

COMPANY REGISTRATION NUMBER 2359322

EZYBONDS (UK) PLC

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 JUNE 2008

EZYBONDS (UK) PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

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EZYBONDS (UK) PLC

CORPORATE DIRECTORY

THE BOARD OF DIRECTORS

Anthony G Liston
Sean S McShane

COMPANY SECRETARY

Anthony G Liston

REGISTERED OFFICE

Heathrow Business Centre
65 High Street
Egham
Surrey
TW20 9EY

SHARE REGISTRARS

Capita IRG
Bourne House
34 Beckenham Road
Beckenham
Kent
BR3 4TU

AUDITOR

Hamlyns Chartered Accountants
Sundial House
98 High Street
Woking
Surrey
GU21 4SU

BANKERS

National Westminster Bank Plc
Cavell House
2a Charing Cross Road
London
WC2H 0PD

SOLICITORS

Osborne Clarke
One London Wall
London
EC27 5EB

CORPORATE ADVISERS

W.H. Ireland Limited
11 St James' Square
Manchester
M2 6WH

EZYBONDS (UK) PLC

NOTICE OF ANNUAL GENERAL MEETING

The Companies Acts 1985 to 1989
Public Company Limited by Shares

NOTICE OF ANNUAL GENERAL MEETING of

EZYBONDS (UK) PLC (THE "COMPANY")

(Registered in England and Wales under company number 2359322)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 10.00 am on Monday 22 December 2008 at 519 Kiewa Street, Albury, New South Wales, Australia.

An Explanatory Memorandum containing information in relation to each of the following resolutions accompanies this Notice of Annual General Meeting (refer pages 4-5). This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum.

1 Ordinary Business

As ordinary business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

1.1 Adoption of audited financial statements

To receive and adopt the audited consolidated financial statements of the Group for the financial year ended 30 June 2008 together with the Chairman's Statement, the Directors' Report and the Independent Auditors' Report.

1.2 Re-election of Mr AG Liston

That Mr AG Liston, having been elected as a Director subsequent to the last Annual General Meeting of the Company and who retires as a Director of the Company in accordance with Article 89 of the Articles of Association of the Company, be re-elected as a Director of the Company.

1.3 Re-election of Mr SS McShane

That Mr SS McShane, having been elected as a Director subsequent to the last Annual General Meeting of the Company and who retires as a Director of the Company in accordance with Article 89 of the Articles of Association of the Company, be re-elected as a Director of the Company.

1.4 Re-appointment of Auditor

To re-appoint Hamlyns, Chartered Accountants as Auditor to hold office from the conclusion of this Annual General Meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.

2 Special Business

As special business to consider and, if thought fit, pass the following resolutions; in the case of resolutions 2.1 as an Ordinary Resolution and in the case of resolution 2.2 as a Special Resolution:

EZYBONDS (UK) PLC

NOTICE OF ANNUAL GENERAL MEETING *(continued)*

Ordinary Resolutions

2.1 Authority to issue shares

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Special Resolution

2.2 Waiver of pre-emption rights

That subject to the passing of Resolution 2.1 above the Directors be empowered pursuant to Section 95 of the Companies Act 1985 until the Company's next Annual General Meeting to allot or agree to allot equity securities pursuant to the authority conferred by the said resolution above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that the Company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the Directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expression 'equity securities' and 'allot' shall bear the meanings respectively given to the same in Section 94 of the Companies Act 1985.

Dated: 24 November 2008

By order of the Board

Anthony G Liston
Company secretary

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PROXY INSTRUCTIONS

A member (entitled to attend and vote) is entitled to appoint up to two proxies to attend and vote at the meeting in his/her place. A proxy form is included within this Annual Report (refer to pages 28 to 29). A separate proxy form must be used for each proxy. You can obtain an additional proxy form from the Company (or by photocopying the proxy form). You may appoint each proxy to represent a specified proportion or number of your voting rights. To do this, follow the instructions on the proxy form. If you do not specify a proportion or number, each proxy may exercise half of your votes. To be effective, a duly completed proxy form and (where applicable) any power of attorney or a duly certified copy of the power of attorney must be received by the Company not less than 48 hours before the time for commencement of the meeting and if not so deposited shall be invalid. Please send by post to Heathrow Business Centre, 65 High Street, Egham, Surrey, London, United Kingdom TW20 9EY or by facsimile to +44 (0)1784 497 101.

All joint holders of shares must sign the proxy form. If the proxy form is signed by a member's attorney, the power of attorney or a certified copy of it must be lodged with the proxy form. If a member that is a corporation appoints a proxy, the member must execute in accordance with its constitution (if any) and the law of the place of its incorporation.

The proxy need not be a member, but must be a natural person. A proxy may be appointed by reference to an office held by the proxy (eg "the Company Secretary").

The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Ezybonds (UK) plc ("Ezybonds" or the "Company") in connection with the business to be conducted at the Annual General Meeting of the Company to be held on Monday 22 December 2008 at 10.00 am (Australian time).

This Explanatory Memorandum forms part of the Notice of Annual General Meeting of the Company and comments on the resolutions described below. This Explanatory Memorandum is intended to assist shareholders in understanding the background to and legal and other reasons for the resolutions proposed.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making a decision in relation to the resolutions.

Enquiries

All enquiries in relation to the contents of the Notice of Annual General Meeting or the Explanatory Memorandum should be directed to the Directors, Mr Liston and Mr McShane (telephone: +61 (0)260 235 813).

1.1 Adoption of audited accounts

The Companies Act 1985 requires that the audited consolidated accounts of the Group be laid before the Annual General Meeting.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Group's 2008 audited consolidated accounts.

1.2 Re-election of Mr AG Liston

Resolution 1.2 seeks approval for the re-election of Mr AG Liston, who having been elected as a Director subsequent to the last Annual General Meeting of the Company retires as a Director of the Company in accordance with Article 89 of the Articles of Association of the Company, and offers himself for re-election as a Director of the Company.

1.3 Re-election of Mr SS McShane

Resolution 1.3 seeks approval for the re-election of Mr SS McShane, who having been elected as a Director subsequent to the last Annual General Meeting of the Company retires as a Director of the Company in accordance with Article 89 of the Articles of Association of the Company, and offers himself for re-election as a Director of the Company.

1.4 Re-appointment of Auditor

Resolution 1.4 seeks approval for the re-appointment of Hamlyns, Chartered Accountants, as Auditor of the Company. Such appointment taking effect from the conclusion of this Annual General Meeting until the conclusion of the next meeting at which accounts are laid before the Company.

The remuneration payable to the Auditor shall be as determined by the Directors.

2.1 Authority to issue shares

Under UK company law, specifically section 80, of the Companies Act 1985, directors may not generally allot any shares, issue securities convertible into shares, or grant options to subscribe for shares without authority given either by a provision in the company's articles of association or by ordinary resolution (meaning simple majority) of the shareholders of the company. In addition, the authority granted to directors of a public company may not continue for a period of more than five years.

Resolution 2.1 is required to be passed in order to comply with both section 80 of the Companies Act 1985 and the Company's Articles of Association and to allow the Directors general authority to allot shares for general purposes.

EZYBONDS (UK) PLC

NOTICE OF ANNUAL GENERAL MEETING (*continued*)

2.2 Waiver of pre-emption rights

Section 89 of the Companies Act 1985 requires that before equity shares are allotted in return for cash they must be first offered to existing shareholders on a right of first refusal basis and in proportion to the respective shareholders' existing holdings (the "Pre-emption Rights").

Section 95 of the Companies Act 1985 allows the shareholders of a company to disapply their Pre-emption Rights by passing a special resolution, subject to Resolution 2.1 also being passed.

Resolution 2.2 is the form of resolution which will allow the disapplication of Pre-emption Rights.

The Company is seeking the waiver of Section 89 Pre-emption Rights in order for the Directors to make allotments for general purposes without the need to first offer those shares to existing shareholders.

The waiver of pre-emption rights following the passing of Resolution 2.2 will expire at the Company's 2009 Annual General Meeting.

EZYBONDS (UK) PLC

CHAIRMAN'S STATEMENT

YEAR ENDED 30 JUNE 2008

The 2008 financial year has been an interesting one for your Directors. Ezybonds (UK) plc (the "Company") has seen its largest receipt of royalty income from the contracts with Ezybonds Inc, to date. The Directors believe this is due to the successful implementation of the Ezybonds Global Payments System, the implementation of Ezybonds Debit Card program and the funds transfer system operating in Beijing, China.

On 27 June 2008, Mr Sean McShane and Mr Anthony Liston were elected to the Board of the Company. Both of these Directors offer themselves for re-election at the upcoming Annual General Meeting. On the same day, the Board received the resignation of Mr Patrick Scammell and Mr Justin Pascoe.

On behalf of the shareholders, I would like to acknowledge the efforts and contributions of both Mr Patrick Scammell and Mr Justin Pascoe. Mr Scammell held the position of Chairman with the Company, and was on the Board for a period of over 6 years. Mr Pascoe joined the company in 2005, and held the positions of Director and Company Secretary. We again, thank them for their contribution, and wish them well with their future endeavours.

This year there has been a considerable increase in the revenue received from the Company's royalty agreement with Ezybonds Inc. Combined with the income, and a reduction in overheads, the Company has reported a net loss of £198k, compared to the net loss in 2007 of £1,072k.

During the year, the Company issued to Ezybonds Inc 35,500,000 shares in accordance with the Ezy promotions Limited acquisition agreement. Ezy promotions Limited is a wholly owned subsidiary of Ezybonds (UK) Plc and has the right in perpetuity to 15% of all revenues received by Ezybonds Inc.

With the 2008 financial year now behind us, we are in a position to embrace the exciting opportunities ahead of us. The directors believe they are in a good position to reshape the future of the Company. The period ahead will undoubtedly present many challenges and opportunities that the Directors are keen to tackle in order to return the Company to a period of sustainable growth in shareholder value.

The Directors remain confident that the Ezybonds brand will secure a prominent place in the emerging global payment and funds transfer sector.

Anthony Liston
Chairman

EZYBONDS (UK) PLC

THE DIRECTORS' REPORT

YEAR ENDED 30 JUNE 2008

The directors present their report and the financial statements of the group for the year ended 30 June 2008.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the group is the promotion of Ezybonds™ through two marketing entities, Ezymarketing and Ezy promotions. Ezymarketing Limited has an exclusive 15 year licence granted by Ezybonds Inc., based in the Cook Islands, to promote Ezybonds™ worldwide and an entitlement to 25% of the gross membership fees received by Ezybonds Inc. Ezy promotions Limited has the worldwide marketing and distribution rights for the Ezybonds intellectual property. Attaching to these rights is the right in perpetuity to 15% of all the revenue received by Ezybonds Inc (excluding revenue derived from funds held in the Bonus Pool Account).

RESULTS AND DIVIDENDS

The loss for the year amounted to £196,024. The directors have not recommended a dividend.

A review of the Group's business and future prospects are given in the Chairman's Statement.

At the present time the directors do not consider the use of Key Performance Indicators appropriate for evaluating the performance of the group.

FINANCIAL INSTRUMENTS

Details of the group's financial risk management objectives and policies are included in note 15 to the accounts.

THE DIRECTORS AND THEIR INTERESTS

The directors who served the company during the year together with their beneficial interests in the shares of the company and share warrants were as follows:

	Class of share	At 30 June 2008	At 1 July 2007 or later date of appointment
Anthony G Liston	Ordinary shares of 10p each	1,000	1,000
	Share warrants (100p)	200,000	200,000
	Share warrants (50p)	200,000	200,000
	Share warrants (20p)	450,000	450,000
Sean S McShane	Ordinary shares of 10p each	5,000,000	5,000,000
	Share warrants (100p)	200,000	200,000
	Share warrants (50p)	200,000	200,000
	Share warrants (20p)	700,000	700,000

Anthony G Liston was appointed as a director on 27 June 2008.

Sean S McShane was appointed as a director on 27 June 2008.

Patrick G Scammell resigned as a director on 27 June 2008.

Justin R Pascoe resigned as a director on 27 June 2008.

The directors warrants referred to above represent 400,000 warrants to subscribe for 10 pence ordinary shares at 100p per ordinary share at any time before 30 September 2010, 400,000 warrants to subscribe for 10 pence ordinary shares at 50p per ordinary share at anytime before 30 March 2010, and a further 1,150,000 warrants to subscribe for 10 pence ordinary shares at 20p per ordinary share at any time before 30 September 2009.

The Plus Markets quoted share price of the Company's ordinary shares as at 30 June 2008 was 3p (2007 - 9.5p) per ordinary 10p share and has varied between 3p and 9.5p (2007 - 6.5p and 20.5p) per ordinary 10p share during the year.

SUBSTANTIAL INTERESTS

At 30 June 2008 the following interests in three per cent or more of the issued ordinary share capital were noted in the Company's share register:

	% of ordinary 10p shares
Ezybonds Inc	14%
Rainforest PTY Ltd	5%
Pershing Keen Nominees Limited, AGCLT account	4%
Pershing Keen Nominees Limited, KSCLT account	4%
S McShane	4%
Telica Nominees PTY Ltd	3%
J M Finn Nominees Limited	3%

EZYBONDS (UK) PLC

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 JUNE 2008

GOING CONCERN

The directors believe it is appropriate for the group's financial statements to be prepared on this basis for the reasons explained under note 1.

POLICY ON THE PAYMENT OF CREDITORS

It is the general policy of the company to pay for the supply of goods and services within 30 days of the date of any invoice or, in the case of certain suppliers, in accordance with the terms and conditions of each transaction. The number of days outstanding between receipt of invoices and date of payment, calculated by reference to the amount owed to trade creditors at the year end as a proportion of the amounts invoiced by suppliers during the year was 219 (2007 - 75) days.

CORPORATE GOVERNANCE

The Board supports the highest standards of corporate governance and requires its members and the staff of the Company to act with integrity and objectivity in relation to:

- * compliance with the law;
- * record keeping;
- * conflicts of interest;
- * confidentiality;
- * professional conduct;
- * dealing with suppliers, advisers and regulators; and
- * dealing with the community and employees.

The Board's primary role is the protection and enhancement of long-term shareholder value. The Board is responsible for the overall corporate governance of the Group including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

Given the current size and scope of the operations of the Company, the full Board has assumed those responsibilities that are ordinarily assigned to a Nomination Committee, a Remuneration Committee and an Audit Committee.

The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. The Company's policies are designed to ensure strategic, operational, legal, reputation and financial risks are identified, assessed, effectively and efficiently managed and monitored to enable achievement of the consolidated entity's business objectives.

The composition of the Board will be reviewed during the forthcoming year to ensure that the Board has the appropriate mix of expertise and experience.

The Board reviews its processes to ensure that it is able to carry out its functions in the most effective manner.

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EZYBONDS (UK) PLC

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 30 JUNE 2008

In so far as the directors are aware:

- there is no relevant audit information of which the group's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

A resolution to re-appoint Hamlyns as auditor for the ensuing year will be proposed at the Annual General Meeting in accordance with section 385 of the Companies Act 1985.

Registered office:
Heathrow Business Centre
65 High Street
Egham
Surrey
TW20 9EY

Signed by order of the directors

Anthony G Liston
Company Secretary

Approved by the directors on 24 November 2008

EZYBONDS (UK) PLC

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF EZYBONDS (UK) PLC

YEAR ENDED 30 JUNE 2008

We have audited the group and parent company financial statements ("the financial statements") of Ezybonds (UK) PLC for the year ended 30 June 2008, which comprise the Group Profit and Loss Account, the Group and Parent company Balance Sheets, the Group Cash Flow Statement, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders 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 company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. The information given in the Directors' Report includes that specific information presented in the Chairman's statement that is cross referred from the Business Review section of the Directors' Report.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and the Chairman's statement. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

EMPHASIS OF MATTER

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure concerning the following two uncertainties.

GOING CONCERN

We have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the group's ability to continue as a going concern. This depends upon the raising of funds for the group via the issue of shares and the generation of income under a licence agreement with Ezybonds Inc. In respect of the forecast income streams we have relied on the representations of the directors' which is the primary audit evidence available to us relating to the ability of the group to continue as a going concern.

FUNDAMENTAL UNCERTAINTY

In respect of the carrying value of goodwill in the group balance sheet and investments in the company balance sheet, notes 10 and 12, the validity of which depends upon the future income streams referred to in note 1. The financial statements do not include any adjustments that may be necessary to reduce the carrying value of goodwill within the group or the value of the investments in the company to their recoverable amounts should the group be unable to continue as a going concern.

In view of the significance of these matters we consider that they should be drawn to your attention but our opinion is not qualified in this respect.

EZYBONDS (UK) PLC

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF EZYBONDS (UK) PLC *(continued)*

YEAR ENDED 30 JUNE 2008

OPINION

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and the parent company's affairs as at 30 June 2008 and of the group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Sundial House
98 High Street
Woking
Surrey
GU21 4SU

HAMLVNS
Chartered Accountants
& Registered Auditors

24 November 2008

EZYBONDS (UK) PLC

GROUP PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 JUNE 2008

	Note	2008 £	2007 £
GROUP TURNOVER	3	20,000	218
Administrative expenses		216,510	1,074,179
OPERATING LOSS	4	(196,510)	(1,073,961)
Interest receivable		486	1,540
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(196,024)	(1,072,421)
Tax on loss on ordinary activities	7	-	-
LOSS FOR THE FINANCIAL YEAR	8	(196,024)	(1,072,421)
Earnings per share (pence)			
Basic	9	(0.19)	(2.20)
Diluted	9	(0.19)	(2.20)

All of the activities of the group are classed as continuing.

The group has no recognised gains or losses other than the results for the year as set out above.

The company has taken advantage of section 230 of the Companies Act 1985 not to publish its own Profit and Loss Account.

The notes on pages 17 to 25 form part of these financial statements.

EZYBONDS (UK) PLC

GROUP BALANCE SHEET

30 JUNE 2008

		2008		2007	
	Note	£	£	£	£
FIXED ASSETS					
Intangible assets	10		12,651,585		6,488,715
Tangible assets	11		35		3,923
			<u>12,651,620</u>		<u>6,492,638</u>
CURRENT ASSETS					
Debtors	13	20,624		63,153	
Cash at bank		2,489		23,952	
		<u>23,113</u>		<u>87,105</u>	
CREDITORS: Amounts falling due within one year	14	202,686		269,741	
NET CURRENT LIABILITIES			(179,573)		(182,636)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>12,472,047</u>		<u>6,310,002</u>
CAPITAL AND RESERVES					
Called-up equity share capital	17		14,649,346		8,291,277
Share premium account	18		1,724,550		1,724,550
Merger reserve	18		916,320		916,320
Profit and loss account	18		(4,818,169)		(4,622,145)
SHAREHOLDERS' FUNDS	19		<u>12,472,047</u>		<u>6,310,002</u>

These financial statements were approved by the directors and authorised for issue on 24 November 2008, and are signed on their behalf by:

.....
Anthony G Liston

The notes on pages 17 to 25 form part of these financial statements.

EZYBONDS (UK) PLC

BALANCE SHEET

30 JUNE 2008

	Note	2008		2007	
		£	£	£	£
FIXED ASSETS					
Tangible assets	11		35		3,923
Investments	12		11,735,265		5,572,395
			<u>11,735,300</u>		<u>5,576,318</u>
CURRENT ASSETS					
Debtors	13	20,624		63,153	
Cash at bank		2,489		23,952	
		<u>23,113</u>		<u>87,105</u>	
CREDITORS: Amounts falling due within one year	14	<u>226,846</u>		<u>273,901</u>	
NET CURRENT LIABILITIES			(203,733)		(186,796)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>11,531,567</u>		<u>5,389,522</u>
CAPITAL AND RESERVES					
Called-up equity share capital	17		14,649,346		8,291,277
Share premium account	18		1,724,550		1,724,550
Profit and loss account	18		(4,842,329)		(4,626,305)
SHAREHOLDERS' FUNDS			<u>11,531,567</u>		<u>5,389,522</u>

These financial statements were approved by the directors and authorised for issue on 24 November 2008, and are signed on their behalf by:

.....
Anthony G Liston

The notes on pages 17 to 25 form part of these financial statements.

EZYBONDS (UK) PLC

GROUP CASH FLOW STATEMENT

YEAR ENDED 30 JUNE 2008

	Note	2008 £	£	2007 £	£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES			(217,149)		(1,119,553)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE					
Interest received		486		1,540	
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			486		1,540
CASH OUTFLOW BEFORE FINANCING			(216,663)		(1,118,013)
FINANCING					
Issue of equity share capital		195,200		748,124	
Share premium on issue of equity share capital		–		344,172	
NET CASH INFLOW FROM FINANCING			195,200		1,092,296
DECREASE IN CASH			(21,463)		(25,717)
RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES					
		2008		2007	
		£		£	
Operating loss		(196,510)		(1,073,961)	
Depreciation		3,888		3,888	
Decrease in debtors		42,529		34,189	
(Decrease) in creditors		(67,056)		(83,669)	
Net cash outflow from operating activities		(217,149)		(1,119,553)	
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS					
		2008		2007	
		£		£	
Decrease in cash in the period		(21,463)		(25,717)	
Movement in net funds in the period		(21,463)		(25,717)	
Net funds at 1 July 2007		23,952		49,669	
Net funds at 30 June 2008		2,489		23,952	

The notes on pages 17 to 25 form part of these financial statements.

EZYBONDS (UK) PLC

GROUP CASH FLOW STATEMENT *(continued)*

YEAR ENDED 30 JUNE 2008

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Jul 2007 £	Cash flows £	At 30 Jun 2008 £
Net cash:			
Cash in hand and at bank	23,952	(21,463)	2,489
Net funds	<u>23,952</u>	<u>(21,463)</u>	<u>2,489</u>

The notes on pages 17 to 25 form part of these financial statements.

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

1. BASIS OF PREPARING THE FINANCIAL STATEMENTS

The group incurred a loss of £196,024 in the year ended 30 June 2008.

The group's future income will be derived from the licence agreements secured by Ezymarketing Limited and Ezypromotions Limited with Ezybonds Inc. These agreements entitle Ezymarketing Limited to a 25% share of the gross membership fees received by Ezybonds Inc, and Ezypromotions Limited to a 15% share of all revenue received by Ezybonds Inc (excluding revenue derived from funds held in the Bonus Pool Account).

Income is expected to be generated under these agreements during the year ended 30 June 2009 and the directors have prepared forecasts on this basis. The directors anticipate that, once income starts to be generated, the group will be profitable and will be cash generative.

In the meantime, the company is raising funds for the group via the issue of shares, and the directors are aware of several interested parties who they believe are willing to subscribe to sufficient share capital to enable the group to continue trading.

The commencement of the income streams and the issue of shares are not certain, although, based on their current knowledge, the directors are confident that forecast results and cash flows for the next 12 months will be achieved. Consequently, the accounts have been prepared on the going concern basis.

2. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of financial instruments and in accordance with applicable accounting standards.

Basis of consolidation

The group financial statements comprise the financial statements for Ezybonds (UK) PLC and its subsidiary undertakings Ezymarketing Limited and Ezypromotions Limited. No profit and loss account is presented for Ezybonds (UK) PLC as permitted by Section 230 of the Companies Act 1985.

Turnover

The turnover shown within the profit and loss account represents income received in accordance with the license agreement between Ezybonds Inc, Ezymarketing Limited and Ezypromotions Limited.

All income is stated net of VAT.

Goodwill

Goodwill arising from the purchase of subsidiary undertakings represents the excess of the fair value of the purchase consideration over the fair value of the net assets acquired.

The goodwill is capitalised as an intangible asset and amortised on a straight line basis from the time of acquisition over its useful economic life unless a permanent diminution in value occurs, in which case the goodwill is written down to the appropriate carrying value.

Amortisation

Amortisation is calculated to write off the cost of goodwill over the period of its useful economic life as follows:-

Goodwill on acquisition of subsidiary undertakings - 20 years straight line

No amortisation has been charged in the year because the business to which the goodwill relates has not yet commenced trading activities.

Fixed asset investments

Fixed asset investments are included in the company's balance sheet at cost after provision for any permanent diminution in value. The company has taken advantage of Section 131 of the Companies Act 1985 and where consideration for purchase of a subsidiary undertaking includes the issue of shares, these have been included at nominal value.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Computer equipment - 33 1/3% per annum

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

2. ACCOUNTING POLICIES *(continued)*

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Company

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items and on the retranslation of monetary items are taken to the profit and loss account. Exchange differences arising on non-monetary items, carried at fair value, are included in the profit and loss account, except for the differences arising on the retranslation of non-monetary items in respect of which gains and losses are recorded in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

Group

For the purposes of preparing consolidated financial statements, the assets and liabilities of foreign subsidiary undertakings are translated at the exchange rates ruling at the balance sheet date. Profit and loss items are translated at the average exchange rates for the year, unless exchange rates fluctuated significantly in the year, in which case the exchange rates ruling at the dates of the transactions are used. Exchange differences arising are taken to the Group's foreign currency translation reserve. Such exchange differences are recognised in the profit and loss account in the year in which a foreign subsidiary undertaking is disposed of.

Goodwill and fair adjustments arising on the acquisition of a foreign subsidiary undertaking are treated as assets and liabilities of the foreign subsidiary and translated at the closing rate.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Investments

All investments are initially recorded at cost, being the fair value of the consideration given and including acquisition costs associated with the investment. All purchases and sales of investments are recognised using trade date accounting.

After initial recognition, investments, which are classified as held for trading and available-for-sale, are measured at fair value. Gains or losses on investments held for trading are recognised in the profit and loss account. Gains or losses on available-for-sale investments are recognised as a separate component of equity until the investment is disposed of or until its value is impaired, at which time the cumulative gain or loss previously reported in equity is included in the profit and loss account.

Investments classified as held-to-maturity are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the profit and loss account when the investment is derecognised, or impaired, as well as through the amortisation process.

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

2. ACCOUNTING POLICIES *(continued)*

Investments are fair valued using quoted market prices, independent appraisals, discounted cash flow analysis or other appropriate valuation models at the balance sheet date.

Trade and other debtors

Trade and other debtors are recognised and carried forward at invoiced amounts less provisions for any doubtful debts. Bad debts are written off when identified.

Cash and cash equivalents

Cash and cash equivalents are included in the balance sheet at cost. Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Interest-bearing loans and borrowings

All loans and borrowings are recognised initially at cost, which is the fair value of the consideration received, net of issue costs associated with the borrowing.

After initial recognition, interest-bearing loans and borrowings are measured at amortised cost using the effective interest method. Gains or losses are recognised in the profit and loss account when liabilities are derecognised or impaired, as well as through the amortisation process.

Derivative financial instruments

The group does not use derivative financial instruments such as foreign currency contracts and interest rate swaps to hedge its risks associated with interest rate and currency fluctuation risk.

Segmental information

The group has an investment in Ezymarketing Limited and Ezypromotions Limited. Ezymarketing Limited is a company which has an exclusive licence granted by Ezybonds Inc. to promote Ezybonds™ and market Ezybonds worldwide. Ezymarketing Limited has an entitlement to 25% of the gross revenues received by Ezybonds Inc. Ezypromotions Limited has the worldwide marketing and distribution rights for the Ezybonds intellectual property. Attaching to these rights is the right in perpetuity to 15% of all the revenue received by Ezybonds Inc (excluding revenue derived from funds held in the Bonus Pool Account).

3. TURNOVER

The turnover and loss before tax are attributable to the one principal activity of the group.

An analysis of turnover is given below:

	2008	2007
	£	£
Overseas	20,000	218

4. OPERATING LOSS

Operating loss is stated after charging/(crediting):

	2008	2007
	£	£
Depreciation of owned fixed assets	3,888	3,888
Auditor's remuneration - as auditor	8,000	5,000
Net loss/(profit) on foreign currency translation	1,291	(2,028)

5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial year amounted to:

	2008	2007
	No	No
Administrative staff (including directors)	3	3

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

6. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

	2008	2007
	£	£
Emoluments receivable	59,129	211,396
Emoluments of highest paid director:		
	2008	2007
	£	£
Total emoluments (excluding pension contributions)	31,902	103,135

7. TAXATION ON ORDINARY ACTIVITIES

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 20% (2007 - 19%).

	2008	2007
	£	£
Loss on ordinary activities before taxation	(196,024)	(1,072,421)
Loss on ordinary activities by rate of tax	(39,205)	(203,760)
Capital allowances for period in excess of depreciation	778	739
Unrelieved tax losses	38,427	203,021
Total current tax	-	-

Factors that may affect future tax charges

The group has excess management costs of £2,070,100 (2007 - £2,008,287) which are available for carry forward against future taxable profits of the parent company only.

No deferred tax asset has been recognised in respect of the above losses because their utilisation is not considered sufficiently certain.

8. LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the accounts of the parent company was £(216,024) (2007 - £(1,072,639)).

9. EARNINGS PER SHARE

The basic earnings per ordinary share is calculated by dividing profit for the year less non-equity dividends and other appropriations in respect of non-equity shares by the weighted average number of equity shares outstanding during the year.

The diluted earnings per ordinary share is calculated by dividing profit for the year less non-equity dividends and other appropriations in respect of non-equity shares by the weighted average number of equity shares outstanding during the year (after adjusting both figures for the effect of dilutive potential ordinary shares).

The calculation of basic and diluted earnings per ordinary share is based upon the following data:

Earnings	2008	2007
	£	£
Earnings for the purposes of basic earnings per share	(196,024)	(1,072,421)
Earnings for the purposes of diluted earnings per share	(196,024)	(1,072,421)
Number of shares		
	2008	2007
	No	No
Basic weighted average number of shares	103,950,856	48,820,327
Weighted average number of shares for the purposes of diluted earnings per share	103,950,856	48,820,327

There have been no other transactions involving ordinary shares or potential ordinary shares since the reporting date and before the completion of these financial statements except as disclosed in note 22.

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

10. INTANGIBLE FIXED ASSETS

Group	Goodwill £
COST	
At 1 July 2007	6,488,715
Additions	6,162,870
At 30 June 2008	<u>12,651,585</u>
AMORTISATION	
At 1 July 2007 and 30 June 2008	<u>–</u>
NET BOOK VALUE	
At 30 June 2008	<u>12,651,585</u>
At 30 June 2007	<u>6,488,715</u>

The goodwill above arises on the consolidation of Ezypromotions Limited into the group accounts. At the date of acquisition, Ezypromotions Limited has no identifiable assets or liabilities other than the worldwide marketing and distribution rights to the Intellectual Property of Ezybonds Inc. The entire fair value of the consideration of £12,651,585 has therefore been allocated to goodwill.

This consideration constituted cash paid of £1,000,000 and the fair value of non-cash consideration of £11,651,585. The non-cash consideration represents shares issued to Ezybonds Inc. and also an estimate of the fair value of shares still to be issued to Ezybonds Inc. in accordance with the purchase agreement (refer to note 17).

The goodwill arising on the acquisition was attributable primarily to the fact that Ezypromotions Limited has been granted a licence entitling it to 15% of the fees generated by the online payment gateway website currently being developed by a company known as Ezybonds Inc.

The website is expected to generate significant profits in the future and, as a result, Ezypromotions Limited is expected to be profitable once the income stream begins to be generated. The directors currently anticipate that profits will begin to be generated in the year ended 30 June 2009. However, there can be no certainty with regards to the level of income that might be generated and if the directors' projections are not fulfilled this will adversely affect the value of goodwill. The directors consider the future value of the income stream is at least the carrying value of the investment in Ezypromotions Ltd, and therefore no provision against the investment is necessary.

11. TANGIBLE FIXED ASSETS

Group	Computer equipment £
COST	
At 1 July 2007 and 30 June 2008	<u>11,663</u>
DEPRECIATION	
At 1 July 2007	7,740
Charge for the year	3,888
At 30 June 2008	<u>11,628</u>
NET BOOK VALUE	
At 30 June 2008	<u>35</u>
At 30 June 2007	<u>3,923</u>
Company	Computer equipment £
COST	
At 1 July 2007 and 30 June 2008	<u>11,663</u>
DEPRECIATION	
At 1 July 2007	7,740
Charge for the year	3,888
At 30 June 2008	<u>11,628</u>
NET BOOK VALUE	
At 30 June 2008	<u>35</u>
At 30 June 2007	<u>3,923</u>

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

12. INVESTMENTS

Company	Investment in subsidiary undertakings £
COST	
At 1 July 2007	6,020,895
Additions	6,162,870
At 30 June 2008	<u>12,183,765</u>
AMOUNTS WRITTEN OFF	
At 1 July 2007 and 30 June 2008	<u>448,500</u>
NET BOOK VALUE	
At 30 June 2008	<u>11,735,265</u>
At 30 June 2007	<u>5,572,395</u>

During the year ended 30 June 2006 the group acquired 100% of the share capital of Ezypromotions Limited, a company registered in the Cook Islands. During the year ended 30 June 2008, shares have been issued as further purchase consideration in respect of this purchase agreement.

The remaining investment of the group relates to Ezymarketing Limited, a wholly owned subsidiary, which was acquired in December 2000 and is incorporated in Great Britain.

The only asset of Ezymarketing Limited is an exclusive licence granted by Ezybonds Inc. based in the Cook Islands, to promote and market Ezybonds™ worldwide and an entitlement to 25% of the gross revenues received by Ezybonds Inc. To date limited revenues have been received under this agreement. The Board, after careful consideration, believe that, whilst the asset continues to have significant potential long term value, it remains inappropriate to carry goodwill relating to the Ezybond licence and as a consequence full provision has been made against the asset.

13. DEBTORS

	Group		Company	
	2008	2007	2008	2007
	£	£	£	£
VAT recoverable	13,837	6,968	13,837	6,968
Other debtors	6,787	56,185	6,787	56,185
	<u>20,624</u>	<u>63,153</u>	<u>20,624</u>	<u>63,153</u>

14. CREDITORS: Amounts falling due within one year

	Group		Company	
	2008	2007	2008	2007
	£	£	£	£
Trade creditors	36,896	166,241	36,896	166,241
Amounts owed to group undertakings	141,040	–	165,200	4,160
Other creditors	18,000	96,750	18,000	96,750
Accruals and deferred income	6,750	6,750	6,750	6,750
	<u>202,686</u>	<u>269,741</u>	<u>226,846</u>	<u>273,901</u>

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments comprise cash, liquid resources and various items, such as debtors and creditors that arise directly from its operations. It is, and has been throughout the year of review, the Group's policy that financial derivatives shall not be used. As a result, the Group has not used interest rate hedges and currency swaps during the year.

The main risk arising from the Group's financial instruments is interest rate risk. The Group monitors its interest rate risk primarily through monthly cash flow forecasting.

Short term and debtors and creditors

Short term debtors and creditors have been excluded from the following disclosures.

Interest rate risk

The Group finances its operations through shareholder equity and working capital. Throughout the year the Group's exposure to interest rate fluctuations was on its cash deposits which are held at variable rates of interest.

Foreign currency risk

The Group enters into certain transactions in Euros, US dollars and Australian Dollars. The risk of currency fluctuations was not considered sufficiently significant to take specific steps to mitigate the risk.

Interest rate risk profile of financial assets and liabilities

The interest rate profile of the Group's financial assets and liabilities were:

	Financial Assets/(Liabilities)	
	2008	2007
	£	£
<i>Financial assets</i>		
Sterling cash balances	2,489	23,952

Fair value of financial instruments

The Group's financial instruments, which comprise cash and short-term deposits, are carried at cost, which is also considered to be equivalent to their fair value.

16. RELATED PARTY TRANSACTIONS

During the year the following payments were due in respect of consultancy services provided and other reimbursed associated expenses.

Payment to	Director concerned	2008	2007
		£	£
Admin Australia	Mr PG Scammell	24,355	89,135
JR Henry Plc	Mr PG Scammell	2,872	14,000
Admin Australia	Mr J R Pascoe	-	76,578
BWF Corporation	Mr J R Pascoe	31,902	-

The company made advance commission payments of £149,623 (2007 - £128,098) to affiliated companies of Ezybonds Inc. which holds (or is entitled to hold) 29.9% of the issued share capital of the company. These amounts are recoverable only out of future commissions that will become payable to the affiliates by Ezybonds Inc. on the sale of Ezybonds products.

The recovery of these amounts is uncertain, therefore all amounts have been written off to the profit and loss account.

At 30 June 2008 there was an amount of £2,165 (2007 - £17,923) owed from affiliated companies of Ezybonds Inc.

At 30 June 2008 there was an amount of £141,040 owed to Ezybonds Inc. (2007 - £33,640 owed from) in respect of money held on behalf of the company. No interest is payable on the amount outstanding.

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

17. SHARE CAPITAL

Authorised share capital:

	2008 £	2007 £
400,000,000 Ordinary shares of 10p each	40,000,000	40,000,000

Allotted, called up and fully paid:

	2008		2007	
	No	£	No	£
Ordinary shares of 10p each	118,976,605	11,897,660	81,228,360	8,122,836
Shares still to be issued in respect of purchase consideration for subsidiary undertakings	27,516,864	2,751,686	1,684,406	168,441
	<u>146,493,469</u>	<u>14,649,346</u>	<u>82,912,766</u>	<u>8,291,277</u>

The shares to be issued above, refer to additional shares expected to be issued in accordance with the original purchase agreement for Ezypromotions Limited.

This agreement requires sufficient shares to be issued as to provide Ezybonds Inc with 29.9% of the company's issued share capital.

Share issues

During the period the company has issued 37,748,245 Ordinary shares of 10p each.

These issues were made up as follows:

(a) 37,748,245 Ordinary shares of 10p each, issued at 10p.

Included within the shares issued above are 35,500,000 Ordinary shares of 10p each, which have been issued as additional consideration in accordance with the purchase agreement to acquire Ezypromotions Limited.

All other share issues have been undertaken in the normal course of business.

Share options and warrants

At 30 June 2008 the following share options and warrants were in issue:

(a) 30,000 (2007 - 30,000) outstanding share options issued under the Group's Unapproved Share Option scheme, exercisable at 30p at any time after 21 April 2002 but before 21 April 2009.

(b) 600,000 (2007 - 600,000) outstanding share options issued under the Group's Unapproved Share Option Scheme, exercisable at 20p at any time before 31 May 2011.

(c) 160,000 (2007 - 160,000) outstanding share options issued under the Group's Unapproved Share Option Scheme, exercisable at 30p at any time before 30 April 2009.

(d) 97,188,508 (2007 - 95,941,842) outstanding share warrants exercisable at 20p at any time before 30 September 2009.

(e) 1,000,000 (2007 - 1,000,000) outstanding share warrants exercisable at 50p at any time before 30 March 2010.

(f) 1,000,000 (2007 - 1,000,000) outstanding share warrants exercisable at 100p at any time before 30 September 2010.

Each of which permit the holder to subscribe for one Ordinary 10p share at the specified exercise prices and before the stated expiration dates.

EZYBONDS (UK) PLC

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2008

18. RESERVES

Group	Share premium account £	Merger reserve £	Profit and loss account £
Balance brought forward	1,724,550	916,320	(4,622,145)
Loss for the year	–	–	(196,024)
Balance carried forward	<u>1,724,550</u>	<u>916,320</u>	<u>(4,818,169)</u>
Company		Share premium account £	Profit and loss account £
Balance brought forward		1,724,550	(4,626,305)
Loss for the year		–	(216,024)
Balance carried forward		<u>1,724,550</u>	<u>(4,842,329)</u>

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2008 £	£	2007 £	£
Loss for the financial year		(196,024)		(1,072,421)
New equity share capital subscribed	3,774,824		3,706,366	
Merger reserve movements	–		(23,393)	
Premium on new share capital subscribed	–		344,172	
Shares still to be issued as consideration for Purchase on subsidiary undertaking	<u>2,583,245</u>		<u>168,441</u>	
		<u>6,358,069</u>		<u>4,195,586</u>
Net addition to shareholders' funds		6,162,045		3,123,165
Opening shareholders' funds		6,310,002		3,186,837
Closing shareholders' funds		<u>12,472,047</u>		<u>6,310,002</u>

20. CAPITAL COMMITMENTS

As at 30 June 2008 the company had no contingent liabilities (2007 - £nil).

21. CONTINGENT LIABILITIES

As at 30 June 2008 the company had no contingent liabilities (2007 - £nil).

22. POST BALANCE SHEET EVENTS

Since 30 June 2008 the company has issued 1,330,889 Ordinary 10p shares at a consideration of 10p per share, the nominal value. These shares rank pari passu in all respects with the existing Ordinary shares.

23. ULTIMATE CONTROLLING ENTITY

The ultimate controlling entity cannot be determined as no one party has sufficient interest in the group's share capital to be able to control the actions of the group.

EZYBONDS (UK) PLC

MANAGEMENT INFORMATION

YEAR ENDED 30 JUNE 2008

**The following page does not form part of the statutory financial statements
which are the subject of the independent auditor's report on pages 10 to 11.**

EZYBONDS (UK) PLC

DETAILED GROUP PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 JUNE 2008

	2008		2007	
	£	£	£	£
TURNOVER				
License revenue received		20,000		218
OVERHEADS				
Office costs	40,207		67,664	
Travel and subsistence	(4,299)		49,433	
Telephone	2,241		6,738	
Printing, stationery and postage	–		213	
General expenses	–		1,040	
Advertising, marketing consultancy and PR	12,815		105,463	
Legal and professional fees	37,847		36,267	
Consultancy fees and other associated costs	(43,447)		529,550	
Advance commission payments	149,623		–	
Accountancy fees	8,000		9,591	
Auditors remuneration	8,000		5,000	
Depreciation of computer equipment	3,888		3,888	
Provision against loans made to associates	–		259,958	
Bank charges	344		1,402	
Foreign currency gains/losses	1,291		(2,028)	
		216,510		1,074,179
OPERATING LOSS		(196,510)		(1,073,961)
Bank interest receivable		486		1,540
LOSS ON ORDINARY ACTIVITIES		(196,024)		(1,072,421)

EZYBONDS (UK) PLC

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

EZYBONDS (UK) PLC

(Registered in England and Wales under company number 2359322)

The Company Secretary
Ezybonds (UK) Plc
Heathrow Business Centre
65 High Street
Egham
Surrey
TW20 9EY
United Kingdom

Proxy Form

I/We *

of

being a member of Ezybonds (UK) plc ("Company") appoint:

name **

of

failing whom, or if no person is named, the chairman of the meeting as my proxy to vote and act on my behalf at the Annual General Meeting of the Company to be held on Monday 22 December 2008 at 10.00 am at 519 Kiewa Street, Albury, New South Wales, Australia and any other day to which that meeting is adjourned or postponed. My/Our proxy is authorised to exercise *** all of my/our voting rights. I/We direct that my/our proxy vote in the following manner:

Agenda item	For	Against	Abstain
1.1 Adoption of audited accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2 Re-election of Mr AG Liston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3 Re-election of Mr SS McShane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.4 Re-appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1 Authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 Waiver of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote or abstain as the proxy thinks fit.

****Executed by the member

Signature(s):

.....

Name:

.....

Capacity (eg
director, attorney,
or joint holder):

.....

Date:

.....

Explanatory notes

- * Insert name(s) of member, as it appears in the register of members.
- ** Insert name and address of proxy. The proxy need not be a member, but must be a natural person. A proxy may be appointed by reference to an office held by the proxy (eg "the Company Secretary").
- *** A member is entitled to appoint up to two proxies to attend and vote at the meeting. A separate form must be used for each proxy. You can obtain an additional form from the Company at the address shown below (or by photocopying this form). You may appoint each proxy to represent a specified proportion or number of your voting rights. To do this, delete the word "all" and specify the proportion or number of your votes the proxy is to exercise. If you do not specify a proportion or number, each proxy may exercise half of your votes.
- **** All joint holders of shares must sign this form. If the form is signed by a member's attorney, the power of attorney or a certified copy of it must be lodged with the proxy form. If a member that is a corporation appoints a proxy, the member must execute in accordance with its constitution (if any) and the law of the place of its incorporation.

To be effective, a duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office not less than 48 hours before the time for commencement of the meeting. Please send by post to Heathrow Business Centre, 65 High Street, Egham, Surrey, London, United Kingdom TW20 9EY or by facsimile to +44 (0) 1784 497 101.