



Appendix 4E

For the year ended 30 June 2022

1. Company details

Name of entity:	PlaySide Studios Limited
ABN:	73 154 789 554
Reporting period:	For the year ended 30 June 2022
Previous period:	For the year ended 30 June 2021

2. Results for announcement to the market

				\$'000
Revenues from ordinary activities	up	169%	to	29,242
Profit from ordinary activities after tax attributable to the owners of PlaySide Studios Limited	up	182%	to	4,850
Profit for the year attributable to the owners of PlaySide Studios Limited	up	182%	to	4,850

3. Dividend Information

PlaySide Studios Limited has not paid, and does not propose to pay dividends, for the year ended 30 June 2022 (2021: \$nil).

4. Net tangible assets

	Reporting period \$	Previous period \$
Net tangible assets per ordinary security (i)	0.094	0.029
(i) Net tangible asset backing per ordinary share includes right-of-use assets. Note: The prior period issued capital was adjusted from 180,000 shares to 260 million shares which reflects the Subdivision of Capital (1,444.44 securities per every 1 security held) prior to listing on the Australian Securities Exchange.		

The commentary on the results for the period is contained in the PlaySide Studios review of operations and financial results in the Directors' Report contained within the attached PlaySide Studios 30 June 2022 Audited Accounts.

5. Details of associates and joint venture entities

Name of associate / joint venture	Reporting entity's percentage holding		Contribution to profit/(loss)	
	Reporting period %	Previous period %	Reporting period \$'000	Previous period \$'000
Digital Business Holdings Pty Ltd	26.66%	26.66%	76	17
Profit/(loss) from ordinary activities after income tax			76	17

PlaySide Studios acquired a 26.66% share in Digital Business Holdings Pty Ltd on 30 June 2020.

6. Control gained or lost over businesses during the period

Name of business	Reporting entity's percentage holding		Contribution to profit/(loss)	
	Reporting period %	Previous period %	Reporting period \$'000	Previous period \$'000
Control gained				
PlaySide Studios NZ Limited	100.00%	0.00%	9	-

7. Audit qualification or review

The financial statements have been audited and an unmodified opinion has been issued.

8. Attachments

The Annual Report of PlaySide Studios Limited for the year ended 30 June 2022 is attached.

9. Signed

Signed 

Date: 31 August 2022

Cristiano Nicolli
Director
Melbourne, Australia

PlaySide Studios Limited

ABN 73 154 789 554

**Financial Report for the Year ended
30 June 2022**

PlaySide Studios Limited
Corporate directory
30 June 2022

Directors

Cristiano Nicolli
Gerry Sakkas
Mark Goulopoulos
Aaron Pasias
Hans ten Cate

Company secretary

Darren Briggs

Notice of annual general meeting

The details of the annual general meeting of PlaySide Studios Limited are as follows:
BDO
Collins Square I Tower Four,
Level 18, 727 Collins Street,
Melbourne VIC, 3008
Wednesday 26th October 2022 at 2.30pm

Registered office

Level 1
75 Crockford Street,
Port Melbourne VIC 3207

Principal place of business

Level 1
75 Crockford Street,
Port Melbourne VIC 3207

Share register

Link Market Services
Collins Square I Tower Four,
727 Collins Street,
Melbourne VIC 3008
Phone: 1300 554 474

Auditor

BDO Audit Pty Ltd
Collins Square I Tower Four,
Level 18, 727 Collins Street,
Melbourne VIC, 3008

Solicitors

Harris Carlson Lawyers
Level 14, 350 Queen Street
Melbourne VIC 3000

Bankers

National Australia Bank Limited
330 Collins Street
Melbourne VIC 3000

Stock exchange listing

PlaySide Studios Limited shares are listed on the Australian Securities Exchange (ASX code: PLY)

Website

www.playsidestudios.com

Corporate Governance Statement

<https://investor.playsidestudios.com>

PlaySide Studios Limited

Contents

30 June 2022

Directors' report	7
Auditor's independence declaration	26
Consolidated statement of profit or loss and other comprehensive income	27
Consolidated statement of financial position	28
Consolidated statement of changes in equity	29
Consolidated statement of cash flows	30
Notes to the consolidated financial statements	31
Directors' declaration	66
Independent auditor's report to the members of PlaySide Studios Limited	67

General information

The financial statements cover PlaySide Studios Limited as a consolidated entity consisting of PlaySide Studios Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is PlaySide Studios Limited's functional and presentation currency.

PlaySide Studios Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 1
75 Crockford Street
Port Melbourne VIC 3207

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 31 August 2022.

PlaySide Studios Limited
Directors' report
30 June 2022

The directors present their report, together with the financial statements, on the Consolidated entity (referred to hereafter as the 'Consolidated entity' or the 'Group') consisting of PlaySide Studios Limited (referred to hereafter as "PlaySide", the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

Director Details

The following persons were directors of PlaySide Studios Limited during the whole of the year and up to the date of this report, unless otherwise stated:

Cristiano Nicolli – Independent Non-Executive Chairman
Hans ten Cate – Independent Non-Executive Director
Gerry Sakkas – Managing Director & Chief Executive Officer
Aaron Pasias – Non-Executive Director
Mark Gouloupoulos – Non-Executive Director

Principal activities

During the financial year, the principal continuing activities of the Group consisted of:

- Development of mobile games on a Work-for-Hire basis for external IP Owners; and
- Development and monetisation of PlaySide original games and non-fungible tokens (NFTs).

Review of operations and financial results

A summary of the Group's statutory and underlying financial results from operations for the year ended 30 June 2022 and the prior corresponding year is set out below:

	Year ended 30 Jun 2022 \$'000	Year ended 30 Jun 2021 \$'000	Increase (Decrease) \$'000
Revenue - Sales	29,242	10,883	18,359
Revenue - Other	531	873	(342)
Revenue - Total	29,773	11,756	18,017
EBITDA	5,901	(5,406)	11,307
NPAT	4,850	(5,879)	10,729
Net cash	37,908	11,235	26,673

Revenue Growth

Total Revenue grew 153% to \$29.77m in the period, up from \$11.76m in the prior corresponding period ("pcp").

This increase was the combination of:

Revenue – Sales, up \$18.36m (169%) on pcp.

This increased Revenue came from the combination of:

- PlaySide Original IP Revenue which at \$19.08m was \$11.76m up on pcp, which was driven by the success of Beans NFT's (\$9.05m), Casual mobile games such as Battle Simulator, Animal Warfare and PC Console Game Age of Darkness (\$10.03m combined); and

- Work for Hire Revenue of \$10.16m which is \$6.60m up on pcp, where some of the main contracts were with Facebook (Meta), Shiba, 2K Games and Activation Blizzard.

Revenue – Other, down \$0.34m to \$0.53m (pcp: \$0.87m).

Decrease mainly due to reductions to Government Grants revenue, net realized FX gains and miscellaneous income.

EBITDA

Reported Earnings before interest, tax, depreciation and amortization amounted to a profit of \$5.90m for the period, representing a significant \$11.31m increase in the EBITDA loss of \$5.40m in the pcp.

This improved EBITDA represents the net effect of:

- Total Revenue increase of \$18.02m or 153% increase to \$29.77m;
- An increase in Employee Benefits expenses of \$2.97m to \$9.88m which represents the significant increase in full time employees now working throughout the business, mainly as part of the Games Development team;
- General Administrative Expenses which at \$4.79m were \$2.19m up on the pcp, reflecting increases across a number of expense categories including recruitment costs, software purchases and consulting fees;
- Selling Expenses which have increased by \$0.71m to \$8.35m mainly due to \$0.64m paid to a third party for services relating to the Sales of NFTs; and
- Impairment of capitalised development costs of \$0.84m.

NPAT

The Group reported an NPAT of \$4.85m, representing an increase of \$10.73m on the \$5.88m loss reported in FY2021.

This result was the net result of:

- EBITDA of \$5.90m;
- Depreciation and Amortization expense of \$0.99m;
- Net Interest revenue of \$0.06m; and
- Income Tax Expense of \$0.03m, which was materially reduced as a result of the Company being able to fully recoup \$4.50m of tax losses carried forward from the prior year.

Financial Position and Capital Investment

The Group finished the year in a net cash position of \$37.91m, after commencing the financial period with net cash of \$11.24m, an increase of \$26.67m.

This net \$26.67m increase in cash was mainly a net direct result of the following movements:

- Net proceeds from an Institutional Placement and Shareholder Purchase Plan of \$26.7m;
- Net cash generated from Operating Activities of \$7.62m, driven by the Beans NFT launch in March; and
- Cash spent on Investing Activities of \$7.13m, namely \$6.17m invested in Intangible Assets (the Dumbways to Die Business Acquisition and Games Launched and under Development) and \$0.89m spent on Property, Plant and Equipment.

The Group expects that as these investments continue to monetize during FY2023, it will be able to remain in a healthy Net Cash position throughout the year; notwithstanding, the Group will remain vigilant to any additional investment opportunities that present, that could offer the potential to provide strong returns to shareholders in FY2023 and beyond.

Business Risk

In executing its growth plans, the Group is subject to a number of company, industry and general risks, which the Board and its senior executives will continue to monitor and actively manage. Some of these key risks are outlined below:

Technology Systems and software failure

PlaySide is highly dependent on the effective operation of its technology systems and software given the nature of its operations.

There is a risk that PlaySide's technology systems and software (including those provided by third party providers) may be adversely impacted by damaged or faulty equipment, human error, disruption, failure, service outages, data corruption or breaches which could occur as a result of computer viruses, malware, hacking or cyber-attacks, or other disruptions including natural disasters, power surges or outages or other similar events.

This may result in the loss, theft, corruption or unauthorised disclosure of confidential information and data, reputational damage, damage to or loss of customer relationships, and substantial costs may be incurred in identifying, investigating, mitigating, and remediating such an event which may or may not be recoverable or addressed by insurance.

PlaySide has put in place business continuity and disaster recovery procedures in the event of failure of, or disruption or damage to, PlaySide's network or technology systems. However, such procedures may not be sufficient to ensure that PlaySide is able to carry on its business in the ordinary course in the event of such a failure, disruption or damage.

Any major technology systems or software failure, disruption or damage, including failures relating to PlaySide's network, software, internet, remote servers it utilises or hardware, which causes material delay or interruption to PlaySide's operations and development activities, could have a material adverse effect on PlaySide's operating and financial performance and may also result in damage to PlaySide's relationships and reputation with customers and end-users.

Distribution of Games by third parties on virtual App Stores.

PlaySide relies on distributing its mobile games through virtual app stores, with the dominant app stores being the Google Play Store for Android and the Apple App Store for iOS.

PlaySide is subject to the distributors' standard terms and conditions, infrastructure and operating systems for application developers, which govern the promotion, distribution and operation of games on the relevant app store. PlaySide's business and operations could be materially disrupted or harmed if a distributor discontinues or limits the access to its platform, modifies its terms of service or other policies, including the provisions on share of net sales. The distributors have broad discretion to unilaterally change its standard terms and conditions and any such changes may be unfavourable to PlaySide and could have a material adverse effect on PlaySide's operating and financial performance.

The changes to the Identifier for Advertisers (IDFA) on iOS operating system implemented by Apple presents a challenge to PlaySide's operating and financial performance, particularly given the impact on advertising campaign targeting capabilities. The impact to these changes has been apparent since the release of iOS 14.5 and is being monitored. Apple is improving its SKAdNetwork technology to allow improved ROI and performance reporting over several updates in the coming 12 months. The team led by senior Group executives are working closely with other similarly affected businesses, to ensure the financial impacts are minimised. Google will introduce similar changes for its Android operating system which may have similar impacts although a date for this change has not been formally released and a timeline for full rollout to all android devices is unclear.

Launch Delays and Cost Overruns

PlaySide develops games both internally using original IP and in collaborations and partnerships under its Brands and Licensing and Partnership divisions.

Delays in developing ongoing and future game projects from idea generation to production may result from a number of factors including determining the ideal game theme that resonates strongly in the market, hiring suitably skilled resources for new projects and resolving complex technical issues during the development cycle. Any delays experienced during the development cycle could impact on cash flow, proceeds, revenues and operating margins.

Performance of new title releases

There is a risk that new title releases are not received in a positive manner by the market or generate the anticipated level of player engagement. This can lead to losses in revenue, lower margins and reduced cash flow. In addition, capitalised development expenditures may need to be impaired. If a game's launch results in lower revenues than estimated, this may have a material adverse impact on the PlaySide's operating and financial performance.

Failure to effectively manage growth

PlaySide has experienced considerable growth in revenue, employee numbers and customer base since commencing operations. Based on PlaySide's projections, PlaySide expects further growth in the future which could place significant strain on current management, operational and financial resources as well as the infrastructure supporting PlaySide's technology and development activities. PlaySide's future success depends on its ability to effectively manage this growth. Failure to appropriately manage growth could be detrimental to PlaySide's development activities and could adversely affect PlaySide's operating and financial performance.

Ability to attract and retain qualified personnel

The nature of PlaySide's operations requires its employees in the technical and development teams to be highly skilled and experienced in their respective fields. Accordingly, PlaySide's performance largely depends on its ability to identify, attract and retain qualified personnel.

The departure of key personnel, or a shortage of qualified employees with the appropriate technical expertise, may significantly delay or prevent the achievement of development objectives or result in loss of know-how, which could adversely affect PlaySide's operations and its future ability to implement its growth strategies.

Competition for qualified employees in PlaySide's industry is intense. In addition, PlaySide's ability to attract and retain qualified personnel is affected by PlaySide's prospects and its capacity to maintain competitive remuneration packages and incentives.

There is a risk that PlaySide may not be able to attract and retain qualified personnel or be able to find effective replacements where departures occur in a timely or cost-effective manner. Any inability to attract or retain qualified personnel may be detrimental to PlaySide's operations and financial performance.

Litigation and other proceedings

The Group is exposed to potential legal and other claims or disputes in the course of its business, including intellectual property infringement disputes, contractual disputes and employee disputes.

Any costs involved in defending or settling legal and other claims or disputes that may arise could be costly and may impact adversely on the Group's operations and financial position or cause damage to its reputation.

The Group is not a party to any ongoing litigation matters as at year-end.

Foreign exchange risk

PlaySide's financial reports are prepared in Australian dollars. However, a proportion of PlaySide's revenue, expenditures and cash flows are generated in US dollars. In addition, PlaySide may in the future generate revenues, expenditures and cash flows in various other currencies other than Australian dollars.

Any adverse movements of these currencies against the Australian dollar, as well as volatility, could have an adverse effect on PlaySide's future financial performance and position and may result in lower than anticipated revenue, profit and earnings of PlaySide, albeit this risk is mitigated by PlaySide's Board Approved hedging policy, whereby it hedges approximately 80% of its US dollar receivables exposure on a rolling ten-month basis.

Dividends

Dividends paid during the financial year were as follows:

	Consolidated	
	2022	2021
	\$ '000	\$ '000

Final dividend for the year ended 30 June 2022 of nil dollars (2021: nil dollars) per ordinary share

- -

Significant changes in the state of affairs

There were four main events that affected the Group's state of affairs during the FY2022 year;

- The Group acquired the Dumb Ways to Die brand on the 30 September 2021 for an amount of \$2.25 million plus GST;
- During November and December 2021, the Company undertook a Capital Raising process whereby \$25 million was raised from a Private Placement and \$3 million was raised from a Share Purchase Plan. This resulted in the issuance of 33.33 million and 4 million shares respectively, with the associated capital raising costs incurred of \$1.3 million (Net Proceeds: \$26.7 million);
- During March 2022, the Group launched its first Metaverse and Web 3.0 related initiative, namely its Beans NFTs project, with the Beans being based on the highly successful Dumb Ways to Die Brand. The Group engaged an independent third party to mint the Beans, convert the proceeds to Australian dollars, and remit the funds back to the Group. The Group recorded \$9.05m in gross revenue from the Beans NFT project in the current year; and
- In April 2022, the Group opened a new Gold Coast office under a five-year lease arrangement.

There were no other significant changes in the state of affairs of the Group during the financial year.

Matters subsequent to the end of the financial year

There has been no matter or circumstance that has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

The Group has a number of Games under development as at 30 June 2022, the majority of which are expected to be launched and start earning revenue during FY2023. Along with the Casual Titles launched in FY2022 that are continuing to earn revenue, and the existing significant book of Work for Hire contracts in process and additional potential future Work for Hire opportunities, the Group is planning to continue to materially grow its operational revenue in FY2023, although the Group will be unlikely to match the profitability of FY2022 given the material positive impact on Beans NFT project had on FY2022 results, which generated revenue of \$9.05 million.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name: **Cristiano Nicolli**
Title: Non-Executive Chairman
Independent Director: Yes
Date Appointed: 31 October, 2020
Qualifications: Fellow of Australian Institute of Company Directors (FAICD); Bachelor of Management and Business Studies
Experience and expertise: Mr Nicolli has an extensive career as an influential leader and highly successful businessman in the technology sector. From 2010 to 2016, Mr Nicolli was the Group Managing Director and CEO of ASX-listed IT services company UXC Limited. During his 13 years with UXC, Mr Nicolli was instrumental in leading the growth of UXC's IT-services business from \$60 million annual revenue to \$750 million (via both organic growth and acquisitions) and employing 3,000 staff. Under Mr Nicolli's leadership, UXC became widely recognised as the largest and one of the most respected ASX-listed IT companies in Australia. Mr Nicolli oversaw the acquisition of UXC by global IT firm CSC in late 2016 for in excess of \$400 million.
Other current directorships: Non-Executive Director Vista Group International Limited (VGL) and Chairman of ReadCloud Limited (RCL).
Former directorships (last 3 years): Other Levels Pty Ltd (OLV) and Empired Limited (EPD)
Special responsibilities: Nil

Name: **Gerry Sakkas**
Title: Managing Director and Chief Executive Officer
Independent Director: No
Date Appointed: 14 December 2011
Qualifications: Bachelor of Arts (Digital Arts and Games)
Experience and expertise: Gerry is the CEO and co-founder of PlaySide and has spent over 14 years in the games industry. Gerry started his professional career at EA Games as a tester, and over the next 4 years made his way to lead designer of the Melbourne studio. Gerry's strong entrepreneurial drive saw him leave EA and co-found PlaySide in 2011. For the past 10 years Gerry has been responsible for leading and growing PlaySide to a team of approximately 200 staff, with his creative drive a key focus for growth.
Other current directorships: Nil
Former directorships (last 3 years): Nil
Special responsibilities: Nil

Name: **Mark Gouloupoulos**
Title: Non-Executive Director
Independent Director: No
Date Appointed: 14 December 2011
Qualifications: Bachelor of Commerce; Graduate Diploma in Applied Finance and Investment; Master Practitioner of the Stockbrokers and Financial Advisers Association.
Experience and expertise: Mark is an experienced investment advisor and one of the co-founders of PlaySide. As Director of Corporate Strategy since PlaySide's inception, Mark has led and set corporate strategy for the business including the business model of utilising cash flow from fixed priced contracts to finance original IP development. Mark has over 20 years' experience in equities markets and investment banking. He has originated, led, and advised on numerous financing transactions for both ASX listed and pre-IPO businesses across various industries. Mark is a founding partner of Cumulus Wealth,

PlaySide Studios Limited
Directors' report (continued)
30 June 2022

a boutique wealth management firm founded in 2019. He was previously a Director of Wealth Management at Patersons Securities for over 10 years.

Other current directorships: Nil
 Former directorships (last 3 years): Nil
 Special responsibilities: Nil

Name: Aaron Pasias
Title: Non-Executive Director
Independent Director: No
Date Appointed: 14 December 2011
Qualifications: Bachelor of Commerce; Bachelor of Business
Experience and expertise: Aaron is a professional investor in early stage companies, equities and property and is one of the co-founders of PlaySide, having worked for over 8 years as the Group's Finance Director and Company Secretary. In addition, Aaron has over 15 years' experience in both the financial markets and property industries. He has evaluated and invested in various opportunities across a range of ASX listed and pre-IPO companies and has had active involvement with Boards of companies where he has been a major shareholder. In addition to his equity investments Aaron has also driven a variety of commercial, retail, and residential property developments.

Other current directorships: Nil
 Former directorships (last 3 years): Nil
 Special responsibilities: Nil

Name: Hans ten Cate
Title: Non-Executive Director
Independent Director: Yes
Date Appointed: 31 October 2020
Experience and expertise: Currently the Chief Business Officer of Tilt Five, a technologies firm focusing on Augmented Reality; Hans is a long-time game industry executive, and has produced and designed AAA games for PC, console and mobile platforms, led large teams developing online gaming technology and services, and negotiated business and technology partnerships for large publishers and start-ups. After a number of years managing online services for Sony PlayStation, Hans spent a decade at EA as an Executive Producer and later as Sr. Director of Business Development for EA Partners. Hans has experience in start-ups and grew the team at MaxPlay, a cloud-based game engine technology and was also pivotal in raising MaxPlay's \$20m Series A funding round with Silicon Valley investors. He is the former Chair of the Board of Directors of the International Game Developers Association (IGDA).

Other current directorships: Nil
 Former directorships (last 3 years): Nil
 Special responsibilities: Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Board Skills and Experience Matrix

To assist identifying areas of focus and maintaining an appropriate and diverse mix of skills, the Board has developed a 'Board Skills and Experience Matrix' ('Board Matrix') which is represented in the table below. The Company's Board Matrix sets out the mix of skills, experience and expertise that the Board currently has. The Board benefits from the combination of directors' individual skills, experience and expertise in the areas identified below:

Board Skills and Experience Matrix (out of 5 directors)	
<u>Legal, Governance & Compliance</u>	
Legal	1
Corporate Governance	2
Compliance	2
<u>Operations</u>	
Games Development	2
Sales and Marketing	2
Business Development	4
General Management Experience	4
CEO Experience	2
Strategy	4
<u>Finance & Risk</u>	
Accounting	3
Finance	3
OH&S / Risk Management	2
<u>People</u>	
Human Resources	4
Remuneration	3
<u>Technology</u>	
Technology	4
Digital	4

Company secretary

Darren Briggs (BCom; ACIS) has held the role of Company Secretary since 24 September, 2020. He was previously the Company Secretary of the ASX Listed The Reject Shop Limited for ten years. Mr Briggs is a member of the Institute of Chartered Accountants Australia and the Governance Institute of Australia.

Meetings of Directors

During the financial year, 13 meetings of directors were held.

The number of meetings attended by each director during the year was as follows:

Director	Directors' Meetings	
	Number eligible to attend	Number attended
Cristiano Nicolli	13	13
Gerry Sakkas	13	13
Mark Gouloupoulos	13	13
Aaron Pasias	13	13
Hans ten Cate	13	13

Due to the size and nature of the existing Board and the magnitude of the Group's operations, the Company does not have a:

- Board nomination committee;
- Audit and risk committee; or
- Remuneration committee.

Pursuant to the Board Charter, the full Board carries out the duties that would ordinarily be assigned to the above Committees under the written terms of reference for those committees. The Company's Corporate Governance Statement can be found at: <https://investor.playsidestudios.com>.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having both revenue growth and earnings growth as a core component of plan design; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

The Company's constitution provides that the total aggregate fixed sum to be paid to non-executive directors shall initially be no more than \$500,000 and may be varied by ordinary resolution at a general meeting.

Executive remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary and superannuation, is reviewed annually by the Board based on individual performance, the overall performance of the Group and comparable market remunerations.

The short-term incentives ('STI') program, in the form of cash bonuses, is designed to align the targets of the Group with the performance hurdles of executives. STI payments are granted to executives based on the Group achieving a combination of annual revenue targets, earnings (EBITDA) targets, and for select individuals specific key performance indicators (KPI's). These additional KPI's include business development sales targets, profitable revenue generation and successful launch of key game titles. These targets are not publicly disclosed as they are commercially sensitive in nature. The Board retains the right to exercise its discretion on whether to award STI's or not.

The long-term incentives ('LTI') include share-based payments. Shares are awarded to executives over a vesting period of between two and three years based on a combination of long-term measures. These measures include achieving revenue and earnings (EBITDA) targets. In addition, for some LTI benefits, a specified length of tenure is required from the executive. Furthermore, for a number of these LTI benefits, a 12-month escrow period will apply post the vesting date. The Board retains the right to exercise its discretion on whether to award LTI's or not.

Group performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the Group. A portion of cash bonus and incentive payments are dependent on defined revenue and earnings targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Board. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last four years.

The Board is of the opinion that the continued improved results expected of the Group can be achieved in part due to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

PlaySide Studios Limited
Directors' report (continued)
30 June 2022

Use of remuneration consultants

During the financial year ended 30 June 2022, the Board did not seek any independent advice with regard to the appropriateness of the Group's remuneration practices or its executive's remuneration packages. The Board reserves the right to engage remuneration consultants periodically to review its existing remuneration policies and provide recommendations on how to improve both the STI and LTI programs.

Details of remuneration

Amounts of remuneration

The key management personnel of the Group consisted of the following directors of PlaySide Studios Limited:

- Cristiano Nicolli - Non-Executive Chairman
- Mark Gouloupoulos - Non-Executive Director
- Aaron Pasias - Non-Executive Director
- Hans ten Cate – Non-Executive Director
- Gerry Sakkas – Managing Director and Chief Executive Officer

And the following persons:

- Paul Fouracre – Chief Operating Officer
- Darren Briggs – Chief Financial Officer and Company Secretary

Details of the remuneration of key management personnel of the Group are set out in the following tables.

		Short-term benefits		Post-employment benefits	Share-based payments	Total
		Cash salary and fees	Cash bonus	Super-annuation	Equity-settled shares	
2022	Note	\$	\$	\$	\$	\$
Non-Executive Directors:						
Cristiano Nicolli	(i)	103,333	-	10,333	-	113,666
Mark Gouloupoulos		100,000	-	7,000	-	107,000
Aaron Pasias		70,000	-	7,000	-	77,000
Hans ten Cate		77,000	-	-	-	77,000
Executive Director:						
Gerry Sakkas		354,545	165,000	35,454	248,066	803,065
Other Key Management Personnel:						
Paul Fouracre		221,682	79,695	22,168	117,379	440,924
Darren Briggs		170,909	61,600	17,091	89,136	338,736
Total		1,097,469	306,295	99,046	454,581	1,957,391

- (i) From 1st September 2021 onwards, the Group paid Mr Gouloupoulos \$10,000 in consulting fees per quarter to an entity controlled by Mr Gouloupoulos, for additional activities approved by the Board and the Managing Director.

PlaySide Studios Limited
Directors' report (continued)
30 June 2022

2021	Note	Short-term benefits		Post-employment benefits	Share-based payments	Total
		Cash salary and fees \$	Cash bonus \$	Super-annuation \$	Equity-settled shares \$	
Non-Executive Directors:						
Cristiano Nicolli	(i)	46,667	-	4,433	-	51,100
Mark Goulopoulos		55,830	-	5,304	-	61,134
Aaron Parias	(ii)	64,830	-	6,159	-	70,989
Hans ten Cate	(iii)	36,500	-	-	-	36,500
Executive Director:						
Gerry Sakkas		293,732	49,275	27,904	161,499	532,410
Other Key Management Personnel:						
Paul Fouracre	(iv)	179,173	22,995	17,021	75,366	294,555
Darren Briggs	(iv)	134,379	17,246	12,766	56,525	220,916
Tejesh Munusamy	(v)	16,438	-	1,562	-	18,000
Danny Armstrong	(v)	13,808	-	1,312	9,438	24,558
Total		841,357	89,516	76,461	302,828	1,310,162

- (i) Mr Nicolli was appointed Chairman on the 31st October 2020
- (ii) Mr Parias was an Executive Director until the 31st October 2020, after which he became a Non-Executive Director
- (iii) Mr ten Cate was appointed a Non-Executive Director on the 31st October 2020
- (iv) Mr Fouracre and Mr Briggs commenced with the Group on the 10th August 2020
- (v) Mr Munusamy and Mr Armstrong ceased being KMP on the 10th August 2020

PlaySide Studios Limited
Directors' report (continued)
30 June 2022

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed Remuneration		At risk - STI		At risk - LTI	
	2022	2021	2022	2021	2022	2021
Non-Executive Directors:						
Cristiano Nicolli	100%	100%	-	-	-	-
Mark Gouloupoulos	100%	100%	-	-	-	-
Aaron Pasias	100%	100%	-	-	-	-
Hans ten Cate	100%	100%	-	-	-	-
Executive Director:						
Gerry Sakkas	48.6%	60.4%	20.5%	18.5%	30.9%	21.1%
Other Key Management Personnel:						
Paul Fouracre	55.3%	66.6%	18.1%	15.6%	26.6%	17.8%
Darren Briggs	55.5%	66.6%	18.2%	15.6%	26.3%	17.8%

Cash bonuses are dependent on meeting defined performance measures. The amount of the bonus is determined having regard to the satisfaction of performance measures and weightings as described above in the section 'Group performance and link to remuneration'. The maximum bonus values are established at the start of each financial year and amounts payable are determined in the final month of the financial year by the Board. No discretionary cash bonuses were paid in the 2022 financial year. These targets are not publicly disclosed as they are commercially sensitive in nature.

The proportion of the cash bonus paid/payable or forfeited is as follows:

Name	Cash bonus paid/payable		Cash bonus forfeited	
	2022	2021	2022	2021
Non-Executive Directors:				
Cristiano Nicolli	-	-	-	-
Mark Gouloupoulos	-	-	-	-
Aaron Pasias	-	-	-	-
Hans ten Cate	-	-	-	-
Executive Director:				
Gerry Sakkas	100.0%	60.0%	-	40.0%
Other Key Management Personnel:				
Paul Fouracre	100.0%	60.0%	-	40.0%
Darren Briggs	100.0%	60.0%	-	40.0%

Cash bonuses forfeited in FY2021 were due to earnings targets for that year not being achieved.

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name: Gerry Sakkas
 Title: Managing Director and Chief Executive Officer
 Agreement commenced: 1st November, 2020
 Term of agreement: Continuous until validly terminated in accordance with its terms
 Details: Base salary for the year ending 30 June 2022 commenced at \$300,000 plus superannuation, which was increased to \$409,090 plus superannuation as at the 1 January 2022, after a market review by the Board. Three-month termination notice period by either party. Cash bonus of up to 50% of fixed remuneration subject to Board approval and achievement of agreed key performance indicators of the executive and the Group, non-solicitation and non-compete clauses.

Name: Paul Fouracre
 Title: Chief Operating Officer
 Agreement commenced: 10th August, 2020
 Term of agreement: Continuous until validly terminated in accordance with its terms
 Details: Base salary for the year ending 30 June 2022 commenced at \$207,000 plus superannuation, which was increased to \$236,363 plus superannuation as at the 1 January 2022, after a market review by the Board. Three-month termination notice period by either party. Cash bonus of up to 35% of fixed remuneration subject to Board approval and achievement of agreed key performance indicators of the executive and the Group, non-solicitation and non-compete clauses.

Name: Darren Briggs
 Title: Chief Financial Officer & Company Secretary
 Agreement commenced: 10th August, 2020
 Term of agreement: Continuous until validly terminated in accordance with its terms
 Details: Base salary for the year ending 30 June 2022 commenced at \$160,000 plus superannuation, which was increased to \$181,818 plus superannuation as at the 1 January 2022, after a market review by the Board. Three-month termination notice period by either party. Cash bonus of up to 35% of fixed remuneration subject to Board approval and achievement of agreed key performance indicators of the executive and the Group, non-solicitation and non-compete clauses.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

A total of 895,163 (2021: nil) shares were issued to key management personnel during the year-ended 30 June 2022. These shares relate to the exercise of performance rights issued in the year ended 30 June 2021. These performance rights were included in remuneration in the 30 June 2021 financial year. The number of shares issued were as follows:

Name	Issue Date	Number of Shares	Issue Price
G. Sakkas	6-Sep-21	492,750	Nil
P. Fouracre	6-Sep-21	229,950	Nil
D. Briggs	6-Sep-21	172,463	Nil
Total		895,163	

Performance Rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of Rights Granted	Grant Date	Vesting and Exercisable Date	Expiry Date	% Rights Subject to Escrow	Escrow Expiry Date	Exercise Price	Fair value per Right at Grant Date
G. Sakkas	410,625	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	246,375	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	164,250	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	410,625	16-Nov-20	31-Aug-23	16-Nov-25	100%	31-Aug-24	Nil	\$0.20
	297,850	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	178,710	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	119,140	27-Oct-21	31-Aug-24	27-Oct-26	100%	31-Aug-25	Nil	\$0.72
P. Fouracre	191,625	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	114,975	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	76,650	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	191,625	16-Nov-20	31-Aug-23	16-Nov-25	100%	31-Aug-24	Nil	\$0.20
	143,850	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	86,310	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	57,540	27-Oct-21	31-Aug-24	27-Oct-26	100%	31-Aug-25	Nil	\$0.72
D. Briggs	143,719	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	86,231	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	57,488	16-Nov-20	31-Aug-22	16-Nov-25	100%	31-Aug-23	Nil	\$0.20
	143,719	16-Nov-20	31-Aug-23	16-Nov-25	100%	31-Aug-24	Nil	\$0.20
	111,200	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	66,720	27-Oct-21	31-Aug-23	27-Oct-26	100%	31-Aug-24	Nil	\$0.72
	44,480	27-Oct-21	31-Aug-24	27-Oct-26	100%	31-Aug-25	Nil	\$0.72

Performance rights granted carry no dividend or voting rights. The fair value of performance rights issued during the year was based on the share price at the date of issue. All performance rights have no exercise price at either grant or vesting date.

All performance rights were granted over unissued fully paid ordinary shares in the Company. The number of performance rights issued in each tranche is determined by dividing a percentage (35%-50%) of the fixed remuneration of the executive by the fair value of the shares at the time rights are issued. Performance rights are exercisable on the vesting date and vest into shares based on a combination of the Group meeting the revenue and earnings targets as set by the Board and the executive meeting any service level requirements that are attached to the vesting conditions. There has not been any alteration to the terms or conditions of the grants since the grant date. In addition, on vesting there are additional escrow arrangements that applied to shares issued. There are no amounts paid or payable by the recipient in relation to the granting of such rights or on their potential exercise.

PlaySide Studios Limited
Directors' report (continued)
30 June 2022

Values of performance rights over ordinary shares granted to key management personnel as part of compensation during the years ended 30 June 2021 and 2022 are set out below:

Year ended 30 June 2022	Value of rights granted during the year	Value of rights exercised during the year	Value of rights lapsed during the year	Remuneration consisting of grants for the year
Name	\$	\$	\$	%
Gerry Sakkas	248,066	-	-	31%
Paul Fouracre	117,379	-	-	27%
Darren Briggs	89,136	-	-	26%

Year ended 30 June 2021	Value of rights granted during the year	Value of rights exercised during the year	Value of rights lapsed during the year	Remuneration consisting of grants for the year
Name	\$	\$	\$	%
Gerry Sakkas	161,499	-	-	30%
Paul Fouracre	75,366	-	-	26%
Darren Briggs	56,525	-	-	26%

Additional information

The earnings of the Group for the four years to 30 June 2022 are summarised below:

	2022 \$'000	2021 \$'000	2020 \$'000	2019 \$'000	2018 \$'000
Sales revenue	29,242	10,883	7,008	4,313	5,122
EBITDA*	5,901	(5,406)	978	480	2,608
EBIT*	4,912	(5,644)	810	291	2,441
Profit after income tax	4,850	(5,879)	196	(52)	1,581
*EBIT and EBITDA are non-IFRS measures					

Additional factors that are considered to affect total shareholder wealth are summarised below:

	2022	2021	2020	2019	2018
Share price at financial year-end (\$)	0.54	0.26	N/A	N/A	N/A
Total dividends declared (cents per share)**	-	-	0.27	0.32	0.09
Basic earnings per share (cents per share)**	1.25	(1.83)	0.08	(0.02)	0.61

** Dividends per share and basic earnings per share for FY20, FY19 and FY18 have been calculated using 260 million shares; this reflects the 180,000 shares issued in those periods adjusted for the sub-division of capital (1,444.44 securities for every 1 security held) which occurred prior to listing on the Australian Securities Exchange.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the Group is set out below:

Name	Note	Balance at start of Year	Received as part of Remuneration	Additions	Disposals	Balance at end of Year
Cristiano Nicolli		639,019	-	40,000	-	679,019
Mark Gouloupoulos		79,166,667	-	-	-	79,166,667
Aaron Pasias		79,166,667	-	24,110	-	79,190,777
Gerry Sakkas		79,166,667	492,750	-	-	79,659,417
Paul Fouracre		125,000	229,950	17,000	-	371,950
Darren Briggs		62,500	172,463	-	-	234,963
Total		238,326,520	895,163	81,110	-	239,302,793

Performance Rights

The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the Group is set out below:

Name	Balance at the start of the year	Granted	Exercised	Lapsed / Expired	Balance at the end of the year
G. Sakkas	2,053,125	595,700	(492,750)	(328,500)	1,827,575
P. Fouracre	958,125	287,700	(229,950)	(153,300)	862,575
D. Briggs	718,595	222,400	(172,463)	(114,975)	653,557
Total	3,729,845	1,105,800	(895,163)	(596,775)	3,343,707

There were no performance rights that had vested or were exercisable as at 30 June, 2022 or at the date of this report.

Related party disclosures

During FY2022, there were a number of related party transactions, as detailed in Note 30 and summarised as follows:

- Fees totalling \$30,000 plus GST were charged by a Director-related entity, MG Capital Trust, for consulting services provided, of which \$11,000 including GST was owing at 30 June 2022; and
- Intellectual property and software development services were charged by a Director-related entity, Applantis Pty. Ltd., totalling \$262,500 plus GST, of which \$96,250 including GST was owing as at 30 June 2022. Applantis Pty. Ltd. is an entity associated with Mr. Gerry Sakkas, Mr. Mark Gouloupoulos and Mr. Aaron Pasias.

This concludes the remuneration report, which has been audited.

Performance Rights on Issue

The table below contains a listing of all performance rights on issue as at the date of this report:

Grant Date	Expiry Date	Exercise Price	Number of Rights Granted
16-Nov-20	16-Nov-25	\$ 0.20	856,838
16-Nov-20	16-Nov-25	\$ 0.20	514,102
16-Nov-20	16-Nov-25	\$ 0.20	342,736
16-Nov-20	16-Nov-25	\$ 0.20	856,838
27-Oct-21	27-Oct-26	\$ 0.72	642,200
27-Oct-21	27-Oct-26	\$ 0.72	385,320
27-Oct-21	27-Oct-26	\$ 0.72	256,880
7-Dec-21	7-Dec-26	\$ 0.82	41,700
7-Dec-21	7-Dec-26	\$ 0.82	25,020
7-Dec-21	7-Dec-26	\$ 0.82	16,680
			3,938,314

Shares issued on the exercise of options

There were 895,163 shares issued on the exercise of options at nil exercise price during the year ended 30 June 2022.

In FY2021, prior to the Company listing on the Australian Securities Exchange, certain employees exercised 13,000,000 options (issued under a now defunct employee share option plan) to convert into 13,000,000 fully paid ordinary shares with an exercise price of 1.3077 cents each. In lieu of paying the aggregate price of \$170,010, the employees opted to accept a reduced number of shares, being 12,149,950, by exercising the options using a cashless exercise facility.

Indemnity and insurance of officers

The Group has indemnified the directors and executives of the Group for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Group paid a premium in respect of a contract to insure the directors and executives of the Group against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The Group has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

Proceedings on behalf of the Group

No person has applied to the Court for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or part of those proceedings.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 27 to the financial statements.

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 directors are of the opinion that the services as disclosed in note 27 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 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 and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risks and rewards.

Officers of the Group who are former partners of BDO Audit Pty. Ltd.

There are no officers of the Group who are former partners of BDO Audit Pty. Ltd.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration

A copy of the auditor's independence as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the *Corporations Act 2001*.

On behalf of the directors.



Cristiano Nicolli

Chairman

31 August 2022
Melbourne, Australia



Tel: +61 3 9603 1700
Fax: +61 3 9602 3870
www.bdo.com.au

Collins Square, Tower Four
Level 18, 727 Collins Street
Melbourne VIC 3008
GPO Box 5099 Melbourne VIC 3001
Australia

DECLARATION OF INDEPENDENCE BY DAVID GARVEY TO THE DIRECTORS OF PLAYSIDE STUDIOS LIMITED

As lead auditor of PlaySide Studios Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of PlaySide Studios Limited and the entities it controlled during the period.

A handwritten signature in blue ink, appearing to read 'David Garvey', is written over a light blue horizontal line.

David Garvey
Director

BDO Audit Pty Ltd

Melbourne, 31 August 2022

PlaySide Studios Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2022

	Note	2022 \$ '000	Consolidated 2021 \$ '000
Revenue	4	29,242	10,883
Share of profits of associates accounted for using the equity method	33	76	17
Other income	5	455	856
Expenses			
Employee benefits expense	6	(9,875)	(6,903)
General and administrative expenses	6	(4,785)	(2,597)
Selling expenses	6	(8,344)	(7,638)
Depreciation and amortisation expense	6	(989)	(238)
Impairment of Capitalised Development Costs	6, 15	(840)	-
Finance costs	6	(61)	(32)
Profit/(Loss) before income tax expense		4,879	(5,652)
Income tax expense	7	(29)	(227)
Profit/(Loss) after income tax expense for the year attributable to the owners of PlaySide Studios Limited		4,850	(5,879)
Other comprehensive income for the year, net of tax		1	-
Total comprehensive income for the year attributable to the owners of PlaySide Studios Limited		4,851	(5,879)
		Cents	Cents
Basic earnings per share	36	1.25	(1.83)
Diluted earnings per share	36	1.23	(1.83)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

PlaySide Studios Limited
Consolidated statement of financial position
As at 30 June 2022

	Note	Consolidated 2022 \$ '000	2021 \$ '000
Assets			
Current assets			
Cash and cash equivalents	8	37,908	11,235
Trade and other receivables	9	5,027	1,536
Other financial assets	10	144	84
Other current assets	11	482	129
Total current assets		<u>43,561</u>	<u>12,984</u>
Non-current assets			
Investments accounted for using the equity method	12	93	17
Property, plant and equipment	13	1,310	648
Right-of-use assets	14	1,962	1,404
Intangibles	15	7,040	2,137
Deferred tax	16	635	473
Total non-current assets		<u>11,040</u>	<u>4,679</u>
Total assets		<u>54,601</u>	<u>17,663</u>
Liabilities			
Current liabilities			
Trade and other payables	17	6,111	2,685
Lease liabilities	18	429	226
Tax liability	7	10	-
Employee benefits	19	1,305	726
Total current liabilities		<u>7,855</u>	<u>3,637</u>
Non-current liabilities			
Lease liabilities	18	1,676	1,234
Employee benefits	19	101	96
Total non-current liabilities		<u>1,777</u>	<u>1,330</u>
Total liabilities		<u>9,632</u>	<u>4,967</u>
Net assets		<u>44,969</u>	<u>12,696</u>
Equity			
Issued capital	20	45,084	17,995
Reserves	21	671	337
(Accumulated losses)/Retained profits	22	(786)	(5,636)
Total equity		<u>44,969</u>	<u>12,696</u>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

PlaySide Studios Limited
Consolidated statement of changes in equity
For the year ended 30 June 2022

Consolidated	Issued capital \$ '000	Reserves \$ '000	Retained profits \$ '000	Total equity \$ '000
Balance at 1 July 2020	-	562	243	805
Loss after income tax	-	-	(5,879)	(5,879)
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	-	-	(5,879)	(5,879)
<i>Transactions with owners in their capacity as owners:</i>				
Shares issued on conversion of convertible notes	3,050	-	-	3,050
Shares issues in Initial Public Offering	15,000	-	-	15,000
IPO listing costs	(1,340)	-	-	(1,340)
Tax credit associated with IPO listing costs	279	-	-	279
<i>Other transactions:</i>				
Share-based payments (note 21)				
- Expense incurred during the year	-	781	-	781
- Transfer to Issued Capital on Exercise of Employee Share Options	1,006	(1,006)	-	-
Balance at 30 June 2021	17,995	337	(5,636)	12,696

Consolidated	Issued capital \$ '000	Reserves \$ '000	Retained profits \$ '000	Total equity \$ '000
Balance at 1 July 2021	17,995	337	(5,636)	12,696
Profit after income tax	-	-	4,850	4,850
Other comprehensive income, net of tax	-	1	-	1
Total comprehensive income	-	1	4,850	4,851
<i>Transactions with owners in their capacity as owners:</i>				
Private Placement (Note 20)	25,000	-	-	25,000
Share Purchase Plan (Note 20)	3,000	-	-	3,000
Capital raising costs (Note 20)	(1,299)	-	-	(1,299)
Tax credit associated with capital raising costs	182	-	-	182
<i>Other transactions:</i>				
Share-based payments (note 21)				
- Expense incurred during the year	-	539	-	539
- Transfer to Issued Capital on Exercise of Employee Share Options	206	(206)	-	-
Balance at 30 June 2022	45,084	671	(786)	44,969

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

PlaySide Studios Limited
Consolidated statement of cash flows
For the year ended 30 June 2022

	Note	Consolidated 2022 \$ '000	2021 \$ '000
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		26,615	10,611
Payments to suppliers and employees (inclusive of GST)		(19,200)	(14,923)
Government grants received		416	1,395
Interest received		28	24
Interest paid on lease liabilities		(61)	(32)
Income taxes paid		(182)	(904)
Net cash provided by / (used in) operating activities		7,616	(3,829)
Cash flows from investing activities			
Payments for property, plant and equipment		(887)	(402)
Payments for security deposits		(60)	(52)
Payments for intellectual property		(6,187)	(1,739)
Net cash used in by investing activities		(7,134)	(2,193)
Cash flows from financing activities			
Proceeds from issues of equity securities (excluding convertible debt securities)	20	28,000	15,000
Proceeds from issue of convertible debt securities	20	-	3,050
Transaction costs related to issues of equity securities or convertible debt securities (net of tax)	20	(1,299)	(1,340)
Repayment of lease liabilities		(233)	(76)
Net cash provided by financing activities		26,468	16,634
Net increase in cash and cash equivalents		26,950	10,612
Cash and cash equivalents at the beginning of the financial year		11,235	520
Effects of exchange rate changes on cash and cash equivalents		(277)	103
Cash and cash equivalents at the end of the financial year		37,908	11,235

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out either in the respective notes or below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2022 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

The Group has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the Group's financial statements.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB'), as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Going concern

The financial statements have been prepared on a going concern basis, which assumes the Group will have sufficient cash to pay its debts, as and when they become payable, for a period of at least 12 months from the date the financial report is authorised for issue.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in Note 31.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of PlaySide Studios Limited ('Company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. PlaySide Studios Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity' or the 'Group'.

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

The financial statements are presented in Australian dollars, which is PlaySide Studios Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Associates

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Investments

Investments includes non-derivative financial assets with fixed or determinable payments and fixed maturities where the Group has the positive intention and ability to hold the financial asset to maturity. This category excludes financial assets that are held for an undefined period. Investments are carried at amortised cost using the effective interest rate method adjusted for any principal repayments. Gains and losses are recognised in profit or loss when the asset is derecognised or impaired.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

For trade receivables, the group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. These allowances are considered representative across all customers based on recent sales experience, historical collection rates and forward-looking information that is available. The amount of the loss allowance is recognised in profit or loss. Where a debt is known to be uncollectable, it is considered a bad debt and is written off.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers - General principles

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised, using the input method where the goods or services are transferred over time.

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Revenue from contracts - Work for hire Games

Revenue is brought into account at a point of time or on a percentage completion basis as services are provided, depending on the performance obligations identified in the sales contract. Revenue invoiced for incomplete performance obligations is recognised on a percentage of completion basis, and is recognised as a liability in deferred revenue.

Revenue from contracts - Original IP Games

Revenue generated from Game titles published by the Group on platforms such as 'Apple App Store' and 'Google Play Store' includes revenue derived by in game advertising, in app purchases and subscriptions fees. Revenue from games titles published is recognised at a point in time.

Revenue from Non Fungible Tokens (NFT's)

The Group acted as a principal in the transactions for sale of NFT's during the year. NFT revenue has been recognised at point in time, when the sale occurs.

Other income

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. R&D tax incentives received or receivable are accounted for under AASB 120 *Government Grants* as other income, unless related to capitalised expenditure in which case it is offset against the original asset and realised through a lower amortisation charge across that asset's useful life.

If conditions are attached to the grant which must be satisfied before the Group is eligible to retain the contribution, the grant will be recognised in the statement of financial position as a liability until those conditions are satisfied.

Interest

Interest revenue is recognised as interest accrues using the effective interest method.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Leasehold improvements	10%
Furniture & fixtures	10%
Computer equipment	20%-50%

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right of use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

Intangible assets

Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from de-recognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Games under development

Games under development costs mainly relate to payment of licence fees, third party developer expenses and employee benefit related expenditure that has been directly incurred in developing a game prior to its launch and the point which it commences to earn revenue for the Group. Games under development and not ready for use at balance date is subject to impairment testing.

Capitalised games post launch

These Games are generally expected to have a finite life and hence will be measured subsequent to launch at cost less amortisation and any impairment. The net costs will then be amortised over the useful life of the games. The initial amortisation period involves a degree of judgement but will not generally be greater than 2-3 years and will be re-assessed each balance date based on the performance of the game, in particular its progressive number of downloads and the impact this has on the Games revenue projections and useful life post balance date. There will likely be instances where the initial amortization period needs to be reduced where the game performance does not match initial management expectations. Capitalised costs relating to post launch games are assessed for indicators of impairment. If impairment indicators exist the capitalised costs are subject to impairment testing.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be wholly settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be wholly settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of PlaySide Studios Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Games under development

Games under development costs mainly relate to payment of licence fees, third party developer expenses and employee benefit related expenditure that has been directly incurred in developing a game prior to its launch and the point which it commences to earn revenue for the Group. Capitalisation of expenses to game development assets (not ready for use) is subject to annual impairment testing.

Games post launch

These Games are generally expected to have a finite life and hence will be measured subsequent to launch at cost less amortisation and any impairment. The initial amortisation period involves a degree of judgement but will not generally be greater than 2-3 years and will be re-assessed each balance date based on the performance of the game, in particular its progressive number of downloads and the impact this has on the Games revenue projections and useful life post balance date. There will likely be instances where the initial amortization period needs to be reduced where the game performance does not match initial management expectations.

The Group has a brand name asset (Note 15) and capitalised expenses relate to game development assets that include games post launch and games not ready for use.

Games post launch are amortised over their useful life and assessed for indicators of impairment at year end. The Group tests annually for impairment of brand name assets, game development expenditure not ready for use, or games post launch which have indicators of impairment, or more frequently if events or changes in circumstances indicate impairment in accordance with the accounting policy stated in Note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Estimation of useful lives of assets

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Employee benefits provision

As discussed in note 19, the liability for employee benefits expected to be wholly settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Revenue recognition over time

Revenue recognition relating to work for hire performance obligations where revenue is recognised over time using the percentage of completion method is a key accounting judgement. This measurement is an accounting judgment as management uses judgement to estimate costs incurred to date as a percentage of total estimated costs.

R&D revenue recognition

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax, including the calculation of the R&D tax incentive for the period. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law, and receivables for the expected R&D tax incentive receivable for the year. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

Consolidation of Separate Legal Entity

The Group sold Non-Fungible Tokens ('NFTs') via a *Separate Legal Entity* ('SLE') during the current financial year. Judgement is required to determine if the SLE should be consolidated into the Group and whether the Group is the principal or the agent in these transactions. The Group has determined that it does not exhibit control over the SLE and has therefore not consolidated its operations. As the Group created the NFT's, determined the number of NFT's to be created and received substantially all of the benefits from the sale, the Group has determined that it is the principal within this relationship. Consequently, gross revenues and expenditures from these sales has been recorded.

Note 3. Segment Information

PlaySide Studios Limited operates within the one reportable segment (development and monetization of mobile, PC and console video games).

The Group generated \$29.242m (2021: \$10.883m) in Operating Revenue from this segment and is not reliant on any one single customer or contract.

Note 4. Revenue

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Revenue from contracts with customers</i>		
Work for hire	10,163	3,565
Original intellectual property (i)	19,079	7,318
Total Revenue	<u>29,242</u>	<u>10,883</u>

(i) Revenue from original intellectual property includes NFT revenue of \$9.05m (2021: \$nil)

Note 5. Other Income

	Consolidated	
	2022	2021
	\$ '000	\$ '000
Net foreign exchange gain	11	87
Government grants	416	645
Interest revenue	28	24
Other	-	100
Total other income	<u>455</u>	<u>856</u>

Note 6. Expenses

	Consolidated	
	2022	2021
	\$ '000	\$ '000
Profit before income tax includes the following specific expenses:		
<i>Depreciation:</i>		
Leasehold improvements	52	33
Fixtures and fittings	33	17
Buildings right-of-use assets	320	136
Computer equipment	140	51
Total depreciation	545	237
<i>Amortisation:</i>		
Computer software	2	1
Games	442	-
Total amortisation	444	1
Total depreciation and amortisation	989	238
<i>Selling expenses</i>		
User acquisition advertising costs	7,419	7,634
Other selling expenses	925	4
Total selling expenses	8,344	7,638
<i>General and administration expenses</i>		
Consultant's fees	2,561	933
Accounting and audit fees	262	312
IPO listing costs expensed	49	400
Software purchases	855	617
Other general and administrative expenses	1,058	335
Total general and administrative expenses	4,785	2,597
<i>Finance costs</i>		
Interest and finance charges paid/payable on lease liabilities	61	32
Finance cost expensed	61	32
<i>Impairment costs</i>		
Impairment of capitalised development costs	840	-
<i>Net foreign exchange gain/(loss)</i>		
Net foreign exchange gain/(loss)	(277)	103
<i>Employee benefits expense</i>		
Defined contribution superannuation expense	909	548
Share-based payments expense	539	781
Employee benefits expense excluding superannuation	8,427	5,574
Total employee benefits	9,875	6,903

Note 7. Income tax

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Income tax expense</i>		
Current tax	17	296
Deferred tax - origination and reversal of temporary differences	2	(90)
Restatement of Deferred Tax Balances from 26% to 25% (2021: 27.5% to 26%)	18	6
Adjustment recognised for prior periods	(8)	15
Aggregate income tax expense	<u>29</u>	<u>227</u>
<i>Deferred tax included in income tax expense comprises:</i>		
Increase in deferred tax assets (note 16)	20	(90)
Deferred tax - origination and reversal of temporary differences	<u>20</u>	<u>(90)</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense	<u>4,879</u>	<u>(5,652)</u>
Tax at the statutory rate of 25% (2021: 26%)	1,220	(1,470)
Tax effect amounts that are not deductible/(taxable) in calculating taxable income:		
Share-based payments	135	203
Adjustment for R&D incentive benefit recorded as income	(87)	186
Tax Loss not recognised as a deferred tax asset	-	1,347
Prior year tax losses recouped in the current year	(1,124)	-
Restatement of Deferred Tax Balances from 26% to 25% (2021: 27.5% to 26%)	18	6
Other adjustments	7	10
Deferred income tax related to items charged directly to equity	(132)	(70)
Under/(over) provision for tax	(8)	15
Income tax expense	<u>29</u>	<u>227</u>
<i>Amounts charged/(credited) directly to equity</i>		
Deferred tax assets (note 16)	(182)	(279)
Deferred tax liabilities	-	-
	<u>(182)</u>	<u>(279)</u>
<i>Provision for Income tax</i>		
Current provision for income tax	10	-
	<u>10</u>	<u>-</u>

Note 8. Cash and cash equivalents

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current assets</i>		
Cash on hand	13	5
Cash at bank	16,984	3,330
Cash on deposit	20,911	7,900
	<u>37,908</u>	<u>11,235</u>

Note 9. Trade and other receivables

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current assets</i>		
Trade receivables	4,866	1,558
Less: Allowance for expected credit losses	-	(53)
	<u>4,866</u>	<u>1,505</u>
GST receivable	161	31
	<u>5,027</u>	<u>1,536</u>

Allowance for expected credit losses

The Group has recognised an expense of \$nil in the profit or loss in respect of the expected credit losses for the year ended 30 June 2022 (30 June 2021: \$53,360).

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2022	2021	2022	2021	2022	2021
Consolidated	%	%	\$'000	\$'000	\$'000	\$'000
Not overdue	-	-	3,451	1,101	-	-
0 to 3 months overdue	-	15%	1,270	356	-	53
3 to 6 months overdue	-	-	63	95	-	-
Over 6 months overdue	-	-	82	6	-	-
	-	3%	<u>4,866</u>	<u>1,558</u>	<u>-</u>	<u>53</u>

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

Movements in the allowance for expected credit losses are as follows:

	Consolidated	
	2022	2021
	\$'000	\$'000
Opening balance	53	-
Additional provisions recognised/(written back)	(28)	53
Receivables written off during the year as uncollectable	(25)	-
Closing balance	<u>-</u>	<u>53</u>

Note 10. Other financial assets

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current assets</i>		
Bonds and deposits	<u>144</u>	<u>84</u>
	<u>144</u>	<u>84</u>

Note 11. Other current assets

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current assets</i>		
Work in progress	111	26
Prepayments	<u>371</u>	<u>103</u>
	<u>482</u>	<u>129</u>

Note 12. Investments

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Share of profits of associates accounted for using the equity method</i>		
Share of profits of associate – Digital Holdings Pty. Ltd.	<u>76</u>	<u>17</u>
	<u>76</u>	<u>17</u>
<i>Non-current assets</i>		
Digital Holdings Pty. Ltd. - Investment	<u>93</u>	<u>17</u>
	<u>93</u>	<u>17</u>

Refer to Note 33 for further information on investment in associates

Note 13. Property, plant and equipment

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Non-current assets</i>		
Leasehold improvements – at cost	655	341
Less: Accumulated depreciation	(187)	(135)
	<u>468</u>	<u>206</u>
Furniture and fixtures – at cost	387	309
Less: Accumulated depreciation	(80)	(47)
	<u>307</u>	<u>262</u>
Computer equipment – at cost	846	351
Less: Accumulated depreciation	(311)	(171)
	<u>535</u>	<u>180</u>
	<u>1,310</u>	<u>648</u>

Reconciliations to the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Improve- ments \$ '000	Furniture and fixtures \$ '000	Computer equipment \$ '000	Total \$ '000
Balance at 1 July 2020	230	87	30	347
Additions	9	192	201	402
Depreciation expense	(33)	(17)	(51)	(101)
Balance at 30 June 2021	206	262	180	648
Additions	314	78	495	887
Depreciation expense	(52)	(33)	(140)	(225)
Balance at 30 June 2022	<u>468</u>	<u>307</u>	<u>535</u>	<u>1,310</u>

Note 14. Right of use assets

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Non-current assets</i>		
Land and buildings – right-of-use	3,173	1,872
Less: Accumulated depreciation	(1,211)	(468)
	<u>1,962</u>	<u>1,404</u>
<i>Land and buildings – right-of-use</i>		
Opening balance	1,404	649
Additions	878	891
Depreciation	(320)	(136)
Closing balance	<u>1,962</u>	<u>1,404</u>

During the prior financial period the existing lease over the Group premises at Level 1, 75 Crockford Street, Port Melbourne was renegotiated. A new 5 year lease was signed to commence from 1st April, 2021, and included the Ground Floor of the building. The movements in the ROU Asset represents the retiring of the prior lease and accounting for the new lease. The new lease includes nil lease options. During the current financial period the Group leased office space for its new Gold Coast office.

Details of lease liability obligations are disclosed in Notes 18 and 24.

Note 15. Intangibles

	Consolidated 2022 \$ '000	2021 \$ '000
<i>Non-current assets</i>		
Brand names, patents, licences and trademarks – finite life	2,054	661
Software – finite life	10	4
Original IP Work in Progress – finite life (i)	3,683	1,472
Original IP Post Launch – finite life (ii)	1,293	-
	<u>7,040</u>	<u>2,137</u>

(i) Not ready for use

(ii) Costs ceased to be capitalised post launch. Amortisation period ranges from one to four years.

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Brand names, patents, licences and trademarks \$'000	Software \$'000	Original IP Work in Progress \$'000	Original IP Post Launch \$'000	Total \$'000
Balance at 1 July 2020	1	69	-	-	70
Additions – internally generated	-	-	1,472	-	1,472
Additions – licences purchased	661	4	-	-	665
Amortisation	(1)	(69)	-	-	(70)
Balance at 30 June 2021	<u>661</u>	<u>4</u>	<u>1,472</u>	<u>-</u>	<u>2,137</u>
Additions – internally generated	-	-	3,897	-	3,897
Additions – brand names (i)	2,048	-	-	234	2,282
Additions – licences purchased	-	8	-	-	8
Transfer from WIP to Production	-	-	(1,501)	1,501	-
Reclassification of licences	(655)	-	655	-	-
Amortisation	-	(2)	-	(442)	(444)
Impairment	-	-	(840)	-	(840)
Balance at 30 June 2022	<u>2,054</u>	<u>10</u>	<u>3,683</u>	<u>1,293</u>	<u>7,040</u>

(i) Relates to acquisition of the Dumb-Ways-To-Die brand name and game asset

Intangible assets are subject to amortisation and reviewed for impairment both annually or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Judgement around amortisation periods is needed to ensure the useful economic life of a game is relevant to the expected period of customer demand. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of impairment, assets are reviewed by project for which there are separately identifiable cash flows. The group has applied a discount rate 13.3% in its value in use models.

Note 16. Deferred tax asset

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Non-current assets</i>		
<i>Deferred tax asset comprises temporary differences attributable to:</i>		
<i>Amounts recognised in profit or loss:</i>		
Allowance for expected credit losses	-	14
Property, plant and equipment	(331)	(168)
Employee benefits	434	257
Leases	36	14
Accrued expenses	20	10
Unrealised FX gains	61	(15)
WIP movements	(477)	-
Income in advance	362	-
DTA re Black hole expenses	530	361
Deferred tax asset	<u>635</u>	<u>473</u>
<i>Movements:</i>		
Opening balance	473	104
(Charged)/Credited to profit or loss (note 7)	(20)	90
Credited to equity (note 7)	182	279
Closing balance	<u>635</u>	<u>473</u>

Note 17. Trade and other payables

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current liabilities</i>		
Trade payables	1,259	1,431
Other payables	4,852	1,254
	<u>6,111</u>	<u>2,685</u>

Refer to note 24 for further information on financial instruments.

Note 18. Lease liabilities

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current liabilities</i>		
Lease liability	<u>429</u>	<u>226</u>
<i>Non-current liabilities</i>		
Lease liability	<u>1,676</u>	<u>1,234</u>
Refer to note 24 for further information on financial instruments.		

Note 19. Employee benefits

	Consolidated	
	2022	2021
	\$ '000	\$ '000
<i>Current liabilities</i>		
Employee benefits	<u>1,305</u>	<u>726</u>
<i>Non-current liabilities</i>		
Employee benefits	<u>101</u>	<u>96</u>

Amounts not expected to be settled within the next 12 months.

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

Note 20. Issued Capital

	2022 Shares	Consolidated 2021 Shares	2022 \$ '000	2021 \$ '000
Shares issued and fully paid for:	404,889,741	366,528,176	45,084	17,716
Beginning of the year	366,528,201	180,000	17,995	0.18
Subdivision of Capital (1,444.44 securities issued per every 1 security held)	-	259,820,002	-	-
PlaySide Studios Limited Employee Share Option Plan under a cashless exercise	-	12,149,950	-	-
Transfer of Employee Share Expense from SBPR on Conversion of Options	-	-	-	1,006
Pre-IPO Raise – Conversion of Convertible Notes: Converted at 16cps	-	12,306,250	-	1,969
Pre-IPO Raise – Conversion of Convertible Notes: Converted at 15.286cps	-	7,071,999	-	1,081
Initial Public Offering at 20cps	-	75,000,000	-	15,000
Exercise of performance options	1,028,206	-	206	-
Private Placement – 33.33m shares @ 75cps	33,333,334	-	25,000	-
Share Purchase Plan – 4m shares @ 75cps	4,000,000	-	3,000	-
Total Contributed equity at the end of the reporting period, pre listing costs.	404,889,741	366,528,201	46,201	19,056
Share issue/IPO Listing Costs	-	-	(1,299)	(1,340)
Tax credit associated with Share issue/IPO listing costs	-	-	182	279
Total Contributed equity at the end of the reporting period	404,889,741	366,528,201	45,084	17,995

The Company in late September 2020 issued \$3,050,000 in Convertible Notes as part of a pre-IPO capital raise. On 8th December 2020, these convertible notes were converted into ordinary shares of the Company, as follows:

- 12,306,250 shares at a conversion price of 16 cents per share, not subject to Escrow; and
- 7,071,999 shares at a conversion price of 15.286 cents per share, subject to 12 months Escrow.

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital risk management policy remains unchanged from the 30 June 2021 Annual Report.

The Group does not at present have any external financing arrangements as it is in a net cash position as at 30 June 2022.

Note 21. Reserves

	Consolidated	
	2022	2021
	\$ '000	\$ '000
Share-based payments reserve	670	337
Foreign currency translation reserve	1	-
	<u>671</u>	<u>337</u>
<i>Share-based payments reserve</i>		
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.		
<i>Movements in reserves</i>		
Movements in each class of reserve during the current and previous financial year are set out below:		
<i>Share-based payments reserve</i>		
Opening balance	337	562
Expense incurred during the year	539	781
Transfer to Issued Capital on Exercise of Employee Share Options	(206)	(1,006)
Closing balance	<u>670</u>	<u>337</u>
<i>Foreign currency translation reserve</i>		
Opening balance	-	-
Foreign currency translation during the year	1	-
Closing balance	<u>1</u>	<u>-</u>

Note 22. Retained profits

	Consolidated	
	2022	2021
	\$ '000	\$ '000
Retained profits at the beginning of the financial year	(5,636)	243
Profit/(loss) after income tax expense for the year	4,850	(5,879)
	<u>(786)</u>	<u>(5,636)</u>

Note 23. Dividends

	Consolidated	
	2022	2021
	\$ '000	\$ '000

Dividends Paid during the financial year were as follows:

Final dividend for the year ended 30 June 2022 of nil dollars (2021: nil dollars) per ordinary share

- -

Accounting policy for dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the Group.

Franking credits:

Franking credits available for subsequent financial years based on a tax rate of 25% (2021: 26%)

- -

The Company has a debit franking account balance of \$0.54m as at end June 2022 (FY21: \$0.47m). This accumulated debit balance has been built up due to the amounts received under the Research and Development Incentive Scheme being greater than the level of Company Tax paid. There is no franking deficit tax payable on this debit balance as at 30 June 2022.

Note 24. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign exchange and ageing analysis.

Risk management has historically been carried out by the Board of Directors and the Senior Management Team, with the Chief Financial Officer in particular responsible for managing foreign currency and credit risk with support of the Senior Management Team. The Senior Management Team also report its financial results to the Board of Directors on a monthly basis.

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Consolidated			
	Assets	2021	Liabilities	2021
	2022		2022	
	\$ '000	\$ '000	\$ '000	\$ '000
US Dollars	5,586	2,046	3,933	1,707
GB Pounds	-	-	-	37
Euro	-	-	-	22
Total in AUD	5,586	2,046	3,933	1,766

The Group had net assets denominated in foreign currencies of \$1,653,578 (assets of \$5,586,361 less liabilities of \$3,932,783) as at 30 June 2022 (2021: \$279,341 net assets (assets of \$2,045,829 less liabilities of \$1,766,488)).

Based on this exposure, had the Australian dollar weakened by 10%/strengthened by 5% (2021: weakened by 10%/strengthened by 5%) against these foreign currencies with all other variables held constant, the Group's profit before tax for the year would have been \$165,358 higher/\$82,679 lower (2021: \$27,934 higher/\$13,969 lower) and equity would have been \$165,358 higher/\$82,679 lower (2021: \$27,934 higher/\$13,969 lower).

The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last six months each year and the spot rate at each reporting date. The actual foreign exchange loss for the year ended 30 June 2022 was \$277,487 (2021: profit of \$103,319).

Price risk

Price risk can impact a company's revenue where the price of a company's goods or services can be materially influenced by the actions of competitors operating in the same market.

The Group has not observed any changes in the behaviour of its competitors that would result in any exposure to any significant price risk.

Interest rate risk

Interest rate risk arises when a company has debt that is subject to a variable or floating rate of interest.

The Group is not exposed to any significant interest rate risk on the basis it has no borrowings and has been in a net cash position throughout FY2022 and FY2021.

Credit risk

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 a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any loss allowance for those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than six months.

Liquidity risk

Liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

The Group does not have any borrowing facilities in place at the reporting date. This does not present a financing risk as the Group has sufficient cash reserves in place to fund the business for the foreseeable future.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2022						
	Weighted average interest rate %	1 year or less \$ '000	Between 1 and 2 years \$ '000	Between 2 and 5 years \$ '000	Over 5 years \$ '000	Remaining contractual maturities \$ '000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	1,259	-	-	-	1,259
Other payables	-	4,852	-	-	-	4,852
<i>Interest-bearing - fixed</i>						
Lease liability	4.00%	429	462	1,214	-	2,105
Total non-derivatives		6,540	462	1,214	-	8,216

Consolidated - 2021						
	Weighted average interest rate %	1 year or less \$ '000	Between 1 and 2 years \$ '000	Between 2 and 5 years \$ '000	Over 5 years \$ '000	Remaining contractual maturities \$ '000
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	1,431	-	-	-	1,431
Other payables	-	1,254	-	-	-	1,254
<i>Interest-bearing - fixed</i>						
Lease liability	4.00%	226	270	936	28	1,460
Total non-derivatives		2,911	270	936	28	4,145

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 25. Fair value measurement

Fair value hierarchy

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Group holds forex forward contracts to sell USD. The liability totals \$163,449 as at 30 June 2022. This liability is classed as being Level 2 in the Fair value hierarchy, meaning that the inputs are observable for the liability, either directly or indirectly.

Note 26. Key management personnel disclosures

Non-Executive Directors

Cristiano Nicolli Chairman
Hans ten Cate
Aaron Pasias
Mark Gouloupoulos

All of the above persons were directors of PlaySide Studios Limited for the entire year-ended 30 June 2022, unless otherwise stated.

Other Key Management Personnel

The following persons had authority and responsibility for planning, directing, and controlling the activities of the Group directly or indirectly during the year-ended 30 June 2022:

Gerry Sakkas Chief Executive Officer and Managing Director
Paul Fouracre Chief Operating Officer
Darren Briggs Chief Financial Officer and Company Secretary

All of the above persons were employed by PlaySide Studios Limited and were key management personnel for the entire period ended 30 June 2022 unless otherwise stated.

	Consolidated	
	2022	2021
	\$	\$
Short-term employee benefits	1,403,764	930,873
Post-employment benefits	99,046	76,461
Share-based payments	454,582	302,828
	<u>1,957,392</u>	<u>1,310,162</u>

Refer to remuneration report for further information.

Note 27. Remuneration of auditors

	Consolidated 2022 \$	2021 \$
<i>Audit services -</i>		
Audit or review of the financial statements	131,546	80,000
Audit of the prior year financial statements*	-	37,222
	<u>131,546</u>	<u>117,222</u>
<i>Other services -</i>		
IPO advisory services**	-	64,000
Taxation compliance services	8,000	-
Advice on employee ESOP	2,000	-
	<u>10,000</u>	<u>64,000</u>
	<u>141,546</u>	<u>181,222</u>

*Audit services relate to the financial statements for the years ended 30 June 2018 to 30 June 2020, undertaken as part of the listing process in 2022 before the Group was listed on the Australian Stock Exchange.

**IPO advisory services include the preparation of an independent accountant's report and attendance at due diligence committee meetings, as well as preparation of financial statements, prior to listing on the ASX.

Note 28. Contingent assets and liabilities

The Group has no contingent asset or liabilities as at 30 June 2022 or 30 June 2021.

Note 29. Commitments

The Group had capital commitments for property, plant and equipment as at 30 June 2022 of \$438,550 (30 June 2021: \$304,126).

Note 30. Related party transactions

Parent entity

PlaySide Studios Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 32.

Associates

Interests in associates are set out in note 33.

Key management personnel

Disclosures relating to key management personnel are set out in note 26.

Transactions with related parties

During FY2022, there were a number of related party transactions, as detailed in Note 30 and summarised as follows:

- Fees totalling \$30,000 plus GST were charged by a Director-related entity, MG Capital Trust, for consulting services provided, of which \$11,000 including GST was owing as at 30 June 2022; and
- Intellectual property and software development services were charged by a Director-related entity, Applantis Pty. Ltd., totalling \$262,500 plus GST, of which \$96,250 including GST was owing as at 30 June 2022. Applantis Pty. Ltd. is an entity associated with Mr. Gerry Sakkas, Mr. Mark Goulopoulos and Mr. Aaron Pasias.

The following transactions occurred with related parties:

	Consolidated 2022 \$	2021 \$
<i>Payment for other expenses:</i>		
• Consulting fees charged by a Director-related entity	30,000	-
• Intellectual property and software development services charged by a Director-related entity	262,500	-
Total expenses charged by director related entities	<u>292,500</u>	<u>-</u>
<i>Consulting fees paid to equity accounted associate:</i>		
• Digital Business Holdings Pty. Ltd.	<u>62,000</u>	<u>-</u>
<i>Amounts owing to director related entities:</i>		
• MG Capital Trust	11,000	-
• Applantis Pty. Ltd.	96,250	-
Total owing to Director-related entities	<u>107,250</u>	<u>-</u>

Note 31. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2022	2021
	\$ '000	\$ '000
Profit/(loss) after income tax	4,841	(5,879)
Total comprehensive income	4,841	(5,879)

Statement of financial position

	Parent	
	2022	2021
	\$ '000	\$ '000
Total current assets	43,473	12,984
Total assets	54,513	17,663
Total current liabilities	7,777	3,637
Total liabilities	9,554	4,967
Equity		
Issued capital	45,084	17,995
Share-based payments reserve	670	337
Retained profits	(795)	(5,636)
Total equity	44,959	12,696

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2022 and 30 June 2021.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

Capital commitments - Property, plant and equipment

The parent entity had capital commitments for property, plant and equipment as at 30 June 2022 of \$438,550 (30 June 2021: \$304,126).

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in the financial statements, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 32. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2022 %	2021 %
Tap2Jump Pty Ltd	Australia	100.00%	100.00%
PlaySide Studios NZ Limited	New Zealand	100.00%	0.00%

Note 33. Interests in associates

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the Group are set out below:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2022 %	2021 %
Digital Business Holdings Pty Ltd	Australia	26.66%	26.66%

The shareholding in Digital Business Holdings Pty Ltd is accounted for using the equity method of accounting and the current shareholding is 26.66%. The Group is considered to have significant influence due to its voting rights. For the reporting period, the Group recorded an increase in the value of the investment of \$0.076 million (2020: \$0.017 million) attributable to its share of profits.

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

	2022 \$ '000	2021 \$ '000
<i>Summarised financial information</i>		
<i>Summarised statement of financial position</i>		
Current assets	622	220
Non-current assets	-	-
Total assets	<u>622</u>	<u>220</u>
Current liabilities	127	22
Non-current liabilities	259	259
Total liabilities	<u>386</u>	<u>281</u>
Net assets/(liabilities)	<u>236</u>	<u>(61)</u>
<i>Summarised statement of profit or loss and other comprehensive income</i>		
Revenue	1,213	370
Expenses	(839)	(305)
Other income	-	19
Profit before income tax	374	84
Other comprehensive income	(88)	-
Total comprehensive income	<u>286</u>	<u>84</u>
PlaySide share of profits of associates accounted for using the equity method	<u>76</u>	<u>17</u>

Note 34. Reconciliation of profit/(loss) after income tax to net cash from operating activities

	Consolidated	
	2022	2021
	\$'000	\$'000
Profit/(loss) after income tax expense for the year	4,850	(5,879)
Adjustments for:		
Depreciation and amortisation	989	238
Share-based payments	539	781
Foreign exchange differences	277	(103)
Share of associate profit capitalised	(76)	(17)
Impairment of Capitalised Development Costs	840	-
Other non-cash items	-	(30)
Change in operating assets and liabilities:		
Increase in trade and other receivables	(3,491)	(824)
(Increase)/decrease in income tax refund due	-	162
(Increase)/decrease in deferred tax assets	20	(90)
Increase in prepayments	(268)	(96)
(Increase)/decrease in other operating assets	(85)	50
Increase in trade and other payables	3,427	1,700
Increase in provision for income tax	10	-
Increase in employee benefits	584	279
Net cash provided by/(used in) operating activities	<u>7,616</u>	<u>(3,829)</u>

Note 35. Share-based payments

Performance Rights Plan (PRP)

The PRP is the basis of PlaySide Studios Limited's long-term reward scheme for selected senior employees and was implemented as part of the Company's listing on the Australian Securities Exchange in December 2020.

In summary, eligible employees identified by the Board may be granted performance rights, which is an entitlement to a share subject to the satisfaction of exercise conditions on terms determined by the Board.

The details of the grants made and outstanding during the year-ended 30 June 2022 is detailed in the table below:

Grant date	Expiry date	Date Exercisable	Fair Value At Grant Date	Balance at Start of Period	Granted During Period	Exercised During Period	Lapsed, forfeited or cancelled During Period	Balance at End of Period
16-Nov-20	16-Nov-25	31-Aug-21	\$ 0.20	1,028,206	-	(1,028,206)	-	-
16-Nov-20	16-Nov-25	31-Aug-21	\$ 0.20	685,470	-	-	(685,470)	-
16-Nov-20	16-Nov-25	31-Aug-22	\$ 0.20	856,838	-	-	-	856,838
16-Nov-20	16-Nov-25	31-Aug-22	\$ 0.20	514,102	-	-	-	514,102
16-Nov-20	16-Nov-25	31-Aug-22	\$ 0.20	342,736	-	-	-	342,736
16-Nov-20	16-Nov-25	31-Aug-23	\$ 0.20	856,838	-	-	-	856,838
27-Oct-21	27-Oct-26	31-Aug-23	\$ 0.72	-	642,200	-	-	642,200
27-Oct-21	27-Oct-26	31-Aug-23	\$ 0.72	-	385,320	-	-	385,320
27-Oct-21	27-Oct-26	31-Aug-24	\$ 0.72	-	256,880	-	-	256,880
7-Dec-21	7-Dec-26	31-Aug-23	\$ 0.82	-	41,700	-	-	41,700
7-Dec-21	7-Dec-26	31-Aug-23	\$ 0.82	-	25,020	-	-	25,020
7-Dec-21	7-Dec-26	31-Aug-24	\$ 0.82	-	16,680	-	-	16,680
Total				4,284,190	1,367,800	(1,028,206)	(685,470)	3,938,314

Performance rights do not carry voting or dividend entitlements. The fair value of performance rights issued during the year was based on the share price at the date of issue. All performance rights have no exercise price at either grant or vesting date.

There were no performance rights that had vested or were exercisable as at 30 June 2022 or at the date of this report.

Employee Share Option Plan (ESOP)

PlaySide Studios was still a private company back in FY2017 when it established an Employee Share Option Plan that was designed to encourage certain key employees to remain with the Company both leading into and after its listing on the Australian Stock Exchange (ASX).

After 1,800 options were issued to Employees early in FY2021, there were a total of 9,000 options on issue, with each option having an exercise price of \$18.89. As part of preparing to list on the ASX, the Company undertook a sub-division of capital (1,444.44 securities per every security held), which saw ESOP option holders with the opportunity to convert their options to 13,000,000 shares. Ultimately, in September 2020, the employees undertook a cashless exercise of their options, which saw 850,050 shares forfeited and the options converted into 12,149,950 issued shares which were part of the initial capital listed on the ASX.

After this option conversion, the ESOP was cancelled and will never be used again.

PlaySide Studios Limited
Notes to the consolidated financial statements
30 June 2022

Set out in the table below are the options granted under the plan prior to the cancellation of the plan:

Grant date	Expiry date	Exercise price	2021		Expired/ forfeited/ other	Balance at the end of the year
			Balance at the start of the year	Granted		
03/04/2017	03/04/2022	\$18.89	2,700	-	2,700	-
01/10/2017	01/10/2022	\$18.89	2,700	-	2,700	-
02/12/2019	02/12/2024	\$18.89	1,800	-	1,800	-
1/07/2020	1/07/2025	\$18.89	-	900	900	-
25/09/2020	25/09/2025	\$18.89	-	900	900	-
			<u>7,200</u>	<u>1,800</u>	<u>9,000</u>	<u>-</u>

Note 36. Earnings per share

	Consolidated 2022 \$ '000	2021 \$ '000
Profit/(loss) after income tax attributable to the owners of PlaySide Studios Limited	<u>4,850</u>	<u>(5,879)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	389,550,300	321,461,997
Adjustments for calculation of diluted earnings per share:		
Adjustment for Employee Options & Performance Rights	<u>3,938,314</u>	<u>-</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>393,488,614</u>	<u>321,461,997</u>
	Cents	Cents
Basic earnings per share	1.25	(1.83)
Diluted earnings per share*	1.23	(1.83)

* On the basis of the Group's losses, the outstanding performance rights as at 30 June 2021 were considered to be anti-dilutive and therefore were excluded from the diluted weighted average number of ordinary shares calculation.

Note 37. Events after the reporting period

No other matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

PlaySide Studios Limited
Directors' declaration
30 June 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Cristiano Nicolli
Director

31 August 2022
Melbourne, Australia



Tel: +61 3 9603 1700
Fax: +61 3 9602 3870
www.bdo.com.au

Collins Square, Tower Four
Level 18, 727 Collins Street
Melbourne VIC 3008
GPO Box 5099 Melbourne VIC 3001
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of PlaySide Studios Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of PlaySide Studios Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, 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 report, 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:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and
- (ii) 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 *Corporations Act 2001* and the ethical requirements of the Accounting Professional and 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 of 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.

Capitalisation of game development costs as an intangible asset

Key audit matter	How the matter was addressed in our audit
<p>During the year, the Group has capitalised development costs of \$3.90 million (2021: \$1.47 million) in relation to various game development projects, including direct acquisition costs and other direct costs such as salary expenditure. AASB 138 <i>Intangible Assets</i> requires development costs to be capitalised only under specific circumstances including:</p> <ul style="list-style-type: none"> • It is technically feasible to complete the intangible asset. • There is clear intention to complete. • Ability to use or sell the intangible asset exists. • There are adequate technical, financial, and other resources to complete the asset. • Future economic benefits are probable; and • Expenditure can be measured reliably. <p>Judgement is therefore required to establish the point at which capitalisation should commence, the nature of costs to be capitalised, the point at which capitalisation should cease and amortisation should commence, and the useful life of each game asset.</p> <p>There is a risk that the costs capitalised do not meet the criteria for capitalisation in accordance with Australian Accounting Standards. We therefore identified the capitalisation and amortisation of intangible assets as a significant risk.</p> <p><i>The accounting policy is disclosed in Note 1, and details of Intangibles is disclosed in Note 15.</i></p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Performing a walkthrough of management's process for evaluating and monitoring game development, to gain an understanding of the projects the Group is working on, and the nature of costs incurred. • Consulting with our BDO IFRS experts regarding the appropriateness of the Group's capitalisation policy. • For a sample of projects, we performed testing as to whether the costs relate to a technologically feasible project, assessing there is a clear intention to complete and launch the game in development, assessing the future economic benefit to be generated by game are probable by assessing cash flows forecasts, and assessing the estimated useful life of developed games to satisfy ourselves estimated useful life is appropriate. • For salary costs capitalised, we have validated a sample of costs to internal timesheets records and payroll records to ensure only direct costs are capitalised, and we obtained a sample of confirmations direct from employees to agree that the time charged to individual projects is accurate. • For non-salary costs capitalised, we have agreed a sample of costs to supporting documentation and specifically challenged whether each of the cost types meet the definition of "directly attributable" as per AASB 138 Intangible Assets. • Assessing disclosures included within the financial statements to agree that they are in line with the requirements of Australian Accounting Standards.

Impairment assessment of intangible assets

Key audit matter	How the matter was addressed in our audit
<p>The Group has material indefinite and finite life intangible assets including an indefinite life Dumb Ways to Die (“DWT”) brand name (\$2.01 million); and finite life intangible assets relating to capitalised costs applicable to games under development and not yet available for use (\$3.68 million), and games developed and launched to market (\$1.29 million).</p> <p>Intangibles with an indefinite useful life or an intangible asset not yet available for use are required to be tested at least annually for impairment in accordance with Australian Accounting Standards whilst finite life intangibles available for use are required to be assessed for indicators of impairment at each reporting period, and if an impairment indicator exists, then the asset must be tested for impairment.</p> <p>A risk exists that an impairment charge is required where the carrying value of the individual intangible assets exceeds its recoverable amount.</p> <p>Significant complexity and judgement is associated with determining key assumptions and inputs to an impairment model, including future revenues and costs, growth assumptions and discount rate.</p> <p><i>The accounting policy is disclosed in Note 1, and details of Intangibles is disclosed in Note 15.</i></p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • For finite life game development intangible assets available for use, we have reviewed and challenged management’s assessment of whether indicators of impairment exist for individual intangible assets. • In respect of indefinite life intangible assets (DWT brand name), finite life game development intangible assets not available for use, or other finite life game development intangible assets with indicators of impairment we have performed the following: <ul style="list-style-type: none"> - Audited the value-in-use impairment tests including management’s cash flow forecasts and discount rates. This included assessing the reliability of management’s forecasts compared to historical actual results where appropriate and assessing the feasibility of meeting the forecasts. - Engaging our BDO Corporate Finance experts to review the integrity of impairment models including the appropriateness of the discount rates and growth rates used. - Performing a sensitivity analysis on the discounted cash flows to determine whether any impairment exist. • Reviewing the adequacy of the Group’s disclosures in the financial statements regarding impairment assessment is in accordance with Australian Accounting standards.

Revenue recognition

Key audit matter	How the matter was addressed in our audit
<p>The Group has several different revenue and other income streams including work for hire revenue; revenue generated from launch of Playside developed games (i.e., original intellectual property (IP) revenue); revenue from entering the sale of non-fungible tokens ('NFT' revenue); and research and development (R&D) grant income.</p> <p>Accounting for these revenue streams require judgment to ensure the correct accounting treatment under AASB 15 <i>Revenue from Contracts with Customers</i> and other relevant Australian Accounting Standards.</p> <p>Work for hire revenue is accounted for under AASB 15, with judgement required to identify performance obligations in individual contracts, with the revenue associated with individual performance obligations recognised over time, or at point in time, as performance obligations are fulfilled.</p> <p>Original IP revenue is accounted for under AASB 15, with judgement required to ensure revenue is correctly accounted for at a point in time.</p> <p>NFT revenue is accounted for under AASB 15, with judgement required to ensure revenue is correctly accounted for on a principal or agency basis, and correctly accounted for at a point in time.</p> <p>Accounting for revenue under AASB 15 has been determined as a key audit matter due to the:</p> <ul style="list-style-type: none"> • Complexity associated with accounting for individual contract terms and conditions and the timing of revenue recognition • Degree of estimation required over the course of a contract for work or hire revenue. • Judgement required to ensure original IP revenue is correctly accounted at a point in time. • Judgement involved in recognising NFT revenue on a principal basis and is correctly recognised at a point in time. • Evolving nature of the Group's revenue streams. <p><i>The accounting policy is disclosed in Note 1, and details of revenue is disclosed in Note 4 and R&D grant income is disclosed in Note 5.</i></p>	<p>Our audit procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Assessing the design and implementation of controls over the revenue transaction cycle. • Reviewing the Group's revenue recognition policies to agree it complies with the requirements of AASB 15 <i>Revenue from Contracts with Customers</i> and other relevant Accounting Standards. • Testing a sample of work for hire revenue to contracts to: <ul style="list-style-type: none"> - Challenge management's assessment of individual performance obligations to assess whether they are appropriate. - Examine management's judgements regarding recognition of individual performance obligation over time or at a point time are correct. - Challenging management's allocation of the transaction price in sampled contracts to individual performance obligations. - Auditing management's calculations for percentage of completion applied to performance obligations recognised over time, including reviewing the actual and budgeted costs to complete. - Agreeing a sample of actual costs incurred to payroll reports, timesheets, and obtaining confirmations direct from employees regarding time allocated in timesheet records. - Obtaining project manager confirmations to agree the percentage completion applied is reasonable. - Challenging management's assumptions that the budgets used were appropriate and accurate. • Substantively testing a sample of original IP revenue to source documentation (invoices/contracts), bank receipts and third-party online gaming platforms. • Agreeing NFT revenue recognised to source documentation and bank receipts and engaging our IFRS technical experts to review management's position paper in relation to accounting for NFT revenue on a principal basis and agreeing the correct accounting treatment for recognition of NFT revenue.

Key audit matter

How the matter was addressed in our audit

- Engaging our R&D tax experts to review management's calculation of the R&D government grant and ensuring the grant recognised has been correctly accounting for as other income or deferred to the consolidated statement of financial position where it relates to capitalised expenditure.
- Performing detailed cut-off procedures by revenue stream by substantially testing revenue recognised pre and post year-end is correct.
- Reviewing the financial statement disclosures to agree they meet the requirements of Australian Accounting Standards.

Dumb ways to die acquisition accounting

Key audit matter

How the matter was addressed in our audit

The Group acquired the Dumb Ways to Die ('DWTD') franchise during the year ended 30 June 2022 for consideration of \$2.25 million.

There is a risk that the accounting treatment in relation to the acquisition of the 'Dumb Ways to Die' franchise is incorrectly accounted for due to the complexities associated with this transaction.

We are required to ensure this acquisition has been appropriately accounted for in accordance with AASB 3 *Business Combinations* and other relevant accounting standards. This involves determining whether the assets acquired meet the definition of a 'business' or whether the transaction should be accounted for as an asset acquisition.

Management ultimately assessed from the acquirer's perspective, that the transaction was an asset acquisition and not a business combination as defined in AASB 3 *Business Combinations*.

The accounting policy is disclosed in Note 1, and details of Intangibles is disclosed in Note 15.

Our audit procedures included, but were not limited to:

- Reviewing the sale and purchase agreements to understand the terms and obligations.
- Evaluating management's assessment of the accounting treatment of the acquisition for compliance with the requirements of Australian Accounting Standards.
- Engaging our IFRS technical experts to review Management's position paper to agree the conclusion of an asset acquisition was appropriate.
- Considering the adequacy of management's fair value assessment recognising separately identifiable assets and intangibles.
- Engaging our BDO valuation expert to review the integrity of the valuation models supporting management's fair value assessment of intangible assets acquired, including the appropriateness of assumptions, including discount rates and growth rates used.
- Reviewing the acquisition for any other separately identifiable intangible assets that have not been included in Management's assessment.

Key audit matter**How the matter was addressed in our audit**

- Auditing acquisition journal entries to ensure assets and liabilities acquired have been correctly recorded in the financial statements.
- Auditing the financial statements to ensure all appropriate disclosures are included within the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2022, but does not include the financial report and the 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 15 to 23 of the Directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of PlaySide Studios Limited, for the year ended 30 June 2022, 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.

BDO Audit Pty Ltd

A handwritten signature in blue ink, appearing to read 'David Garvey', is written over a faint blue BDO logo.

David Garvey
Director

Melbourne, 31 August 2022

PlaySide Studios Limited
Shareholder information
30 June 2022

The shareholder information set out below was applicable as at 16 August 2022.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares	
	Number of holders	% of total shares issued
1 to 1,000	1,019	0.17
1,001 to 5,000	2,494	1.60
5,001 to 10,000	871	1.66
10,001 to 100,000	1,394	10.18
100,001 and over	202	86.39
Total	5,980	100
Holding less than a marketable parcel	461	0.14

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
GERRY SAKKAS	79,659,417	19.67
YONDRO PTY LTD AS TRUSTEE FOR THE PASIAS FAMILY TRUST	79,190,777	19.56
ATLANTIS PTY LTD AS TRUSTEE FOR THE MG FAMILY TRUST	79,166,667	19.55
NATIONAL NOMINEES LIMITED	20,204,011	4.99
TEJESH MUNUSAMY	12,500,001	3.09
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	3,000,917	0.74
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,982,194	0.74
CITICORP NOMINEES PTY LIMITED	2,313,993	0.57
MR DANIEL JOSEPH ARMSTRONG	2,224,274	0.55
SANDHURST TRUSTEES LTD	1,729,167	0.43
BNP PARIBAS NOMS PTY LTD	1,557,171	0.38
NICHOLAS MERRETT	1,214,995	0.30
ERIN HALPENNY	1,214,995	0.30
MR RHYL MAYES	1,206,995	0.30
ADAM BAX	1,200,000	0.30
MS KRISTEL LIZETTE VILLEGAS	1,191,506	0.29
MR EDWARD JOHN CHARLES BOOTH	1,179,515	0.29
SHAYDEN NOMINEES PTY LTD	1,128,750	0.28
RETZOS EXECUTIVE PTY LTD	1,045,000	0.26
SENM (SUPER) PTY LTD	1,015,000	0.25
	294,925,345	72.84

Unquoted equity securities

	Number on issue	Number of holders
PlaySide Studios Limited Performance Rights Plan	3,938,314	6

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares Number held	% of total shares issued
GERRY SAKKAS	79,659,417	19.67
YONDRO PTY LTD AS TRUSTEE FOR THE PASIAS FAMILY TRUST	79,190,777	19.56
ATLANTIS PTY LTD AS TRUSTEE FOR THE MG FAMILY TRUST	79,166,667	19.55

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.