

# **Ascension Capital Limited**

## Annual Report

For the year ended 31 March 2023

# Annual Report

For the year ended 31 March 2023

---

## Contents

Letter from the Chair	2
Statement of Profit or Loss and other Comprehensive Income	3
Statement of Changes in Equity	4
Statement of Financial Position	5
Statement of Cash Flows	6
Notes to the Financial Statements	7
Independent Auditor's Report	20
Shareholder Information	23
Board of Directors	27
Corporate Governance Statement	28
Company Directory	31

## Letter from the Chair

For the year ended 31 March 2023

---

17 May 2023

Dear Shareholder,

The financial result for the Company for the year ended 31 March 2023 is a loss after taxation of NZ\$160,508, which is largely made up of the directors' fees, NZX listing costs, and legal and accounting costs.

There were no changes in the board of directors or issued capital during the year.

The cashflow requirements for the year were financed through a series of loans, amounting to \$70,000, from Excalibur Capital Partners Limited, a company controlled by Sean Joyce, a director of the Company.

An agreement remains with the directors to forego the payment of directors' fees until such time as the Company has sufficient funds to make such payments.

On 17 April, post the end of the financial year, the Company issued 2,350,000 new ordinary fully paid shares at an issue price of \$0.029 per share. The initiative has raised \$68,150 in aggregate. The placement has been made to a number of wholesale investors.

The funds raised from the placement will be utilised to fund the ongoing working capital requirements of the Company whilst it continues to undertake investigations to find a suitable business initiative to acquire via a reverse takeover transaction.

The focus of the Board has been to continue to seek to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover ("RTO") transaction. Currently, there are no new RTO initiatives being actively investigated, but the Company will provide the market with any updates as to material developments as they may arise.

We thank you for your continued patience and support and look forward to working hard to ultimately provide you with an RTO transaction proposal to consider in the near future.

Keith Jackson

Chair

**Statement of Profit or Loss and other Comprehensive Income**

For the year ended 31 March 2023

	Note	2023 NZ\$	2022 NZ\$
Interest income - financial assets at amortised cost		499	161
<b>Total operating income</b>		<b>499</b>	<b>161</b>
Operating expenses	5	(156,797)	(170,811)
Finance costs		(4,210)	(521)
<b>Operating loss before tax</b>		<b>(160,508)</b>	<b>(171,171)</b>
Tax expense	7	-	-
<b>Net loss for the year</b>		<b>(160,508)</b>	<b>(171,171)</b>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive loss attributable to shareholders</b>		<b>(160,508)</b>	<b>(171,171)</b>
<b>Earnings/(loss) per share from continuing operations:</b>			
- basic and diluted earnings/(loss) per share (NZ\$)	8	(0.00838)	(0.00894)

The accompanying notes form part of these financial statements and should be read in conjunction with them.

## Statement of Changes in Equity

For the year ended 31 March 2023

	Share capital NZ\$	Accumulated losses NZ\$	Total equity NZ\$
<b>Balance at 1 April 2021</b>	16,071,545	(16,535,587)	(464,042)
Net loss attributable to shareholders	-	(171,171)	(171,171)
<b>Total comprehensive loss for the year</b>	-	<b>(171,171)</b>	<b>(171,171)</b>
<b>Balance at 31 March 2022</b>	<b>16,071,545</b>	<b>(16,706,758)</b>	<b>(635,213)</b>
<b>Balance at 1 April 2022</b>	16,071,545	(16,706,758)	(635,213)
Net loss attributable to shareholders	-	(160,508)	(160,508)
<b>Total comprehensive loss for the year</b>	-	<b>(160,508)</b>	<b>(160,508)</b>
<b>Balance at 31 March 2023</b>	<b>16,071,545</b>	<b>(16,867,266)</b>	<b>(795,721)</b>

The accompanying notes form part of these financial statements and should be read in conjunction with them.

**Statement of Financial Position**

As at 31 March 2023

	Note	2023 NZ\$	2022 NZ\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	550	4,080
Other current assets	10	4,726	4,371
Taxation receivable	7	81	-
Term deposit - NZX bond	11	21,111	20,730
<b>Total current assets</b>		<b>26,468</b>	<b>29,181</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	12	72,548	68,963
Payable to directors	17.3	270,000	190,000
Related party advances (unsecured)	17.1	479,641	405,431
<b>Total current liabilities</b>		<b>822,189</b>	<b>664,394</b>
<b>Net assets (liabilities)</b>		<b>(795,721)</b>	<b>(635,213)</b>
<b>EQUITY</b>			
Share capital	13	16,071,545	16,071,545
Accumulated losses		(16,867,266)	(16,706,758)
<b>Total equity</b>		<b>(795,721)</b>	<b>(635,213)</b>

For and on behalf of the Board:



Director



Director

Dated: 17 May 2023

The accompanying notes form part of these financial statements and should be read in conjunction with them.

**Statement of Cash Flows**

For the year ended 31 March 2023

	Note	2023 NZ\$	2022 NZ\$
<b>Cash flows used in operating activities</b>			
Interest received		3	-
Payments to suppliers		(73,567)	(90,075)
Income tax (paid) refunded		34	70
<b>Net cash flows used in operating activities</b>	16	<b>(73,530)</b>	<b>(90,005)</b>
<b>Cash flows from financing activities</b>			
Related party advances received	17.1	70,000	45,000
<b>Net cash flows from financing activities</b>		<b>70,000</b>	<b>45,000</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(3,530)</b>	<b>(45,005)</b>
Cash and cash equivalents at the beginning of the year		4,080	49,085
<b>Cash and cash equivalents at the end of the year</b>	9	<b>550</b>	<b>4,080</b>

The accompanying notes form part of these financial statements and should be read in conjunction with them.

## Notes to the Financial Statements

For the year ended 31 March 2023

---

### 1. General information

These financial statements are for Ascension Capital Limited ('Ascension' or 'the Company').

Ascension Capital Limited is a limited liability company incorporated and domiciled in New Zealand. Its registered office is at c/- Duncan Cotterill Lawyers, Level 2, Tower Building, 50 Customhouse Quay, Wellington 6143.

The Company is currently non trading and is focused on identifying a suitable business opportunity to invest in and/or acquire through a reverse take-over transaction.

### 2. Basis of preparation

The financial statements have been prepared in accordance New Zealand Generally Accepted Accounting Practice ('NZ GAAP'). The Company is a for-profit entity for the purposes of complying with NZ GAAP. The financial statements comply with New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS') and International Financial Reporting Standards ('IFRS').

Ascension is a company registered under the Companies Act 1993 and is an FMC reporting entity under the Financial Markets Conduct Act 2013. The Company is listed on the NZX Market. These financial statements have been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules.

The financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The financial statements are presented in New Zealand dollars which is the Company's functional currency, rounded to the nearest dollar.

#### 2.1. Going concern

The Company incurred a net loss of \$160,508 for the year ended 31 March 2023 (year ended 31 March 2022: net loss of \$171,171) and generated negative operating cash flows of \$73,530 (year ended 31 March 2022: \$90,005 negative). As at 31 March 2023 the Company has reported net liabilities of \$795,721 (31 March 2022: \$635,213 negative).

The considered view of the Board of Directors of the Company is that, after making enquiries, there is a reasonable expectation that the Company will have access to adequate resources and commitments from its creditors, that will enable it to meet its financial obligations for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements for the year ended 31 March 2023.

The Company has a Loan Facility Agreement and Working Capital Loan Agreement with Excalibur Capital Partners Limited ('Excalibur') (refer note 17.1). Excalibur is a substantial shareholder in Ascension and is controlled by S Joyce (a non-executive director of Ascension). As at 31 March 2023 the total liability payable under these agreements is \$479,641 (31 March 2022: \$405,431) and is shown as related party advances in the Statement of Financial Position.

The Loan Facility Agreement is repayable on demand however, Excalibur has agreed to not make demand unless and until the Company is in a position to repay the advance and pay its creditors as they fall due. Excalibur has also confirmed that it anticipates most, if not all, of the \$379,910 due from the Company to Excalibur under this facility, may ultimately be converted into ordinary shares in Ascension in the event of a reverse takeover transaction proceeding. The terms of the loan can be found in note 17.1.

The Working Capital Loan Agreement with Excalibur provides a funding line of \$95,000. At 31 March 2023 the Company had fully utilised this facility. The funds advanced under this loan agreement accrue interest at a rate of 5% per annum. The loan becomes repayable when the Company completes a reverse takeover transaction and is repayable either in new shares issued at the same price as the shares issued for the reverse takeover transaction, or in cash, at the discretion of Excalibur.

## Notes to the Financial Statements

For the year ended 31 March 2023

---

As at 31 March 2023 the Company had \$550 in cash and cash equivalents, trade payables of \$1,778 and accruals of \$70,770. Of the \$70,770, \$45,000 relates to director fees payable to a former director, that have been confirmed will not be called upon unless the Company has the means to pay the balance due.

Aside from the \$21,111 term deposit that earns interest, the Company has no income earning assets from which to derive revenue that may enable the Company to settle its obligations unless it is able to obtain cash through the sale of further equity or a new business transaction.

The directors have agreed to forego payment of directors' fees until such time as the Company has sufficient funds to make such payments.

S Joyce has confirmed that he is willing and able to provide all reasonable financial support to the Company to ensure that Ascension meets its obligations under the solvency test at section 4 of the Companies Act 1993 for at least 12 months from the date the financial statements are approved.

On 17 April 2023 the Company issued 2,350,000 fully paid ordinary shares at \$0.029 per share to a number of wholesale investors. This raised \$68,150 additional cash for the Company. The funds raised from this share placement will be utilised to fund the ongoing working capital requirements of the Company while it continues to undertake investigations to find a suitable business initiative to acquire via a reverse takeover transaction.

The Board of Directors acknowledge that there are material uncertainties with respect to the going concern assumption. The focus of the board going forward is to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction. In the event that the cash received from the share subscription noted above, is not sufficient to fund the operating expenses, or the Company is unable to identify a suitable business opportunity to invest in and/or acquire, this would give rise to a material uncertainty in relation to the Company's ability to continue as a going concern. If sufficient additional funds cannot be obtained the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments that may need to be made should the Company no longer continue to be a going concern.

### 3. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented.

#### 3.1. Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### 3.2. Income tax

The income tax expense for the year comprises current and deferred tax. The income tax expense is recognised in the profit and loss component of the Statement of Profit or Loss or Other Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial

## Notes to the Financial Statements

For the year ended 31 March 2023

---

recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 3.3. Goods and services tax

Revenues, expenses, assets and liabilities are recognised net of the amount of goods and services tax (GST) except:

- where the amount of GST incurred is not recovered from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables, which are recognised inclusive of GST.

The net amount of GST recoverable or payable to the taxation authority is included as part of receivables or payables.

The Company does not currently produce revenue. The Board is actively investigating opportunities for a business acquisition and expects the Company will generate taxable supplies in the future. The Company is therefore registered for GST.

### 3.4. Statement of cash flows

The following are definitions of the terms used in the Statement of Cash Flows:

- Cash and cash equivalents include cash on hand and deposits held at call with banks with original maturities of three months or less that are readily convertible to known amounts of cash.
- Operating activities are the principal revenue-producing activities of the Company. Also included in this category are other activities that are not investing or financing activities.
- Investing activities are those relating to the acquisition and disposal of long-term assets.
- Financing activities are those activities which result in changes in the size and composition of the contributed equity and borrowings of the Company.

### 3.5. Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to, or deducted from, the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

### 3.6. Financial assets

Financial assets are subsequently measured at amortised cost on the basis of the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

## Notes to the Financial Statements

For the year ended 31 March 2023

---

### *Financial assets at amortised cost*

The Company holds receivables with the objective to collect the contractual cash flows, the cash flows are solely payments of principal and interest, and therefore measures them subsequently at amortised cost using the effective interest method less any impairment.

The Company's financial assets at amortised cost include cash and cash equivalents, term deposits and trade receivables. Cash and cash equivalents include cash in hand and deposits held on call with banks.

### *Impairment of financial assets*

The Company recognises a loss allowance for expected credit losses on receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company recognises lifetime expected credit losses ('ECL') for receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

The Company recognises an impairment loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

The Company writes off a financial asset when there is information indicating that there is no reasonable expectation of recovery. For example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### *Derecognition of financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

## **3.7. Financial liabilities**

Financial liabilities are classified as 'other financial liabilities'.

### *Other financial liabilities*

Other financial liabilities (including trade and other payables, payables to directors and related party advances) are subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

## Notes to the Financial Statements

For the year ended 31 March 2023

---

### *Derecognition of financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

### **3.8. Share capital**

Ordinary shares are classified as equity. Share capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

### **3.9. Earnings per share**

#### *Basic earnings per share*

Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

#### *Diluted earnings per share*

Diluted earnings (loss) per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares.

## **4. Critical accounting estimates and judgements**

The preparation of these financial statements in conformity with generally accepted accounting practice requires that the Directors makes estimates and assumptions that affect the reported amounts of assets and liabilities as well as the disclosures of contingent assets and liabilities as at the date of the financial statements, and the profit and loss amounts during the year. The actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following are the key judgements that the directors have made in the process of applying the Company's accounting policies:

- application of the Going Concern basis (refer Note 2.1)
- determining the appropriate GST registration for the Company (refer note 3.3)

**Notes to the Financial Statements**

For the year ended 31 March 2023

**5. Operating expenses**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Directors' fees	(80,000)	(80,000)
NZX fees	(16,585)	(20,999)
Legal fees	(1,505)	(4,123)
<b>Fees paid to the auditor</b>		
For the current year audit	(25,000)	(22,000)
For the prior year audit	(500)	(1,890)
	<u>(25,500)</u>	<u>(23,890)</u>

**6. Segment reporting**

The Company is organised into one operating segment and one geographical segment in New Zealand.

The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the Board of Directors.

**7. Income tax**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
<b>Loss from continuing operations</b>	<b>(160,508)</b>	<b>(171,171)</b>
Income tax calculated at 28% (2022: 28%)	(44,942)	(47,928)
Non deductible expenses	421	743
Current tax losses not recognised	44,521	47,185
<b>Income tax expense</b>	<b>-</b>	<b>-</b>

**Tax receivable**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Balance at beginning of year	-	70
Current tax	-	-
Resident withholding tax on accrued interest	115	-
Tax refund received	(34)	(70)
	<b>81</b>	<b>-</b>

**Notes to the Financial Statements**

For the year ended 31 March 2023

**Deferred tax**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Tax losses for which no deferred tax asset has been recognised	783,529	622,650
<b>Potential tax benefit @ 28%</b>	<b>219,388</b>	<b>174,342</b>

Utilisation of the tax losses is subject to compliance with income tax legislation on continuity of shareholders and/or business activities and the availability of future taxable income.

At year end the deferred tax benefit of those losses has not been recognised in the Statement of Financial Position.

**Imputation credit account**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Opening balance	-	70
Taxes paid/(refunds received)	81	(70)
Adjustment per prior period tax return	3,437	-
Imputation credits available for use in subsequent periods based on a tax rate of 28% (2021: 28%)	<b>3,518</b>	-

**8. Earnings per share**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
<b>Basic &amp; diluted earnings/(loss) per share</b>		
From continuing operations	(0.00838)	(0.00894)
Total basic & diluted earnings/(loss) per share	<b>(0.00838)</b>	<b>(0.00894)</b>

The profit/(loss) and weighted average number of ordinary shares used in the calculation of earnings/(loss) per share are as follows:

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Profit/(loss) from continuing operations	(160,508)	(171,171)
	<b>(160,508)</b>	<b>(171,171)</b>

Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share

19,148,828	19,148,828
------------	------------

At 31 March 2023, there were no financial instruments that carried any shareholder dilution rights that were considered to be dilutive (2022: nil). Accordingly, basic and diluted earnings/(loss) per share are identical for the accounting periods being reported on.

**Notes to the Financial Statements**

For the year ended 31 March 2023

On 5 November 2021 the Company undertook a one hundred to one share consolidation. The earnings per share calculation for both the current and comparative periods, reflects the impact of this share consolidation.

**9. Cash and cash equivalents**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Cash at bank - on call	550	4,080
	<b>550</b>	<b>4,080</b>

**10. Other current assets**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Prepayments	4,161	4,100
GST receivable	565	271
	<b>4,726</b>	<b>4,371</b>

**11. Term deposit – NZX bond**

The term deposit with ANZ has been placed in favour of the New Zealand Stock Exchange. The term deposit is not highly liquid and does not form part of the day-to-day cash management. The interest rate on the term deposit is 4.7% per annum (2022: 1.6%).

**12. Trade and other payables**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
Trade payables	1,778	1,963
Accruals	25,770	22,000
Payable to former director	45,000	45,000
	<b>72,548</b>	<b>68,963</b>

The \$45,000 payable to former director is due to J van Wijk who resigned as a director during the 2021 year. The amount is payable on demand, however J van Wijk has agreed to forego payment of this balance until such time as the Company has sufficient funds to make such payment.

**Notes to the Financial Statements**

For the year ended 31 March 2023

**13. Share capital**

	<u>No. of Shares</u>	<u>NZ\$</u>
<b>Ordinary shares at 1 April 2021</b>	1,914,888,105	16,071,545
100 to 1 share consolidation	(1,895,739,277)	-
<b>Ordinary shares as at 31 March 2022</b>	<b>19,148,828</b>	<b>16,071,545</b>
<b>Ordinary Shares as at 1 April 2022</b>	19,148,828	16,071,545
Ordinary shares issued during the year	-	-
<b>Ordinary shares as at 31 March 2023</b>	<b>19,148,828</b>	<b>16,071,545</b>

On 5 November 2021 the Company undertook a one hundred to one share consolidation.

All issued shares are fully paid ordinary shares and carry one vote per share, carry a right to dividends and a pro rata share of net assets on wind up. All ordinary shares have no par value.

**14. Financial instruments**

The Company has entered into a number of non-derivative financial instruments all of which are classified as financial assets and liabilities at amortised cost. The carrying values of these items approximate their fair value. They are listed as follows:

	<u>2023</u>	<u>2022</u>
	<u>NZ\$</u>	<u>NZ\$</u>
<b>Financial assets at amortised cost</b>		
Cash and cash equivalents	550	4,080
Term deposit	21,111	20,730
<b>Total financial assets</b>	<b>21,661</b>	<b>24,810</b>
<b>Financial liabilities at amortised cost</b>		
Trade payables and other liabilities	72,548	68,963
Payables to directors	270,000	190,000
Related party advances	479,641	405,431
<b>Total financial liabilities</b>	<b>822,189</b>	<b>664,394</b>

**15. Financial risk management**

The Company is subject to a number of financial risks including market risk (including interest rate risk), liquidity risk and credit risk.

**Notes to the Financial Statements**

For the year ended 31 March 2023

**15.1. Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control the market risk exposures within acceptable parameters, while optimising the return on risk. There is minimal market risk.

**15.2. Interest rate risk**

Interest rate risk is a component of market risk. It is the risk of loss to the Company arising from adverse changes in interest rates. The Company's financing activities are exposed to interest rate risk in respect of its interest earning assets and interest-bearing liabilities. Changes to interest rates can impact the Company's financial results by affecting the interest earned or payable on these assets and liabilities. There is minimal interest rate risk.

**15.3. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises from cash and cash equivalents, deposits with banks and the Company's receivables. The Company's maximum credit risk is represented by the carrying value of these financial assets.

The Company currently has no amounts due from customers.

The credit risk associated with cash transactions and deposits is managed through the Company's policies that limit the use of counterparties to high credit quality financial institutions.

**15.4. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they fall due. The Company has total liabilities of \$822,189. Several creditors who are owed a combined \$794,641, shown as due in 6 to 12 months in the table below, have agreed to support the Company and not demand repayment until the Company has sufficient funds available to pay outstanding balances (refer to note 2.1).

The following table provides a maturity analysis of the Company's remaining contractual cash flows relating to financial liabilities. Contractual cash flows include contractual undiscounted principal and interest payments.

	<b>Carrying amount</b>	<b>Contractual cash flows</b>	<b>Payable 0-6 months</b>	<b>Payable 6-12 months</b>
	<b>NZ\$</b>	<b>NZ\$</b>	<b>NZ\$</b>	<b>NZ\$</b>
<b>Non-derivative financial liabilities</b>				
<b>As at 31 March 2023</b>				
Trade and other payables	72,548	72,548	27,548	45,000
Payable to directors	270,000	270,000	-	270,000
Related party advances	479,641	479,641	-	479,641
	<b>822,189</b>	<b>822,189</b>	<b>27,548</b>	<b>794,641</b>
<b>As at 31 March 2022</b>				
Trade and other payables	68,963	68,963	23,963	45,000
Payable to directors	190,000	190,000	-	190,000
Related party advances	405,431	405,431	-	405,431
	<b>664,394</b>	<b>664,394</b>	<b>23,963</b>	<b>640,431</b>

**Notes to the Financial Statements**

For the year ended 31 March 2023

**15.5. Capital management**

The Company's objectives when managing capital comprising shareholders' equity are to safeguard its ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company's policies in respect of capital management and allocation are reviewed regularly by the Board of Directors. The Company has negative equity. The capital requirements of the Company will be considered once its future purpose is determined. Refer to note 2.1 for further information.

**16. Reconciliation of loss after taxation with cash flow from operating activities**

	<b>2023</b>	<b>2022</b>
	<b>NZ\$</b>	<b>NZ\$</b>
<b>Net loss after taxation</b>	<b>(160,508)</b>	<b>(171,171)</b>
<b>Adjusted for:</b>		
Interest on term deposit - financial asset at amortised cost	(381)	(161)
Interest on related party advances	4,210	521
<b>Movements in working capital</b>		
(Increase) / decrease in other current assets	(355)	471
(Increase) / decrease in taxation receivable	(81)	70
Increase / (decrease) in trade and other payables	3,585	265
Increase / (decrease) in payables to directors	80,000	80,000
<b>Net cash outflows from operating activities</b>	<b>(73,530)</b>	<b>(90,005)</b>

**Notes to the Financial Statements**

For the year ended 31 March 2023

**17. Related parties****17.1. Related party advances**

	Note	2023 NZ\$	2022 NZ\$
<b>Loan facility agreement</b>			
Balance at 1 April		379,910	359,910
Loan advances received		-	20,000
<b>Balance at 31 March</b>	17.1.1	<b>379,910</b>	<b>379,910</b>
<b>Working capital loan agreement</b>			
Balance at 1 April		25,521	-
Loan advances received		70,000	25,000
Interest accrued at 5%		4,210	521
<b>Balance at 31 March</b>	17.1.2	<b>99,731</b>	<b>25,521</b>
<b>Total related party advances</b>		<b>479,641</b>	<b>405,431</b>

The related party advances are payable to Excalibur Capital Partners Limited ('Excalibur') under a Loan Facility Agreement and a Working Capital Loan Agreement. Excalibur is a substantial shareholder in Ascension and is controlled by S Joyce (a non-executive director of Ascension).

**17.1.1 Loan Facility Agreement**

The loan facility is repayable on demand however, Excalibur has agreed to not make demand unless and until the Company is in a position to repay the advance and pay its creditors as they fall due. This loan is unsecured. Excalibur has confirmed no interest is due or payable on the balance.

**17.1.2 Working Capital Loan Agreement**

On 10 November 2021 the Company entered into a Working Capital Loan Facility Agreement with Excalibur for a funding line of \$75,000. The funding facility was subsequently increased to \$95,000. The funds advanced under this facility accrue interest at a rate of 5% per annum. The loan becomes repayable when the Company completes a reverse takeover transaction and is repayable either in new shares issued at the same price as the shares issued for the reverse takeover transaction, or in cash, at the discretion of Excalibur. The loan is unsecured.

**17.2. Directors' remuneration**

	2023 NZ\$	2022 NZ\$
K Jackson	20,000	20,000
J Cilliers	20,000	20,000
S Joyce	20,000	20,000
R Gower	20,000	20,000
<b>Total remuneration of directors</b>	<b>80,000</b>	<b>80,000</b>

## Notes to the Financial Statements

For the year ended 31 March 2023

### 17.3. Payable to directors

	2023 NZ\$	2022 NZ\$
<b>Current directors</b>		
K Jackson	80,000	60,000
J Cilliers	80,000	60,000
S Joyce	55,000	35,000
R Gower	55,000	35,000
	<b>270,000</b>	<b>190,000</b>

The amounts payable to current and former directors are payable on demand, however the directors have agreed to forego payment of directors' fees until such time as the Company has sufficient funds to make such payments.

No interest is accruing on the outstanding balances.

### 17.4. Related party transactions

There are no related party transactions other than those discussed above in notes 17.1 to 17.3.

### 18. Contingent liabilities

There are no contingent liabilities at 31 March 2023 (2022: nil).

### 19. Commitments

There are no commitments at 31 March 2023 (2022: nil).

### 20. Events subsequent to reporting date

On 17 April 2023 the Company issued 2,350,000 fully paid ordinary shares at \$0.029 per share to a number of wholesale investors. The Company received total cash of \$68,150 from the share placement.

**INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF ASCENSION CAPITAL LIMITED**

**Opinion**

We have audited the financial statements of Ascension Capital Limited ("Ascension"), which comprise the statement of financial position as at 31 March 2023, and the statement of Profit or loss and other 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 accompanying financial statements present fairly, in all material respects, the financial position of Ascension as at 31 March 2023, and its financial performance and its cash flows for the year then ended in accordance with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS").

**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 financial Statements* section of our report. We are independent of Ascension in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* 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.

Other than in our capacity as auditor, we have no relationship with, or interests in Ascension.

**Material Uncertainty Related to Going Concern**

We draw attention to Note 2.1 to the financial statements, which indicates that Ascension incurred a net loss of \$160,508 for the year ended 31 March 2023 and has negative cashflows from operating activities of \$73,530. Ascension's current liabilities exceeded its total assets as at 31 March 2023 by \$795,721. As stated in Note 2.1, these events or conditions, along with other matters as set forth in Note 2.1, indicate that a material uncertainty exists that may cast significant doubt on Ascension's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**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 were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

### **Other Information**

The directors are responsible for the other information. The other information comprises the Letter from the Chair, Shareholder Information, Board of Directors, Corporate Governance Statement and Company Directory.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Directors' Responsibilities for the Financial Statements**

The directors are responsible on behalf of Ascension for the preparation and fair presentation of the financial statements in accordance with NZ IFRS, and for such internal control as the directors determine 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, the directors are responsible on behalf of Ascension for assessing Ascension'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 Ascension or to cease operations, or have no realistic alternative but to do so.

### **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 (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 decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the External Reporting Board's website at: <https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-2/>.

This description forms part of our auditor's report.

### Who we Report to

This report is made solely to the Ascension shareholders, as a body. Our audit work has been undertaken so that we might state 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 Ascension and the Ascension shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

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

*BDO Wellington Audit Limited*

**BDO WELLINGTON AUDIT LIMITED**

Wellington  
New Zealand  
17 May 2023

**Shareholder Information**

For the year ended 31 March 2023

**Stock exchange listing**

The Company's shares are quoted on the NZX Main Board. As at 12 April 2023, the total number of ordinary shares on issue was 19,148,828.

**Distribution of security holders**

Details of the distribution of ordinary shares amongst shareholders as at 12 April 2023 are set out below.

Size of Holding	Number of Security Holders		Number of Securities	
	Number	%	Number	%
1-999	530	68.39%	70,039	0.37%
1,000-4,999	106	13.69%	230,260	1.20%
5,000-9,999	35	4.52%	223,587	1.17%
10,000-49,999	68	8.77%	1,286,399	6.73%
50,000-99,999	10	1.29%	694,034	3.62%
99,999 or more	26	3.34%	16,644,509	86.91%
	<u>775</u>	<u>100.00%</u>	<u>19,148,828</u>	<u>100.00%</u>

**20 largest shareholdings**

The 20 largest shareholdings as at 12 April 2023 are provided in the table below.

Name	No. of shares	% of shares
Forsyth Barr Custodians Limited	3,331,781	17.40%
Excalibur Capital Partners Limited	2,336,412	12.20%
Trinity Portfolio Limited	1,947,227	10.17%
Forsyth Barr Custodians Limited	1,451,440	7.58%
Foster Capital NZ Limited	890,000	4.65%
Ilakolako Investments Limited	794,350	4.15%
Li Da Yang	666,660	3.48%
Beconwood Superannuation Pty Limited	600,000	3.13%
Chao Wang	533,340	2.79%
Belinda Anne Edmond	500,000	2.61%
Stuart Macintosh	431,586	2.25%
Andrew Fiori-Dea	372,802	1.95%
Graeme Keith Jackson & Patricia Frances Jackson & Phillip Mack Picot	359,407	1.88%
Hai Yan Xiang	333,495	1.74%
Daniel John Reed	310,625	1.62%
John Edward Connell	250,000	1.31%
Anthony Theodore Bus	220,991	1.15%
Takawa Trustees Limited	200,262	1.05%
Jarden Securities Limited - NZCSD	200,000	1.04%
Martin Harvey Teulon & Eileen Mary Quigley	200,000	1.04%

**Shareholder Information**

For the year ended 31 March 2023

**Substantial security holders**

As at 31 March 2023 the following persons are substantial product holders according to the Company's records and disclosures under the Financial Markets Conduct Act 2013. The number of ordinary shares set out below are taken from the relevant substantial product holder notices.

	<b>No. of shares</b>	<b>% of shares</b>
Lindsey Investment Trust	3,331,781	17.40%
Excalibur Capital Partners Limited	2,336,412	12.20%
Trinity Portfolio Ltd / Joseph Van Wijk	1,947,227	10.17%
Rochdale Investments Limited	1,451,440	7.58%

**Directors**

The names of the directors holding office during the year are:

K Jackson  
J Cilliers  
R Gower  
S Joyce

**Interests register**

The following entries were made in the interest register during the year ended 31 March 2023:

- The directors provided the following disclosure of entities in which, due to the nature of their relationship, may be related parties to Ascension.

<b>Director</b>	<b>Entity</b>	<b>Status</b>
G.K. Jackson	Cooks Global Foods Limited	Director and shareholder
	Dairy Farm Investments (Ruawhata) Limited	Director and indirect shareholder
	Halberg Endowment Fund	Trustee
	Jackson & Associates Limited	Director and shareholder
	Nikau Trust	Trustee
	Pic's Peanut Butter	Director
J.L.P. Cilliers	Weihai Station Limited	Director
	Acanthus Limited	Director
	Callisto One L Limited td	Director
	Incrementum Limited	Director and shareholder
	Millennium Mineral Resources Limited	Director
	MMR New Zealand International Limited	Director
	Myland Partners (NZ) Limited	Director
	Southern Charter Financial Group Limited	Director and shareholder
Western City Holdings Limited	Director	

**Shareholder Information**

For the year ended 31 March 2023

<b>Director</b>	<b>Entity</b>	<b>Status</b>	
R.H. Gower	Apprentice Training Trust	Trustee	
	Arno Investments Limited	Director and shareholder	
	CER Trustee Company Limited	Director and shareholder	
	Clever Nutrition Limited	Director and shareholder	
	WasteCo Group Limited	Director	
	Gower Management Group Limited	Director and shareholder	
	Ika Nui Charters Limited	Director	
	Me Today Limited	Director	
	Mitsui Credit Limited	Director and shareholder	
	New Zealand Food Innovation Auckland Limited	Director	
	New Zealand's Best Food and Beverage Limited	Director	
	Nxt Fuels Limited	Director	
	Primeport Timaru Limited	Director	
	Rec No. 2 Limited	Director	
	Rec No. 3 Limited	Director	
	RF Project 1 Limited	Director	
	Roger Gower & Associates Limited	Director and shareholder	
	Utility Security Limited	Director and shareholder	
	S.R. Joyce	Ascension Capital Limited	Director and shareholder
		Best Start Educare Limited	Director
Blackwell Global Finance Limited		Director	
Blackwell Global Funds Limited		Director	
Blackwell Global Holdings Limited		Director	
CM Partners Limited		Director and shareholder	
CMP Consulting Limited		Director	
CMP Growth Capital Fund Limited		Director and shareholder	
Connaught Trust Limited		Director and shareholder	
Connemara Capital Limited		Director and shareholder	
Connemara Consulting Limited		Director and shareholder	
Connemara Finance Limited		Director	
Connemara Real Estate Limited		Director	
Excalibur Capital Nominee Company Limited		Director and shareholder	
Excalibur Capital Partners Limited		Director and shareholder	
Maverick Capital Trust Limited		Director and shareholder	
Mounterowen Limited		Director and shareholder	
Oceania Capital Trust Limited		Director and shareholder	
T.L. Jones Limited	Director		
The Guardian Multi Family Office Limited	Shareholder		

- K Jackson, J Cilliers, R Gower and S Joyce each receive directors' fees of \$20,000 per annum.
- Excalibur Capital Partners Limited (a company controlled by S Joyce) is the creditor in a loan arrangement with the Company (as debtor) for \$479,641.

## Shareholder Information

For the year ended 31 March 2023

- Excalibur Capital Partners Limited (a company controlled by S Joyce) is the holder of 2,336,412 shares in the Company.
- K Jackson holds an interest in 359,407 shares in the Company.

### Directors' relevant interest in equity securities

As at 31 March 2023 the directors of Ascension held the following relevant interests in the ordinary shares of the Company.

Name of Director	Independent director	Nature of relevant interest	No. of shares held
K Jackson	Independent	Beneficial owner	359,407
J Cilliers	Independent		-
S Joyce		Indirect ownership	2,336,412
R Gower	Independent		-

### Directors' remuneration

The following remuneration was provided to directors during the year.

	<b>2023 NZ\$</b>
K Jackson	20,000
J Cilliers	20,000
S Joyce	20,000
R Gower	20,000
<b>Total remuneration of directors</b>	<b>80,000</b>

### Directors' indemnification

The Company indemnifies all current directors of the Group against all liabilities (other than to a member of the Group) which arise out of the performance of their normal duties as directors, unless the liability relates to conduct involving lack of good faith.

### Employee remuneration

There was no remuneration or other benefits paid to employees during the year.

### Donations

No donations were made by the Company during the year.

### Auditor

BDO is the auditor for the Company. Audit fees due and payable to the auditor for the year ended 31 March 2023 were \$25,000. BDO provided no other services to the Company apart from the audit of the financial statements.

### NZX Waivers

Ascension has not relied on any waivers issued by the NZX in the 12 months ended 31 March 2023.

## Board of Directors

### **Keith Jackson B Com**

*Chairman, independent director*

Keith was appointed to the Board in August 2001 and appointed as Chairman in December 2001.

Keith is experienced in business development, marketing and executive management. Keith has extensive business interests including the executive Chairman of Cooks Global Foods Limited.

### **John Cilliers B Com, CA**

*Independent director*

John was appointed to the Board in May 2016.

John has been actively involved in NZAX listings and compliance, business acquisitions, commercialisation and the implementation of systems to support organisational growth. John is a director of NZSX listed Southern Charter Financial Group Limited. He was formerly the Chief Financial Officer of Pulse Energy Limited. John has a Bachelor of Commerce from South Africa and is a member of Chartered Accountants Australia and New Zealand.

### **Roger Gower BCom, MBA, MPhil**

*Independent director*

Roger was appointed to the Board in July 2020.

Roger has wide experience as a company executive, director and Chairman in both public and private companies. He is currently Chairman of PrimePort Timaru Limited and New Zealand Food Innovation Auckland Limited (the Food Bowl). Roger is also an independent director of NZX-listed companies Me Today Limited and WasteCo Group Limited, and the Chief Executive of New Zealand's Best Food & Beverage Limited (which has developed wellbeing products under the Douglas Nutrition brand). He was also Chairman at the juice company Charlie's which listed in 2005 and, prior to that, had a corporate career in logistics and transportation.

### **Sean Joyce LLB (honours), BA**

*Non-executive director*

Sean was appointed to the Board in July 2020.

Sean has over 25 years' experience in the corporate sector as a corporate lawyer and a market participant. He is a principal of his own corporate law firm and is a principal of Auckland-based capital markets advisory firm and NZX Sponsor, CM Partners Limited.

Sean has a particular focus on the capital markets and securities laws – regulatory compliance, compliance listings, reverse listings, fund raising and offerings of various types of securities in New Zealand. Sean has been involved in a large number of IPOs, reverse listings and takeovers of listed companies in New Zealand and Australia.

Sean is a non-executive director of several small cap listed companies and is a non-executive director of several significant privately held companies. Sean is a Chartered Member of the Institute of Directors (CMinstD).

Sean is not considered to be independent under the NZX Listing Rules as Excalibur Capital Partners Limited, a company controlled by Sean, is a substantial product holder of the Company.

## Corporate Governance Statement

---

The Board of Directors (“Board”) of Ascension recognise the need for strong corporate governance practices and has adopted a comprehensive corporate governance code. The code is based on the recommendations set out in the NZX Corporate Governance Code and the requirements of the NZX Main Board Listing Rules. Key documents referred to in this section are available on the Company’s website [www.ascensioncapital.co.nz](http://www.ascensioncapital.co.nz). The information contained in this section is current as at 31 March 2023 and has been approved by the Board. The key documents within the code were last reviewed effective May 2023 and a summary statement of the key documents is as follows:

### Code of Ethics and Financial Products Trading Policy

Ascension has adopted policies that are designed to formalise its commitment to the highest standards of ethical conduct and to provide all Directors and representatives with clear guidance on those standards. These are governed by the Code of Ethics and also the Financial Products Trading Policy.

The Code of Ethics details the ethical and professional behavioural standards required of the Directors and all employees.

The Financial Products Trading Policy details the procedure whereby Ascension Directors and employees may trade in the Company’s shares. Directors and employees may not trade in Ascension shares when they have price sensitive information that is not publicly available. In addition, except where the Directors have the permission of the Board, the Directors may trade in the Company’s shares only during specified trading windows.

The Company maintains an interests register in which the particulars of certain transactions and matters involving Directors must be recorded. Details of all matters entered into the register by individual Directors are outlined on page 24.

### Governance Code

The Board has adopted a Governance Code that sets out the roles and responsibilities of the Board and distinguishes between the role and responsibilities of the Board and Management. Board’s role is to direct the Company and enhance its value for Shareholders in accordance with good governance principles. The Board recognises that the quality with which it performs its functions is an integral part of the performance of the Company and that there is a strong link between good governance and performance.

### Role and Composition of the Board

Ascension retains a Board of Directors which aims to ensure that shareholders’ interests are held paramount. The Board is responsible for the direction and control of Ascension and is accountable to shareholders and others for the Company’s performance and compliance with the appropriate laws and standards. A key responsibility of the Board is to monitor the performance of management on an ongoing basis. Profiles of the individual Directors can be found on page 26.

The Company’s Constitution requires a minimum of three Directors with a maximum of seven. At least two of the Directors must be ordinarily resident in New Zealand. The composition of the Board must include a minimum of two Independent Directors. The Board elects a Chairman whose primary responsibility is the efficient functioning of the Board. The Board is currently made up of four Directors and the Board considers that three Directors are independent in terms of the New Zealand Exchange requirements.

### Independent Directors

- Keith Jackson (Chairman)
- John Cilliers
- Roger Gower

### Non-executive director

- Sean Joyce

Sean Joyce is not considered to be independent under the NZX Listing Rules as Excalibur Capital Partners Limited, a company controlled by Sean, is a substantial product holder of the Company.

## Corporate Governance Statement

---

### Board meetings

The Board is provided with accurate timely information on all aspects of the Company's operations. The Board is kept informed of key risks to the Company on a continuing basis.

The Company is currently non-trading. The key focus of the Board is to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction. The Board meet once during the year, with all Board members in attendance, to approve the annual report. As the Company is non-trading, the Board has been able to conduct all other matters by way of Directors' resolutions.

In the future, Board meetings will be held as required.

### Diversity Policy

Ascension believes that diversity and inclusion contribute to competitive advantage and sustainable business success which is reflected in the Companies Diversity Policy. Ascension is committed to an inclusive workplace that fosters and promotes workplace diversity at all levels. This provides the capacity to view problems and opportunities from many different perspectives.

#### Board diversity table as at 31 March

	2023	2022
Male directors	4	4
Female directors	-	-
Gender diverse directors	-	-
Male officers	-	-
Female officers	-	-
Gender diverse officers	-	-

The Board believes that the current makeup of the Board is appropriate at this time.

### Board Committees – Audit Finance and Risk Committee

The Board has overall responsibility for the Company's system of risk management and internal control. The Board has established a committee known as the Audit, Finance and Risk Committee. The primary purpose of the Audit, Finance and Risk Committee is to assist the Board in fulfilling its responsibilities relating to the Company's management systems, accounting and reporting, external and internal audit, finance and risk management activities. The Committee comprises John Cilliers (Chairman of Committee) and Keith Jackson. Meetings are held not less than twice a year having regard to the Company's reporting and audit cycle. Key risk management tools used by Ascension include the audit committee function, outsourcing of certain functions to experts, internal controls, financial and compliance reporting procedures and processes, business continuity planning and insurance.

### Other Committees

Due to the importance of Nomination and Remuneration matters these are addressed by the Board as a whole and consequently there is no separate Nomination or Remuneration Committee at this time.

### Continuous Disclosure

Ascension's Market Disclosure Policy sets out the Company's arrangements to ensure material information is identified, reported, assessed and, where required, disclosed to the market in a timely manner. Ascension is committed to ensuring the timely disclosure of material information about the Company to ensuring that the Company complies with the NZX Main Board Listing Rules.

### Remuneration Policy

Ascension's Remuneration Policy is included in its Remuneration, Nomination and Health & Safety Committee Charter which sets out the principles which apply to the remuneration of the Board and

## Corporate Governance Statement

---

employees. Details of individual director remuneration are outlined in Note 17.2 of the Financial Statements.

### Auditors

The Audit, Finance and Risk Committee is accountable for ensuring the performance and independence of the external auditors – BDO Wellington Audit Limited. The Committee also recommends to the Board, which services other than the statutory audit, may be provided by BDO Wellington Audit Limited as auditors.

### Shareholder Relations

The Board recognises the importance of providing comprehensive and timely information to shareholders. Information is communicated to shareholders in the Interim Report and the Annual Report. The release of the Annual Report is followed by the Annual Shareholders Meeting, which the Board recognises as an important forum at which the shareholders can meet and question the Board. Full participation of shareholders is encouraged at the Annual Shareholders Meeting to ensure a high level of accountability and identification with the Company's strategies and goals. Shareholders are encouraged to submit questions in writing prior to the meeting.

### Environmental, Social and Governance

Ascension recognises the importance of minimising our environmental, social and governance impact. The Company is committed to minimise its environmental impact and achieve sustainable business practices.

### Summary of Exceptions

The Company's corporate governance code is based on the recommendations set out in the NZX Corporate Governance Code and the requirements of the NZX Main Board Listing Rules. The Board considers that Ascension's corporate governance code has followed these recommendations and requirements in all material respects in the current year with the following exceptions:

- Recommendation 3.6 (protocols setting procedure to follow if takeover offer received including the set-up of a separate committee) - there are no written protocols at this time but the whole Board would be immediately involved and legal advice sought.
- Recommendation 4.3 (reporting includes non-financial disclosures such as exposure to environmental risks and how those risks are managed) – due to the Company's lack of current operations such reporting will be considered in future years.
- Recommendation 7.2 (the external auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit) - the Board considered that it was not necessary for BDO, the external auditor, to attend the 2022 Annual Meeting given the agenda and focus of the meeting. The Board were able to provide all necessary information to shareholders. The external auditor will be invited to attend future Annual Meetings as appropriate.
- Recommendation 8.5 (the board should ensure that the notices of annual or special meetings of quoted equity security holders is posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting) - the Company held the 2022 Annual Meeting on 14 September 2022. The notice of the Annual Meeting was released on 24 August 2022, being less than the 20 working days recommended.

The alternate governance practices described above have been approved by the Board.

Ascension Capital Limited  
**Company Directory**

---

**Company Number:**  
1009777

**Incorporated**  
21 January 2000

**Directors**  
K Jackson  
J Cilliers  
R H Gower  
S Joyce

**Registered Office**  
c/- Duncan Cotterill Lawyers  
Level 2, Tower Building  
50 Customhouse Quay  
Wellington 6143

**Bankers**  
ANZ Bank Limited  
23-29 Albert Street  
Auckland 1010

**Auditor**  
BDO Wellington Audit Limited  
Level 1, Tower Building  
50 Customhouse Quay  
Wellington 6143

**Share Registry**  
Computershare Investor Services Limited  
Level 2, 159 Hurstmere Road  
Takapuna  
Ph: +64 9 488 8777