

31 August 2022

Appendix 4E Preliminary Final Report

Rule 4.3A

Emerge Gaming Limited (ASX: EM1) (“Emerge” or the “Company”), is pleased to report its unaudited preliminary report for the Company and its Controlled Entity for the financial year ended 30 June 2022.

Name of entity:	EMERGE GAMING LIMITED
ABN or equivalent company reference:	31 004 766 376

1. Reporting period

Preliminary report for the financial year ended	30 June 2022
Previous corresponding period is the financial year ended	30 June 2021

2. Results for announcement to the market

				\$'000
Revenues from ordinary activities (<i>item 2.1</i>)	Up	167%	to	671
Profit from ordinary activities after tax attributable to members (<i>item 2.2</i>)	Up	1,213%	to	6,780

Net profit for the period attributable to members (<i>item 2.3</i>)	Up	1,213%	to	6,780
---	----	--------	----	-------

Dividends (<i>item 2.4</i>)	Amount per security	Franked amount per security
Interim dividend	Nil	Nil
Final dividend	Nil	Nil
Record date for determining entitlements to the dividend (<i>item 2.5</i>)	Not Applicable	

Brief explanation of any of the figures reported above necessary to enable the figures to be understood (*item 2.6*): Refer to item 12.

3. Statement of profit or loss and other comprehensive income

Refer to attached Financial Report for the year ended 30 June 2022.

4. Statement of financial position

Refer to attached Financial Report for the year ended 30 June 2022.

5. Statement of Cash flows

Refer to attached Financial Report for the year ended 30 June 2022.



6. Statement of changes in equity

Refer to attached Financial Report for the year ended 30 June 2022.

7. Dividends

	Date of payment	Total amount of dividend
Interim dividend – year ended 30 June 2022	N/A	N/A
Final dividend – year ended 30 June 2021	N/A	N/A

Amount per security

	Amount per security	Franked amount per security at % tax	Amount per security of foreign sourced dividend
Total dividend: Current year	N/A	N/A	N/A
Previous year	N/A	N/A	N/A

Total dividend on all securities

	Current period \$A'000	Previous corresponding Period - \$A'000
Ordinary securities <i>(each class separately)</i>	N/A	N/A
Preference securities <i>(each class separately)</i>	N/A	N/A
Other equity instruments <i>(each class separately)</i>	N/A	N/A
Total	N/A	N/A

8. Details of dividend or distribution reinvestment plans in operation are described below:

N/A	
The last date(s) for receipt of election notices for participation in the dividend or distribution reinvestment plan	N/A

9. Net tangible assets per security

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	\$0.017	\$0.011

10. Details of entities over which control has been gained or lost during the period:

Control gained over entities

Name of entities (<i>item 10.1</i>)	N/A
Date(s) of gain of control (<i>item 10.2</i>)	N/A
Profit (loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period (<i>item 10.3</i>)	N/A

Loss of control of entities

Name of entities (<i>item 10.4</i>)	N/A
Date(s) of loss of control (<i>item 10.5</i>)	N/A
Contribution to consolidated profit (loss) from ordinary activities after tax by the controlled entities to the date(s) in the current period when control was lost (<i>item 10.6</i>).	N/A
Profit (loss) from ordinary activities after tax of the controlled entities for the whole of the previous corresponding period (<i>item 10.7</i>)	N/A

11. Details of associates and joint venture entities

Name of associate or joint venture entity (<i>item 11.1</i>)	% Securities held (<i>item 11.2</i>)
N/A	N/A

Aggregate share of profits (losses) of associates and joint venture entities (*item 11.3*)

	2022	2021
Group's share of associates' and joint venture entities':	\$	\$
Profit (loss) from ordinary activities before tax	N/A	N/A
Income tax on ordinary activities		
Net profit (loss) from ordinary activities after tax	N/A	N/A
Adjustments		
Share of net profit (loss) of associates and JV entities	N/A	N/A

12. Significant information relating to the entity's financial performance and financial position.

Overview

Emerge Gaming Limited (ASX: EM1) ("**Emerge**" or the "**Company**"), is a leading provider of competitive casual gaming and eSports technology and products

Emerge owns and operates online "Competitive Social Gaming Platform" technology and lifestyle hubs. This technology enables cutting-edge online casual gaming tournament and competition facilitation platforms where subscribers enter tournaments, play their favourite social games, and earn rewards and prizes, while engaging socially.

During the year, EmERGE operated the platforms through a B2C business model under the MIGGSTER brand and through a B2B2C business model partnering with multinational mobile network operators ("MNOs"), the first instance of which is operated as MTN Arena.

In the current year, EmERGE has:

- Divested the MIGGSTER platform for A\$5M and banked an initial receipt of A\$1.75m from the divestment, with the balance of A\$3.25M deferred consideration to be collected in due course. As at date of this report a further A\$800K was banked;
- Shifted the operational focus to its MTN Arena platform. This platform attracted more than 1,000,000 subscribers since launch representing, 3% of South Africa's 33 million mobile subscribers;
- Expanded the MTN Arena agreement to launch Game Streaming Platform under the brand MTN Arena 5G – with this launch expected before the end of the calendar year 2022;
- Finished the year with \$17.9M in the bank;
- Engaged in R&D activities developing game streaming technology, head-to-head competition, extended brand engagement features and new social engagement features.

Revenue

In the 2022 financial year, the Company generated revenue from its platforms of \$12.8M. Of this total, \$12.1M relates to the MIGGSTER platform which was sold during the year and is reflected as discontinued operations. Revenue from continuing operations was \$671,219 (2021: \$251,833), materially generated by the MTN Arena platform. After increasing more than 167% during the current year, the Company expects MTN Arena to continue to grow as new products are released and new jurisdictions are entered.

Explanation of Result

The consolidated operating profit of the Group after income tax amounted to \$6,780,494 (2021: \$516,416). This figure reflects two significant one-off 'Other income' items, specifically the sale of the MIGGSTER platform (\$4.92M) and receipt of the Company's share of a legal settlement from the TIPL spinout (\$2.81M).

In terms of Operating expenses, the Company posted total expenses of \$1.64M (2021: \$1.67M) consisting of consulting fees (\$630k), vesting of share-based payments (\$385k), marketing (\$136k) with the balance to admin and other costs (\$489k).

Cash Position

Cash at the end of the year was \$17,867,555 (2021: \$15,876,873). Subsequent to year end, this balance was further bolstered by \$800k received as part of the deferred consideration of the MIGGSTER platform divestment.

Outlook

The Company remains in a very strong financial position and looks forward to the launch of its MTN Arena 5G cloud game streaming product late in the calendar year. With this launch, the Company will look to expand on the agreements with MTN Group to release the product into further jurisdictions with the MTN Group currently servicing ~270 million mobile subscribers.

The Company will look to broaden its revenue sources with further MNOs targeted as partners to launch gaming platforms as well as large corporates looking to gain marketing exposure to the online gaming industry as well as considering complementary acquisitions.

13. The financial information provided in the Appendix 4E is based on the preliminary financial report (attached), which has been prepared in accordance with Australian accounting standards.

14. Commentary on the results for the period.

Refer to explanation item 12.

15. Information on Audit.

This report is based on accounts that are in the process of being audited, and are unlikely to be subject to dispute or qualification.

16. Approval.

This Appendix 4E Preliminary Final Report announcement is approved by the Board of Emerge Gaming Limited.

EMERGE GAMING LIMITED
and its Controlled Entity

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	2022 \$	2021 \$
Continuing Operations			
Revenue from operating activities	2	671,219	251,833
Cost of Goods sold		(595,251)	(171,536)
Gross profit		75,968	80,297
Other income	3	7,819,257	297,333
Operating expenses		(110,382)	(12,372)
Foreign exchange gains		(20,222)	7,672
Administration expenses		(245,300)	(185,738)
Consulting expenses		(630,309)	(454,797)
Depreciation and amortisation		(21,433)	(339)
Finance costs		(1,713)	(1,136)
Marketing expenses		(136,164)	(13,007)
Professional expenses		(78,080)	(41,682)
Public Relations		(15,450)	(9,017)
Share based payment expenses		(385,250)	(964,199)
Total Operating Expenses		1,644,303	1,674,615
Profit/(Loss) before income tax from continuing operations		6,250,922	(1,296,985)
Income tax benefit/ (expenses)		(1,026,157)	43,773
Profit/(Loss) after income tax from continuing operations		5,224,765	(1,253,212)
Profit/(Loss) after income tax from discontinued operations		1,555,729	1,769,628
Profit/(Loss) after income tax for the year		6,780,494	516,416
Items that may be reclassified subsequently to Profit or loss			
Other comprehensive income/(loss), net of income tax		14,937	(22,840)
Total comprehensive profit/(loss) for the year		6,795,431	493,576
Profit/ (Loss) attributable to:			
Members of the parent		6,780,494	516,416
		6,780,494	516,416
Total comprehensive profit/(loss) attributable to:			
Members of the parent		6,795,431	493,576
		6,795,431	493,576
Earnings/(Loss) per share			
From continuing operations			
Basic and diluted earnings/ (loss) per share (cents per share)		0.47	(0.15)
From discontinued operations			
Basic and diluted earnings/ (loss) per share (cents per share)		0.14	0.21
Overall Basic and diluted earnings/ (loss) per share (cents per share)		0.61	0.06

The accompanying notes form part of this Consolidated Statement of Profit or Loss and Other Comprehensive Income.

EMERGE GAMING LIMITED
and its Controlled Entity

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022

	Notes	2022 \$	2021 \$
Current Assets			
Cash and cash equivalents		17,867,555	15,876,873
Trade and other receivables		3,831,869	2,198,611
Contract asset		-	5,089,685
Total Current Assets		21,699,424	23,165,169
Non-current Assets			
Property, plant and equipment		10,342	44,805
Intangible assets		3,905	4,882
Deferred tax assets		730,032	1,738,368
Total Non-current Assets		744,279	1,788,055
Total Assets		22,443,703	24,953,224
Current Liabilities			
Trade and other payables		692,733	1,226,021
Contract liability		-	10,781,774
Provision of tax payable		2,493,360	896,403
Deferred tax liability		5,063	-
Total Current Liabilities		3,191,156	12,904,198
Total Liabilities		3,191,156	12,904,198
Net Assets		19,252,547	12,049,026
Equity			
Issued capital	4	72,209,737	72,209,737
Reserves	5	864,386	441,359
Accumulated losses		(53,821,576)	(60,602,070)
Total equity		19,252,547	12,049,026

The accompanying notes form part of this Consolidated Statement of Financial Position.

EMERGE GAMING LIMITED
and its Controlled Entity

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	2022 \$	2021 \$
Cash flows from operating activities			
Receipts from customers		3,140,770	18,895,538
Payments to suppliers and employees		(5,770,891)	(14,212,676)
Interest received / (paid)		70,714	9,428
Proceeds on sale		-	88,177
Other receipts		2,865,647	198,592
Net cash used in operating activities		306,240	4,979,059
Cash flows from investing activities			
Purchase of plant and equipment		(16,575)	(48,384)
Disposal of business		1,750,000	-
Net cash (used in) / provided by investing activities		1,733,425	(48,384)
Cash flows from financing activities			
Proceeds from exercise of options		-	8,901,787
Payment of transaction costs		-	(94,836)
Net cash provided by financing activities		-	8,806,951
Net increase/(decrease) in cash and cash equivalents			
Cash and cash equivalents at the beginning of the year		2,039,665	13,737,626
Effects of exchange rate changes		15,876,873	1,991,671
Cash and cash equivalents at the end of the year		(48,982)	147,576
		17,867,556	15,876,873

The accompanying notes form part of this Consolidated Statement of Cash Flows.

EMERGE GAMING LIMITED
and its Controlled Entity

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022

	Issued Capital \$	Accumulated Losses \$	Option Reserve \$	Revaluation Reserve \$	Total Equity \$
Balance at 1 July 2020	60,695,153	(61,118,486)	2,207,634		1,784,301
Profit for the year	-	516,416	-	-	516,416
Other comprehensive income/(loss)	-	-	-	(22,840)	(22,840)
Total comprehensive loss for the year	-	516,416	-	(22,840)	493,576
Transactions with owners in their capacity as owners					
Exercise of options	11,514,584	-	(2,327,634)	-	9,186,950
Issued option	-	-	384,713	-	384,713
Recognition of share-based payments	-	-	199,486	-	199,486
Balance at 30 June 2021	72,209,737	(60,602,070)	464,199	(22,840)	12,049,026
Balance at 1 July 2021	72,209,737	(60,602,070)	464,199	(22,840)	12,049,026
Profit for the year	-	6,780,494	-	-	6,780,494
Other comprehensive income/(loss)	-	-	-	37,777	37,777
Total comprehensive loss for the year	-	6,780,494	-	37,777	6,818,271
Transactions with owners in their capacity as owners					
Exercise of options	-	-	-	-	-
Issued option	-	-	-	-	-
Recognition of share-based payments	-	-	385,250	-	385,250
Balance at 30 June 2022	72,209,737	(53,821,576)	849,449	14,937	19,252,547

The accompanying notes form part of this Consolidated Statement of Changes in Equity.

EMERGE GAMING LIMITED
and its Controlled Entity

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

1. BASIS OF PREPARATION

This preliminary final report for the year ended 30 June 2022 relates to the consolidated entity consisting of Emerge Gaming Limited (“Emerge” or “the Group”) and its controlled entity.

The preliminary final report has been prepared on an accruals basis and a historical cost basis except for certain current and non-current assets and financial instruments which are measured at fair value or where otherwise stated. Cost is based on the fair value of consideration given in exchange for assets.

This preliminary final report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the annual financial report of the year ended 30 June 2021 and any public announcements made by Emerge during the year in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The amounts contained in this preliminary final report are presented in Australian dollars, the functional currency of the consolidated entity.

STATEMENT OF COMPLIANCE

The preliminary final report is a general-purpose financial report and has been prepared in accordance with applicable Australian Accounting Standards, other pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the Corporations Act 2001. The preliminary final report is also in compliance with ASX listing Rule 4.3A and the disclosure requirements of ASX Appendix 4E. Australian Accounting Standards include Australian equivalents of International Reporting Standards (“AIFRS”).

2. REVENUES

	30 Jun 22	30 Jun 21
	\$	\$
Revenue		
Sales – MTN	416,036	251,833
Campaign revenue	255,183	-
Total Revenue	671,219	251,833

3. OTHER INCOME

	30 Jun 22	30 Jun 21
	\$	\$
Other Income		
Gain on sale of MIGGSTER	4,918,255	-
Interest received	70,713	10,564
TIL settlement	2,808,732	-
Other income	21,557	-
Research and development tax credit	-	198,592
Gain on sale of digital currency	-	88,177
Total other income	7,819,257	297,333

EMERGE GAMING LIMITED
and its Controlled Entity

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

4. ISSUED CAPITAL

a) Issued and paid up capital	30 Jun 22	30 Jun 21
	\$	\$
Ordinary shares fully paid	72,209,737	72,209,737

b) Movements in shares on issue	30 Jun 22		30 Jun 21	
	No.	\$	No.	\$
<i>Movements in ordinary shares on issue</i>				
Opening balance	1,121,184,780	72,209,737	657,095,552	60,695,153
Issue of shares in return on exercise of options	-	-	464,089,228	11,514,584
Closing Balance	1,121,184,780	72,209,737	1,121,184,780	72,209,737

5. RESERVES

a) Reserves	30 Jun 22	30 Jun 21
	\$	\$
Options & Share based payments reserves	849,449	464,199
Foreign currency translation reserve	14,937	(22,840)
Total Reserves	864,386	441,359

b) Movements	30 Jun 22	30 Jun 21
	\$	\$
Opening balance	441,359	2,207,634
Issue of options in return for service – corporate advisors	-	120,000
Issue of options in return for service – corporate advisors	-	264,713
Recognition of performance rights	385,250	199,486
Exercise of options	-	(2,327,634)
Revaluation Reserve	37,777	(22,840)
Total Reserves	864,386	441,359

6. COMMITMENTS AND CONTINGENCIES

Lease expenditure commitments

The Company's office lease is contracted on a one-year fixed term with option to renew. No significant make-good or other obligations.

Bank guarantee

There are no bank guarantees of the Group as at Balance Date.

Capital Commitments

The Group did not have any capital commitments as at Balance Date.

EMERGE GAMING LIMITED
and its Controlled Entity

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

Contingent Liability

There were no contingencies as at 30 June 2022.

7. FINANCIAL INSTRUMENTS

At 30 June 2022, the carry value of all financial assets and liabilities is considered to approximate their fair values. The held for trading assets are recognised at fair value and have been classified as level 1 financial assets based on quoted prices in active markets.

8. SEGMENT INFORMATION

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors. During the year the Company only operated in one segment and that was the development and commercialisation of online gaming platforms.

9. SUBSEQUENT EVENTS

There were no matters or circumstances arising since the end of the reporting period that have significantly affected, or may significantly affect the operations of the Company and the results of those operations or the state of the affairs of the Company in the financial period subsequent to 30 June 2022.