



GOODWOOD CAPITAL LIMITED

Annual Report

For the year ended 31 March 2022

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24 May 2022

During the course of the financial year ended 31 March 2022, the Board was actively engaged in looking to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction (RTO). Discussions have been had with several potential acquisition targets.

On 26 April, the directors of Goodwood Capital Limited (“Goodwood”) announced that Goodwood has reached agreement to acquire 100% of WasteCo Holdings NZ Limited (“WasteCo”), a diversified waste, refuse and industrial services business with operations in Christchurch, Ashburton, Timaru, Oamaru, Dunedin and Balclutha.

The business operations of WasteCo comprise:

- **Environmental services**, which comprise the following operations:
 - Waste collection via front load bins, hook bins, skip bins and wheelie bins from both commercial and private customers.
 - A large gantry collection operation in Christchurch.
 - Road sweeping for Councils and commercial customers. WasteCo operates an extensive sweeping operation in the South Island.
 - Waste sorting and diversion. WasteCo operates a 3,600 square metre dedicated sorting facility in Christchurch with a strong focus on diversion from landfill. WasteCo is currently achieving global diversion in excess of 50% of waste away from the landfill.
 - WasteCo has recently implemented a new specialised facility for the collection and treatment of medical and quarantine waste.
- **Industrial services**, which comprise the following operations:
 - High pressure water blasting, urgent spill response services, septic tank cleaning and portaloos. These services are offered on a 24/7/365 basis. WasteCo is one of the largest providers of industrial services in the South Island.
 - Port services. WasteCo provides maintenance, cleaning and auxiliary services to several Ports and shipping companies in the South Island.
 - Training services. WasteCo provides internal and external training courses to its own staff and to third party organisations.

WasteCo commenced its business operations in 2013 and has continued to grow progressively and consistently since its inception¹.

Transaction Structure

The transaction agreed between the parties values WasteCo at \$31 million, whilst the listed shell of Goodwood has been valued at circa \$1.2 million (post the capitalisation of the existing indebtedness of Goodwood to Mounterowen Limited discussed below).

In anticipation of the transaction proceeding, Goodwood undertook a 2.5 to one consolidation of its share capital on 5 May 2022. This resulted in the share capital of Goodwood being consolidated to 13,363,927 shares after completion of the consolidation.

¹ See also <https://wasteco.co.nz/>.

If the transaction completes:

- the existing shareholders of WasteCo will be issued 560,000,000 fully paid ordinary shares at an issue price of NZ\$0.05 per share as consideration for all of the shares in WasteCo. In addition, Goodwood will issue 60,000,000 fully paid ordinary shares to the holders of \$3 million of Mandatory Convertible Notes previously issued, or to be issued by WasteCo prior to completion of the transaction.
- the principal indebtedness of Goodwood (anticipated to be circa \$530,000 as at the date of the completion of the transaction) will be capitalised into circa 10,600,000 fully paid ordinary Goodwood shares at an issue price of NZ\$0.05 per share. This will extinguish the principal Goodwood indebtedness and ensure that Goodwood is largely debt free, with the exception of certain trade creditors incurred in the ordinary course of business as at the completion of the transaction.
- Goodwood will undertake a capital raising to raise \$3 million of new capital through the issue 60,000,000 fully paid ordinary shares to wholesale investors (as defined in the Financial Markets Conduct Act 2013) at an issue price of \$0.05 per share to raise additional new capital for Goodwood post completion of the transaction. Due to the regulatory framework associated with reverse listing transactions, Goodwood is not able to raise new capital through an offer to all existing shareholders, or other members of the public, in conjunction with completion of the transaction. As discussed further below, NZX will also suspend trading in Goodwood shares pending completion of the transaction.

After completion of the transaction, the WasteCo shareholders will own approximately 80% of the ordinary shares in Goodwood.

80% of the new Goodwood shares to be issued to the existing WasteCo shareholders will be placed in escrow (with restrictions on trading) up until the date after Goodwood announces its preliminary result to the market for the financial year ending 31 March 2023.

[Shareholder approval and timing](#)

The transaction is subject to approval by the shareholders of Goodwood under the NZX Listing Rules and the Takeovers Code. Goodwood expects to send information to shareholders before the end of June 2022, to enable them to vote on the transaction at a shareholders' meeting shortly thereafter.

The information made available to shareholders will include a listing profile of WasteCo and an independent adviser report prepared to comply with requirements of the Takeovers Code and Takeovers Panel guidance.

Subject to the appropriate approvals, the completion date is expected to be within one week of the date of the shareholders meeting. At this time Goodwood would change its name to WasteCo Group Limited and its ticker code to 'WCO'. At completion, Goodwood is expected to have approximately \$3 million in cash or undrawn facilities, which would be used to fund further growth of the WasteCo business operations.

The board of Goodwood, post completion of the transaction, will consist of three of the current WasteCo shareholders – Co-founders Carl Storm and James Redmayne together with Shane Edmond. In addition, there will be two independent directors appointed.

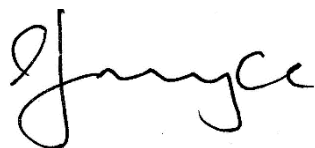
[Suspension of trading in Goodwood shares pending the release of the Notice of Meeting and Profile to the market](#)

The transaction constitutes a reverse listing which, in accordance with NZ RegCo's usual practice, triggers a suspension of quotation of Goodwood shares.

Goodwood would plan to seek a release of the suspension once Goodwood has completed the acquisition of WasteCo Group. This process is as contemplated by the NZ RegCo Guidance Note on Reverse Listings and is designed to ensure that the shares in an Issuer can only be traded where the market is fully informed about all material aspects of a potential acquisition, in the context of a reverse listing transaction.

The Board looks forward to presenting the WasteCo Group initiative to shareholders in the coming months and are excited about the opportunity that the initiative presents.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Sean Joyce', written in a cursive style.

Sean Joyce
Chair

Statement of comprehensive income

For the year ended 31 March 2022

	Note	2022 NZ\$	2021 NZ\$
Continuing operations			
Revenue		-	-
Administrative expenses	5	(162,928)	(174,170)
Interest expense		(5,638)	(2,426)
Loss before income tax		(168,566)	(176,596)
Income tax (expense) benefit	7	158	-
Loss from continuing operations		(168,408)	(176,596)
Discontinued operations			
Loss from discontinued operations (net of tax)	16	-	(12,083)
Transfer from foreign currency reserve on wind up of subsidiary	16	-	(130,610)
Loss from discontinued operations		-	(142,693)
Net loss for the year		(168,408)	(319,289)
Other comprehensive income			
Items that may be subsequently reclassified to profit or loss:			
Exchange differences on translation of foreign operations		-	12,083
Total comprehensive loss for the year attributable to shareholders		(168,408)	(307,206)
Total comprehensive loss for the year attributable to shareholders			
Continuing operations		(168,408)	(176,596)
Discontinued operations		-	(130,610)
		(168,408)	(307,206)
Earnings/(loss) per share from continuing operations:			
- basic and diluted loss per share (NZ\$)	8	(0.013)	(0.020)
Earnings/(loss) per share from continuing and discontinued operations:			
- basic and diluted (loss)/earnings per share (NZ\$)	8	(0.013)	(0.036)

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

Statement of changes in equity

For the year ended 31 March 2022

	Note	Share capital NZ\$	Accumulated losses NZ\$	Foreign currency translation reserve NZ\$	Total Equity NZ\$
Balance at 31 March 2020		12,583,107	(12,712,459)	(142,693)	(272,045)
Loss attributable to shareholders of the company		-	(319,289)	130,610	(188,679)
Exchange differences on translating overseas subsidiary		-	-	12,083	12,083
Total comprehensive gain/(loss) for the year		-	(319,289)	142,693	(176,596)
Issue of ordinary shares	12	302,669	-	-	302,669
Balance at 31 March 2021		12,885,776	(13,031,748)	-	(145,972)
Balance at 1 April 2021		12,885,776	(13,031,748)	-	(145,972)
Loss attributable to shareholders of the company		-	(168,408)	-	(168,408)
Total comprehensive gain/(loss) for the year		-	(168,408)	-	(168,408)
Issue of ordinary shares	12	14,400	-	-	14,400
Balance at 31 March 2022		12,900,176	(13,200,156)	-	(299,980)

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

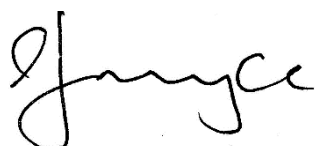
Statement of financial position

As at 31 March 2022

	Note	2022 NZ\$	2021 NZ\$
ASSETS			
Current assets			
Cash and cash equivalents	9	14,413	51,368
Receivables and other current assets	10	4,460	27,305
Total current assets		18,873	78,673
Non-current assets			
NZX bond		20,000	20,000
Total non-current assets		20,000	20,000
Total assets		38,873	98,673
LIABILITIES			
Current liabilities			
Trade and other payables	11,17.2	25,151	26,582
Total current liabilities		25,151	26,582
Non-current liabilities			
Loan advances (unsecured)	17.1	313,701	218,063
Total non-current liabilities		313,701	218,063
Total liabilities		338,852	244,645
Net assets		(299,979)	(145,972)
EQUITY			
Share capital	12	12,900,176	12,885,776
Accumulated losses		(13,200,155)	(13,031,748)
Total equity		(299,979)	(145,972)

The financial statements were approved by the Board on 24 May 2022.

Signed on behalf of the board by:



Sean Joyce
Director



Roger Gower
Director

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

Goodwood Capital Limited
Statement of cash flows
For the year ended 31 March 2022

	Note	2022 NZ\$	2021 NZ\$
Cash flows from operating activities			
Payments to suppliers		(141,513)	(127,960)
Income tax refunded		158	-
Net cash used in operations	18	(141,355)	(127,960)
Cash flows from investing activities			
		-	-
Cash flows from financing activities			
Proceeds from issue of share capital	12	14,400	177,669
Proceeds from loan advances	17.1	90,000	-
Net cash from financing activities		104,400	177,669
Net increase/(decrease) in cash and cash equivalents			
		(36,955)	49,709
Cash and cash equivalents at the beginning of the year	9	51,368	1,659
Cash and cash equivalents at the end of the year		14,413	51,368

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

Notes to the financial statements

For the year ended 31 March 2022

1 General information

Goodwood Capital Limited (“the Company”) is a limited liability company, incorporated and domiciled in New Zealand.

The Company was placed into liquidation on 14 March 2019. In July 2020, an application was made to the High Court to restore the Company from liquidation. The Company was restored from liquidation on 9 October 2020 by order of the High Court and the restoration was completed on 19 October 2020.

For the year ended 31 March 2022, the financial statements comprise only Goodwood Capital Limited (2021: For the year ended 31 March 2021, the consolidated financial statements comprise Goodwood Capital Limited and its subsidiary, Snakk Media Pte. Limited, a private company incorporated and domiciled in Singapore, (together the “Group”). The results of Snakk Media Pte. Limited are included in the consolidated financial statements up until that subsidiary was removed from the Singapore Companies Register on 16 December 2020).

The Company (2021: Group) is currently non-trading.

The financial statements are presented in New Zealand dollars.

2 Basis of preparation

The financial statements (2021: consolidated financial statements) have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (‘NZ GAAP’). The Company (2021: Group) is a for-profit entity for the purposes of complying with NZ GAAP. The financial statements (2021: consolidated financial statements) comply with New Zealand equivalents to International Financial Reporting Standards (‘NZ IFRS’) and International Financial Reporting Standards (‘IFRS’).

The Company is an FMC reporting entity under the Financial Markets Conduct Act 2013. These financial statements have been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules. While the Company was in liquidation, it did not, nor was it required to, report in accordance with these requirements.

The financial statements (2021: consolidated financial statements) have been prepared on a historical cost convention, except for financial instruments which are measured at fair value or amortised cost.

2.1 New and amended standards and interpretations

The Company (2021: Group) has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

Notes to the financial statements

For the year ended 31 March 2022

3 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements (2021: consolidated financial statements) are set out below. These policies have been consistently applied to all the periods presented.

3.1 Going concern

The Group ceased its business operations in December 2018 and the Company was placed into liquidation on 14 March 2019. Subsequently, an application to the High Court to restore the Company from liquidation was approved on 9 October 2020. The Company was restored from liquidation on 19 October 2020.

As at 31 March 2022 the Company has reported net liabilities of \$299,979 (2021: \$145,972). The Company incurred a loss for the year of \$168,408 (2021: \$307,206).

The considered view of the Board of Directors of the Company is that, after making enquiries, there is a reasonable expectation that the Company will have access to adequate resources and commitments from its creditors, that will enable it to meet its financial obligations for the foreseeable future.

For this reason, the Board of Directors considers the adoption of the going concern basis in preparing the financial statements for the year ended 31 March 2022 to be appropriate. The Board of Directors has reached this conclusion having regard to circumstances which it considers likely to affect the Company during the period of at least one year from the date of approval of these financial statements, and to circumstances which it considers will occur after that date which will affect the validity of the going concern basis.

The Directors are satisfied, based on their review of the financial forecasts, that, during the 12 months after the date of signing these financial statements, there will be adequate cash flows available to meet the financial obligations of the Company as they arise. This consideration is made with reference to the following events:

During the year to 31 March 2021, Mounterowen Limited ('Mounterowen') acquired \$248,707 of the Group's debts. Separately, during that year, the Company received several loan advances from Mounterowen, amounting to \$91,930 in aggregate.

In July 2021 the Company received an additional loan advance of \$40,000 from Mounterowen.

On 10 November 2021 the Company entered into an unsecured working capital loan facility agreement with Mounterowen. In accordance with the terms of the agreement, Mounterowen has made available a funding line of \$200,000. Interest will accrue at 5% p.a. on advances made under the facility. The loan becomes repayable when the Company completes a reverse takeover transaction and is repayable either in new shares issued at the same price as the shares issued for the reverse takeover transaction, or in cash, at the discretion of Mounterowen. In November 2021 the Company received an initial loan advance of \$50,000 from Mounterowen under this loan facility. A further \$50,000 was received on 1 April 2022. The funding is used to assist with costs associated with maintaining an NZX listing, directors' fees, and accounting and administration costs.

Mounterowen is a company controlled by the Chairman of the Goodwood Capital Board, Sean Joyce.

Notes to the financial statements

For the year ended 31 March 2022

Mounterowen has provided undertakings to the Company that it:

1. will not seek to enforce the debt owed to it by the Company within the period of 12 months from the date of approval of these annual financial statements;
2. will not seek to enforce the debt (or the balance of the debt as the case may be) owed to it by the Company after the 12-month period, unless and until the Company has the financial resources to pay the debt (or the balance of the debt) whilst still complying with the solvency test; and
3. will not assign any part of the debt to any third party without first obtaining from the third party and delivering to Goodwood, a written undertaking (which will be enforceable by Goodwood against the third party) that the third party will honour Mounterowen's undertakings as set out in paragraphs 1 and 2 above.

In addition, Sean Joyce has provided a personal undertaking to the Company to provide all reasonable financial support to the Company so as to ensure that the Company meets its obligations under the solvency test at section 4 of the Companies Act 1993 for at least 12 months from the date of approval of these annual financial statements.

On 24 April 2022 the Company entered into a reverse listing agreement with Wasteco Holdings NZ Limited ('Wasteco'). The transaction is subject to approval by the Company's shareholders. If the transaction completes:

- the principal indebtedness of the Company (anticipated to be circa \$530,000 as at the date of the completion of the transaction) will be capitalised into circa 10,600,000 fully paid ordinary shares. This will extinguish the Company's principal indebtedness and ensure that the Company is largely debt free, with the exception of certain trade payables incurred in the ordinary course of business, as at the completion of the transaction; and
- the Company will undertake a capital raising to raise \$3 million of new capital through the issue of fully paid ordinary shares to wholesale investors. At completion, GWC is expected to have approximately \$3 million in cash or undrawn facilities, which would be used to fund future growth.

The Company expects to send information to shareholders before the end of June 2022, to enable them to vote on the reverse listing transaction at a shareholders' meeting shortly thereafter. Subject to the appropriate approvals, the completion date is expected to be within one week of the date of the shareholders' meeting to approve the transaction.

The Board considers the Company's current funding arrangements will be sufficient to meet most, if not all, of its cash requirements up until completion of the reverse listing transaction, and that further interim funding will be available should it be required.

The Board of Directors acknowledge that there are uncertainties with respect to the going concern of the Company. In the event that the Wasteco reverse listing transaction does not complete and that cash flows from continued external support are not sufficient to fund ongoing operating expenses, this would give rise to a material uncertainty in relation to the Company's ability to continue as a going concern. If the Company was unable to continue in operational existence for the foreseeable future, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the Statement of Financial Position. In addition, the Company may have to provide for further liabilities that might arise in the Statement of Financial Position.

Notes to the financial statements

For the year ended 31 March 2022

Notwithstanding the above, if the financial statements were prepared on a basis other than going concern, there would be no material changes to the amounts disclosed. The long-term assets and liabilities would be reclassified to current, but the balances would not be materially affected.

3.2 Basis of consolidation

Subsidiaries are entities (including structured 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 over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Control of the subsidiaries is deemed to have ceased and to have been transferred to the liquidator, on the date a subsidiary is placed in liquidation.

Inter-company transactions, balances and unrealised gains on transactions between Group companies 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.

3.3 Revenue recognition

(i) Interest income

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

3.4 Income tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company (2021: Group) expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Notes to the financial statements

For the year ended 31 March 2022

3.5 Goods and services tax

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

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

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

3.6 Foreign currency translation

Functional and presentation currency

The financial statements are presented in New Zealand dollars which is the Company's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are translated to the respective functional currencies of Company (2021: Group) entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss.

Group companies

The income and expenses of all of the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each element on the statement of financial position presented are translated at the closing rate at the date that the statement of financial position;
- income and expenses for each element of profit or loss are translated at the average exchange rate for the month which approximates the spot rate on the date of the transactions; and
- all resulting exchange differences are recognised as a separate component of equity.

3.7 Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company (2021: Group) becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to the financial statements

For the year ended 31 March 2022

3.8 Financial assets

Financial assets are measured at amortised cost or fair value on the basis of the Company's (2021: Group's) business model for managing the financial asset. The Company (2021: Group) classifies the financial asset at amortised cost only if both of the following criteria are met:

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

Financial assets at amortised cost

The Company (2021: Group) holds receivables with the objective to collect the contractual cash flows, the cash flows are solely payments of principal and interest, and therefore measures them subsequently at amortised cost using the effective interest method, less any impairment.

The Company's (2021: Group's) financial assets at amortised cost include cash and cash equivalents, and receivables. Cash and cash equivalents include cash in hand and deposits held on call with banks.

Impairment of financial assets

The Company (2021: Group) recognises a loss allowance for expected credit losses on receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company (2021: Group) recognises lifetime expected credit losses ("ECL") for receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's (2021: Group's) historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3.9 Financial liabilities

Financial liabilities are classified as either financial liabilities 'at fair value profit through profit or loss' ("FVTPL") or 'other financial liabilities'. The Company (2021: Group) has no financial liabilities at FVTPL.

Other financial liabilities

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

Derecognition

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

Notes to the financial statements

For the year ended 31 March 2022

3.10 Loss per share

Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company (2021: Group) by the weighted average number of ordinary shares outstanding during the financial period.

Diluted loss per share

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding during the financial period, adjusted by the exchange ratio arising from share options issued by the Company (2021: Group), to assume conversion of all dilutive potential ordinary shares.

3.11 Contributed equity

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.

3.12 Comparatives

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The preparation of financial statements in conformity with NZ IFRS and IFRS requires the use of certain critical accounting estimates judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The preparation of financial statements in conformity with NZ IFRS and IFRS also requires management to exercise its judgment in the process of applying the Company's (2021: Group's) accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in this note.

The Company (2021: Group) makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

Going concern

Refer to note 3.1.

Notes to the financial statements

For the year ended 31 March 2022

5 Expenses

5.1 Loss before income tax includes the following expenses:

	2022 NZ\$	2021 NZ\$
Accounting fees	22,880	42,282
Audit fees	19,850	15,000
Directors' fees	72,000	30,000
Legal expenses	6,411	39,141
Listing expenses	15,563	40,950
Other expenses	26,224	6,797
Total administrative expenses	162,928	174,170
Fees paid to the auditor		
For the current year audit	19,850	15,000
For tax compliance services	7,350	3,675
Total fees paid to the auditor	27,200	18,675

6 Segment information

The Group was previously organised into one operating segment, that being the provision of mobile phone enabled promotions and marketing services. The Group previously operated in Australia, New Zealand and Singapore. The Group's operations were discontinued in 2019. The segment information reported does not include any amounts for the discontinued operations, which are described in more detail in note 16. Following the discontinuation of the Group's operations, the Group is organised into one operating segment and one geographical segment in New Zealand.

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

7 Income tax

7.1 Income tax recognised in profit or loss

The income tax expense (benefit) comprises of:

	2022 NZ\$	2021 NZ\$
Adjustments in respect of prior years	(158)	-
	(158)	-

Notes to the financial statements

For the year ended 31 March 2022

7.2 Reconciliation of income tax expense (benefit)

	2022 NZ\$	2021 NZ\$
Loss from continuing operations	(168,566)	(176,596)
Income tax calculated at 28% (2021: 28%)	(47,198)	(49,447)
Non deductible expenses	37,155	36,579
Current tax losses not recognised	10,043	12,868
Adjustments in respect of prior years	(158)	-
Income tax expense (benefit)	(158)	-

The non-deductible expenses and current tax losses not recognised for the year 2021 have been restated due to subsequent tax return adjustments after reporting date. However, as a deferred tax asset with respect to the losses has not been recognised and given the tax losses will likely be forfeited as mentioned below, there is no material effect of this restatement.

7.3 Tax losses

	2022 NZ\$	2021 NZ\$
Tax losses		
Tax losses for which no deferred tax asset has been recognised	5,817,475	5,781,606
Potential tax benefit @ 28%	1,628,893	1,618,850

The Company did not recognise deferred income tax assets in relation to the losses disclosed above. The losses can be carried forward to be utilised against future income subject to meeting the requirements of income tax legislation including those relating to business or shareholder continuity, and the availability of future taxable income.

If the conditional acquisition of Waste Co Holdings NZ Limited proceeds (refer note 21.2), it is likely the shareholder and business continuity requirements in respect of the losses will not be met and the losses will be forfeited. The deferred tax benefit of those losses has therefore not been recognised in the Statement of Financial Position.

The tax losses and potential tax benefit as at 31 March 2021 has been restated due to subsequent tax return adjustments after reporting date. However, as a deferred tax asset with respect to the losses has not been recognised and given the tax losses will likely be forfeited as mentioned above, there is no material effect of this restatement.

Notes to the financial statements

For the year ended 31 March 2022

7.4 Imputation credit account

	2022	2021
	NZ\$	NZ\$
Opening balance	6,842	6,842
Taxes paid/ (refunds received)	(158)	-
Imputation credits available for use in subsequent periods based on a tax rate of 28% (2021: 28%)	6,684	6,842

If the conditional acquisition of Waste Co Holdings NZ Limited proceeds (refer note 21.2), it is likely the shareholder and business continuity requirements in respect of the imputation credits will not be met and the imputation credits will be forfeited.

8 Earnings/(loss) per share

	2022	2021
	NZ\$	NZ\$
Earnings/(loss) per share:		
- from continuing operations	(0.013)	(0.020)
- from discontinued operations	-	(0.016)
Total earnings/(loss) per share	(0.013)	(0.036)

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

	2022	2021
Profit/(loss) from continuing operations (NZ\$)	(168,408)	(176,596)
Profit/(loss) from discontinued operations (NZ\$)	-	(142,693)

Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share (post adjustment for 2.5 to 1 share consolidation)

13,281,074	8,872,863
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On 5 May 2022 the Company undertook a 2.5 to 1 share consolidation. The earnings per share calculation for both the current and comparative periods reflects the impact of this share consolidation.

At 31 March 2022, there were no financial instruments that carried any shareholder dilution rights that were considered to be dilutive (2021: nil). Accordingly, basic and diluted earnings/(loss) per share are identical for the accounting periods being reported on.

Notes to the financial statements

For the year ended 31 March 2022

9 Cash and cash equivalents

	2022	2021
	NZ\$	NZ\$
Cash at bank - on call	14,413	51,368
	14,413	51,368

10 Receivables and other current assets

	2022	2021
	NZ\$	NZ\$
Prepayments	4,100	4,100
GST receivable	360	23,205
Total receivables and other current assets	4,460	27,305

11 Trade and other payables

	2022	2021
	NZ\$	NZ\$
Trade payables	6,051	11,582
Accruals	19,100	15,000
	25,151	26,582

Notes to the financial statements

For the year ended 31 March 2022

12 Share capital**12.1 Issued and paid-up capital**

All shares issued are ordinary shares with no par value and rank equally with one vote attached to each fully paid share.

	No. of Shares	NZ\$
Ordinary shares at 31 March 2020	17,556,359	12,583,107
Ordinary shares issued on 13 November 2020 at \$0.02 per share	2,633,451	52,669
Ordinary shares issued on 15 December 2020 at \$0.02 per share	12,499,999	250,000
Total ordinary shares issued during the year	15,133,450	302,669
Ordinary shares as at 31 March 2021	32,689,809	12,885,776
Ordinary Shares as at 1 April 2021	32,689,809	12,885,776
Ordinary shares issued on 14 July at \$0.02 per share	720,000	14,400
Total ordinary shares issued during the year	720,000	14,400
Ordinary shares as at 31 March 2022	33,409,809	12,900,176

On 14 July 2021 720,000 fully paid ordinary shares were issued at \$0.02 per share.

On 15 December 2020 6,249,999 of the shares issued were to Mounterowen Limited in partial settlement of the debt outstanding (refer note 17.1).

13 Financial instruments**13.1 Categories of financial instruments**

	2022	2021
	NZ\$	NZ\$
Financial assets at amortised cost		
Cash and cash equivalents	14,413	51,368
Other receivables	360	23,205
Total financial assets	14,773	74,573
Financial liabilities at amortised cost		
Trade and other payables	25,151	26,582
Loan advances (unsecured)	313,701	218,063
Total financial liabilities	338,852	244,645

14 Financial risk management

The Company (2021: Group) is subject to a number of financial risks including market risk (including interest rate risk and currency risk), liquidity risk and credit risk.

14.1 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company (2021: Group)'s income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control the market risk exposures within acceptable parameters, while optimising the return on risk. There is minimal market risk apart from foreign exchange risk as detailed below.

14.2 Interest rate risk

Interest rate risk is the risk of loss to the Company (2021: Group) arising from adverse changes in interest rates. The Company's financing activities are exposed to interest rate risk in respect of its interest earning assets and liabilities. Changes to interest rates can impact the Company's financial results by affecting the interest earned on these assets and liabilities. There is minimal interest rate risk.

14.3 Credit risk

Credit risk is the risk of financial loss to the Company (2021: Group) if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises from cash and cash equivalents, deposits with banks and the Company's receivables. The Company's maximum credit risk is represented by the carrying value of these financial assets.

The Company currently has no amounts due from customers.

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

14.4 Foreign exchange risk

The Company's (2021: Group's) functional currency is the New Zealand dollar. The Group previously had operations in Australia which exposed the Group to foreign currency risk. The Company has minimal exposure to foreign currency risk following the ceasing of Group operations in 2019.

14.5 Liquidity risk

Liquidity risk is the risk that the Company (2021: Group) will not be able to meet its obligations associated with financial liabilities as they fall due. The Company has recovered from liquidation through the support of its creditors. The significant creditors have agreed to support the Company and not demand repayment until the Company has sufficient funds available to pay outstanding balances (refer note 3.1).

14.6 Capital management

The Company's (2021: Group's) objectives when managing capital comprising shareholders' equity are to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital requirements of the Company will be considered once the future purpose of the Company is determined.

Notes to the financial statements

For the year ended 31 March 2022

15 Subsidiaries

For the year ended 31 March 2021, the consolidated financial statements include the results of Snakk Media Pte. Limited up until that subsidiary was removed from the Singapore Companies Register on 16 December 2020. Prior to its deregistration Snakk Media Pte. Limited was 100% owned by the Company.

Snakk Media Pty Limited (“Snakk Media Pty”) was previously a 100% owned subsidiary of the Company. Snakk Media Pty was placed into voluntary liquidation on 10 December 2018 at which point the Group was considered to no longer control the subsidiary and ceased to consolidate the results of that subsidiary from that date. Snakk Media Pty was deregistered on 15 December 2020.

16 Discontinued operations

The Group ceased its former trading operations of media advertising in December 2019. The results of the Group’s previous operations and ongoing costs related to the wind up of those operations are disclosed as discontinued operations. In 2021 the discontinued operations solely relate to Snakk Media Pte. Limited up until its removal from the Singapore Companies Register on 16 December 2020. Snakk Media Pte. Limited was non trading during 2021.

	2022	2021
	NZ\$	NZ\$
Foreign exchange gain/(loss)	-	(12,083)
Reclassification of foreign currency translation reserve to profit & loss on wind up of subsidiary	-	(130,610)
Gain/(loss) before income tax	-	(142,693)
Income tax expense	-	-
Gain/(loss) after tax of discontinued operations	-	(142,693)
Other comprehensive gain/(loss) from discontinued operations	-	(142,693)

Earnings/(loss) per share for loss attributable to shareholders for discontinued operations:

- Basic and diluted loss per share	-	(0.0064)
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There were no cashflows attributable to discontinued operations in the year ended 31 March 2022 (2021: nil).

Notes to the financial statements

For the year ended 31 March 2022

17 Related parties

17.1 Related party loan advances

	2022	2021
	NZ\$	NZ\$
Related party advances from Mounterowen Limited		
As at 1 April	218,063	-
Acquisition of outstanding liabilities	-	248,707
Additional loan advances	90,000	91,930
Interest on loans	5,638	2,426
Part settlement of debt through issue of shares	-	(125,000)
	313,701	218,063

During the year ended 31 March 2021 Mounterowen Limited ('Mounterowen'), a company controlled by the current chair, Sean Joyce, acquired \$248,707 of the debts owed by the Group to third parties, thus becoming the ultimate creditor of the Group.

Separately, in September and October 2020, Mounterowen advanced \$91,930 in aggregate to the Company under two separate loan agreements to assist with costs associated with the application made to the High Court to terminate the liquidation, liquidators' costs, and accounting and administration costs. The balance payable under these loan agreements incurs interest at a rate of 5%.

On 15 December 2020, as part of a capital raising initiative undertaken by the Company, \$125,000 of the loan advance was converted to ordinary share capital. Following this, Mounterowen Limited holds 6,249,999 shares in the Company.

In the year ended 31 March 2022 Mounterowen advanced two additional loans totalling \$90,000 under separate agreements:

- On 14 July 2021 a non-interest-bearing loan of \$40,000 was received from Mounterowen; and
- On 10 November 2021 the Company entered into an unsecured working capital loan facility agreement with Mounterowen. In accordance with the terms of the agreement, Mounterowen has made available a funding line of \$200,000. Interest accrues at 5% p.a. on advances made under the facility. The loan becomes repayable when the Company completes a reverse takeover transaction and is repayable either in new shares issued at the same price as the shares issued for the reverse takeover transaction, or in cash, at the discretion of Mounterowen. In November 2021 the Company received an initial loan advance of \$50,000 from Mounterowen under this loan facility.

During the year the interest payable on these loan agreements was \$5,638 (2021: \$2,426). The interest due on interest bearing loans has been deferred as at this time.

Mounterowen has provided undertakings to the Company that it will not seek to enforce the debt owed to it by the Company within the period of 12 months from the date of approval of these annual financial statements, and after the 12-month period will not seek to enforce the debt unless and until the Company has the financial resources to pay the debt whilst still complying with the solvency test. Refer to note 3.1

Notes to the financial statements

For the year ended 31 March 2022

17.2 Related party transactions

During the year Sean Joyce provided professional services to the company to the value of \$3,450. The fees were charged by Corporate Counsel, an entity owned and controlled by Sean Joyce. The \$3,450 is included in the accounts payable balance as at 31 March 2022 (2021: nil).

17.3 Snakk Media Pty Limited

Snakk Media Pty has been recognised as a related party from the date it was deconsolidated from the Group (refer note 15).

As at 31 March 2021, the Company had recognised a fully provided for receivable from Snakk Media Pty Limited of \$3,278,276. This balance was not considered recoverable and had been fully provided for as Snakk Media Pty Limited had been placed in liquidation, pending the decision to fully write off the loan once the liquidation was complete and the company deregistered from the Australian Companies Register. However, during the year, the Company identified that the Snakk Media Pty Limited deregistered from the Australian Companies Register on 15 December 2020. As a result, the Company has represented the prior year comparative note disclosures to fully write off the loan on 15 December 2020. There was a \$nil impact on the Group's financial statements as the receivable balance had been fully provided for during the year ended 31 March 2020. As a result, there was \$nil impact on the Statement of Comprehensive Income - administrative expenses and \$nil impact on the Statement of Financial Position - receivables and other current assets. There was also no impact on unrecognised tax losses as the balance had been treated as written off in the Company's tax calculations.

17.4 Directors' remuneration

	2022	2021
	NZ\$	NZ\$
Directors fees		
A Cooper	24,000	10,000
R Gower	24,000	10,000
S Joyce	24,000	10,000
Total remuneration of directors	72,000	30,000

A Cooper's director fees are invoiced by Agile Projex, a business that he controls. R Gower's director fees are invoiced by Roger Gower and Associates Limited. R Gower is the sole director and a shareholder of Roger Gower and Associates Limited. S Joyce's director fees are invoiced by Mounterowen Limited. S Joyce is the sole director and shareholder of Mounterowen Limited.

Notes to the financial statements

For the year ended 31 March 2022

18 Reconciliation of operating cash flows

	2022 NZ\$	2021 NZ\$
Net loss attributable to shareholders	(168,408)	(319,289)
Adjustments for:		
Effect of foreign exchange rates	-	12,083
Transfer from foreign currency reserve on wind up of subsidiary	-	130,610
Payables settled through related party advances	-	343,063
Interest charged on related party advances	5,638	-
	(162,770)	166,467
Movements in working capital:		
(Increase)/decrease in receivables and other current assets	22,845	(27,305)
Increase/(decrease) in trade and other payables	(1,430)	(267,122)
Net cash outflows from operating activities	(141,355)	(127,960)

19 Commitments

There were no capital commitments at balance date (2021: nil).

20 Contingent liabilities

There were no material contingent liabilities at 31 March 2022 (2021: nil).

21 Significant events subsequent to the reporting date**21.1 Loan advance**

On 1 April 2022 the Company received a further \$50,000 loan advance from Mounterowen working capital loan facility (refer note 17.1).

21.2 Conditional reverse listing agreement

On 24 April 2022 the Company entered into a reverse listing agreement with Wasteco Holdings NZ Limited ('Wasteco'). The transaction is subject to approval by the Company's shareholders. Subject to the appropriate approvals, the completion date is expected to be within one week of the date of the shareholders' meeting to approve the transaction.

The transaction agreed between the parties values Wasteco at \$31 million, whilst the listed shell of Goodwood has been valued at circa \$1.2 million (post the capitalisation of the existing indebtedness of the Company to Mounterowen Limited).

Prior to completion of the transaction (and the capitalisation of the Mounterowen indebtedness), the Company's share capital will be consolidated on a circa 2.5 to one basis.

If the transaction completes, the existing shareholders of Wasteco will be issued 560,000,000 fully paid ordinary shares at an issue price of NZ\$0.05 per share as consideration for all of the shares in Wasteco. In addition, Goodwood will issue 60,000,000 fully paid ordinary shares to the holders of \$3 million of Mandatory Convertible Notes previously issued, or to be issued by Wasteco prior to completion of the

Notes to the financial statements

For the year ended 31 March 2022

transaction. After completion of the transaction, the Wasteco shareholders will own approximately 80% of the ordinary shares in Goodwood.

The Company expects to send information to shareholders before the end of June 2022, to enable them to vote on the transaction at a shareholders' meeting shortly thereafter.

21.3 Share consolidation

On 5 May 2022 the Company undertook a 2.5 to 1 share consolidation.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Goodwood Capital Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Goodwood Capital Limited ('the Company') on pages 5 to 26, which comprise the statement of financial position as at 31 March 2022, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2022, and its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards ('NZ IFRS') and International Financial Reporting Standards ('IFRS').

Our report is made solely to the Shareholders of the Company. Our audit work has been undertaken so that we might state to the Shareholders of the Company those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Shareholders of the Company as a body, for our audit work, for our report or for the opinions we have formed.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) ('ISAs (NZ)'). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* ('IESBA Code'), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor, our firm carries out other assignments for Goodwood Capital Limited in the area of taxation compliance services. The provision of these other services has not impaired our independence.

Material Uncertainty Related to Going Concern

We draw attention to Note 3.1 in the financial statements, which indicates that the Company incurred a net loss of \$168,408 for the year ended 31 March 2022 and, as of that date, the Company's total liabilities exceeded its total assets by \$299,979. In October 2020, the Company's debts were assumed by Mounterowen Limited, an entity

controlled by the current Chair and the Company was removed from liquidation. The Company has received an undertaking of support from Mounterowen Limited and a personal guarantee from the Chair. The Board of Director's focus is to identify a suitable business opportunity to invest in through a reverse takeover transaction. Note 3.1 and 21.2 in the financial statements, describe that on 24 April 2022 the Company entered into a reverse listing agreement for a potential reverse takeover transaction that is subject to approval by the Company's shareholders. The Company expects to send information to shareholders before the end of June 2022, to enable them to vote on the transaction at a shareholders' meeting shortly thereafter. As stated in Note 3.1, these events or conditions, along with other matters as set forth in Note 3.1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Applicability of the going concern basis of accounting</p> <p>The Company's financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.</p> <p>The application of the going concern basis of accounting has been significant to our audit due to the subjectivity and uncertainty inherent in the Company's forecasted earnings, cash flow, financial position and future plans, considering the Company's net liabilities of \$299,979 as at 31 March 2022 and a net loss of \$168,408 for the year then ended.</p> <p>In October 2020, the Company's debts were assumed by Mounterowen Limited, an entity controlled by the current Chair and the Company was removed from liquidation. The Company received an undertaking of support from Mounterowen Limited and a personal guarantee from the Chair. The Board of Director's focus is to identify a suitable business opportunity to invest in through a reverse takeover transaction. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.</p> <p>Management assessed the future plans for the Company and the viability of these plans in light of current market conditions. Management prepared forecasted cash flows as part of its assessment of whether the Company's application of the going concern basis of accounting is appropriate for the Company's 31 March 2022 financial statements.</p> <p>This assessment involved subjective estimation and judgement by Management on the future performance, cashflows and position of the Company.</p>	<p>Our audit procedures, among others, included:</p> <ul style="list-style-type: none"> • Evaluating Management's assessment of the Company's ability to continue to apply the going concern basis of accounting, and the appropriateness of this considering present economic conditions. <p>Procedures included:</p> <ul style="list-style-type: none"> ○ Evaluating the future plans of Those Charged with Governance for the Company, including any possible business acquisitions; ○ Evaluating the availability of continued financial support from the Company's Shareholders and Directors; ○ Evaluating Management's process regarding the preparation and review of forecast financial statements (balance sheet, income statement, and cash flow statement); ○ Evaluating the cash flow requirements of the Company for twelve months from the date of signing the financial statements based on Management's forecasts; ○ Evaluating the liquidity of existing financial assets on the Company's Statement of Financial Position; and ○ Challenging Management's assumptions, estimates and judgements used. <ul style="list-style-type: none"> • Evaluating the additional financial statement disclosures, where required. These relate to the financial statement areas where a direct or indirect financial impact has been assessed, the Company's application of the going concern basis of accounting, and subsequent events that impact the Company's application of the going concern basis of accounting. • Assessing the impact of the above matters on our audit opinion. We concluded that there is a material uncertainty relating to going concern.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 31 March 2022 (but does not include the financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible on behalf of the Company for the preparation and fair presentation of the financial statements in accordance with NZ IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible on behalf of the Company for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (NZ) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is located at the External Reporting Board's website at:

<https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-2/>

Matters Relating to the Electronic Presentation of the Audited Financial Statements

This audit report relates to the financial statements of Goodwood Capital Limited for the year ended 31 March 2022 included on Goodwood Capital Limited's website. The Directors of Goodwood Capital Limited are responsible for the maintenance and integrity of Goodwood Capital Limited's website. We have not been engaged to report on the integrity of Goodwood Capital Limited's website. We accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

The audit report refers only to the financial statements named above. It does not provide an opinion on any other information which may have been hyper linked to or from these financial statements. If readers of this report are concerned with the inherent risks arising from electronic data communication they should refer to the published hard copy of the audited financial statements and related audit report dated 24 May 2022 to confirm the information included in the audited financial statements presented on this website.

Legislation in New Zealand governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The engagement partner on the audit resulting in this independent auditor's report is S N Patel.

**BAKER TILLY STAPLES RODWAY AUCKLAND****Auckland, New Zealand**

24 May 2022

Shareholder information

For the year ended 31 March 2022

Stock exchange listing

The Company's shares are quoted on the NZX Main Board.

As at 12 April 2022, the total number of ordinary shares on issue was 33,409,809. The Company has only ordinary shares on issue. Details of the distribution of ordinary shares amongst shareholders as at 12 April 2022 are set out below.

Size of Holding	Number of Security Holders		Number of Securities	
	Number	%	Number	%
1-1,000	391	28.86%	274,772	0.82%
1,001-5,000	603	44.50%	1,460,290	4.37%
5,001-10,000	186	13.73%	1,270,341	3.80%
10,001-50,000	123	9.08%	2,370,853	7.10%
50,001-100,000	21	1.55%	1,544,117	4.62%
100,001 or more	31	2.28%	26,489,436	79.29%
	1,355	100.00%	33,409,809	100.00%

20 largest shareholdings

The 20 largest shareholdings as at 12 April 2022 are set out in the table below.

Name	No. of shares	% of shares
Mounterowen Limited	6,249,999	18.71%
Forsyth Barr Custodians	4,103,887	12.28%
Far East Associated Traders	2,038,632	6.10%
Yee Industries Limited	1,294,117	3.87%
Ross Dix Harvey	1,222,670	3.66%
Derek Graham Handley	1,222,500	3.66%
Russell Graham Roberts	1,008,063	3.02%
Ashvegas Limited	1,000,000	2.99%
Foster Capital NZ Limited	1,000,000	2.99%
Ilakolako Investment Limited	877,817	2.63%
Karen Anne Mackenzie-Paget	877,817	2.63%
Rhonda Lillian Preston	720,000	2.16%
Gordon Kenneth Nolan	719,817	2.15%
Kaupapa Uka Limited	400,000	1.20%
Leveraged Equities Finance	354,152	1.06%
FNZ Custodians Limited	339,175	1.02%
John Handley	334,684	1.00%
Geoffrey John Handley	284,759	0.85%
Custodial Services Limited	230,654	0.69%
JBWere (NZ) Nominees Limited	218,239	0.65%

Substantial product holders

As at 31 March 2022 the following persons are substantial product holders according to the Company's records and disclosures under the Financial Markets Conduct Act 2013. The number of ordinary shares set out below are taken from the relevant substantial product holder notices.

	No. of shares	% of shares	Date of SPH Notice
Mounterowen Limited	6,249,999	18.71%	15 December 2020
Derek Handley and Far East Associated Traders Limited	2,038,632	6.10%	24 December 2020
Manji Family Trust	3,188,310	9.54%	7 July 2017

Shareholder information

For the year ended 31 March 2022

Directors' disclosures

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

A Cooper

R Gower

S Joyce

Interests register

The following entries were made in the interest register during the year ended 31 March 2022:

Name of Director	Nature of interest
Sean Joyce	Mr Joyce is the sole shareholder and director of Mounterowen Limited which is the registered holder of 6,249,999 shares in GWC
	Mr Joyce is the shareholder and director of Mounterowen Limited which is owed \$313,701.43 by GWC
	Mr Joyce is entitled to annual director's fees of \$24,000 plus GST (if any) per annum
	Mr Joyce provided professional services to the company to the value of \$3,450. The fees were charged by Corporate Counsel, an entity owned and controlled by Mr Joyce.
	Mr Joyce is indemnified by the Company against all liabilities which arise out of the performance of his normal duties as a director, unless the liability relates to conduct involving lack of good faith.
Roger Gower	Mr Gower is the holder of 2,267 shares in GWC
	Mr Gower is entitled to annual director's fees of \$24,000 plus GST (if any) per annum
	Mr Gower is indemnified by the Company against all liabilities which arise out of the performance of his normal duties as a director, unless the liability relates to conduct involving lack of good faith.
Angus Cooper	Mr Cooper is entitled to annual director's fees of \$24,000 plus GST (if any) per annum
	Mr Cooper is indemnified by the Company against all liabilities which arise out of the performance of his normal duties as a director, unless the liability relates to conduct involving lack of good faith.

Shareholder information

For the year ended 31 March 2022

Directors' remuneration

During the year the following remuneration and other benefits were paid or payable to directors:

	2022 NZ\$	2021 NZ\$
Directors fees		
A Cooper	24,000	10,000
R Gower	24,000	10,000
S Joyce	24,000	10,000
Total remuneration of directors	72,000	30,000

Directors' relevant interest in equity securities

At 31 March 2022 the directors of Goodwood held the following relevant interests in the ordinary shares of the Company.

Name of Director	Role with Goodwood	Number of shares
A Cooper	Independent director	-
R Gower	Independent director	2,267
S Joyce	Non-executive director	6,249,999

Directors' indemnification

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

Employee remuneration

There was no remuneration or other benefits paid to employees during the year ended 31 March 2022.

Donations

No donations were made by the Company during the year ended 31 March 2022.

Auditor

Baker Tilly Staples Rodway is the auditor for the Company. Audit fees due and payable to the auditor for the year ended 31 March 2022 were \$19,000.

Baker Tilly Staples Rodway provided tax compliance services to the Company during the year. Fees paid for tax compliance services during the year ended 31 March 2022 were \$7,350.

NZX Waivers

Goodwood has not relied on any waivers issued by the NZX in the 12 months ended 31 March 2022.

Sean Joyce, Non-executive Chair

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

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

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

Sean holds a Bachelor of Arts and a Bachelor of Laws (Honours) from Auckland University.

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

Angus Cooper, Independent Director

Angus has 30 years of commercial experience in the public company arena — the majority of which being in strategic General Management roles within EBOS Group Limited. He was also GM of Mergers and Acquisitions for over 10 years, completing 25 acquisitions and five divestments for the group.

More recently, Angus has worked in an advisory capacity for Synlait Milk, assisting with its acquisition of Dairyworks and Talbot Forest Cheese and its divestment of Deep South Ice Cream. Complimenting his executive and management experience, Angus was a director of Animates Pet Stores for over seven years. He has broad experience across a range of sectors including: retail, healthcare products, pharmaceuticals, FMCG, scientific, dairy logistics, automotive, engineering, print / pre-press and animal care.

Roger Gower, Independent Director

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

Roger has a BCom from the University of Auckland, an MBA from Massey University and an MPhil from the University of Cambridge.

Corporate governance statement

This statement is a summary of the Corporate Governance arrangements approved and observed by the Board as at 31 March 2022. The Board is committed to achieving best-practice corporate governance and the highest ethical behaviour across its directors. The governance principles adopted by the Board are designed to achieve these goals.

The full content of the Company's Governance Code and related policies and charters, can be found on the Company's website <https://goodwoodcapital.co.nz/corporate-governance/>

Code of ethics

The Board has documented a Code of Ethics, which can be found at <https://goodwoodcapital.co.nz/corporate-governance/>, detailing the ethical standards to which the Company's directors and employees (if any) are expected to adhere.

Role of the board

The objective of the Board is to enhance shareholder value by directing the Company in accordance with sound governance principles. The Board assumes the following primary responsibilities:

- formulation and approval of the strategic direction, objectives and goals of the Company;
- monitoring the financial performance of the Company, including approval of the Company's financial statements;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- review of performance and remuneration of directors and executive officers (if any); and
- establishment and maintenance of appropriate ethical standards for the Company to operate by.

A formal Governance Code, which can be found at <https://goodwoodcapital.co.nz/corporate-governance/>, has been adopted by the Board and further outlines directors' responsibilities.

The Board internally evaluates its performance and continues to assess the size, diversity and skills of the Board.

Board composition

In accordance with the Company's constitution and the NZX Listing Rules, the Board will comprise not less than three directors. The Board will be comprised of a mix of persons with complementary skills appropriate to the Company's objectives and strategies. The Board must include not less than two persons who are deemed to be independent.

Goodwood's Board currently comprises three directors:

Chairperson: Sean Joyce

Independent director: Angus Cooper

Independent director: Roger Gower

Board meetings

The Company is currently non-trading. The key focus of the Board is to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction. Since the Board's appointment following the Company's removal from liquidation, the Board has not had the need to meet but has conducted all matters by way of Directors' resolutions.

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

Corporate governance statement

Criteria for board membership

When a vacancy arises, the Board will identify candidates with a mix of diversity, capabilities and perspectives considered necessary for the Board to carry out its responsibilities effectively. A director appointed by the Board must stand for election at the next Annual Meeting. At each Annual Meeting one-third of directors must retire by rotation. Retiring directors are eligible for re-election.

Board committees

The Board has established an Audit, Finance and Risk Committee and a Remuneration, Nomination and Health & Safety Committee.

The Audit, Finance and Risk Committee operates under a Charter approved by the Board and is accountable to the Board for:

- the business relationship with, and the independence of, external auditors;
- the reliability and appropriateness of the disclosure of the financial statements and external financial communication; and
- the maintenance of an effective business risk management framework including compliance and internal controls.

The current members of the Audit, Finance and Risk Committee are Roger Gower (Chair) and Angus Cooper.

The Remuneration, Nominations and Health & Safety Committee operates under a Charter approved by the Board and is accountable to the Board for:

- the appointment, remuneration and evaluation of the CEO and succession planning in relation to them;
- the remuneration of the leadership team;
- reviewing risks and compliance with statutory and regulatory requirements relative to human resources;
- reviewing health and safety policies to ensure the Company is providing a safe working environment for all employees and contractors; and
- recommending to the Board, candidates to be appointed as a director.

The current members of the Remuneration, Nominations and Health & Safety Committee are Angus Cooper (Chair) and Roger Gower.

During the period under review, given the current size of the Board and composition of the sub committees, the Board dealt with all responsibilities of the individual sub-committees.

Trading in shares

The Company has a detailed Financial Products Trading Policy applying to all directors and employees which can be found at <https://www.goodwoodcapital.co.nz/corporate-governance/>. The procedures outlined in this policy must be followed by all directors and any employees to obtain consent to trade in the Company's shares. Under the policy, trading restrictions apply during the following specific blackout periods:

- two weeks before 30 September until 48 hours after the half-year results are released to NZX;
- two weeks before 31 March until 48 hours after the full-year results are released to NZX; and

Corporate governance statement

- 30 days prior to release of an offer document (such as a product disclosure statement or prospectus) for a general public offer of the same class of shares.

Outside the black-out periods specified above, dealing is subject to the notification and consent requirements outlined in the policy.

Ongoing disclosure

The Company has in place procedures designed to ensure compliance with the NZX Listing Rules such that all investors have equal and timely access to material information concerning the Company, including its financial situation, performance, ownership and governance.

Announcements are factual and presented in a clear and balanced way. Significant market announcements, including the announcements of the half year and full year results, and the financial statements for those periods, require review by the Board prior to release.

Goodwood's Market Disclosure Policy to ensure it complies with its continuous disclosure obligations at all times, can be found at <https://www.goodwoodcapital.co.nz/corporate-governance/>.

Health and Safety

Goodwood's Board is responsible for oversight of the Company's health and safety risks. There are minimal health and safety risks while the Company is non trading, and during the year there were no incidents which resulted in injury.

Diversity

The Board recognises the wide-ranging benefits that diversity brings to an organisation. The Company endeavours to incorporate diversity to ensure a balance of skills and perspectives are available to benefit our shareholders. The Company's Diversity Policy can be found at <https://www.goodwoodcapital.co.nz/corporate-governance/>.

The Company only has three directors and no employees. As at 31 March 2022, the gender balance of the Company's directors was as follows:

	2022		2021	
	Female	Male	Female	Male
Directors	-	3	-	3
Employees	-	-	-	-
Total	-	3	-	3

As the opportunity arises to expand the Board, the Company will look to diversify in terms of both gender and skills.

Corporate governance statement

Corporate governance best practice code

During the year ended 31 March 2022, the Company has followed the NZX Corporate Governance Best Practice Code in all material aspects, with the following exceptions:

Reference	Recommendation	Alternative Governance Practice and Reason for the Practice
Recommendation 2.9	An issuer should have an independent chair of the board. If the chair is not independent, the chair and the CEO should be different people.	Sean Joyce, the current chair is not considered to be independent as Mounterowen Limited, a company controlled by Mr Joyce, is a substantial product holder of the Company. Mr Joyce has been appointed as Chair at this time due to the level of expertise that he brings in relation to the matters that are the Company's current focus. The Board will assess the role of Chair as required. The Company has no CEO.
Recommendation 4.3	Financial reporting should be balanced, clear and objective. An issuer should provide non-financial disclosure at least annually, including considering environmental, economic and social sustainability factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the board.	Goodwood has not provided detailed reporting on environmental, economic and social sustainability factors. The Company is currently non-trading and, as such, there are little if any factors to be reported.
Recommendation 5.1	An issuer should recommend director remuneration to shareholders for approval in a transparent manner.	Directors' remuneration will be brought to the Annual Meeting for approval by shareholders. Details of Directors' remuneration is included in the Annual Report.
Recommendation 7.2	The external auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit.	The Board considered that it was not necessary for Baker Tilly Staples Rodway, the external auditor, to attend the 2021 Annual Meeting given the agenda and focus of the meeting. The Board were able to provide all necessary information to shareholders. The external auditor will be invited to attend future Annual Meetings as appropriate.

Corporate governance statement

<i>Reference</i>	<i>Recommendation</i>	<i>Alternative Governance Practice and Reason for the Practice</i>
Recommendation 8.4	If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors.	<p>On 15 July 2021 the Company undertook a capital raise of \$14,400 through the issue of 720,000 new ordinary shares to wholesale investors. The purpose of the capital raise was to provide the Company with additional funds to cover costs associated with the Company being listed.</p> <p>As the capital raise was only for \$14,400, the Board did not consider it appropriate to undertake a process of offering shares to all shareholders.</p>
Recommendation 8.5	The board should ensure that the notices of annual or special meetings of quoted equity security holders is posted on the issuer’s website as soon as possible and at least 20 working days prior to the meeting.	The notice of the Annual Meeting was released on 9 September 2021, being 14 working days prior to the meeting held on 28 September 2021. Scheduling and planning for the meeting occurred during the Auckland Covid lock-down period, which added uncertainty and complexity as to when, where and how the meeting could be held, reducing the time available for the notice of meeting.

The alternative governance practices described in the table above have been approved by the Board.

Company number	3202682
Incorporated	20 November 2010
Registered office	84 Coates Avenue Orakei Auckland
Share register	Link Market Services Limited PO Box 91976, Auckland 1142 Phone: 09 3755999
Auditor	Baker Tilly Staples Rodway Tower Centre, 45 Queen Street Auckland 1010, New Zealand
Solicitors	Chapman Tripp Level 34, PwC Tower 15 Customs Street West Auckland, 1010
Bankers	ANZ Bank Limited Auckland
Board of Directors	S Joyce A Cooper R Gower