359	25,589
Legal, Consulting and Accounting	13,776	8,694
Audit fee	23,000	-
Other fees paid to auditor	20,000	-
Other	65,759	37,277
	<u>604,966</u>	<u>231,701</u>

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

14. Income Tax*a. Income Tax*

	2018 \$	2017 \$
Net loss before tax	(922,673)	(561,339)
Income taxation at prevailing tax rates	(258,348)	(157,175)
Non-deductible expenses	3,874	4,381
Tax losses not recognised	254,474	152,794
Taxation benefit per the statement of comprehensive income	-	-

Comprising:

	2018 \$	2017 \$
Current Tax	-	-
Deferred Tax	-	-

b. Deferred Tax

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when deferred income taxes relate to the same fiscal authority.

Deferred tax assets are recognised to the extent that the realisation of the related benefit through future taxable income is probable.

	2018 \$	2017 \$
Deferred Tax Assets	-	-
Deferred Tax Liabilities	-	-

c. Imputation Credit Account

	2018 \$	2017 \$
Balance at the End of the Period	16,067	3,444

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

15. Related Party Transactions & Balances

The Group had related party dealings with the following related parties during the reporting periods:

Related Party	Relationship
Catalyst.Net Limited	Partial common ownership
Magdala Studios Limited	Entity controlled by Director
Marsland Consulting Limited	Partial common ownership
Cloud Investments Limited	Entity controlled by Director
Krishnakumar Guda	Shareholder

Related Party Receivable

	2018 \$	2017 \$
Magdala Studios Limited	20,000	-
	<u>20,000</u>	<u>-</u>

Related Party Payables

	2018 \$	2017 \$
Catalyst.Net Limited	-	5,902
Magdala Studios Limited	-	21,666
Marsland Consulting Limited	5,278	7,118
Cloud Investments Limited	-	27,500
	<u>5,278</u>	<u>62,186</u>

Related Party Transactions

	Year Ended 31 March 2018 \$	Year Ended 31 March 2017 \$
<i>Purchases from Catalyst.Net Limited</i>		
Cloud hosting services	9,115	26,201
<i>Purchases from Magdala Studios Limited</i>		
Consulting services	35,624	52,000
<i>Purchases from Marsland Consulting Limited</i>		
Consulting services	64,020	49,184
<i>Purchases from Cloud Investments Limited</i>		
Management services	91,000	-
<i>Purchases from Krishnakumar Guda</i>		
Advisory Services	41,400	-

16. Key Management Personnel

Compensation for key management personnel was paid as consulting and management services to entities controlled by the key management personnel. See note 15 for payments made to Magdala Studios Limited and Cloud Investments Limited. Other Key Management compensation is as follows:

	2018 \$	2017 \$
Salaries	48,828	-
Fringe Benefits	11,771	-
Total Compensation	<u>60,599</u>	<u>-</u>

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

17. Financial Instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3 (c) to the financial statements.

a. Categories of Financial Assets & Liabilities

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

*Financial Assets***Financial Assets at Amortised Cost**

	2018	2017
	\$	\$
Cash and cash equivalents	3,614,620	1,117,513
Trade and other receivables	57,018	10,051
	<u>3,671,638</u>	<u>1,127,564</u>

*Financial Liabilities***Financial Liabilities at Amortised Cost**

	2018	2017
	\$	\$
Funds held due to customers	3,410,341	1,088,760
Trade and other payables	77,061	88,370
Employee benefits	29,601	19,336
Other liabilities	17,050	15,441
	<u>3,534,053</u>	<u>1,211,907</u>

The Group is exposed to a variety of financial risks. The financial risks arise from the business activities of the Group. The specific financial risks that the Group is exposed to are discussed below.

*b. Market Risk**i. Credit risk*

The Group manages its exposure to credit risk by the application of credit approvals and monitoring procedures on an on-going basis. For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

Credit risk concentration profile

The Group manages credit risk by placing its cash and short term investments with high quality financial institutions. The majority of the Cash and Cash Equivalents is held with ASB Bank with a AA- Fitch Rating.

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets as at the end of the reporting period.

ii. Liquidity risk

Liquidity risk arises mainly from business activities. The following table sets out the maturity profile of the financial liabilities as at the end of the reporting period based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on the rate at the end of the reporting period):

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

31 March 2018	Carrying amount	Total	0-6 mths	7-12 mths	1-2 yrs	2-5 yrs
	\$	\$	\$	\$	\$	\$
Funds held due to customers	3,410,341	3,410,341	3,410,341			
Trade payables	77,061	77,061	77,061	-	-	-
Employee benefits	29,601	29,601	29,601	-	-	-
Other liabilities	17,050	17,050	17,050	-	-	-
Operating Lease	-	301,615	10,746	17,996	71,623	201,250
	<u>3,534,053</u>	<u>3,835,668</u>	<u>3,544,799</u>	<u>17,996</u>	<u>71,623</u>	<u>201,250</u>
31 March 2017	Carrying amount	Total	0-6 mths	7-12 mths	1-2 yrs	2-5 yrs
	\$	\$	\$	\$	\$	\$
Funds held due to customers	1,088,760	1,088,760	1,088,760			
Trade payables	88,370	88,370	88,370	-	-	-
Employee benefits	19,336	19,336	19,336	-	-	-
Other liabilities	15,441	15,441	15,441	-	-	-
Operating Lease	-	28,500	9,000	9,000	10,500	-
	<u>1,211,907</u>	<u>1,240,407</u>	<u>1,220,907</u>	<u>9,000</u>	<u>10,500</u>	<u>-</u>

18. Fair Values of Financial Assets & Liabilities

The carrying values of short term financial assets and liabilities approximate their fair values. Short term financial assets include cash, trade and other receivables and related party receivables. Related party receivables carrying values approximate their fair values.

19. Reconciliation of Net Profit/(Loss) After Tax to Net Cash Flows from Operations

	2018	2017
	\$	\$
Net Loss after taxation	(922,673)	(561,339)
Add back non-cash items:		
Depreciation and amortisation	163,980	108,595
	<u>(758,693)</u>	<u>(452,744)</u>
Movement in working capital:		
(Increase)/decrease in Trade and Other Receivables	(46,967)	340,594
(Increase)/decrease in Prepayments and Other Assets	(19,329)	(9,129)
Increase/(decrease) in Funds held due to customers	976,033	1,088,760
Increase/(decrease) in Trade and Other Payables	(11,309)	(41,946)
Increase/(decrease) in Employee Benefits	10,265	140,477
Increase/(decrease) in Other Liabilities	1,367,157	7,544
Increase/(decrease) in Sponsorship Revenue in Advance	(150,000)	(63,500)
Net cash inflow (used in) operating activities	<u>1,367,157</u>	<u>1,010,056</u>

20. Segment Reporting

The Group is organised into one reportable operating segment only, being payroll software development solutions. The Group's product and service offering is that of cloud payroll services. The chief operating decision maker has been identified as the Board of Directors, as it makes all key strategic resource allocation decisions (such as those concerning acquisition, divestment and significant capital expenditure).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2018

21. Commitments & Contingencies

Operating Lease Commitments

As at 31 March 2018, the Group had entered into an operating lease agreement for the premises and security for a term of 36 months with the latest agreement terminating in October 2018. New lease agreements have been entered into by reporting date. The commitment payable is set out in note 17 b(ii).

Contingencies

There were no material contingent liabilities at each reporting date.

22. Investment in Subsidiary

The Company has the following subsidiaries at each reporting date:

Entity Name	Date of Incorporation	Nature of Activities	Equity % Held	Voting % Held	Country of Incorporation	Balance Date
Right Remuneration Limited	22/01/2015	Management Consulting	100	100	New Zealand	31 March
Payroll Kiwi Limited	17/08/2017	Management Consulting	100	100	New Zealand	31 March

Only Right Remuneration Limited is consolidated in this Financial Report as Payroll Kiwi Limited is a non-trading company.

23. Funds held due to customers

This liability represents customer deposits held in trust by the Group on behalf of customers. These funds will be paid to Inland Revenue in due course to settle those customers payroll tax obligations.

Therefore \$3,410,341 (2017: \$1,088,760) of the Cash and cash equivalent balance of \$3,614,620 (2017: \$1,117,513) is restricted and not available for operational expenditure of the Group.

24. Events after the Reporting Date

New lease agreements were entered into in December 2018 which have been disclosed in Note 21 and Note 17 b(ii).

On 21 December 2018 the Directors issued a product disclosure statement to shareholders of the Company and shareholders of Energy Mad Limited (EML), a non trading NZX listed company outlining a proposal for a reverse takeover. The proposal was accepted, and the transaction completed on 21 December 2018. Post acquisition, name changes were completed to rename PaySauce Limited to PaySauce Operations Limited (the entity these financial statements are prepared for), and Energy Mad Limited to PaySauce Limited.

Company Directory

As at 31 March 2018

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