



Good Spirits Hospitality Limited

**Interim Financial Statements for the six months ended
31 December 2020**

Good Spirits Hospitality Limited
Consolidated Statement of Profit & Loss and Comprehensive Income
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020



		6 months to 31-Dec-20 UNAUDITED	6 months to 31-Dec-19 UNAUDITED	12 months to 30-Jun-20 AUDITED
	Note	\$	\$	\$
Revenue	3	11,507,970	14,741,294	23,493,763
Other Income	4	717,605	-	1,365,567
Changes in inventories of finished goods		(2,472,609)	(3,366,825)	(5,309,117)
Employee benefits expense		(4,081,013)	(4,223,263)	(8,009,259)
Depreciation and amortisation expenses		(378,974)	(415,011)	(841,061)
Depreciation of right-of-use assets		(676,937)	(698,643)	(1,425,489)
Interest income		-	-	5,521
Interest expense		(1,620,677)	(1,716,088)	(3,415,495)
Bank Fees		(7,681)	(10,903)	(23,058)
Interest on leases		(596,484)	(514,314)	(1,299,133)
Other expenses		(2,520,378)	(3,015,059)	(5,197,760)
<u>Significant items:</u>				
Restructuring and advisory costs		(17,760)	(369,318)	(626,022)
Property, plant and equipment impairment		-	-	(59,578)
Goodwill impairment		-	-	(4,855,744)
Operating profit / (loss) before income tax		(146,938)	411,870	(6,196,865)
Income tax (expense) / benefit		25,784	(119,595)	363,484
Profit / (loss) for the period		(121,154)	292,275	(5,833,381)
Earnings per share / losses from continuing and discontinued operations attributable to equity holders of the Parent company during the period:				
		cents	cents	cents
Basic EPS from continuing operations		(0.22)	0.62	(11.56)
Basic EPS from discontinued operations		-	-	-
Basic EPS from profit / (loss) for the period		(0.22)	0.62	(11.56)
Diluted EPS from profit / (loss) for the period		(0.22)	0.54	(11.56)

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

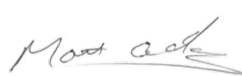
Good Spirits Hospitality Limited
Consolidated Statement of Financial Position
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020

		As at 31-Dec-20	As at 31-Dec-19	As at 30-Jun-20
	Note	UNAUDITED	UNAUDITED	AUDITED
		\$	\$	\$
ASSETS				
Cash and cash equivalents	5	3,100,065	1,398,038	2,796,583
Restricted cash	5	266,249	267,565	266,249
Trade and other receivables		155,688	186,711	118,850
Prepayments		160,972	292,135	320,716
Inventories		426,126	437,181	384,979
Current tax asset		104	861	104
Total current assets		4,109,204	2,582,491	3,887,481
Property, plant and equipment		5,033,060	5,483,459	5,167,299
Right-of-use assets		12,807,937	15,126,391	13,484,874
Deferred tax asset		1,058,490	878,372	1,032,706
Intangible assets		28,893,109	33,748,853	28,893,109
Total non-current assets		47,792,596	55,237,075	48,577,988
TOTAL ASSETS		51,901,800	57,819,566	52,465,469
LIABILITIES				
Trade and other payables		2,318,029	2,155,131	3,031,280
Employee Entitlements		43,822	11,459	49,257
GST Payable		606,076	447,919	439,580
Lease liabilities		1,944,971	1,889,274	1,960,567
Income tax payable		-	185,775	-
Borrowings - current		1,190,927	1,192,027	715,187
Total current liabilities		6,103,825	5,881,585	6,195,872
Trade and other payables		600,000	550,000	600,000
Employee entitlements		678,114	487,605	589,003
Lease liabilities		11,736,255	13,475,219	12,072,774
Borrowings - non-current		25,785,463	24,136,828	26,171,018
Total non-current liabilities		38,799,832	38,649,652	39,432,795
TOTAL LIABILITIES		44,903,657	44,531,237	45,628,667
NET ASSETS		6,998,143	13,288,329	6,836,802
EQUITY				
Share Capital		35,186,745	34,903,180	34,904,250
Retained Losses		(28,188,602)	(21,614,851)	(28,067,448)
TOTAL EQUITY		6,998,143	13,288,329	6,836,802

For and on behalf of the Board of Directors, who authorised these Financial Statements on 01 March 2021



Duncan Makeig
Chairman



Matt Adams
Director

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Good Spirits Hospitality Limited
Consolidated Statement of Changes in Equity
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020

	SHARE CAPITAL	SHARE CAPITAL RESERVE	RETAINED EARNINGS	TOTAL EQUITY
Note				
	\$	\$	\$	\$
Balance at 1 July 2020	34,904,250	-	(28,067,448)	6,836,802
Profit for the period	-	-	(121,154)	(121,154)
Total comprehensive income for the period	-	-	(121,154)	(121,154)
Transactions with owners				
Issue of shares for refinancing	6 282,495	-	-	282,495
Total contributions by / (distributions to) owners	282,495	-	-	282,495
Balance at 31 December 2020 - Unaudited	35,186,745	-	(28,188,602)	6,998,143
Balance at 1 July 2019	34,136,660	780,033	(22,234,067)	12,682,626
Profit for the period	-	-	619,216	619,216
Total comprehensive income for the period	-	-	619,216	619,216
Transactions with owners				
Issue of shares from exercise of warrants after costs	766,520	(780,033)	-	(13,513)
Total contributions by / (distributions to) owners	766,520	(780,033)	-	(13,513)
Balance at 31 December 2019 - Unaudited	34,903,180	-	(21,614,851)	13,288,329
Balance at 1 July 2019	34,136,660	780,033	(22,234,067)	12,682,626
Profit for the year	-	-	(5,833,381)	(5,833,381)
Total comprehensive income for the year	-	-	(5,833,381)	(5,833,381)
Transactions with owners				
Issue of shares from exercise of warrants after costs	767,590	(780,033)	-	(12,443)
Total contributions by / (distributions to) owners	767,590	(780,033)	-	(12,443)
Balance at 30 June 2020 - Audited	34,904,250	-	(28,067,448)	6,836,802

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Good Spirits Hospitality Limited
Consolidated Statement of Cash Flows
FOR THE SIX MONTHS ENDED 31 DECEMBER 2020



	Note	6 months to 31-Dec-20 UNAUDITED	6 months to 31-Dec-19 UNAUDITED	12 months to 30-Jun-20 AUDITED
		\$	\$	\$
Receipts from customers		11,471,132	14,598,848	23,434,775
Other Income		717,605	-	1,365,567
Payments to suppliers and employees		(9,307,538)	(10,106,791)	(18,008,193)
Interest received		-	-	5,521
Interest expense		(1,247,997)	(1,696,745)	(1,384,447)
Bank fees		(7,681)	-	(23,058)
Cash flows from operations prior to significant items		1,625,521	2,795,312	5,390,165
Cash outflows from restructuring and advisory costs		(17,760)	(197,804)	(626,022)
Net cash inflows/(outflows) from operating activities	8	1,607,761	2,597,508	4,764,143
Purchase of property, plant & equipment and other intangibles		(244,735)	(2,272,182)	(2,527,801)
Net cash inflows/(outflows) from investing activities		(244,735)	(2,272,182)	(2,527,801)
Repayment of borrowings		-	(1,293,874)	(833,333)
Cash outflows from refinancing costs		(110,945)	(142,076)	(144,275)
Interest paid on lease liabilities		(596,484)	(514,314)	(1,299,133)
Principal paid on lease liabilities		(352,115)	(315,549)	(515,056)
Costs incurred on share capital increase		-	(13,513)	-
Bank borrowings drawn		-	2,050,000	2,050,000
Net cash inflows/(outflows) from financing activities		(1,059,544)	(229,326)	(741,797)
Net increase/(decrease) in cash and cash equivalents		303,482	96,000	1,494,545
Cash and cash equivalents at beginning of period		2,796,583	1,302,038	1,302,038
Cash and cash equivalents at end of period		3,100,065	1,398,038	2,796,583
Cash and bank balances	5	3,100,065	1,398,038	2,796,583
		3,100,065	1,398,038	2,796,583

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

1. GENERAL INFORMATION

Good Spirits Hospitality Limited is an investment company with shareholdings in New Zealand businesses in the hospitality sector.

i. Entities reporting

These financial statements are for Good Spirits Hospitality Limited ("GSH") and its subsidiaries (together "the Group").

The Group is considered a for profit-oriented entity for financial reporting purposes.

ii. Statutory base & Reporting Framework

The Group is registered in New Zealand under the Companies Act 1993 and is a Financial Markets Conduct Act 2013 reporting entity in terms of the Financial Reporting Act 2013 under which the interim financial statements are prepared. The Company is a for-profit entity. The condensed consolidated interim financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand, which is the New Zealand equivalent to International Financial Reporting Standards (NZ IFRS). They comply with NZ IAS 34 Interim Financial Reporting and should be read in conjunction with the 30 June 2020 annual report.

Good Spirits Hospitality is domiciled and incorporated in New Zealand. Its registered office is at Ground Floor, Building B, Ascot Business Park, 95 Ascot Avenue, Greenlane, Auckland 1051.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i. Basis of Preparation

The treatment of the accounting policies and method of computation applied are consistent with those of the annual financial statements for the year ended 30 June 2020, as described in the annual financial statements. There have been no changes made to accounting policies unless otherwise stated.

In preparing the financial statements, the Directors have assessed the Group's ability to continue as a going concern. In determining this assessment, the Directors conducted a comprehensive review of the financial position of the Group, the carrying value of its assets, the level of debt and facilities the Group has at 31 December 2020 and its forecast financial results for the next 12 months subsequent to the date of issue of these financial statements. The Directors concluded that the Group is a going concern.

ii. Segment reporting

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-making body. The chief operating decision-making body responsible for allocating resources and assessing performance of operating segments is the Board of Directors.

iii. Significant items

Transactions are classified as significant items when they meet certain criteria approved by the Group's Audit and Risk Committee. Significant items are determined in accordance with the principles of consistency, relevance and clarity. Transactions considered for classification as significant items include restructuring costs; acquisition and disposal costs; impairment or reversal of impairment of assets; business integration; and transactions or events outside of the Group's ongoing operations that have a significant impact on reported profit.

iv. Key estimates and judgements

The Group has undertaken a number of key estimates and judgements when preparing these financial statements, the details of which are outlined in this note. These judgements have been formed using historical information and comparatives where available, and management's best judgement where there is no appropriate comparison. The Group continues to review all significant estimates along with the assumptions used and recognises any adjustments to these in the period in which a change occurs. The key estimates and judgements are disclosed in the Group's most recent annual report.

3. REVENUE

	6 months to 31-Dec-20 UNAUDITED	6 months to 31-Dec-19 UNAUDITED	12 months to 30-Jun-20 AUDITED
Revenue of bars owned on a like for like basis:	\$	\$	\$
Auckland	10,411,931	13,682,920	21,797,360
Hamilton	1,096,039	1,058,374	1,696,403
	11,507,970	14,741,294	23,493,763

4. FINANCIAL IMPACTS OF COVID-19

While some economic impacts of the COVID-19 pandemic have manifested there remains uncertainty of the impact on the Group's operations. Accordingly, the assumptions that have been adopted due to the impact of COVID-19 are consistent with those outlined in the financial statements as at 30 June 2020. This has resulted in estimates being generated on the same basis as at 30 June 2020.

i. Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received, and the Company will apply with all attached conditions. The Company received Government grants in the form of COVID-19 related employee wage subsidies received from the Ministry of Social Development (MSD) during the reporting period.

	6 months to 31-Dec-20 UNAUDITED	6 months to 31-Dec-19 UNAUDITED	12 months to 30-Jun-20 AUDITED
Revenue recognised by the Company include:	\$	\$	\$
COVID-19 employee wage subsidy	717,605	-	1,365,567

ii. COVID-19 related rent concessions

In June 2020, the New Zealand Accounting Standards Board provided a practical expedient to NZ IFRS 16. The expedient permits Tier-1 and Tier-2 reporting entities not to assess whether rent concessions that occur as a direct consequence of the COVID-19 pandemic and meet specified conditions as lease modifications and, instead, to account for those rent concessions as reassessments. The Group has elected to adopt the expedient. The Group's rent relief varied in length and quantum by landlord and ceased in December 2020.

5. CASH AND CASH EQUIVALENTS

	6 months to 31-Dec-20 UNAUDITED	6 months to 31-Dec-19 UNAUDITED	12 months to 30-Jun-20 AUDITED
Cash and Cash Equivalents	\$	\$	\$
Cash at Bank	2,858,019	1,148,865	2,531,988
Cash on Hand	242,046	249,173	264,595
	3,100,065	1,398,038	2,796,583
Restricted Cash			
Bank term deposit	76,154	77,470	76,154
Landlord bonds	190,095	190,095	190,095
	266,249	267,565	266,249

6. SHARE CAPITAL

The Group completed negotiations with its lender, Pacific Dawn Limited to amend and extend its secured facilities, these negotiations were concluded on 24 September 2020. Key points under the new agreement are, the date for repayment of the facilities is extended to 31 July 2022 and the existing financial covenants have been removed, with new covenants to be agreed by 5 March 2021. As consideration for the amendments, GSH issued further shares in GSH to take Pacific Dawn from a holding of 19.90% to a holding of 24.99% of the ordinary shares of GSH. The shares issued have a value of \$282,495.

7. FINANCIAL INSTRUMENTS

i. Gaming Machine

Trillian Trust Limited (the Trust) owns certain gaming machines and possesses a licence to operate gaming machines under the Gambling Act 2003. Good Spirits Hospitality allows the Trust to place its gaming machines and associated equipment at venue's and performs certain administration and management services in connection with the operation of those gaming machines. In addition, GSH has separate trust bank accounts and manages the flow of funds in relation to the Gaming Act 2003 which is administered by The Department of Internal Affairs.

As at reporting date, 31-Dec-2020, \$154,586 is held in GSH's bank accounts (31-Dec-2019, \$264,051). The total amount owing to the Trust at reporting date is \$154,586.

8. NOTES SUPPORTING STATEMENT OF CASH FLOWS

Reconciliation to operating activities in the cashflow:

	6 months to 31-Dec-20 UNAUDITED \$	6 months to 31-Dec-19 UNAUDITED \$	12 months to 30-Jun-20 AUDITED \$
Profit / (loss) for the year	(121,154)	292,275	(5,833,381)
Adjusted for:			
Depreciation and amortisation	378,974	415,011	841,061
Depreciation of right-of-use assets	676,937	698,643	1,425,489
Interest on leases	596,484	514,314	1,299,133
Property, plant and equipment impairment	-	-	59,578
Goodwill impairment	-	-	4,855,744
Disposal of property, plant and equipment	-	-	91,970
Non cash interest expense	372,680	546,498	2,031,048
Non cash income	-	(46,116)	-
Changes in assets and liabilities			
Decrease / (increase) in receivables and prepayments	122,906	(98,268)	(58,988)
Decrease / (increase) in inventories	(41,147)	(71,612)	(19,410)
Increase / (decrease) in trade payables and accruals	(352,135)	229,729	435,383
Increase / (decrease) in income tax	(25,784)	117,034	(363,484)
Net cash (outflows) / inflows from operating activities	1,607,761	2,597,508	4,764,143

9. SEGMENT REPORTING

The Group is organised into the following business segments, predominantly reflecting trading divisions in the Group:

i. The Better Bar Company (BBC)

This segment includes the business activities of The Better Bar Company Limited which operates a chain of eight bars based in Auckland and one based in Hamilton.

ii. Other

Includes the activities of the Parent Company.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment EBITDA before significant items as included in the management reports that are reviewed by the Board. Segment EBITDA before significant items is used to measure performance as the Board believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	6 months - 31-Dec-2020			6 months - 31-Dec-2019			12 months to 30-Jun-2020		
	UNAUDITED		EBITDA before significant items	UNAUDITED		EBITDA before significant items	AUDITED		EBITDA before significant items
	Revenue	EBITDA		Revenue	EBITDA		Revenue	EBITDA	
	\$	\$	\$	\$	\$	\$	\$	\$	
INCOME									
The BBC	12,225,575	3,066,978	3,743,915	14,741,294	3,928,578	4,627,221	23,493,763	921,029	7,261,841
Other	-	(610,100)	(592,340)	-	(860,392)	(491,074)	-	(1,544,669)	(918,647)
Group	12,225,575	2,456,878	3,151,575	14,741,294	3,068,186	4,136,147	23,493,763	(623,640)	6,343,194
Significant and other items									
Restructuring and advisory costs		-	(17,760)		-	(369,318)		-	(626,022)
Depreciation of right-of-use assets		-	(676,937)		-	(698,643)		-	(1,425,489)
Interest on leases		(596,484)	(596,484)		(514,314)	(514,314)		(1,299,133)	(1,299,133)
Property, plant and equipment impairment		-	-		-	-		-	(59,578)
Goodwill impairment		-	-		-	-		-	(4,855,744)
Depreciation and amortisation		(378,974)	(378,974)		(415,011)	(415,011)		(841,061)	(841,061)
Finance expense (net of income)		(1,628,358)	(1,628,358)		(1,726,991)	(1,726,991)		(3,433,032)	(3,433,032)
Profit / (loss) before income tax		(146,938)	(146,938)		411,870	411,870		(6,196,865)	(6,196,865)

SEGMENT REPORTING (continued)

	31-Dec-20		31-Dec-19		30-Jun-20	
	UNAUDITED		UNAUDITED		AUDITED	
	Segment Assets \$	Segment Liabilities \$	Segment Assets \$	Segment Liabilities \$	Segment Assets \$	Segment Liabilities \$
STATEMENT OF FINANCIAL POSITION						
The BBC	46,781,160	32,852,265	56,867,637	44,119,411	52,465,469	48,165,801
Other	5,120,640	12,051,392	951,929	411,826	-	(2,537,134)
Group	51,901,800	44,903,657	57,819,566	44,531,237	52,465,469	45,628,667

10. RELATED PARTIES

The Group undertook transactions with the following related parties as detailed below:

- i. LJM Limited, an entity partially owned by Andrew Christie (a director and shareholder of GSH) received rental and opex payments for the O'Hagan's site of \$188,991 (2019: \$nil)
- ii. Brew on Quay and Charlie Farley's, venues partially owned by Geoff Tuttle (CEO and a Shareholder of GSH).
 - The Group ceased providing management and accounting services during the period. Total transactions for the period were \$20,000 (2019: \$25,076).
 - The Group continues to sell food to Brew on Quay and Charlie Farley's, total transactions for the period were \$25,331 (2019: \$35,593). An amount of \$20,373 was owing at reporting date (2019: \$28,430). This amount has since been paid.
- iii. Consulting services (other than director responsibilities) were provided to the Group by Matt Adams, a director of GSH. Total transactions for the period were \$41,810 (2019: \$58,549)
- iv. Consulting services (other than director responsibilities) were provided to the Group by Duncan Makeig, Chairman of GSH. Total transactions for the period were \$14,940 (2019: \$nil)

11. COMMITMENTS

- i. The Group has no capital commitments as at 31 December 2020 (30 June 2020 \$nil; 31 December 2019 \$nil).
- ii. The Group has no other commitments as at 31 December 2020 (30 June 2020 \$nil; 31 December 2019 \$nil).

12. CONTINGENT LIABILITIES

The possibility exists for the Group to receive a claim from a prior landlord relating to the Lynfield venue that GSH used to own. The Group sold the Lynfield venue on 15 May 2019 and under the terms of this sale the Group had to provide a guarantee which means that it would be liable for the rent and outgoings if the venue cannot pay the rent. The outstanding amount as at February 2021 is \$68,186.

There are no other contingent liabilities at 31 December 2020 (30 June 2020 \$nil; 31 December 2019 \$nil).

13. EVENTS AFTER REPORTING DATE

- i. Good Spirits Hospitality has entered into a conditional agreement to purchase three hospitality venues, "The Featherston Tavern", "Leuven Belgian Beer Cafe" and the "Avida Bar" as a going concern. The purchase price is \$3.4 million plus estimated stock on hand of \$75,000. Subject to satisfaction of all conditions, GSH expects completion of the transaction to occur in mid May 2021.
- ii. On the 15 February 2021, GSH advises that in conjunction with its lender Pacific Dawn Limited, that the deadline to reach a new set of covenants has been extended to 5 March 2021. The Group continues to have positive ongoing discussions with Pacific Dawn to agree an appropriate covenant regime.
- iii. On 14 February 2021, the New Zealand Government reinstated COVID-19 Alert Level 3 for the Auckland region and the rest of New Zealand moved to Alert Level 2. From 15 February 2021, GSH's Auckland's operations were closed while the Hamilton venue operated in compliance with the New Zealand Government's requirements for social gatherings, contact tracing and hygiene. On the 18 February 2021, the Auckland region moved to COVID-19 Alert Level 2 and the rest of New Zealand moved to Alert Level 1. On 22 February 2021, New Zealand Government announced that Auckland region will move to COVID-19 Alert Level 1 which is aligned with the rest of New Zealand.

14. BUSINESS PROFILE

Nature of Business

Listed Investment Company

Investor Enquiries

anthony@gsh.co.nz

Directors

Duncan Makeig (Independent)

Carl Carrington (Independent)

Matt Adams (Independent)

Andrew Christie

Chief Executive Officer

Geoff Tuttle

Chief Financial Officer

Anthony Laus

Registered Office

Ground Floor, Building B

95 Ascot Avenue

Greenlane

PO Box 17474, Auckland 1546

Auditors

BDO Auckland

Chartered Accountants

4 Graham Street, Auckland

PO Box 2219, Auckland 1140

Solicitors

Harmos Horton Lusk Limited

Level 33, Vero Centre

48 Shortland Street

PO Box 28, Auckland 1010

Share Registrar

Link Market Services Limited

Level 7, Zurich House

21 Queen Street

Auckland

Bankers

Pacific Dawn Limited

Bank of New Zealand

Website

www.goodspiritshospitality.co.nz

Directors and Officers Diversity

NZX listed issuers are required to report quantitative data on the gender breakdown of Directors and Officers at the financial year end. The policy behind the rule is to provide information to allow investors to maintain an informed view of diversity as a factor relevant to an Issuer's expected performance.

	As at 31 Dec 2020		As at 31 Dec 2019		As at 30 Jun 2020	
	Male	Female	Male	Female	Male	Female
Directors	4	-	4	-	4	-
Executive / Leadership Team	4	2	6	2	4	2