

Ascension Capital Limited

Condensed Interim Financial Statements

For the six months ended 30 September 2022

Ascension Capital Limited

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Ascension Capital Limited

Letter from the Chair


For the six months ended 30 September 2022

28 November 2022

The financial result for the Group for the six months ended 30 September 2022 is a loss after taxation of NZ\$83,386, which is largely made up of the directors' fees, NZX listing costs, and legal and accounting costs.

During the course of the half year period, 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 during the first half of the 2023 calendar year.



Keith Jackson

Chair

Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 September 2022

		6 mths ended 30 Sep 2022 (unaudited) NZ\$	6 mths ended 30 Sep 2021 (unaudited) NZ\$
	Note		
Interest income		137	68
Total operating income		137	68
Operating expenses	3	(81,627)	(83,517)
Finance costs		(1,896)	-
Operating loss before tax		(83,386)	(83,449)
Tax expense		-	-
Net loss for the period		(83,386)	(83,449)
Other comprehensive income			
Other comprehensive income for the period, net of tax		-	-
Total comprehensive loss attributable to shareholders		(83,386)	(83,449)
Earnings/(loss) per share from continuing operations:			
- basic and diluted loss per share (NZ\$)	5	(0.00435)	(0.00436)

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Statement of Changes in Equity

For the six months ended 30 September 2022

	Share capital	Accumulated losses	Total equity
	NZ\$	NZ\$	NZ\$
Balance at 1 April 2021 (audited)	16,071,545	(16,535,587)	(464,042)
Net loss attributable to shareholders	-	(83,449)	(83,449)
Total comprehensive loss for the period	-	(83,449)	(83,449)
Balance at 30 September 2021 (unaudited)	16,071,545	(16,619,036)	(547,491)
Balance at 1 April 2022 (audited)	16,071,545	(16,706,758)	(635,213)
Net loss attributable to shareholders	-	(83,386)	(83,386)
Total comprehensive loss for the period	-	(83,386)	(83,386)
Balance at 30 September 2022 (unaudited)	16,071,545	(16,790,144)	(718,599)


These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Statement of Financial Position

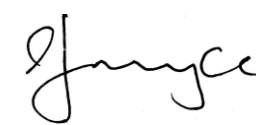
As at 30 September 2022

	Note	30 Sep 2022 (unaudited) NZ\$	31 Mar 2022 (audited) NZ\$
ASSETS			
Current assets			
Cash and cash equivalents		5,030	4,080
Other current assets		13,421	4,371
Term deposit - NZX bond		20,866	20,730
Total current assets		39,317	29,181
LIABILITIES			
Current liabilities			
Trade and other payables		60,589	68,963
Payables to directors		230,000	190,000
Related party advances (unsecured)	6	467,327	405,431
Total current liabilities		757,916	664,394
Net assets (liabilities)		(718,599)	(635,213)
EQUITY			
Share capital		16,071,545	16,071,545
Accumulated losses		(16,790,144)	(16,706,758)
Total equity		(718,599)	(635,213)

For and on behalf of the Board:



Director



Director

Dated: 28 November 2022

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Statement of Cash Flows

For the six months ended 30 September 2022

		6 mths ended 30 Sep 2022 (unaudited) NZ\$	6 mths ended 30 Sep 2021 (unaudited) NZ\$
	Note		
Cash flows from operating activities			
Payments to suppliers		(59,050)	(61,139)
Income tax refunded (paid)		-	70
Net cash used in operating activities	7	(59,050)	(61,069)
Net cash used in investing activities		-	-
Cash flows from financing activities			
Borrowings from related party		60,000	20,000
Net cash flows from financing activities		60,000	20,000
Net decrease in cash and cash equivalents		950	(41,069)
Cash and cash equivalents at the beginning of the period		4,080	49,085
Cash and cash equivalents at the end of the period		5,030	8,016

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Condensed Notes to the Interim Financial Statements

For the six months ended 30 September 2022

1. General information

These unaudited condensed interim financial statements are for Ascension Capital Limited (“Ascension” or “the Company”).

Ascension is a limited liability company incorporated and domiciled in New Zealand.

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. There are no seasonal or cyclical influences on these interim results.

2. Summary of Significant Accounting Policies

2.1. Basis of preparation

These unaudited condensed interim financial statements have been prepared in accordance New Zealand Generally Accepted Accounting Practice (“NZ GAAP”), with New Zealand Equivalent to International Accounting Standard 34: Interim Financial Reporting (“NZ IAS 34”) and with International Accounting Standard 34: Interim Financial Reporting (“IAS 34”).

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 interim 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 condensed interim financial statements do not include all of the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the financial statements included in the annual report for the year ended 31 March 2022 which have been prepared in accordance with New Zealand equivalents to International Financial Reporting Standards (“NZ IFRS”) and International Financial Reporting Standards (“IFRS”).

The condensed interim financial statements are presented in New Zealand dollars which is the Company’s functional and presentation currency, rounded to the nearest dollar.

The condensed interim financial statements are unaudited. The comparative information as at 31 March 2022 is audited.

2.2. Going concern

The Company incurred a net loss of \$83,386 for the six months ended 30 September 2022 (six months ended 30 September 2021: net loss \$83,449) and generated negative operating cash flows of \$59,050 (six months ended 30 September 2021: \$61,069 negative). As at 30 September 2022 the Company has reported net liabilities of \$718,599 (31 March 2022: \$635,213 negative).

The considered view of the Board of Directors 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 interim financial statements for the 6 months ended 30 September 2022.

The Company has a Loan Facility Agreement and Working Capital Loan Agreement with Excalibur Capital Partners Limited (“Excalibur”) (refer note 6.1). Excalibur is a substantial shareholder in Ascension and is controlled by S Joyce (a non-executive director of Ascension). As at 30 September 2022 the total liability payable to Excalibur is \$467,327 (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

Condensed Notes to the Interim Financial Statements

For the six months ended 30 September 2022

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 Working Capital Loan Agreement with Excalibur provides a funding line of \$85,000. At 30 September 2022 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.

As at 30 September 2022 the Company had \$5,030 in cash and cash equivalents to settle trade payables of \$4,339 and accruals of \$56,250. Of the \$56,250, \$45,000 relates to former director fees payable that have been confirmed will not be called upon unless the Company has the means to pay the balance due.

Aside from the \$20,866 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 interim financial statements are approved.

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.

The Board of Directors acknowledge that there are material uncertainties with respect to the going concern assumption. In the event that the Company is unable to raise additional cash from further share subscriptions or loan advances, 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 the going concern assumption is not valid, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. The interim financial statements do not include any adjustments that may need to be made should the Company no longer continue to be a going concern.

2.3. Accounting policies

The condensed interim financial statements have been prepared using the same accounting policies and methods of computation detailed in the audited financial statements for the year ended 31 March 2022. For details of the accounting policies please refer to the 2022 Annual Report.

Condensed Notes to the Interim Financial Statements

For the six months ended 30 September 2022

3. Operating expenses

	6 mths ended 30 Sep 2022 (unaudited) NZ\$	6 mths ended 30 Sep 2021 (unaudited) NZ\$
Directors' fees	(40,000)	(40,000)
NZX fees	(8,261)	(7,299)
Legal fees	(1,015)	(975)
Audit fees	(11,750)	(10,890)
Other expenses	(20,601)	(24,353)
	(81,627)	(83,517)

4. 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.

5. Earnings per share

	6 mths ended 30 Sep 2022 (unaudited)	6 mths ended 30 Sep 2021 (unaudited)
Basic & diluted earnings/(loss) per share (NZ\$):		
From continuing operations	(0.00435)	(0.00436)
Total basic & diluted earnings/(loss) per share	(0.00435)	(0.00436)

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

	6 mths ended 30 Sep 2022 NZ\$	6 mths ended 30 Sep 2021 NZ\$
Loss from continuing operations	(83,386)	(83,449)
	(83,386)	(83,449)
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	19,148,828	19,148,828

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.

Condensed Notes to the Interim Financial StatementsFor the six months ended 30 September 2022

6. Related parties**6.1. Related party advances**

	NZ\$
Loan facility agreement:	
Balance at 1 April 2021	359,910
Loan advances received	20,000
Balance at 31 March 2022	379,910
Loan advances received	-
Balance at 30 September	379,910
Working capital loan agreement:	
Balance at 1 April 2021	-
Loan advances received	25,000
Interest accrued at 5%	521
Balance at 31 March 2022	25,521
Loan advances received	60,000
Interest accrued at 5%	1,896
Balance at 30 September	87,417
Total related party advances:	
At 31 March 2022	405,431
At 30 September 2022	467,327

The related party advances are repayable to Excalibur Capital Partners Limited (“Excalibur”). Excalibur is a substantial shareholder in Ascension and is controlled by S Joyce (a non-executive director of Ascension).

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 balance is unsecured. Further, Excalibur has confirmed no interest is due or payable on the balance.

Working Capital Loan Agreement

On 10 November 2021 the Company entered into a Working Capital Loan Facility Agreement with Excalibur. 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.

Condensed Notes to the Interim Financial Statements

For the six months ended 30 September 2022

6.2. Directors' remuneration

	6 mths ended 30 Sep 2022 (unaudited)	6 mths ended 30 Sep 2021 (unaudited)
	NZ\$	NZ\$
K Jackson	10,000	10,000
J Cilliers	10,000	10,000
R Gower	10,000	10,000
S Joyce	10,000	10,000
	40,000	40,000

6.3. Payable to directors

	30 Sep 2022 (unaudited)	31 Mar 2022 (audited)
	NZ\$	NZ\$
Current directors		
K Jackson	70,000	50,000
J Cilliers	70,000	50,000
R Gower	45,000	25,000
S Joyce	45,000	25,000
	230,000	150,000
Former directors		
J van Wijk - resigned 3 July 2020	45,000	45,000
	45,000	275,000

The \$45,000 payable to J van Wijk is included in accruals as J van Wijk had resigned as a director during the 2021 year.

The amounts payable to 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.

Condensed Notes to the Interim Financial Statements

For the six months ended 30 September 2022

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

	6 mths ended 30 Sep 2022 (unaudited) NZ\$	6 mths ended 30 Sep 2021 (unaudited) NZ\$
Net loss after taxation	(83,386)	(83,449)
Adjusted for:		
Interest on term deposit	(136)	(68)
Interest on related party advances	1,896	-
Movements in working capital		
(Increase) / decrease in other current assets	(9,050)	(8,537)
(Decrease) / increase in trade payables and other liabilities	31,626	30,915
Decrease / (increase) in taxation receivable	-	70
Net cash outflows from operating activities	(59,050)	(61,069)

8. Contingent liabilities

There are no contingent liabilities as at 30 September 2022 (30 September 2021: nil).

9. Commitments

There are no commitments as at 30 September 2022 (30 September 2021: nil)

10. Events subsequent to interim reporting date

On 14 November 2022 the Company received a further \$10,000 loan advance from Excalibur under the working capital agreement described in note 6.1.

Ascension Capital Limited
Company Directory

Company Number:
1009777

Incorporated
21 January 2000

Directors
K Jackson (Chair)
J Cilliers
R Gower
S Joyce

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Auditor
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