

wameja
ANNUAL
REPORT

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MESSAGE FROM THE CHAIRMAN

JOHN CONOLEY

CHAIRMAN



We entered 2020 with the clear objective of working with our partner, Mastercard, to maximise the value of the HomeSend cross-border hub, and in turn to work towards the best result for our shareholders.

To this end, on 10 September 2020, Wameja announced its entry into a Scheme Implementation Agreement under which Mastercard would acquire Wameja by way of a scheme of arrangement, subject to the approval of Wameja Shareholders.

However, late in 2020, we received two notices of potential indemnity claims from Seamless, arising out of the indemnity contained in the sale and purchase agreement for the sale of the eServGlobal core business in 2019. We are working towards resolving these notices and the Wameja Board maintains its view that there is no material exposure under the indemnity.

The notice of potential claims however have resulted in frustrating delays to the implementation of the Scheme of Arrangement. Most recently we announced an extension for the Scheme to 24 May 2021.

Regardless of these delays, we remain a committed JV partner with Mastercard in the HomeSend JV having invested a further €1.8M approx. in March 2021 to HomeSend with MasterCard funding its proportionate share of the capital raising together with an additional €1M.



HomeSend for its part continues to see growth across its business as volumes increase from existing customers and as new customers join the platform. As at the end of Q1 in 2021, the number of key destination markets covered had grown consistently to reach 83 countries. This represented an increase of approximately 22% over Q1 2020.

The value crossing the platform and terminating in bank accounts, reaching 66% of gross value flows at the end of Q1 2021, a key indicator or traction in the banking market. As to the amount of money moving across the platform, Gross Value Flows grew quarter on quarter through the year with a significant increase in Q2 2020 of 93.2%.

A significant amount of work was done during the year to remove the remaining Wameja subsidiaries and generally to reduce Wameja's operating costs. This work is on-going but the majority of the costs were incurred during 2020 and the Board is comfortable with Wameja's cash position into 2022.

On behalf of Wameja, I would like to thank our Shareholders for their ongoing support. I remain confident in the successful implementation of the Scheme of Arrangement, in the short term, which will deliver the best outcome for all.

A handwritten signature in black ink, appearing to read 'John Conoley'.

JOHN CONOLEY
Chairman



BOARD OF DIRECTORS

The directors of eServGlobal Limited submit herewith the financial report for the financial period ended 31 December 2020.

The names and particulars of the directors of the Company who served during or since the end of the financial year are shown on this page. The directors held office during the whole of the financial year except as noted.

JOHN CONOLEY

Chairman

John's wide experience spans the software, hardware, IT services, telecommunications and energy markets. Recent roles include: Chief Executive Officer of mobile device Company Psion PLC, an international Company listed in the UK. From 2016 to 2017, he was a Non-executive Director of London listed human capital management software Company NetDimensions (Holdings) PLC. Since 27 April 2017, he is also Non-Executive Chairman of AIM listed Parity, a professional recruitment and IT services company and since August 2020 also became Executive Chairman of AIM listed FireAngel Safety Technology Group PLC.

John was appointed as a Director and a member of the Audit Committee of eServGlobal on 1 May 2013. He was appointed Executive Chairman of Wameja on 20 April 2015, and serves on the Board of the HomeSend Joint Venture based in Belgium. He ceased his executive role with Wameja on 29 January 2020 but remained on the Board as Chairman.

STEPHEN BALDWIN

Non-executive Director

Stephen has over 35 years of business experience. Having trained as a chartered accountant he commenced his career with Price Waterhouse (now PwC) and had a decade with the firm in three different countries. He was subsequently employed in the funds management industry for many years, initially with Hambro-Grantham and then with Colonial First State (where he was that group's Head of Private Equity).

Stephen is Chairman of ASX listed RPMGlobal Holdings Limited. Other current roles include representing one of Australia's larger superannuation funds as a nominee director for three of their investments.

Stephen was appointed to the Wameja Board in November 2011 and chairs the Audit Committee and chaired the Remuneration and Nomination Committee until its dissolution in January 2020.

JAMIE BROOKE

Non-executive Director

Jamie has over twenty years of quoted small cap and private equity experience. He is a qualified ACA, has a Mathematics degree from Oxford University and an MSC from UCL.

Jamie was most recently lead Portfolio Manager for the 1798 Volantis Catalyst Funds and also led the team's active engagement capability. He was appointed to the Board in October 2018 and previously sat on the Board between 2010 and 2013.

TOM ROWE

Non-executive Director and Company Secretary

Tom Rowe has served as Company Secretary of Wameja since 6 April 2011. He is a Corporate and Commercial Lawyer practicing with Capital Corporate Law in Sydney with a specialty in corporate transactions, corporate governance and capital raising.

Tom holds a BA LLB (Hons) from the University of Adelaide and Graduate Diplomas in both applied corporate governance and applied finance and investment.

Tom was appointed to the Board in March 2014 and was a member of the Remuneration and Nomination Committee from 20 July 2015 until its dissolution in January 2020.

JAMES HUME

Non-executive Director

James has extensive experience in developing and delivering commercial enterprise software for the telco and financial services worlds. With more than 15 years industry experience, James has strong end-to-end project management skills, encompassing the proven implementation of quality systems and processes.

James' background includes customer facing roles in various international markets working closely with multiple stakeholders to deliver strategic and dynamic technology solutions.

James was appointed to the Board of Wameja in October 2019 and is also a Board Member of the HomeSend Joint Venture based in Belgium.

He holds a Bachelor of Science with Honours from the University of Nottingham.

DIRECTORS' REPORT

The Directors of Wameja Limited (the Company) submit herewith the financial report of Wameja Limited and its controlled entities (the Group) for the full year ended 31 December 2020. In order to comply with the provisions of the *Corporations Act 2001*, the Directors report as follows:

Directors

The names of the Directors who held office during or since the end of the year are:

John Conoley	Non-executive Chairman
James Brooke	Non-executive Director
Stephen Baldwin	Non-executive Director
James Hume	Non-executive Director
Thomas Rowe	Company Secretary and non-executive Director

Company Secretary

Thomas Rowe has served as Company Secretary of Wameja Limited since 6 April 2011.

Principle activities

Together with Mastercard, Wameja Limited is a joint venture partner of the HomeSend global payment hub, enabling cross-border transfer between bank accounts, cards, mobile wallets, or cash outlets from anywhere in the world.

Review of Operations

This report is to be read in conjunction with other reports issued contemporaneously.

Wameja Limited is a public company listed on the Australian Securities Exchange (ASX:WJA) and the London Stock Exchange (AIM) (LSE:WJA).

The Company is partnering with Mastercard to build the HomeSend global payments hub. HomeSend enables cross-border transfer between bank accounts, cards, mobile wallets, or cash outlets from anywhere in the world. As a founding partner in the HomeSend hub, Wameja helped conceive and bring the opportunity to market. HomeSend is a joint venture of Wameja (35.68%) and Mastercard (64.32%).

The net result of the consolidated entity for the year ended 31 December 2020 was a loss after tax and minority interest of \$9.159 million (2019: \$13.2 million loss). Loss per share was 0.76 cents (2019: loss per share 1.1 cents).

During the period, there was a net cash outflow of \$3.366 million primarily resulting from a net outflow from investing activities (mainly in relation to investment to HomeSend) of \$1.966 million. Cash at 31 December 2020 was \$8.014 million.

On 10 September 2020, Wameja Limited entered into a Scheme Implementation Agreement with Burst Acquisition Co. Pty Ltd, a company controlled by Mastercard, for Burst Acquisition Co Pty Ltd to acquire all of the issued capital of Wameja Limited for £ 0.08 per share by way of a Scheme of Arrangement pursuant to Australian Law under Part 5.1 of the Corporations Act ("the Scheme").

The Scheme has been delayed by the Notice of Potential Claim issued by Seamless Distribution Systems AB referred to elsewhere in this financial report ("the Notices"). The parties to the Scheme Implementation Agreement are attempting to resolve the issues raised by the Notices and are continuing to pursue completion of the Scheme.

Subsequent events

The impact of the Coronavirus (COVID 19) pandemic is ongoing and while COVID-19 has been financially neutral for the Group up to 31 December 2020, it is not practicable to estimate the extent of the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the governments and authorities around the world, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

Based on the information available to the directors as at the date of this financial report, there are no significant factors identified which would impact on the carrying value of the Group's investment in associate due to COVID-19. However, the directors consider that prolonged general economic impacts arising from COVID-19 may have a negative impact on the operations of the Group's associate. This in turn may impact the recoverability of the Group's carrying value of the investment in associate going forward.

DIRECTORS' REPORT

Subsequent events (continued)

On 18 March 2021, Wameja Limited subscribed for a further €1,784,118 of shares in HomeSend SCRL. The equity contribution is part of a €6,000,000 capital raise with Mastercard agreeing to contribute an additional €1,000,000 over and above its proportionate interest in HomeSend SCRL. The funds from the capital raise are to be used to support the operational expenses of the HomeSend 2021 business plan and its minimum equity requirements into H2 2021.

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the entity in subsequent financial years.

Future developments

To the extent that the disclosure of information regarding likely developments in the operations of the Group in future financial years, and the expected results of those operations is likely to result in unreasonable prejudice to the consolidated entity, such information has not been disclosed in this report.

Environmental regulations

The consolidated entity operates primarily within the technology and telecommunication sector and conducts its business activities with respect for the environment while continuing to meet the expectations of shareholders, customers, employees and suppliers.

During the year under review, the Directors are not aware of any particular or significant environmental issues which have been raised in relation to the consolidated entity's operations.

Dividends

No dividends were declared or paid during the financial year (2019: nil).

Share Options

Wameja Limited Employee Share Option Plan

The Company has an ownership-based remuneration scheme for executive directors, key management personnel and employees. In accordance with the provisions of the scheme, executive directors and employees may be granted options to acquire ordinary shares in the Company. The exercise of any share options is not dependent on any performance criteria, however, is dependent on a period of service relative to the vesting dates.

Share options granted to directors and senior management

During the year and up to the date of this report the Company did not grant additional shares or options.

Details of unissued shares under option as at the date of this report are:

Issuing Entity	Number of shares under option	Class of shares	Exercise price of option	Expiry date of options
Wameja Limited	3,650,000	Ordinary	\$0.21	08 Aug 2021
Wameja Limited	6,000,000	Ordinary	\$0.21	13 Mar 2022
Wameja Limited	3,350,000	Ordinary	\$0.21	24 Nov 2022

Details of the options that have expired or lapsed during the financial year and up to the date of this report are:

Issuing Entity	Option series	Number of shares under option	Expiry date of options	Date options expired/lapsed
Wameja Limited	Issued 07 Apr 2016	3,000,000	14 Mar 2021	14 Mar 2021
Wameja Limited	Issued 08 Aug 2016	1,575,000	14 Mar 2021	14 Mar 2021
Wameja Limited	Issued 15 Jun 2018	15,000,000	30 Sep 2020	30 Sep 2020
Wameja Limited	Issued 05 Sep 2019	5,000,000	30 Sep 2020	30 Sep 2020

During the financial year and up to the date of this report, there were no options exercised (2019: nil).

DIRECTORS' REPORT

Indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the directors of the company (as named above), the Company secretary, and all officers of the Company and of any related body corporate against any liability incurred as a director, secretary or officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability cover and the amount of the premium.

The Company has agreed to indemnify the directors of the Company for any liability incurred as a director or officer, to the extent permitted by the Corporations Act 2001.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate, against any liability incurred by such an officer or auditor.

Directors' attendance at Board and Committee meetings held during the financial year

Directors	Board of Directors		Audit Committee	
	Held *	Attended	Held*	Attended
Stephen Baldwin	5	5	2	2
John Conoley	5	5	2	2
Tom Rowe	5	5	-	-
Jamie Brooke	5	5	-	-
James Hume	5	5	-	-

Held during term of director's appointment to Board, Audit Committee. The Remuneration and Nominations Committee was disbanded in January 2020 when the company ceased to have any employees.

Non-audit services

The directors are satisfied that the provision of non-audit services, during the financial year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Audit Committee assesses the provision of non-audit services by the auditors to ensure that the auditor independence requirements of the Corporations Act 2001 in relation to the audit are met.

Details of amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 5 to the financial statements.

The directors are of the opinion that the services as disclosed in Note 5 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit Committee, for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 'Code of Ethics for Professional Accountants' issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Auditor's Independence Declaration

The lead auditor's independence declaration under s 307C of the *Corporations Act 2001* is set out on page 11 for the year ended 31 December 2020.

Rounding of Amounts

The Consolidated Group has applied the relief available to it in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and accordingly certain amounts in the financial report and the directors' report have been rounded off to the nearest \$1,000.

DIRECTORS' REPORT

Remuneration Report (Audited)

Determining remuneration policy for directors and key management personnel, and its relationship to Wameja's performance

The Company is listed on both the Australian Securities Exchange and the London Stock Exchange (AIM). It is an international group which is faced with all of the market pressures that flow in such circumstances. It must compete successfully with other international organisations that are substantially larger and which have the ability to draw on enormous resources. Our employees are based in diverse parts of the globe and regularly must travel to work in remote locations. The remuneration policies must be appropriate to these circumstances.

In determining the appropriate remuneration policies for the Group, the Board believes that the salary packages must be sufficient, in the international marketplace in which the Group operates, to attract, retain and motivate high calibre, hard-working, dedicated employees, who have the knowledge and skills appropriate for the business. In this regard, a component of the salary package for employees may be paid after the results of a financial year are completed, and the entitlement is based primarily on the results achieved by the Group. The Board's broad policy was implemented through its Remuneration and Nominations Committee during the period that the Company had employees.

The Board had no executive management by 29 January 2020 (with all directors being non-executive from that date).

Director and other key management personnel details

The following persons acted as key management personnel of the Company and the Group during or since the end of the financial year:

- John Conoley (Executive Chairman until 29 January 2020; now non-executive Chairman)
- Stephen Baldwin (Non-executive director)
- Jamie Brooke (Non-executive director)
- Tom Rowe (Company Secretary and non-executive director)
- James Hume (Chief Operational Officer until 29 January 2020; now non-executive director) – appointed as a director on 23 October 2019

Except as noted, the named persons held their current positions for the whole of the financial year and since the end of the financial year.

Elements of key management personnel remuneration

Non-executive directors are paid directors' fees. The Board reviews the level of fees from time to time and sets individual non-executive directors fees based on the levels of fees for comparable listed companies in the appropriate parts of the world.

The non-executive directors are appointed by either the Board or shareholder vote and any appointment is subject to re-election on retirement required at Annual General Meetings.

Executive directors and other key management personnel remuneration comprise both Short Term Incentive (STI) and Long-Term Incentive (LTI) components. The STI takes the form of a cash bonus and the LTI comprises the issue of share options under the Wameja Limited Employee Share Option Plan.

- a) No STI payments were made in 2020 or up to the date of this report.
- b) The LTI (share option) component contains an element of reward to incentivise loyalty and continuity of service to the Company through the vesting of options over a defined period with eligibility being dependent on continued employment and performance of the Group.

DIRECTORS' REPORT

Elements of remuneration which are dependent on Company performance

The performance options granted to the key management personnel are subject to the achievement of certain performance hurdles linked to the company's volume weighted average share price. These performance options have been granted to the Non-Executive Chairman and certain other management personnel and is in accordance with the Group's remuneration policy

The tables below set out summary information about the Group's earnings and movements in shareholder wealth for the five years to 31 December 2020.

	31 December 2020	31 December 2019	31 December 2018	31 December 2017	31 December 2016
	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue *	-	6,531	11,185	12,240	21,577
Net profit/(loss) after tax	(9,159)	(13,190)	(19,747)	(37,167)	(21,742)

* Continuing and discontinued operations

	31 December 2020	31 December 2019	31 December 2018	31 December 2017	31 December 2016
Share price at start of year	\$0.08	\$0.08	\$0.19	\$0.10	\$0.12
Share price at end of year	\$0.12	\$0.08	\$0.08	\$0.19	\$0.10
Continuing and discontinued operations: Earnings/(loss) per share	(0.76)	(1.1)	(2.1)	(5.5)	(6.0)
Continuing operations: Earnings/(loss) per share (cents) – Basic and Diluted	(0.76)	(0.9)	(0.9)	n/a	n/a

(i) The Remuneration and Nominations Committee was disbanded in January 2020 when the company ceased to have any employees.

DIRECTORS' REPORT

The group's key management personnel received, or will receive, the following amounts as compensation for their services as directors and key management personnel of the Group during the financial year:

2020	Short-term employee benefits			Post Employment benefits	Share based payments	Termination Benefits \$	Total \$	Percentage of remuneration related to performance %
	Salary & fees \$	Bonus and commission (incl. variable pay component) \$	Non- monetary \$	Superannuation \$	Options \$			
Directors								
S Baldwin	43,875	-	-	-	-	-	43,875	-
J Conoley (i)	92,512	-	17,280	2,014	116,973	4,777	233,556	-
T Rowe (ii)	251,303	-	-	-	-	-	251,303	-
J Hume (i)	67,363	-	12,598	-	16,678	-	96,639	-
J Brooke(i)	35,097	-	-	-	-	-	35,097	-
Total	490,150	-	29,878	2,014	133,651	4,777	660,470	-

(i) Paid in GBP and subject to foreign exchange fluctuations at Group level.

(ii) The fee disclosed relates to payments made to Capital Corporate Law (\$251,303) where Tom Rowe has practised as a sole practitioner since 1 January 2017. The amount paid is for services provided by Tom Rowe in his capacity as company secretary, Non-executive Director and public officer of Wameja Limited, director and company secretary of Wameja Investments Pty Ltd and for legal services provided in Australia. Mr Rowe receives a non executive director fee, in accordance with the fees approved by the Board. All other services are invoiced on a time spent basis and on normal commercial terms. Fees for legal services comprise \$96,240 of the total amount disclosed. A substantial amount of the non-legal fees relate to the management of various projects during the year.

DIRECTORS' REPORT

The group's key management personnel received, or will receive, the following amounts as compensation for their services as directors and key management personnel of the Group during the financial year:

2019	Short-term employee benefits			Post Employment benefits	Share based payments		Total \$	Percentage of remuneration related to performance %
	Salary & fees \$	Bonus and commission (incl. variable pay component) \$	Non- monetary \$	Superannuation \$	Options \$	Termination Benefits \$		
Directors								
S Baldwin	62,791	-	-	-	-	-	62,791	-
J Conoley (i)	220,132	-	11,920	13,218	154,506	-	399,776	-
T Rowe (ii)	124,630	-	-	-	-	-	124,630	-
A Hayward (i)	144,575	-	7,009	7,260	71,017	37,635	267,496	-
J Brooke (i)	44,095	-	-	-	-	-	44,095	-
J Hume (i)(iii)	353,134	-	17,834	-	67,605	72,907	511,480	-
Total	949,357	-	36,763	20,478	293,128	110,542	1,410,268	

(i) Paid in GBP and subject to foreign exchange fluctuations at Group level.

(ii) The fee disclosed relates to payments made to Capital Corporate Law (\$124,630) where Tom Rowe has practised as a sole practitioner since 1 January 2017. The amount paid is for services provided by Tom Rowe in his capacity as company secretary, Non-executive Director and public officer of Wameja Limited, director and company secretary of Wameja Investments Pty Ltd and for legal services provided in Australia. Mr Rowe receives a non-executive director fee, in accordance with the fees approved by the Board. All other services are invoiced on a time spent basis and on normal commercial terms. Fees for legal services comprise \$26,891 of the total fees disclosed.

(iii) Includes salary for January 2020 which was paid in December 2019 together with all entitlements

DIRECTORS' REPORT

Directors' shareholdings

The following table sets out each director's or a related body corporate's relevant interest in shares of the Company or a related body corporate as at the end of the financial year.

	Balance as at 31 December No.	Received on exercise of options No.	Share issues No.	Acquired on market during the year No.	Balance at financial year end No.
Year to 31 December 2020					
Stephen Baldwin	1,695,634	-	-	-	1,695,634
John Conoley	2,626,692	-	-	-	2,626,692
Tom Rowe	-	-	-	-	-
Jamie Brooke	-	-	-	-	-
James Hume *	922,459	-	-	-	922,459
Year to 31 December 2019					
Andrew Hayward [#]	-	-	-	-	-
Stephen Baldwin	1,695,634	-	-	-	1,695,634
John Conoley	2,233,228	-	-	393,464	2,626,692
Tom Rowe	-	-	-	-	-
Jamie Brooke	-	-	-	-	-
James Hume *	922,459	-	-	-	922,459

[#]Andrew Hayward resigned as a director on 25 July 2019.

*James Hume was appointed a director on 23 October 2019.

Share-based payments granted as compensation

During the financial year, the following share-based payment arrangements were in existence.

Option series	Grant date	Expiry date	Exercise price of options	Grant date fair value
Issued 07 Apr 2016 ⁽ⁱ⁾	07-Apr-16	2021	\$0.21	\$0.0468
Issued 08 Aug 2016 ⁽ⁱⁱ⁾	08-Aug-16	2021	\$0.21	\$0.0383
Issued 12th April 2017 ⁽ⁱⁱⁱ⁾	12-Apr-17	2022	\$0.21	\$0.0331
Issued 24th November 2017 ^(iv)	24-Nov-17	2022	\$0.21	\$0.0538
Issued 15th June 2018 ^(v)	15-Jun-18	2020	\$0.16	\$0.0268
Issued 5 th September 2019 ^(vi)	5-Sep-19	2020	\$0.16	\$0.0059

(i) Options issued in this series are executive options which vested on 14 March 2018 and expired on 14 March 2021.

(ii) Options issued in this series are executive options which vested on 08 August 2018. 1,575,000 options expired on 14 March 2021 and the remaining 3,650,000 options expire on 08 August 2021.

(iii) Options issued in this series are executive options which vested on 13 March 2019 and expire on 13 March 2022.

(iv) Options issued in this series are executive options which vested on 24 Nov 2019 and expire on 24 Nov 2022.

(v) Performance options issued are executive options which vest on the 'testing date', subject to achievement of certain performance conditions and satisfaction of the tenure conditions. The testing date is the earlier of 30 September 2020 or the date determined by the Board within 30 days following the occurrence of a change in control of the company or the sale of the substantial part of the business. These options expired on 30 September 2020 following their failure to vest under the terms and conditions.

(vi) Performance options issued are executive options which vest on the 'testing date', subject to achievement of certain performance conditions and satisfaction of the tenure conditions. The testing date is the earlier of 30 September 2020 or the date determined by the Board within 30 days following the occurrence of a change in control of the company or the sale of the substantial part of the business. These options expired on 30 September 2020 following their failure to vest under the terms and conditions.

DIRECTORS' REPORT

Share-based payments granted as compensation (continued)

There has been no alteration of the terms and conditions of the above share-based payment arrangements since the grant date. There have been variations to the expiry date following the resignation or termination of employment of some option holders, in accordance with the rules of the scheme.

Options issued to directors and key management personnel

Key management personnel receiving options are entitled to the beneficial interest under the option only if they continue to be employed with the Group at the time the option vests. Any exposure in relation to the risk associated with the movement in the underlying share price rests with the key management personnel.

A total of 16,000,000 performance options granted to key management personnel expired during the year (2019: nil). No options vested during the year (2019: 8,500,000).

	Balance at 1 January	Granted as compensation	Exercised/ Expired	Share Issues	Balance at 31 December	Balance vested at 31 December	Vested but not exercisable	Vested and exercisable at report date	Vested during the year
	No.	No.	No.	No.	No.	No.	No.	No.	No.
Year to 31 December 2020									
J Conoley	20,500,000	-	(12,000,000)	-	8,500,000	8,500,000	-	8,500,000	-
J Hume	8,150,000	-	(4,000,000)	-	4,150,000	4,150,000	-	4,150,000	-
Year to 31 December 2019									
J Conoley	20,500,000	-	-	-	20,500,000	8,500,000	-	8,500,000	3,500,000
A Hayward	5,500,000	-	-	-	5,500,000	2,500,000	-	2,500,000	2,500,000
J Hume	4,150,000	4,000,000	-	-	8,150,000	4,150,000	-	4,150,000	2,500,000

Each executive share plan option converts into one ordinary share of Wameja Limited when the option is exercised and the exercise price paid. When options are issued, no amounts are paid or payable by the recipient of the option (refer Note 4). Options may be exercised at any time from the date of vesting to the date of expiry.

Signed in accordance with a resolution of the directors made pursuant to s.298 (2) of the Corporations Act 2001.

On behalf of the Board



John Conoley

Chairman

31 March 2021

The Board of Directors
Wameja Limited
Level 2, Pier 8/9
23 Hickson Road,
Millers Point NSW 2000

31 March 2021

Dear Board Members,

Auditor's Independence Declaration to Wameja Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Wameja Limited.

As lead audit partner for the audit of the financial report of Wameja Limited for the year ended 31 December 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Rajnil Kumar
Partner
Chartered Accountants

Independent Auditor's Report to the Members of Wameja Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Wameja Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 31 December 2020 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p>Recoverability of the carrying value of equity accounted investment in HomeSend SCRL</p> <p>As at 31 December 2020, the carrying value of the Group's equity accounted investment HomeSend SCRL totaled \$23.6 million as disclosed in Note 7.</p> <p>For the year ended 31 December 2020, the Group has recognised an equity accounted share of the HomeSend SCRL loss of \$7.8 million.</p> <p>Significant judgment is required in determining whether the recoverable amount of the equity accounted investment is in accordance with the relevant accounting standards.</p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • assessing whether there were indicators of impairment; • enquiring of the directors as to the current performance of the associate and the budgeted revenue growth and profitability; • evaluating the actual performance of the associate compared to the budget; and • assessing the implied fair value of the equity accounted investment based on the Scheme Implementation Agreement entered into by the Company on 10 September 2020 and the latest capital raising by HomeSend SCRL. <p>We also assessed the appropriateness of disclosures made in Note 1(h), (i) and Note 7 to the financial statements.</p>

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2020 but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report 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.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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 has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 5 to 10 of the Directors' Report for the year ended 31 December 2020.

In our opinion, the Remuneration Report of Wameja Limited, for the year ended 31 December 2020, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU



Rajnil Kumar
Partner
Chartered Accountants
Parramatta, 31 March 2021

DIRECTORS' DECLARATION

The directors declare that:

1. in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable,
2. in the directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 1 to the financial statements, and
3. in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.

This declaration is made in accordance with a resolution of the Board of Directors pursuant to Section 295(5) of the *Corporations Act 2001*.

On behalf of the Directors



John Conoley
Executive Chairman
London, 31 March 2021

**Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2020**

		Year Ended 31 December 2020 \$'000	Year Ended 31 December 2019 \$'000
Continuing operations			
Interest income		60	70
Foreign exchange gain/ (loss)		(17)	157
Administration expenses		(1,423)	(2,789)
Restructure and transaction related costs		-	(1,412)
Share of profit/(loss) of associate		(7,779)	(6,596)
Loss before tax	2	(9,159)	(10,570)
Income tax expense	8	-	-
Loss for the period from continuing operations		(9,159)	(10,570)
Discontinued operations			
Loss for the year from discontinued operations	2	-	(2,620)
Loss for the year		(9,159)	(13,190)
Other comprehensive income, net of tax			
Items that may be reclassified subsequently to profit or loss			
Exchange differences arising on the translation of foreign operations (nil tax impact)		(542)	(135)
Items that have been reclassified to profit or loss:			
Transfer from foreign exchange reserve on disposal of subsidiary		-	(891)
Total comprehensive income/ (loss) for the period		(9,701)	(14,216)
Loss attributable to:			
Equity holders of the parent		(9,159)	(13,190)
Total comprehensive income attributable to:			
Equity holders of the parent		(9,701)	(14,216)
Earnings/(Loss) per share:			
From continuing and discontinued operations			
- Basic (cents per share)	12	(0.76)	(1.1)
- Diluted (cents per share)	12	(0.76)	(1.1)
From continuing operations			
- Basic (cents per share)		(0.76)	(0.9)
- Diluted (cents per share)		(0.76)	(0.9)

Notes to the Financial Statements are included on pages 27 to 49

Consolidated statement of financial position
as at 31 December 2020

		31 December 2020 \$'000	31 December 2019 \$'000
	Note		
Current Assets			
Cash and cash equivalents	15	8,014	11,636
Other financial assets	6	-	4,239
Total Current Assets		8,014	15,875
Non-Current Assets			
Investment in associates	7	23,585	25,463
Total Non-Current Assets		23,585	25,463
Total Assets		31,599	41,338
Current Liabilities			
Trade and other payables		100	271
Total Current Liabilities		100	271
Non-Current Liabilities			
Provisions		100	-
Total Liabilities		100	271
Net Assets		31,499	41,067
Equity			
Issued capital	9	212,326	212,326
Reserves	10	4,513	4,922
Accumulated losses	11	(185,340)	(176,181)
Equity attributable to owners of the parent		31,499	41,067
Total Equity		31,499	41,067

Notes to the Financial Statements are included on pages 27 to 49

**Consolidated statement of changes in equity
for the year ended 31 December 2020**

	Issued Capital \$'000	Foreign Currency Translation Reserve \$'000	Equity- settled benefits Reserve \$'000	Accumulated Losses \$'000	Attributable to owners of the parent \$'000	Non controlling Interest \$'000	Total \$'000
Balance at 1 January 2020	212,326	879	4,043	(176,181)	41,067	-	41,067
Loss for the year	-	-	-	(9,159)	(9,159)	-	(9,159)
Exchange differences arising on translation of foreign operations	-	(542)	-	-	(542)	-	(542)
Total comprehensive income/(loss) for the period	-	(542)	-	(9,159)	(9,701)	-	(9,701)
Equity settled payments	-	-	133	-	133	-	133
Balance at 31 December 2020	212,326	337	4,176	(185,340)	31,499	-	31,499
Balance at 1 January 2019	212,326	1,905	3,748	(162,991)	54,988	120	55,108
Loss for the year	-	-	-	(13,190)	(13,190)	-	(13,190)
Exchange differences arising on translation of foreign operations	-	(135)	-	-	(135)	-	(135)
Transfer from foreign exchange reserve on disposal of subsidiary	-	(891)	-	-	(891)	-	(891)
Total comprehensive income/(loss) for the year	-	(1,026)	-	(13,190)	(14,216)	-	(14,216)
Derecognition of Non-Controlling Interest on disposal	-	-	-	-	-	(120)	(120)
Equity settled payments	-	-	295	-	295	-	295
Balance at 31 December 2019	212,326	879	4,043	(176,181)	41,067	-	41,067

Notes to the Financial Statements are included on pages 27 to 49

**Consolidated statement of cash flows
for the year ended 31 December 2020**

		Consolidated	
		Year Ended 31 December 2020	Year Ended 31 December 2019
	Note	\$'000	\$'000
Continuing and Discontinued Operations			
Cash Flows from Operating Activities			
Receipts from customers		-	7,198
Payments to suppliers and employees		(1,400)	(10,705)
Tax (paid)/ refund		-	(1,316)
Net cash used in operating activities	15	(1,400)	(4,823)
Cash Flows from Investing Activities			
Investment in HomeSend joint venture Company		(6,090)	(6,480)
Payment for property, plant and equipment		-	(78)
Cash flow from disposal of subsidiaries, net of cash disposed		-	1,485
Repayments from/(advances to) HomeSend joint venture Company		4,124	(4,239)
Software development costs		-	(1,367)
Net cash used in investing activities		(1,966)	(10,679)
Cash Flows from Financing Activities			
Payment of dividends		-	-
Net cash used in financing activities		-	-
Net Decrease in Cash and Cash Equivalents		(3,366)	(15,502)
Cash at the beginning of the period		11,636	27,451
Effects of exchange rate changes on the balance of cash held in foreign currencies		(256)	(313)
Cash and Cash Equivalents at the end of the period		8,014	11,636

Notes to the Financial Statements are included on pages 27 to 49

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES

Statement of compliance

The financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements include the consolidated financial statements of the Group, comprising Wameja Limited (the Company/ Parent) and the entities it controlled at the end of, or during, the year. For the purposes of preparing the consolidated financial statements the Company is a for-profit entity. A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ("IASB"). The financial statements were authorised for issue by the directors on the date of the signing of the directors' declaration.

Basis of preparation

The financial statements have been prepared on the historical cost basis, unless otherwise stated below. Historical cost is based on the fair values of the consideration given in exchange for goods and services. All amounts are presented in Australian dollars, unless otherwise noted.

The Company is a Company of the kind referred to in ASIC Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191 dated 24 March 2016, and in accordance with this Corporations Instrument amounts in the directors' report and the financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

The following significant accounting policies have been adopted in the preparation and presentation of the financial statements:

(a) *Cash and cash equivalents*

Cash and cash equivalents include cash on hand and in banks, deposits held at call with banks and financial institutions and investments in money market instruments with original maturities of three months or less from the date of acquisition.

(b) *Financial assets*

All recognised financial assets that are within the scope of AASB 9 are required to be measured subsequently at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets classified as held-to-maturity and loans and receivables under AASB 9 that were measured at amortised cost continue to be measured at amortised cost under AASB 9 as they are held within a business model to collect contractual cash flows and these cash flows consist solely of payments of principal and interest on the principal amount outstanding.

(c) *Financial instruments issued by the Group*

Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Transaction costs on the issue of equity instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method, recognising interest expense on an effective yield basis.

Derecognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged, 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 the statement of profit or loss and other comprehensive income.

Trade payables

Trade payables are initially measured at fair value including transaction costs and are subsequently measured at amortised cost.

(d) Goods and services tax

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

- i. where the amount of GST incurred is not recoverable 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
- ii. for receivables and payables which are recognised inclusive of GST.

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

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(e) Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group entity are expressed in Australian dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income/(loss) and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Australian dollars using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income/(loss) and accumulated in equity (and attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income/(loss).

(f) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) (referred to as 'the Group' in these financial statements). Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights to variable returns from its involvement with the investee; and
- has the ability to use its power to affect the returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

The results of subsidiaries acquired or disposed of during the year are included in consolidated profit or loss from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interest in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interest's share of changes in equity since the date of the combination. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable AASB Standards).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(g) *Share-based payments*

Equity-settled share-based payments are measured at fair value at the date of grant. Fair value is measured by use of either a Black-Scholes or binomial model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

(h) *Investments in associates*

An associate is an entity over which the group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost and adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments.

Losses of an associate in excess of the group's interest in that associate (which includes any long-term interests that, in substance, form part of the group's net investment in the associate) are recognised only to the extent that the group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of AASB 9 Financial Instruments: Recognition and Measurement are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with AASB 136 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with AASB 136 to the extent that the recoverable amount of the investment subsequently increases.

(i) *Critical accounting judgments and key sources of estimation uncertainty*

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

The following is the key assumption concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Carrying value of equity accounted investment in HomeSend SCRL

The Group assesses impairment of investment in associate whenever the events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. Recoverable amount is measured at the higher of the fair value less cost of disposal or value in use.

Significant judgment is required in determining whether the recoverable amount of the equity accounted investment is in accordance with the relevant accounting standards.

In assessing the carrying value, the directors have considered the performance of HomeSend SCRL compared to the budget for the current financial year, the forecast future performance of the associate, and the indicative valuation based on the Scheme of Arrangement entered into by the Company on 10 September 2020.

Based on the directors' assessment there were no indication of impairment in the carrying value of the Group's investment in associate as at 31 December 2020.

(j) *Going Concern*

The consolidated statement of profit or loss and other comprehensive income for the financial year ended 31 December 2020 reflects a loss after tax of \$9.159 million (2019: \$13.19 million), and the consolidated statement of cash flows reflects net cash outflows from operations of \$1.400 million (2019: \$4.823 million). The cash and cash equivalents balance of \$8.014 million (2019: \$11.636 million).

The Directors have prepared the cash flow forecast for the period through to 31 March 2022. The cash flow forecast indicates that the Group will have sufficient funding to operate as a going concern during the forecast period, and on this basis the Directors have prepared the financial statements on the going concern basis.

(k) *Segment Information*

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Group operates in a single segment being the telecommunications software solutions business. Accordingly, all reported information in the financial report relates to this single segment.

(l) *Issuance, Repurchased and repayment of Securities*

During the year, the Company did not issue any shares (2019: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(m) *Income tax*

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the year. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Current tax for current and prior year is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are only recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised.

However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Current and deferred tax for the year

Current and deferred tax is recognised as an expense or income in profit or loss, except when it relates to items credited or debited to other comprehensive income (loss) or directly to equity, in which case the deferred tax is also recognised in other comprehensive income (loss) or directly in equity. Where it arises from the initial accounting for a business combination it is taken into account in the determination of goodwill.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(n) ***New, revised or amending Accounting Standards and Interpretations adopted:***

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period. The adoption of these new and revised Standards and Interpretations did not significantly affect the financial statements of the Group.

AASB 2018-7 Amendments to Australian Accounting Standards – Definition of Material

These amendments are intended to address concerns that the wording in the definition of 'material' was different in the Conceptual Framework for Financial Reporting, AASB 101 *Presentation of Financial Statements* and AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*.

The amendments address these concerns by:

- Replacing the term 'could influence' with 'could reasonably be expected to influence'.
- Including the concept of 'obscuring information' alongside the concepts of 'omitting' and 'misstating' information in the definition of material.
- Clarifying that the users to which the definition refers are the primary users of general purpose financial statements referred to in the Conceptual Framework.
- Aligning the definition of material across IFRS Standards and other publications.

AASB 2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework

Makes amendments to various Accounting Standards and other pronouncements to support the issue of the revised Conceptual Framework for Financial Reporting.

Some Accounting Standards and other pronouncements contain references to, or quotations from, the previous versions of the Conceptual Framework. This Standard updates some of these references and quotations so they refer to the Conceptual Framework issued by the AASB in June 2019, and also makes other amendments to clarify which version of the Conceptual Framework is referred to in particular documents.

AASB 2019-5 Amendments to Australian Accounting Standards – Disclosure of the Effect of New IFRS Standards Not Yet Issued in Australia

Amends AASB 1054 *Australian Additional Disclosures* to add a requirement for entities that intend to be compliant with IFRS standards to disclose the information required by AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors* (specifically paragraphs 30 and 31) for the potential effect of each IFRS pronouncement that has not yet been issued by the AASB.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(o) *Standards and Interpretations in issue not yet adopted*

At the date of authorisation of the financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective:

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 2020-1 Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-current and AASB 2020-6 Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-current - Deferral of Effective Date	1 January 2023	31 December 2023
AASB 2020-8 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform – Phase 2	1 January 2021	31 December 2021
AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments	1 January 2022	31 December 2022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 LOSS BEFORE TAX

	Consolidated	
	Year Ended 31 December 2020 \$'000	Year Ended 31 December 2019 \$'000
Loss before tax has been arrived at after charging the following:		
Restructure and transaction related costs (continuing operations)	-	1,412
Employee benefit expense (continuing operations)	-	2,398
Loss from discontinued operations	-	2,620

3. KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel compensation policy

The Remuneration and Nominations Committee reviews the remuneration packages of all key management on an annual basis and makes recommendations to the Board. The Board's approach on Remuneration Policies is set out in the Remuneration Report which forms part of the Directors' Report.

The aggregate compensation made to key management personnel of the Group is set out as follows:

	Consolidated	
	31 December 2020	31 December 2019
Short-term employee benefits	520,028	986,120
Post-employment benefits	2,014	20,478
Termination benefits	4,777	110,542
Share-based payments	133,651	293,128
	660,470	1,410,268

4. SHARE BASED PAYMENTS

Executive and Employee Equity-Settled Share Based Payments

The Group has an ownership-based remuneration scheme for executive directors, key management personnel and employees of the Group. In accordance with the provisions of the scheme, directors and employees may be granted options to acquire ordinary shares in the Company. The vesting of any share options is dependent on a period of service relative to the vesting dates, and in the case of performance options, it is also dependent on performance criteria.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. SHARE BASED PAYMENTS (CONTINUED)

Under the Wameja Limited Employee Share Option Plan which was established 4 August 2000 to assist in the attraction, retention and motivation of employees and Directors of the Company and its related corporate bodies, as at 31 December 2020, certain key management personnel and employees (past and present) are entitled to purchase an aggregate of 17,575,000 (2019: 37,575,000) ordinary shares of the entity at an average exercise price of \$0.21 (2019: \$0.19) per ordinary share. The holders of such options do not have the right, by virtue of the option to participate in any share issue or interest issue of any other corporate body or scheme, and do not participate in any dividends declared. During the current year, no options had vested.

The following executive and employee share-based payment arrangements were in existence during the year:

Option Series	Grant Date	Expiry Date	Exercise Price \$	Fair value at grant date	Number Vested at year end	Contractual life at year end (days)
Issued 07 Apr 2016 (i)	07-Apr-16	2021	\$0.21	\$0.0468	3,000,000	73
Issued 08 Aug 2016 (ii)	08-Aug-16	2021	\$0.21	\$0.0383	5,225,000	220
Issued 12th Apr 2017 (iii)	12-Apr-17	2022	\$0.21	\$0.0331	6,000,000	437
Issued 24th Nov 2017 (iv)	24-Nov-17	2022	\$0.21	\$0.0538	3,350,000	693
Issued 15th Jun 2018 (v)	15-Jun-18	2020	\$0.16	\$0.0268	15,000,000	-
Issued 5th Sep 2019 (vi)	05-Sep-19	2020	\$0.16	\$0.0059	5,000,000	-

In accordance with the terms of the Employee Share Option Plan:

- (i) Options issued in this series are executive options which vested on 14 March 2018 and expire on 14 March 2021.
- (ii) Options issued in this series are executive options which vested on 08 August 2018. 1,575,000 options expire on 14 March 2021 and the remaining 3,650,000 options expire on 08 August 2021.
- (iii) Options issued in this series are executive options which vested on 13 March 2019 and expire on 13 March 2022.
- (iv) Options issued in the series are executive options which vested on 24 November 2019 and expire on 24 November 2022.
- (v) and (vi) Performance options issued are executive options which vest on the 'testing date', subject to achievement of certain performance conditions and satisfaction of tenure conditions. The testing date is the earlier of 30 September 2020 or the date determined by the Board within 30 days following the occurrence of a change in control of the company or the sale of the substantial part of the business. These options expired on 30 September 2020 following their failure to vest under the terms and conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. SHARE BASED PAYMENTS (CONTINUED)

The following reconciles the outstanding share options granted under the executive share option plan at the beginning and the end of the financial year:

	31 December 2020		31 December 2019	
	Number of Options	Weighted average exercise price \$	Number of Options	Weighted average exercise price \$
Balance at the beginning of the financial year	37,575,000	0.19	32,575,000	0.219
Granted during the year	-	-	5,000,000	0.16
Expired/ lapsed during the year	(20,000,000)	0.16	-	-
Balance at the end of the financial year	17,575,000	0.21	37,575,000	0.19
Exercisable at the end of the financial year	17,575,000		17,575,000	

5. REMUNERATION OF AUDITORS

	Consolidated	
	31 December 2020	31 December 2019
Auditor of the Parent Entity		
Auditing or review of the financial report	112,500	162,500
	112,500	162,500
Other Auditors		
Auditing or review of the financial report	50,389	-
Other services	132,410	-
	182,799	-

The auditor of Wameja Limited is Deloitte Touche Tohmatsu in Australia. Other auditors are non-affiliated firms of Deloitte Touche Tohmatsu.

Fees paid to other auditors are charged in respective foreign currencies and are subject to exchange rate fluctuations

6. OTHER FINANCIAL ASSETS

	Consolidated	
	31 December 2020	31 December 2019
	\$'000	\$'000
Advances to HomeSend SCRL (i)	-	4,239

(i) During the 2019 financial year, the Company entered into a loan facility agreement with HomeSend SCRL for the sole permitted purpose of funding the pre- payment timing gaps in HomeSend's settlement model (the "Facility"). Mastercard had entered into a similar loan facility agreement with HomeSend SCRL. The Facility was for a total of \$31.16 million (€20 million) between the Company and Mastercard with the Company providing approximately \$11.57 million (€7.1 million) in proportion to its shareholding in HomeSend SCRL.

The Facility was a revolving credit line providing HomeSend the ability to draw and re-draw the funds as required, with an obligation to return amounts drawn if not required, based on HomeSend's forecasts. The Facility was unsecured and interest was payable quarterly at 1.916% per annum on the amount drawn. There was no establishment or commitment fee. The Facility was fully repaid on 12 August 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. INVESTMENT IN ASSOCIATES

Details of the material investment in associates at the end of the reporting period are as follows:

Name of associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Group	
			31 December 2020	31 December 2019
HomeSend SRCL (a)	Provision of international mobile money services	Brussels, Belgium	35.68%	35.68%

- (a) HomeSend SRCL was formed on 3 April 2014. The Directors have determined that the Group exercises significant influence over HomeSend SRCL by virtue of its 35.68% voting power in shareholders meetings and its contractual right to appoint two out of six directors to the board of Directors of that Company.

Reconciliation of the above summarised financial information to the carrying amount of the interest in HomeSend SCRL recognized in the consolidated financial statements:

	31 December 2020	31 December 2019
Net assets of the associate (\$'000)	66,103	71,364
Proportion of the Group's ownership interest in HomeSend SCRL (%)	35.68%	35.68%
Closing balance (\$'000)	23,585	25,463

The associate is accounted for using the equity method in these condensed consolidated financial statements.

- (b) Reconciliation of the carrying amount of the investment in associate:

	31 December 2020 \$000	31 December 2019 \$000
Opening balance	25,463	25,791
Investment in associate	6,090	6,480
Share of current period loss of the associate	(7,779)	(6,596)
Effects of foreign currency exchange movements	(189)	212
Closing balance	23,585	25,463

During the year, the Company contributed €3.57 million (A\$6.090 million) towards the total capital raise.

Summarised financial information in respect of HomeSend SCRL is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with Belgium GAAP, adjusted to align with the Australian Accounting Standards and to reflect other required notional equity accounting adjustments.

HomeSend SCRL	31 December 2020 \$000	31 December 2019 \$000
Current assets	73,683	44,067
Non-current assets (i)	63,998	63,463
Current liabilities	(71,578)	(36,166)
Net assets	66,103	71,364

- (i) Includes notional intangible assets arising on acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. INVESTMENT IN ASSOCIATES (CONTINUED)

HomeSend SCRL	31 December 2020 \$'000	31 December 2019 \$'000
Revenue	12,238	6,841
Loss from continuing operations	(21,803)	(18,486)
Loss for the year	(21,803)	(18,486)
Total comprehensive loss for the year	(21,803)	(18,486)

8. INCOME TAXES

Income tax recognized in profit/(loss)	31 December 2020 \$'000	31 December 2019 \$'000
The prima facie income tax expense on pre-tax accounting profit/(loss) from operations reconciles to the income tax (benefit)/expense in the financial statements as follows:		
Loss from operations	(9,159)	(13,190)
Income tax benefit calculated at 27.5% (2019: 27.5%)	(2,519)	(3,627)
Non-deductible expenses	-	863
Deferred tax assets not recognised	2,519	2,764
	-	-

The tax rate used in the above reconciliation is the corporate tax rate of 27.5% payable by Australian corporate entities on taxable profits under Australian tax law. No income tax was recognised directly in equity or in other comprehensive income (loss) during the financial year.

9. ISSUED CAPITAL

	31 December 2020 \$'000	31 December 2019 \$'000
1,210,850,662 fully paid ordinary shares (2019: 1,210,850,662)	212,326	212,326

	31 December 2020 No. '000	31 December 2020 \$'000	31 December 2019 No. '000	31 December 2019 \$'000
Fully Paid Ordinary Shares				
Balance at the beginning of the financial year	1,210,851	212,326	1,210,851	212,326
Balance at the end of the financial year	1,210,851	212,326	1,210,851	212,326

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

Share Options

All shares options have been cancelled. Details of the executive and employee share option plan are contained in Note 4 to the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. RESERVES

	Consolidated	
	31 December 2020	31 December 2019
	\$'000	\$'000
Employee equity-settled benefit (a)	4,176	4,043
Foreign currency translation (b)	337	879
	<u>4,513</u>	<u>4,922</u>
(a) Employee equity-settled benefit		
Balance at beginning of financial year	4,043	3,748
Employee equity-settled benefits (i)	133	295
Balance at the end of the financial year	<u>4,176</u>	<u>4,043</u>

(i) The employee equity-settled benefits reserve arises on the grant of share options to key management personnel and employees under the executive and employee share option plan. Further information about equity-settled benefits is contained in Note 4 to the financial statements.

(b) Foreign currency translation		
Balance at beginning of financial year	879	1,905
Translation of foreign operations	(542)	(135)
Transfer from foreign exchange reserve on disposal of subsidiary	-	(891)
Balance at the end of the financial year	<u>337</u>	<u>879</u>

11. ACCUMULATED LOSSES

	Consolidated	
	31 December 2020	31 December 2019
	\$'000	\$'000
Balance at beginning of the financial year	(176,181)	(162,991)
Loss for the year attributable to equity holders of the parent	(9,159)	(13,190)
Balance at end of financial year	<u>(185,340)</u>	<u>(176,181)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. EARNINGS PER SHARE

	Consolidated	
	31 December 2020	31 December 2019
Basic earnings per share (cents per share)	(0.76)	(1.1)
Diluted earnings per share (cents per share)	(0.76)	(1.1)

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	31 December 2020 \$'000	31 December 2019 \$'000
Earnings – being the (loss)/profit for the year attributable to equity holders of the parent	(9,159)	(13,190)
	31 December 2020 No'000	31 December 2019 No'000
Weighted average number of ordinary shares	1,210,851	1,210,851

Diluted earnings per share

The earnings and weighted average number of ordinary and potential ordinary shares used in the calculation of diluted earnings per share are as follows:

	31 December 2020 \$'000	31 December 2019 \$'000
Earnings – being the (loss)/profit for the year attributable to equity holders of the parent	(9,159)	(13,190)
	31 December 2020 No'000	31 December 2019 No'000
Weighted average number of ordinary shares and potential ordinary shares (a)	1,210,851	1,210,851

(a) Weighted average numbers of ordinary shares and potential ordinary shares used in the calculation of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

Weighted average number of ordinary shares and potential ordinary shares used in the calculation of basis and diluted (loss)/earnings per share	1,210,851	1,210,851
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There are no instruments in the current or prior year that are considered dilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. SUBSIDIARIES

Details of the Group's material subsidiaries at the end of the reporting period are as follows:

	COUNTRY OF INCORPORATION	Ownership Interest and voting power	
		31 December 2020	31 December 2019
		%	%
Parent Entity			
Wameja Limited	Australia		
Material Subsidiary			
Wameja Investments Pty Limited	Australia	100	100
Wameja UK Limited	United Kingdom	100	100
Wameja Singapore Ltd	Singapore	100	100
WamejaGlobal	Netherlands	100	100
Wameja Hongkong	Hong Kong	100	100

The Group's principal operating and administrative activities are carried out by Wameja Limited which is based in Australia. The Group's investment in its associate HomeSend SCRL is held by Wameja Limited (2019: Wameja Investments Pty Limited).

14. RELATED PARTY DISCLOSURES

a) Equity Interests in Related Parties

Equity Interests in Controlled Entities

Details of the percentage of ordinary shares held in material subsidiaries are disclosed in Note 13 to the financial statements.

b) Key management personnel compensation

Details of key management personnel compensation are disclosed in Note 3 to the financial statements.

c) Key management personnel equity and option holdings

Information on key management personnel interests in shares and options is detailed in the Directors' Report.

d) Other related party transactions

	Consolidated	
	Year Ended 31 December 2020	Year Ended 31 December 2019
	\$	\$
Mr Rowe's Director's Fees, as detailed in the Directors' Report, are paid to him as a sole legal practitioner	251,303	124,630
Mr Baldwin's Director's Fees, as detailed in the Directors' Report, are paid to his private company	43,875	62,791
Mr Brooke's Director's Fees, as detailed in the Directors' Report, are paid to his private company	35,097	44,095
Mr Conoley's Director's Fees, as detailed in the Directors' Report, are paid to him	233,556	399,776
Mr Hume's Director's Fees, as detailed in the Directors' Report, are paid to his company. (i)	96,639	511,480

(i) Prior year amount includes remuneration as an employee to Mr. Hume.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. RELATED PARTY DISCLOSURES (CONTINUED)

e) Parent Entities

The parent and ultimate parent entity in the Group is Wameja Limited.

15. NOTES TO THE STATEMENT OF CASH FLOWS

	Consolidated	
	Year Ended 31 December 2020	Year Ended 31 December 2019
	\$'000	\$'000
a) Reconciliation of cash		
For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments.		
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:		
Cash and cash equivalents	8,014	11,636
b) Reconciliation of loss for the year to net cash flows from operating activities		
Loss for the year	(9,159)	(13,190)
Amortisation of non-current assets	-	1,367
Foreign exchange (gain)/loss, including changes in foreign currency net assets and liabilities and other non-cash items	18	(1,043)
Equity settled share-based payments	133	295
Share of loss of associate	7,779	6,596
Impairment charge on re-measurement of disposal group to fair value less cost to sell	-	2,814
Movements		
Decrease in trade receivables and contract assets	-	382
Decrease in inventories	-	28
Decrease in current tax assets	-	37
Decrease in other current assets	-	322
Decrease in deferred tax assets	-	(276)
Decrease in trade and other payables, and provisions	(171)	(1,324)
(Decrease)/increase in current tax payables	-	(1,046)
Increase/(decrease) in contract liabilities	-	215
<i>Net cash used in operating activities</i>	(1,400)	(4,823)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. FINANCIAL INSTRUMENTS

a) Significant Accounting Policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1 to the financial statements.

b) Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group includes cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings. Operating cash flows is used to maintain and expand the Group's assets as well as to pay for operating expenses.

c) Financial Risk Management Objectives

The Group's activities expose it to a variety of financial risks: market risk (including currency and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial and exchange rate markets and seeks to minimise potential adverse effects on the Group's performance. A risk management framework, including the policy on use of financial derivatives is governed by the Board of Directors. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

d) Market Risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and changes in market interest rates. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risks from the previous period.

e) Foreign Currency Risk Management

The Group undertakes certain transactions denominated in foreign currencies that are different to the functional currency of the respective entities undertaking the transactions, hence exposures to exchange rate fluctuations arise which are recorded in profit or loss. The group may use foreign currency exchange contracts to hedge these risks. No such contracts were entered into during the current year (2019: nil).

The material carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date that are denominated in a currency that is different to the functional currency of the respective entities holding the monetary assets and liabilities are as follows:

	Assets		Liabilities	
	31 December 2020 \$'000	31 December 2019 \$'000	31 December 2020 \$'000	31 December 2019 \$'000
External Group Exposure				
US Dollars	-	-	-	-
Euro (Functional currency – Australian Dollars)	6,624	15,706	-	-
UK Pounds (Functional currency – Australian Dollars)	962	52	-	-

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

16. FINANCIAL INSTRUMENTS (CONTINUED)

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 10% increase and decrease in the functional currency against the relevant foreign currencies, which represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items (arising from monetary assets and liabilities held at balance date in a currency different to the functional currency of the respective entities holding the assets or liabilities) and adjusts their translation at year end for a 10% change in foreign currency rates.

Currency	Profit or loss	
	Consolidated	
	31 December 2020 \$'000	31 December 2019 \$'000
External Group Exposure		
US Dollars	-	-
Euro	662	1,571
UK Pounds	96	-

The sensitivity includes external receivables and payables as well as inter-company balances with foreign operations within the Group where the denomination of the receivable or payable is in a currency other than the functional currency of the respective entity and the balance is expected to be repaid in the foreseeable future.

For assets, a positive number indicates an increase in profit with the functional currency weakening against the respective currency. For a strengthening of the functional currency against the respective currency there would be an equal and opposite impact on the profit, and the amounts above would be negative. For liabilities, the opposite would apply.

In management's opinion, the above sensitivity analysis reflects the foreign currency risk changes as at reporting date.

In addition, the Group includes certain subsidiaries whose functional currencies are different to the Group's presentation currency. As stated in the Group's Accounting Policies Note 1(f), on consolidation the assets and liabilities of these entities are translated into Australian dollars at exchange rates prevailing on the balance date. The income and expenses of these entities are translated at the average exchange rates for the year. Exchange differences arising are classified as equity and are transferred to a foreign exchange translation reserve. The main operating entity outside of Australia is based in France. The Group's future reported profits could therefore be impacted by changes in rates of exchange between the Australian Dollar and the Euro.

f) Interest Rate Risk Management

The Group's exposure to interest rate risk at 31 December 2020 is in respect of interest generated on deposits balances invested during the course of the year. Cash deposits yielded a weighted average interest rate of 0.001% for the financial year (2019: 0.001%).

Interest rate sensitivity analysis

The Group's net sensitivity to interest rate movements is not considered to be material to the Group.

g) Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

16. FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both principal and interest cash flows.

	Less than 1 month \$'000	1-3 months \$'000	3 months – 1 year \$'000	1-5 years \$'000
Consolidated				
31 December 2020				
Other payables – Non-interest bearing	100	-	-	-
Total	100	-	-	-
31 December 2019				
Other payables – Non-interest bearing	271	-	-	-
Total	271	-	-	-

The following tables detail the Group's expected maturity for its non-derivative financial assets. The tables have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the Group anticipates that the cash flow will occur in a different period based on the earliest date on which the Group can expect to receive payment. The table includes both interest and principal cash flows.

	Weighted average effective interest rate %	Not Overdue	Less than 1 month \$'000	1-3 months \$'000	3 months – 1 year \$'000	1-5 years \$'000	5+ years \$'000
Consolidated							
31 December 2020							
Cash and cash equivalents	0.001%	-	8,014	-	-	-	-
Total		-	8,014	-	-	-	-
31 December 2019							
Cash and cash equivalents	0.001%	-	11,636	-	-	-	-
Other financial assets	1.916%	-	-	-	4,239	-	-
Total		-	11,636	-	4,239	-	-

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

16. FINANCIAL INSTRUMENTS (CONTINUED)

h) Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Group does not have any financial asset impaired by credit risk.

(i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

None of the Group's other financial assets and financial liabilities are measured at fair value as at 31 December 2020 (31 December 2019: nil).

(ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors consider that the carrying amounts of the financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

17. PARENT ENTITY INFORMATION

(a) Financial position

	31 December 2020 \$'000	31 December 2019 \$'000
Assets		
Current assets	8,014	120
Non-current assets	23,585	41,218
Total assets	31,599	41,338
Liabilities		
Current liabilities	(100)	(271)
Total liabilities	(100)	(271)
Net Assets	31,499	41,067
Equity		
Issued capital	212,326	212,326
Accumulated losses	(185,003)	(175,302)
Reserves		
Equity-settled benefits	4,176	4,043
Foreign currency translation	-	-
Total equity	31,499	41,067

(b) Financial performance

	31 December 2020 \$'000	31 December 2019 \$'000
Loss for the period	(10,038)	(14,422)
Total comprehensive loss	(10,038)	(14,422)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

17. PARENT ENTITY INFORMATION (CONTINUED)

(c) Guarantees entered into by the parent entity

Wameja Limited has not provided any guarantees in relation to any of its subsidiaries.

(d) Contingent liabilities of the parent entity

There are no contingent liabilities for the parent entity.

(e) Commitments for the acquisition of property, plant and equipment by the parent entity

There are no material commitments for the acquisition of property, plant and equipment by the parent entity.

18. CONTINGENT LIABILITIES

I. Notices of Potential Claim

In July 2019, Wameja Limited ("Wameja" or the "Company") sold all the issued capital of eServGlobal Holdings SAS and its subsidiaries ("eServGlobal") to Seamless Distribution Systems AB ("Seamless"). The sale comprised the effective sale of Wameja's operating business. The sale and purchase agreement ("SPA") included an indemnity under which Wameja agreed to indemnify and hold Seamless harmless against any direct loss, damage or liability related to the lack of renewed licences for eServGlobal's use of a specific third party's intellectual property ("the Indemnity"). The third party is the provider of software embedded in all deployments of eServGlobal's "Paymobile" platform, eServGlobal's primary product.

At the end of September 2020, Wameja received a notification of potential claim under the Indemnity from Seamless regarding an issue that had arisen between Botswana Telecommunications ("BTC") (an eServGlobal customer) and the third-party software supplier. Seamless subsequently issued another notice with their estimation of the exposure under the Indemnity across BTC and other eServGlobal clients.

An audit by the third-party software supplier of their intellectual property embedded in the Paymobile platform utilised by BTC commenced subsequent to year end. Based on the directors' assessment, the potential for a legitimate material claim under the indemnity in the SPA is unable to be determined at the date of this report.

At the date of this financial report, the directors consider there to be no present obligation or material exposure under the Indemnity on the basis that:

- there has been no claim by the third-party software supplier against eServGlobal or Seamless arising from the non - renewal of licences, or any other matter, and
- Seamless has not particularised the basis under the SPA upon which it believes that there is a potential claim under the Indemnity.

No provision has been recognised in the financial statements as at 31 December 2020.

II. Warranty claim

On 3 July 2020, the company received notification of a purported warranty claim from Seamless in relation to a French employee of eServGlobal SAS whose employment was terminated subsequent to completion of the sale of eServGlobal Holdings SAS to Seamless. The notification sought to claim €519,967 (\$843,007) under the warranties contained within the SPA, being the amount including taxes, that the employee was seeking from eServGlobal SAS for compensation for loss of employment.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

18. CONTINGENT LIABILITIES (CONTINUED)

The directors have assessed and considered the purported warranty claim to be without merit and have advised Seamless as such, and rejected the suggestion that the liability to the employee is subject to the warranties in the SPA.

At the date of this financial report, there has been no further correspondence from Seamless on this matter and the directors maintain their position that the purported warranty claim is without merit.

19. SUBSEQUENT EVENTS

The impact of the Coronavirus (COVID 19) pandemic is ongoing and while COVID-19 has been financially neutral for the Group up to 31 December 2020, it is not practicable to estimate the extent of the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the governments and authorities around the world, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

Based on the information available to the directors as at the date of the financial statements, there are no significant factors identified which would impact on the carrying value of the Group's investment in associate due to COVID-19. However, the directors consider that prolonged general economic impacts arising from COVID-19 may have a negative impact on the operations of the Group's associate. This in turn may impact the recoverability of the Group's carrying value of the investment in associate going forward.

On 18 March 2021, Wameja Limited subscribed for a further €1,784,118 of shares in HomeSend SCRL. The equity contribution is part of a €6,000,000 capital raise with Mastercard agreeing to contribute an additional €1,000,000 over and above its proportionate interest in HomeSend SCRL. The funds from the capital raise are to be used to support the operational expenses of the HomeSend 2021 business plan and its minimum equity requirements into H2 2021.

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the entity in subsequent financial years.

20. ADDITIONAL COMPANY INFORMATION

Wameja Limited is a listed public company, incorporated in Australia and operating in Australia and Europe.

Registered Office

c/o Simpsons Solicitors

Level 2, Pier 8/9

23 Hickson Road

Millers Point Sydney NSW 2000

Australia

Additional Securities Exchange Information as at 20 April 2020

Corporate Governance

The Corporate Governance Statement of the Company may be found at

<https://www.wameja.com/investors/corporate-governance/>

Ordinary share capital

1,210,850,662 fully paid ordinary shares are held by 780 individual shareholders on the Australian Securities Exchange (including the depository interest holder nominee) and 130 individual depository interest holders on the London Stock Exchange (AIM).

All issued ordinary shares carry one vote per share.

Options

5 individual option holders hold a total of 5,000,000 employee options at an exercise price of \$0.21 per option.

2 individual option holders hold a total of 8,000,000 executive options at an exercise price of \$0.21 per option.

Options do not carry a right to vote.

Distribution of Holders of Equity Securities

	Fully Paid Ordinary Shares listed on ASX	Depository Interests Listed on LSE (AIM)	\$0.21 Employee Options	\$0.21 Executive Options
1-1,000	148	4	-	-
1,001-5,000	266	4	-	-
5,001-10,000	121	5	-	-
10,001-100,000	175	26	-	-
100,001 and over	70	91	5	2
Total	780	130	5	2

Holding less than a marketable parcel- 357

Substantial Shareholders	Number
Killick & Co LLP	62,020,510
M&G Plc	120,629,158
Mitsubishi UFJ Financial Group/Carol Australia Holdings Pty Limited	61,314,453
Lombard Odier Asset Management (Europe) Limited	188,658,776
Canaccord Genuity Group Inc / Hargreave Hale Limited	130,193,152

Australian Securities Exchange

Computershare Clearing Pty Ltd holds 1,048,377,884 ordinary fully paid shares on behalf of the Depositary Interest Holders comprising 86.58% of issued capital.

Ordinary Shareholders	Number	% of capital	Depository Interest (DI) Holders	Number	% of DI
CITICORP NOMINEES PTY LIMITED	61,848,223	5.11	AURORA NOMINEES LIMITED <2234100>	240,789,790	22.97
UBS NOMINEES PTY LTD	30,000,000	2.48	HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED <944287>	138,775,000	13.24
MR DANIEL BARON DROGA + MRS LYNDELL DROGA <DROGA FAMILY SUPER FUND A/C>	10,000,000	0.83	STATE STREET NOMINEES LIMITED <OM04>	120,629,158	11.51
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	7,120,303	0.59	SOCIETE GENERALE S.A. <PRNCIPAL>	62,950,376	6.00
BOND STREET CUSTODIANS LIMITED <GMARS1 - D80248 A/C>	6,256,984	0.52	PLATFORM SECURITIES NOMINEES LIMITED <KKCLT>	61,868,381	5.90
PAUA PTY LTD <THE PAUA A/C>	4,355,812	0.36	FOREST NOMINEES LIMITED <GC1>	45,866,934	4.38
MR BRENDAN THOMAS BIRTHISTLE	3,010,181	0.25	NORTRUST NOMINEES LIMITED <SLEND>	32,505,400	3.10
MR JOHN JOSEPH RYAN	2,593,059	0.21	BNY (OCS) NOMINEES LIMITED <HIT>	25,314,908	2.41
VASPIP 2 PTY LTD	2,432,910	0.20	ISI NOMINEES LIMITED <ADMAGT>	21,454,616	2.05
CONNAUGHT CONSULTANTS (FINANCE) PTY LTD <SUPER FUND A/C>	2,145,333	0.18	GOLDMAN SACHS SECURITIES (NOMINEES) LIMITED <ILSEG>	19,372,361	1.85
MANTOU REPUBLIC PTY LTD	2,000,000	0.17	HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED <941346>	19,035,838	1.82
PATRICK MCGRORY	1,730,426	0.14	W B NOMINEES LIMITED	19,010,924	1.81
MR STEPHEN JOHN BALDWIN + MRS ANDREA MAREE BALDWIN <THE STEVE BALDWIN SF A/C>	1,545,453	0.13	VIDACOS NOMINEES LIMITED <IGUKCLT>	17,707,792	1.69
RYAN CONSTRUCTIONS PTY LIMITED <JOHN RYAN SUPERFUND A/C>	1,414,333	0.12	HARGREAVES LANSDOWN (NOMINEES) LIMITED <HLNOM>	16,226,726	1.55
EST MR ALAN FRANCIS WYLDE	1,065,927	0.09	HANOVER NOMINEES LIMITED <UBS03>	15,758,522	1.50
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,042,001	0.09	MERRILL LYNCH INTERNATIONAL <LOANS>	14,574,000	1.39
DR ANTHONY FRANCIS CHAN	950,990	0.08	BNY (OCS) NOMINEES LIMITED <338779>	11,702,600	1.12
MR ROSS DONALD WHITEMAN	800,000	0.07	HARGREAVES LANSDOWN (NOMINEES) LIMITED <15942>	10,086,708	0.96
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	723,991	0.06	CGWL NOMINEES LIMITED <GC1>	9,809,090	0.94
NEDROW HOLDINGS PTY LTD <RICHARD NG P/L STAFF S/F A/C>	700,000	0.06	HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED <800757>	8,400,000	0.80

Company Secretary

Tom Rowe

Registered Office & Principal Administration Office

C/o Simpsons Solicitors

Level 2, Pier 8/9

23 Hickson Road

Millers Point Sydney NSW 2000

Australia

Share Registry

Computershare Registry Services Pty Ltd

Level 3, 60 Carrington Street

Sydney NSW 2000

Australia

Stock Exchange listings

Wameja Limited's ordinary shares are quoted on the Australian Securities Exchange Limited and on the London Stock Exchange (AIM) as Depository Interests under the ticker "WJA".

Date of Annual General Meeting

28 May 2021



wameja