COMPANY REGISTRATION NUMBER 06342555

WEY EDUCATION PLC

ANNUAL REPORT

31 AUGUST 2015

WEY EDUCATION PLC

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WEY EDUCATION PLC

DIRECTORS AND ADVISERS

The Board of Directors	Mr David L. Massie (*Chairman*) Mr John E.R. Bridges Dame Erica C. Pienaar Mr Thomas A. Scott
Company Secretary	Mr David L. Massie
Registered Office	Third Floor 43 - 44 New Bond Street London W1S 2SA
Auditor	Shipleys LLP Chartered Accountants & Statutory Auditor 10 Orange Street Haymarket London WC2H 7DQ
Solicitors	Sherrards Solicitors LLP 7 Swallow Place London W1B 2AG
ISDX Corporate Advisor	W H Ireland Limited 4 Colston Avenue Bristol BS1 4ST

WEY EDUCATION PLC

CHAIRMAN'S STATEMENT

Dear Shareholder

It is with pleasure that I report to you on the substantial progress your Company has made and report on the Group's results for the eight months ended 31 August 2015. A number of important developments have occurred since that date and these are referred to below together with information on the Company's proposed move to AIM and a conditional share placing.

CHANGE OF ACCOUNTING REFERENCE DATE

As previously announced to come into line with most educational companies in the UK, we changed our accounting reference date to 31 August and these accounts reflect a period of eight months.

INTRODUCTION

Shareholders will be aware that on 2 April 2015 the Group completed the acquisition of the assets and goodwill of 'InterHigh', which we consider to be the UK's only online secondary school. The results below reflect the acquisition for the period from 15 February 2015 (when contracts were exchanged) to 31 August 2015 and are therefore not truly comparable with previous periods due to both the shortened reporting period because of the change in Accounting Reference Date and also as 2014 did not include a contribution from InterHigh. I comment further on the Group's current prospects in the section on Trading and Post Balance Sheet Events below.

FINANCIAL RESULTS

Turnover for the eight months to 31 August 2015 was £521,977, substantially ahead of the previous year (2014: (*full year*) £55,260), due to the inclusion of the InterHigh business for the first time. Adjusted EBITDA[1] for the eight months to 31 August 2015 was a loss of £147,443 (2014: (*full year*) loss £295,827). The loss before tax for the period was £355,711 (2014: (*full year*) £312,908). The loss per share was reduced to 1.09p (2014: (*full year*) 2.26p).

The consolidated balance sheet showed a significant improvement in net assets. The 2014 deficiency of £544,718 was eliminated and replaced by positive equity and reserves of £367,670, reflecting the shares issued in the part consideration for the InterHigh business and the equity placing made in April 2015 to institutional and other shareholders.

TRADING AND POST BALANCE SHEET EVENTS

The acquisition of InterHigh has significantly enhanced the Company's business and prospects. It brings a growing school to the Group, in a market place the Directors consider will expand rapidly over the next few years.

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[1] *Adjusted Earnings before interest, tax, depreciation and amortisation ("EBITDA") adds back exceptional items and equity based share payments.*

WEY EDUCATION PLC

CHAIRMAN'S STATEMENT

Since making the acquisition, a number of new initiatives have been introduced:-

- The number of subjects at both iGCSE and A Level has been expanded; and
- The Sixth Form (Years 12 and 13) has been reorganised and teaching hours rescheduled.

Each of these initiatives has already shown an improvement in student numbers and revenues.

In the 2013/14 academic year InterHigh finished the academic year with 390 students. By the date we exchanged contracts to purchase the business on 15 February 2015, the student roll had grown to 414 students. By the first week of the 2015/2016 Autumn term, the student roll had increased to 516 students and has grown further since.

I am particularly pleased to report on the re-launch of the Sixth Form. InterHigh was established in 2005 but the Sixth Form was only introduced in 2010. Despite promising results it had historically been modest in size and the 2014/2015 academic year finished with 10 students in each of Years 12 and 13. We decided to move the teaching hours from late afternoon to more mainstream times and to offer a wider range of subjects. Although we only announced the Sixth Form re-launch in late July 2015, by the first week of the 2015/2016 Autumn term, Year 12 (the "lower sixth") had grown to 35 students and has expanded further to 45 students since the term started. With a full year to recruit students, we anticipate substantial growth in this area of the school for 2016/2017 and beyond.

Historically, approximately 30% of the school's students studied from outside the UK. We have recently appointed a marketing agent in East Africa, with a view to increasing overall student numbers.

We are also piloting a programme with a local authority for students who are not in conventional schooling and hope that this will prosper.

Finally, we have launched an initiative to offer selective lessons schooling to students through their existing schools and are confident this will lead to further student growth. The initial pilot, started in September, has already proved successful and the school will include InterHigh in their own prospectus for 2016/2017, as a provider of supplementary teaching.

AIM ADMISSION AND WITHDRAWAL FROM ISDX

On 20 November 2015 we announced our intention to become admitted to the Alternative Investment Market ("AiM") and gave notice to leave ISDX Growth Market conditional on admission to AIM. As part of these arrangements, the Company has conditionally placed 50,000,000 new ordinary shares of 1p each with institutional and other shareholders to raise £1.75 million before expenses.

Admission to trading on AiM is anticipated to commence on 11 December 2015.

CHAIRMAN'S STATEMENT

OUTLOOK

Your Company is in a much better position now than it was twelve months ago. The significant increase in student numbers year on year is very encouraging. It is a growing business with a strengthened balance sheet and I look forward with confidence to reporting on further growth and progress in due course.

SHAREHOLDERS DISCOUNT SCHEME

Eligible shareholders are entitled to a discount on fees at InterHigh for their children and grandchildren. Further details can be found at

http://www.weyeducation.com/index.php/investors

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held on Monday 4 January 2016 at 10.30 a.m. at 43 - 44 New Bond Street, Mayfair, London W1S 2SA. A formal notice will be separately dispatched to shareholders.

Yours faithfully

David L. Massie
Chairman

10 December 2015

WEY EDUCATION PLC

THE DIRECTORS' REPORT

The directors present their report and the financial statements of the Group for the period ended 31 August 2015.

RESULTS AND DIVIDENDS

The loss for the period amounted to £355,711 (2014: loss £313,113). The directors have not recommended a dividend.

FINANCIAL INSTRUMENTS

Details of the Group's financial risk management objectives and policies are included in note 23 to the accounts.

STRATEGIC REPORT

In accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, various matters previously dealt with in the Directors' Report are now included in the Strategic Report.

DIRECTORS' INTERESTS

The interests of the directors who served the Company during the period in the shares of the Company at the period end were as follows:

	31 August 2015	**31 December 2014**
D.L. Massie	13,191,250	6,500,000
J.E.R. Bridges	533,333	-
Dame E.C. Pienaar *(Appointed 23 February 2015)*	-	-
T.A. Scott *(Appointed 23 February 2015)*	-	-
J.F. Molyneux *(Resigned 18 June 2015)*	1,513,334	846,667

Registered office:
43-44 New Bond Street
London
W1S 2SA

Signed on behalf of the directors:

David L. Massie
Director

Approved by the directors on 10 December 2015.

WEY EDUCATION PLC

STRATEGIC REPORT

The directors of the Group present their Strategic Report for the period ended 31 August 2015. The purpose of the Strategic Report is to enable shareholders to assess how the directors have performed their duty to promote the success of the Group.

PRINCIPAL ACTIVITIES, STRATEGIC PRIORITIES AND FUTURE DEVELOPMENTS

Wey Education plc aims to create a better path for schools, children and parents. The Group seeks to raise the standards of education both in terms of achieving academic results and improving life chances of pupils.

The Group's overall goal is to create value for shareholders through delivering education and services to customers in a profitable business model.

To achieve this the Group is pursuing the following strategic objectives:

- To increase the Group's revenues by increasing the number of students who use the Groups services; and
- To expand the Group's operations into new geographical areas.

BUSINESS REVIEW

A review of the business of the Group and an indication of likely future developments can be found in the Chairman's Statement on pages 2 to 4.

The directors consider that the future financial key performance indicators are turnover, operating profit before amortisation of acquired intangible assets, earnings per share and the Group's net debt/net cash. For the period ended 31 August 2015 non-financial key performance indicators are not considered material to managing the financial performance of the Group.

KEY PERFORMANCE INDICATORS

The Board monitors the activities and performance of the Group on a regular basis. The primary performance indicators for the Group are:

FINANCIAL PERFORMANCE

- The operating loss of the Group for the period was £343,901 (2014: £297,346); and
- At 31 August 2015 the Group surplus of shareholders' funds was £367,670 (2014: £544,718 deficit).

STRATEGIC REPORT

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the Group's strategy are subject to a number of risks. The key business risks affecting the Group are set out below.

Risks are reviewed by the Board and the appropriate processes are put in place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the Group.

DEPENDENCE ON KEY PERSONNEL

The Group is dependent upon its directors both at the parent company level and at the subsidiary level. The development and success of the Group depends on the Group's ability to a) adequately fund its activities and b) recruit and retain high quality and experienced staff. The inability to attract additional qualified personnel as the Group grows could have an adverse effect on the future business and financial conditions.

FUNDING RISK

The Group may not be able to raise, either by debt or equity, sufficient funds to enable it to finance its future strategy or any identified acquisition.

INTERNAL CONTROLS

The Board recognises the importance of both financial and non-financial controls and has reviewed the Group's control environment and any related shortfalls during the period. Since the Group was established, the directors are satisfied that, given the current size and activities of the Group, adequate internal controls have been implemented. Whilst they are aware that no system can provide absolute assurance against material misstatement or loss, in light of the current activity and proposed future development of the Group, continuing reviews of internal controls will be undertaken to ensure that they are adequate and effective.

This Strategic Report was approved by the Board of Directors on 10 December 2015.

Registered office:
43 - 44 New Bond Street
London
W1S 2SA

Signed on behalf of the directors

David L. Massie
Chairman and Company Secretary

WEY EDUCATION PLC

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements ("the financial statements") in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Parent Company financial statements for each financial period. Under that law the directors have elected to prepare the Group and Parent Company financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether the financial statements comply with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Parent Company or the Group as applicable will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company, and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Parent Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In so far as the directors are aware:

- there is no relevant audit information of which the Group and Parent Company'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.

Signed on behalf of the directors:

David L. Massie

Approved by the directors on 10 December 2015.

WEY EDUCATION PLC

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WEY EDUCATION PLC

We have audited the financial statements of Wey Education plc for the period ended 31 August 2015 which comprise the Group Statement of Comprehensive Income, the Group and Parent Company Statements of Financial Position, the Group and Parent Company Statements of Changes in Equity, the Group and Parent Company Statement of Cash Flow and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

This report is made solely to the Company's shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006. 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

As explained more fully in the Statement of Directors' Responsibilities set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's and the Parent Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by directors; and the overall presentation of the financial statements. In addition we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 August 2015 and of the Group's loss for the period then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WEY EDUCATION PLC

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report and Strategic Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

JOSEPH KINTON (Senior Statutory Auditor)
For and on behalf of
SHIPLEYS LLP
Chartered Accountants
& Statutory Auditor

10 Orange Street
Haymarket
London
WC2H 7DQ

10 December 2015

WEY EDUCATION PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
PERIOD ENDED 31 AUGUST 2015

	Note	8 months ended 31 August 2015 £	Year ended 31 December 2014 £
REVENUE	3	521,977	55,260
Cost of sales		(300,323)	(2,350)
GROSS PROFIT		**221,654**	**52,910**
Administrative expenses		(457,856)	(350,256)
Equity based share payments	4	(51,739)	-
Exceptional items	4	(55,960)	-
OPERATING LOSS	4	**(343,901)**	**(297,346)**
Finance costs		(11,810)	(15,562)
(LOSS) BEFORE TAXATION		**(355,711)**	**(312,908)**
Taxation	6	-	(205)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**(355,711)**	**(313,113)**
Basic loss per share	7	**(1.09p)**	**(2.26p)**
Diluted loss per share	7	**(1.09p)**	**(2.26p)**

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 period as set out above.

WEY EDUCATION PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
PERIOD ENDED 31 AUGUST 2015

	Note	31 August 2015 £	31 December 2014 £
NON CURRENT ASSETS			
Goodwill	9	201,217	-
Intangible assets	10	763,333	-
Tangible fixed assets	11	18,153	-
Total non current assets		**982,703**	**-**
CURRENT ASSETS			
Trade and other receivables	12	219,321	47,096
Cash and cash equivalents	13	97,434	5,785
Total current assets		**316,755**	**52,881**
TOTAL ASSETS		**1,299,458**	**52,881**
EQUITY AND LIABILITIES			
EQUITY AND RESERVES			
Share capital	17	439,711	138,652
Share premium	18	1,474,839	559,538
Option reserve	18	51,739	33,408
Retained earnings	18	(1,598,619)	(1,276,316)
Total equity and reserves		**367,670**	**(544,718)**
CURRENT LIABILITIES			
Trade and other payables	14	742,788	597,599
Total current liabilities		**742,788**	**597,599**
NON CURRENT LIABILITIES			
Provisions for liabilities	15	189,000	-
Total non current liabilities		**189,000**	**-**
TOTAL EQUITY AND LIABILITIES		**1,299,458**	**52,881**

These financial statements were approved by the directors and authorised for issue on 10 December 2015 and are signed on their behalf by:

David L. Massie
Director

Company registration number – 06342555

WEY EDUCATION PLC

COMPANY STATEMENT OF FINANCIAL POSITION
PERIOD ENDED 31 AUGUST 2015

	Note	31 August 2015 £	31 December 2014 £
NON CURRENT ASSETS			
Investment in subsidiaries	8	102	101
Tangible fixed assets	11	-	-
Total non current assets		**102**	**101**
CURRENT ASSETS			
Trade and other receivables	12	897,177	39,132
Cash and cash equivalents	13	12,926	1,455
Total current assets		**910,103**	**40,587**
TOTAL ASSETS		**910,205**	**40,688**
EQUITY AND LIABILITIES			
EQUITY AND RESERVES			
Share capital	17	439,711	138,652
Share premium	18	1,474,839	559,538
Option reserve	18	51,739	33,408
Retained earnings	18	(1,569,165)	(1,345,565)
Total equity and reserves		**397,124**	**(613,967)**
CURRENT LIABILITIES			
Trade and other payables	14	513,081	654,655
Total current liabilities		**513,081**	**654,655**
NON CURRENT LIABILITIES			
Long term borrowings		-	-
Provisions for liabilities		-	-
Total non current liabilities		**-**	**-**
TOTAL EQUITY AND LIABILITIES		**910,205**	**40,688**

These financial statements were approved by the directors and authorised for issue on 10 December 2015 and are signed on their behalf by:

David L. Massie
Director

Company registration number – 06342555

WEY EDUCATION PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
PERIOD ENDED 31 AUGUST 2015

	Share Capital £	Share Premium £	Option Reserve £	Retained Earnings £	Total £
At 1 January 2014	**138,652**	**559,538**	**33,408**	**(963,203)**	**(231,605)**
Comprehensive Income	-	-	-		
Loss for the year	-	-		(313,113)	(313,113)
Total Comprehensive Income	-	-	-	(313,113)	(313,113)
At 1 January 2015	**138,652**	**559,538**	**33,408**	**(1,276,316)**	**(544,718)**
Transaction with owners					
Issue of shares for cash	175,000	525,000	-	-	700,000
Issue of shares on conversion of loan	27,813	83,437	-	-	111,250
Issue of shares for acquisition	86,246	301,864	-	-	388,110
Issue of shares in lieu of directors fees	12,000	42,000	-	-	54,000
Expenses associated with share issue	-	(37,000)	-	-	(37,000)
Transfer on lapsing of share options	-	-	(33,408)	33,408	-
Equity based share payments	-		51,739	-	51,739
Total Transaction with owners	301,059	915,301	18,331	33,408	1,268,099
Comprehensive Income					
Loss for the period	-	-	-	(355,711)	(355,711)
Total Comprehensive Income	-	-	-	(355,711)	(355,711)
At 31 August 2015	**439,711**	**1,474,839**	**51,739**	**(1,598,619)**	**367,670**

The notes on pages 17 to 36 form part of these financial statements.

WEY EDUCATION PLC

COMPANY STATEMENT OF CHANGES IN EQUITY
PERIOD ENDED 31 AUGUST 2015

	Share Capital £	Share Premium £	Option Reserve £	Retained Earnings £	Total £
At 1 January 2014	**138,652**	**559,538**	**33,408**	**(1,030,237)**	**(298,639)**
Comprehensive Income	-	-	-		
Loss for the year	-	-		(315,328)	(315,328)
Total Comprehensive Income	-	-	-	(315,328)	(315,328)
At 1 January 2015	**138,652**	**559,538**	**33,408**	**(1,345,565)**	**(613,967)**
Transaction with owners					
Issue of shares for cash	175,000	525,000	-	-	700,000
Issue of shares on conversion of loan	27,813	83,437	-	-	111,250
Issue of shares for acquisition	86,246	301,864	-	-	388,110
Issue of shares in lieu of directors fees	12,000	42,000	-	-	54,000
Expenses associated with share issue	-	(37,000)	-	-	(37,000)
Transfer on lapsing of share options	-	-	(33,408)	33,408	-
Equity based share payments	-		51,739	-	51,739
Total Transaction with owners	301,059	915,301	18,331	33,408	1,268,099
Comprehensive Income					
Loss for the period	-	-	-	(257,008)	(257,008)
Total Comprehensive Income	-	-	-	(257,008)	(257,008)
At 31 August 2015	**439,711**	**1,474,839**	**51,739**	**(1,569,165)**	**397,124**

The notes on pages 17 to 36 form part of these financial statements.

WEY EDUCATION PLC

CONSOLIDATED STATEMENT OF CASH FLOWS
PERIOD ENDED 31 AUGUST 2015

	GROUP		COMPANY	
	31 August 2015	31 December 2014	**31 August 2015**	31 December 2014
	£	£	**£**	£
Cash flows from operating activities				
Profit/(Loss) before taxation	**(355,711)**	(312,908)	**(257,009)**	(315,123)
Adjustments for:				
Amortisation	**2,092**	1,519	**-**	1,519
Depreciation	**86,667**	-	**-**	-
Loss on disposal of fixed assets	**142**	-	**-**	-
Interest expense	**11,810**	15,562	**11,178**	15,562
Equity based share payments	**51,739**	-	**51,739**	-
Changes in working capital:				
Trade and other receivables	**(140,905)**	(8,050)	**(858,045)**	(26,352)
Trade and other payables	**45,867**	52,515	**435,470**	70,618
Net cash generated from/(used in) operating activities	**(298,299)**	(251,362)	**(616,667)**	(253,776)
Cash flow from financing activities				
Funding provided by related parties	**(35,493)**	172,860	**(34,863)**	173,185
Issue of shares	**663,000**	-	**663,000**	-
Net cash (used in)/generated from financing activities	**627,507**	172,860	**628,137**	173,185
Cash flow from investing activities				
Investment in subsidiary	**-**	-	**1**	-
Acquisition of business net of cash	**(228,109)**	-	**-**	-
Purchase of fixed assets	**(9,450)**	-	**-**	-
Net cash (used in)/generated from investing activities	**(237,559)**	-	**1**	-
Net increase/(decrease) in cash and cash equivalents	**91,649**	(78,502)	**11,471**	(80,591)
Cash and cash equivalents brought forward	**5,785**	84,287	**1,455**	82,046
Cash and cash equivalents carried forward	**97,434**	5,785	**12,926**	1,455

The notes on pages 17 to 36 form part of these financial statements.

1. GENERAL INFORMATION

Wey Education plc is a public limited company, registered number 06342555, quoted on the ISDX market, incorporated and domiciled in England and Wales. Its registered office and business address is Third Floor, 43 - 44 New Bond Street, London W1S 2SA. The nature of the Group's operations and principal activities are set out on page 6.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention and presented in British Pounds, which is the Company's functional and presentation currency. A summary of the more important accounting policies is set out below.

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

2.2 Going concern

The directors consider that the expected operating cash flows of the Group and the proceeds of the placing and continued support from lenders give them confidence that the Group has adequate resources to continue as a going concern. As a result the Group continues to adopt the going concern basis in preparing the financial statements which assumes that the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future.

2.3 New standards, amendments and interpretations

New amendments to standards that became mandatory for the first time for the financial year beginning 1 January 2014 are listed below. The new amendments had no significant impact on the Group's results other than certain revised disclosures.

- *IFRS 10 'Consolidated financial statements'*
- *IFRS 11 'Joint arrangements'*
- *IFRS 12 'Disclosures of interests in other entities'*
- *IAS 27 (revised 2011) 'Separate financial statements'*
- *IAS 28 (revised 2011) 'Associates and joint ventures'*
- *Amendments to IFRS 10, 11 & 12 on transition guidance*
- *Amendments to IFRS 10, 12 & IAS 27 on consolidation for investment entities*
- *Amendment to IAS 32 on Financial instruments: asset and liability offsetting*
- *Amendment to IAS 36 'Impairment of Assets'*
- *Amendment to IAS 39 'Financial Instruments: Recognition and measurement'*

New amendments to standards that became mandatory for the first time for the financial period beginning 1 January 2015 were the annual improvements IFRS's 2011-2013 Cycle. These amendments had no significant impact on the Group's results.

2.4 New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2015 and not early adopted

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

- *Amendment to IAS 16, 'Property, plant and equipment' and IAS 38, 'Intangible assets', on depreciation and amortisation*
- *Amendments to IAS 27, 'Separate financial statements' on equity accounting*
- *IFRS 9, 'Financial Instruments' – classification and measurement*
- *IFRS 9, 'Financial Instruments' – amendment to hedge accounting*
- *IFRS 10, 'Consolidated Financial Statements'*
- *IFRS 11, 'Joint Arrangements' – amendment to accounting for acquisitions of interests in joint operations*
- *IFRS 15 'Revenue from contracts with customers'*
- *Annual improvements 2014*
- *Amendments to IAS 1,'Presentation of financial statements' disclosure initiative*

The adoption of the above standards is not expected to have any material impact on the Group's results.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2.5 Basis of consolidation

The Group financial statements consolidate the financial statements of Wey Education plc (the "Company") and its subsidiaries (the "Group") for the period ended 31 August 2015.

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The Group applies the acquisition method to account for business combinations. On acquisition the assets and liabilities and contingent liabilities of subsidiaries are measured at their fair values at the date of acquisition.

The financial statements of subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All inter-company balances and transactions, including unrealised profits arising from them, are eliminated. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Definitions used in these financial statements are as follows:

The Company	Wey Education plc
The Group	Wey Education plc, Wey Consultancy Limited, Wey ecademy Limited; and InterHigh Education Limited.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed.

As a consolidated statement of comprehensive income is published, a separate statement of comprehensive income for the parent company is omitted from the Group financial statements by virtue of section 408 of the Companies Act 2006. The loss dealt with the in the financial statements of the parent company was £257,008 (2014: £315,328).

2.6 Revenue Recognition

Turnover is stated net of VAT and trade discounts and is recognised when the significant risks and rewards are considered to have been transferred to the customer. Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the fair value of the consideration received or receivable. Where a contract has only been partially completed at the balance sheet date turnover represents the fair value of the service provided to date based on the stage of completion of the contract activity at the balance sheet date. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year. Deposits received from customers are not recognised as income. At the end of the contract they are returned to customers or set-off against amount due from the customer.

2.7 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions. The Company's consultancy activities occur in the UK and the turnover relating to the education services occur in a number of regions as set out in note 3.

2.8 Cash flow

The Group has elected to disclose its cash flows from operating activities using the indirect method that requires the profit or loss to be adjusted for the effects of non-cash movements, changes in working capital and items relating to investing and finance activities.

2.9 Share-based payments

The cost of share-based employee compensation arrangements, whereby directors and employees receive remuneration in the form of shares or share options, is recognised as an expense in the income statement. The total expense to be apportioned over the vesting period of the benefit is determined by reference to the fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The assumptions underlying the number of awards expected to vest are subsequently adjusted for the effects of non market-based vesting to reflect the conditions prevailing at the balance sheet date. Fair value is measured by the use of a Black-Scholes pricing model. The expected life used in the model has been adjusted, based on the directors' best estimate, for the effects of the non-transferability, exercise restrictions and behavioural considerations. An Option Reserve has been established and contains the share options which are outstanding at the balance sheet date.

2.10 Critical accounting estimates and assumptions

The preparation of financial information requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the historical financial information and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual events ultimately may differ from those estimates.

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

The Company makes certain estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the historical financial information are considered to relate to:

Business combinations
The consideration transferred for the acquisition of the InterHigh Business is the fair value of the assets transferred, the liabilities incurred and any equity interest issued. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition related costs are expensed as incurred in the income statement.

Identifiable assets and contingent assets acquired and identifiable liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The determination of fair values often requires significant judgements and the use of estimates. The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

Carrying value of goodwill
Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units ('CGU') to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. The estimation of the timing and value of underlying projected cash flows and selection of appropriate discount rates involves management judgment. Subsequent

changes to these estimates or judgments may impact the carrying value of the goodwill, which at 31 August 2015 was £201,217 (2014: £Nil) (note 9).

Impairment of trade receivables
Management have undertaken an assessment in recognising provisions and contingencies. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all outstanding amounts in full due to the receivables being classified as 'bad' or there are indications that the collection is 'doubtful'. The amount of any loss is recognised in the income statement within administrative expenses. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement. The gross amount of trade receivables at 31 August 2015 is £126,118 and the associated provision is £88,657.

Fair value of equity-settled share-based payments
The calculation of the fair value of equity-settled share based awards and the resulting charge to the statement of comprehensive income requires assumptions to be made regarding future events and market conditions. These assumptions include the future volatility of the Company's share price. These assumptions are then applied to a recognised valuation model in order to calculate the fair value of the awards.

2.11 Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised, using the liability method, in respect of temporary differences between the carrying amount of the Group's assets and liabilities and their tax base. Deferred tax liabilities are offset against deferred tax assets within the same taxable entity or qualifying local tax group.

In the UK, the Company is entitled to a tax deduction for amounts treated as compensation on the exercise of certain options. As explained in note 2.9 a share-based payment charge is recorded in the income statement from the grant date and over the vesting period. As there is a temporary difference between the accounting and tax bases, a deferred tax asset is calculated by comparing the estimated amount of tax deduction to be obtained in the future, based on the Group's share price at the balance sheet date, with the cumulative amount of the share-based payment charge recorded in the income statement. A deferred tax asset is not recorded if the tax deduction is not expected to crystallise.

Any remaining deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits, within the same jurisdiction, in the foreseeable future against which the deductible temporary difference can be utilised.

Deferred tax is determined using tax rates that are expected to apply in the periods in which the asset is realised or liability settled, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Current and deferred tax are recognised in the income statement, except when the tax relates to items charged or credited directly in equity, in which case the tax is also recognised in equity.

2.12 Share capital

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

2.13 Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

2.14 Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs.

All the Group’s financial assets are classified as 'trade and other receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

2.15 Trade and other receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Trade receivables, which generally have 30-60 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified.

2.16 Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on 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 asset, or, where appropriate, a shorter period.

2.17 Cash and cash equivalents

In the Company’s cash flow statement and balance sheet cash and cash equivalents includes cash at bank.

2.18 Financial liabilities

Financial liabilities include trade and other payables, and debt instruments issued by the Group.

2.19 Trade and other payables

Trade payables, which generally have 30-60 day terms, are recognised initially and carried at original invoice value. The Group considers there are no significant differences between the nominal value and fair value of trade and other payables.

2.20 Intangible assets

Goodwill
Intangible assets comprise goodwill obtained on the acquisition of the InterHigh business.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired, and is carried at cost less accumulated impairment losses.

Goodwill is allocated to CGUs for the purpose of impairment testing. A CGU is identified at the lowest aggregation of assets that generate largely independent cash inflows, and that which is looked at by management for monitoring and managing the business.

If the recoverable amount of the CGU is less than the carrying amount, an impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment is recognised immediately in the income statement and is not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Other intangible assets
Purchased software and internally developed software: Software acquired by the Company which has a finite useful life is measured at cost less accumulated amortisation and any accumulated impairment losses. Expenditure on the research phase of projects to develop new customised software is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided they meet the following criteria:

- the development cost can be measured reliably;
- the project is technically feasible and viable;
- the Company intends to and has sufficient resources to complete the project;
- the Company has the ability to use or sell the software; and
- the software will generate probable future economic benefits.

Intangible assets are carried at cost less accumulated amortisation and any impairment losses. Intangible assets arising on acquisition of subsidiaries or businesses are recognised separately from goodwill if the fair value of these assets can be identified separately and measured reliably.

Amortisation is calculated on a straight-line basis over the estimated useful life of the intangible asset. The useful life of the Company's intangibles asset is between 5 and 10 years, with a residual value of £Nil.

Impairment reviews are carried out if events or changes in circumstances indicate that the carrying value of an asset may be impaired. An impairment loss is recognised in the income statement when the asset's carrying value exceeds its recoverable amount. Its recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

2.21 Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful life of the item, as follows:

Office equipment	20% on cost and 33.33% on cost
Fixtures and Fittings	10% on cost

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

2.22 Impairment

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. Assets that are not available for use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.23 Operating leases

Operating leases under which a significant amount of the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Operating lease payments are charged to the income statement on a straight-line basis over the period of the respective leases.

2.24 Employee benefits

Termination benefits are recognised when, and only when, the Company commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Employee entitlements to annual leave and long service payment due on retirement or termination are recognised when they accrue to the employees. A provision is made for the estimated liability for annual leave and long-service payment as a result of services rendered by employees up to the balance sheet date. The estimated liability is calculated net of expected reduction from benefits available from social security funds.

Employee entitlements to sick leave and other non-accumulating compensated absences are not recognised until the time of leave.

2.25 Provisions

Provisions are recognised if the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are discounted to present value where the effect is material.

The Company recognises a provision for deferred consideration at fair value. Where this is contingent on future performance or a future event, judgement is exercised in establishing the fair value.

The Company recognises a provision for onerous lease contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of meeting the obligations under the contract.

3. GEOGRAPHICAL ANALYSIS OF TURNOVER

	UK	Europe	Middle East	Africa	Other countries	Total
2015	**£**	**£**	**£**	**£**	**£**	**£**
Online Education	380,099	49,406	47,117	9,558	30,148	516,328
Consultancy	5,649	-	-	-	-	5,649
Total	**385,748**	**49,406**	**47,117**	**9,558**	**30,148**	**521,977**
2014	£	£	£	£	£	£
Online Education	-	-	-	-	-	-
Consultancy	55,260	-	-	-	-	55,260
Total	55,260	-	-	-	-	55,260

Sales are allocated based on the country in which the customer is located.

4. OPERATING LOSS

Operating loss is stated after charging:

	2015	2014
	£	£
Depreciation	**2,092**	1,519
Amortisation	**86,667**	-
Operating lease costs – land and buildings	**7,456**	-
Equity based share payments	**51,739**	-
Exceptional item – acquisition costs	**55,960**	-
Directors remuneration	**56,250**	54,000
Auditors remuneration: Audit fees	**18,000**	6,500
Auditors remuneration: Other fees	**2,700**	-

5. PARTICULARS OF EMPLOYEES

Wages and salaries

	2015	2014
	£	£
Directors' remuneration	**56,250**	54,000
Wages and salaries	**340,702**	90,000
Equity based share payments	**36,274**	-
Social security costs	**23,975**	16,473
	457,201	160,473

The average monthly number of employees (including directors) was:

	2015	2014
	Number	Number
Sales and administration	**32**	4

6. TAXATION

There was no taxation in the period due to the Company making tax losses during the period.

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred tax assets of £293,607 (2014: £228,849) in respect of losses carried forward amounting to £1,468,035 (2014: £1,144,244) as it does not anticipate being able to offset these against future profits or gains in order to realise any economic benefit in the near term future.

7. LOSS PER SHARE

The basic loss per share has been calculated by dividing the loss for the period attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

No diluted earnings per share is presented for the period ended 31 August 2015 or the previous year as the effect on the exercise of share options would be to decrease the loss per share.

	2015	2014
	Number	Number
Weighted average number of shares	**32,684,985**	13,865,198
	£	£
Loss from continuing activities	**355,711**	313,113
Basic and diluted loss per share	**1.09p**	2.26p

8. INVESTMENT IN SUBSIDIARIES

Company

	£
Cost	
At 31 December 2014	101
Additions in the period	1
At 31 August 2015	**102**

Wey Education plc holds 100% of the share capital of the following companies, all of which are held directly:

Subsidiary undertaking	**Country of Incorporation**	**Class**	**Activity**
Wey Consultancy Limited	England and Wales	Ordinary	Consultancy
Wey ecademy Limited	England and Wales	Ordinary	Non-trading
InterHigh Education Limited	England and Wales	Ordinary	Education

InterHigh Education Limited was incorporated in England and Wales on 23 January 2015 as a limited company under the name Wey InterHigh Limited and it owned and operated the business from 13 February 2015. On 22 April 2015 the Company changed its name to InterHigh Education Limited. On incorporation the Company issued 1 ordinary share of £1 fully paid to Wey Education plc, the subscriber to the memorandum and articles of association. Further details on the acquisition is set out in note 20.

9. GOODWILL

	Group £	Company £
Cost		
Balance at 31 December 2014	76,400	76,400
Acquisition through business combination	201,217	-
At 31 August 2015	277,617	76,400
Amortisation		
Balance at 31 December 2014	76,400	76,400
Charge for the period	-	-
At 31 August 2015	76,400	76,400
Net Book Value		
At 31 August 2015	**201,217**	**-**
At 31 December 2014	-	-

Goodwill represents the excess of the consideration transferred and transferable, over the fair value of the identifiable net assets acquired in relation to the InterHigh Business set out in note 20. The net book value at 31 August 2015 was £201,217.

10. INTANGIBLE FIXED ASSETS

GROUP	Software £	Other Intangible Assets £	Trade Marks and Brands £	Total £
Cost				
Balance at 31 December 2014	-	-	-	-
Acquired through business combination	400,000	350,000	100,000	850,000
At 31 August 2015	400,000	350,000	100,000	850,000
Amortisation				
Balance at 31 December 2014	-	-	-	-
Charge for the period	43,333	37,917	5,417	86,667
At 31 August 2015	43,333	37,917	5,417	86,667
Net Book Value				
At 31 August 2015	**356,667**	**312,083**	**94,583**	**763,333**
At 31 December 2014	-	-	-	-

Software acquired in material business combinations is capitalised at its fair value as determined by the directors. The net book value at 31 August 2015 of £356,667 will be written off over an estimated remaining useful economic life of 4 years.

Other intangible assets include the technology platform and the electronic library of materials which were acquired in material business combinations and have been capitalised at fair value as determined by the directors. The net book value at 31 August 2015 of £312,083 will be written off over an estimated remaining useful economic life of 4 years.

Trade marks and brands acquired in material business combinations is capitalised at its fair value as determined by the directors. The net book value at 31 August 2015 of £94,583 will be written off over an estimated remaining useful economic life of 9 years.

11. TANGIBLE FIXED ASSETS

GROUP	Fixtures and Fittings	Office Equipment	Total
	£	£	£
Cost			
At 31 December 2014	-	10,955	10,955
Acquisition through business combination	6,055	4,882	10,937
Additions	5,098	4,352	9,450
Disposals	-	(142)	(142)
At 31 August 2015	11,153	20,087	31,240
Depreciation			
At 31 December 2014	-	10,995	10,995
Charge for the period	482	1,610	2,092
At 31 August 2015	482	12,605	13,087
Net book value			
At 31 August 2015	**10,671**	**7,482**	**18,153**
At 31 December 2014	-	-	-

COMPANY	Office Equipment	Total
	£	£
Cost		
At 31 December 2014	10,955	10,955
Additions	-	-
At 31 August 2015	10,995	10,995
Depreciation		
At 31 December 2014	10,995	10,995
Charge for the period	-	-
At 31 August 2015	10,995	10,995
Net book value		
At 31 August 2015	-	-
At 31 December 2014	-	-

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2015	2014	**2015**	2014
	£	£	**£**	£
Trade receivables	**37,461**	8,494	**-**	-
Corporation tax repayable	**-**	-	**-**	-
Amounts due from Group undertakings	**-**	-	**748,878**	-
Other debtors	**128,309**	38,602	**102,858**	38,402
VAT recoverable	**23,271**	-	**25,410**	730
Prepayments and accrued income	**30,280**	-	**20,031**	-
	219,321	47,096	**897,177**	39,132

All trade and other receivables are receivable within twelve months from the end of the reporting period.

13. CASH AND CASH EQUIVALENTS

	Group		Company	
	2015	2014	**2015**	2014
	£	£	**£**	£
Cash at bank	**97,434**	5,785	**12,926**	1,455

14. TRADE AND OTHER PAYABLES

	Group		Company	
	2015	2014	**2015**	2014
	£	£	**£**	£
Trade payables	108,734	32,152	106,291	31,329
Social security and other taxes	26,746	10,950	11,378	10,950
Accruals and deferred income	141,535	58,590	17,176	58,590
Other creditors	465,773	493,573	304,769	493,573
VAT	-	2,334	-	-
Amounts due to Group undertakings	-	-	73,467	60,213
	742,788	597,599	**513,081**	654,655

All trade and other payables are payable within twelve months from the end of the reporting period.

Included in other creditors is an amount of £300,446 (2014: £400,519) due to Sandwood Limited a company controlled by Mr D.L. Massie, a director of the Company. The loan is secured by a Debenture covering the assets of Wey Education Plc, Wey Consultancy Limited, InterHigh Education Limited and Wey ecademy Limited.

15. PROVISIONS

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Deferred consideration	**189,000**	-	**-**	-
Analysed as follows:				
Current	**189,000**	-	**-**	-

The provision for deferred consideration is in respect of the acquisition of the trade and assets of Beta School Limited and is an estimate which is payable following approval of the accounts for the year ended 31 August 2016.

16. COMMITMENTS UNDER OPERATING LEASES

The future minimum lease payments under under non-cancellable operating leases are set out below:

Land and Buildings	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Operating lease commitments:				
Within one year	**18,371**	-	**18,371**	-
Second to fifth year inclusive	**100,000**	-	**100,000**	-
After five years	**113,172**	-	**113,172**	-
	231,543	-	**231,543**	-

17. SHARE CAPITAL

Allotted, called up and fully paid:

	2015 Number	2015 £	2014 Number	2014 £
Ordinary shares of £0.01 each	**43,971,082**	**439,711**	13,865,198	138,652

On 2 April 2015 the Company issued 8,624,634 Ordinary Shares at an issue price of £0.045 per share to Beta School Limited (the InterHigh vendor) as part consideration for the purchase of the InterHigh business.

On 2 April 2015 the Company issued 17,500,000 Ordinary Shares at an issue price of £0.04 per share.

On 2 April 2015 the Company issued 1,200,000 Ordinary Shares at an issue price of £0.045 per share to John Bridges and John Molyneux in lieu of directors fees.

On 2 April 2015 the Company issued 2,781,250 Ordinary Shares at an issue price of £0.04 per share for the conversion of £111,250 of the Sandwood Limited loan.

18. OTHER RESERVES

GROUP	Share Premium £	Option Reserve £	Retained Earnings £
At 1 January 2014	559,538	33,408	(963,203)
Loss for the year	-	-	(313,113)
At 31 December 2014	559,538	33,408	(1,276,316)
Issue of shares	952,301	-	-
Expenses	(37,000)	-	-
Loss for the period	-	-	(355,711)
Transfer on lapsing of share options	-	(33,408)	33,408
Equity based share payments	-	51,739	-
At 31 August 2015	**1,474,839**	**51,739**	**(1,598,619)**

COMPANY	Share Premium £	Option Reserve £	Retained Earnings £
At 1 January 2014	559,538	33,408	(1,030,237)
Loss for the year	-	-	(315,328)
At 31 December 2014	559,538	33,408	(1,345,565)
Issue of shares	952,301	-	-
Expenses	(37,000)	-	-
Loss for the period	-	-	(257,008)
Transfer on lapsing of share options	-	(33,408)	33,408
Equity based share payments	-	51,739	-
At 31 August 2015	**1,474,839**	**51,739**	**(1,569,165)**

19. CONTINGENT LIABILITIES

The Group has a contingent liability relating to an unresolved action brought by Ms Atkins. Ms Atkins originally issued proceedings in the Employment Tribunal. That action is stayed pending a High Court claim which the Company has made against Ms Atkins for breach of contract and breach of fiduciary duty. The case is due to be heard in April 2016. The Company has expensed all legal costs incurred in relation to the litigation to the period end notwithstanding that the Company has been advised by its solicitors that it will prevail at trial. In the opinion of the directors Ms Atkins is unlikely to be successful at the Employment Tribunal proceedings.

20. ACQUISITION OF INTERHIGH BUSINESS BY INTERHIGH EDUCATION LIMITED

On 3 February 2015, Beta School Limited and InterHigh Education Limited exchanged contracts to sell the assets and goodwill of the business (“InterHigh Business”), for an initial consideration of £776,217 (payable as to £388,109 in cash and £388,108 by the issue of 8,624,634 new ordinary shares in Wey Education plc), plus deferred consideration over the next 2 years equal to 50% of the incremental growth in turnover of the InterHigh Business for each of the years to 31 August 2015 and 31 August 2016, to be satisfied as to 50% in cash and 50% in new ordinary shares of Wey Education plc.

The fair value assets and liabilities assumed at the date of acquisition were as follows:

	£
Intangible fixed assets	
- Software	400,000
- Other intangible assets	350,000
- Trade marks and brands	100,000
Tangible fixed assets	10,937
Current assets	31,320
Current liabilities	(127,256)
	765,001
Cash	159,999
Net Assets acquired	**925,000**

The goodwill arising on the acquisition was as follows:

	£
Deferred consideration	350,000
Cash consideration	388,109
Parent company share consideration	388,108
	1,126,217
Net Assets acquired	(925,000)
Goodwill	**201,217**

21. RELATED PARTY TRANSACTIONS

At 31 August 2015 the outstanding debt owed to Wey Consultancy Limited (formerly Zail Enterprises Limited) by the Company was £73,467 (2014: £60,213).

During the period to 31 August 2015 the Company charged InterHigh Education Limited a management fee of £15,000 (2014: £Nil). At 31 August 2015 the outstanding debt owed by InterHigh Education Limited to Wey Education plc was £748,878 (2014: £Nil).

At 31 August 2015 the Group’s and Company’s liabilities had also been funded by Massie & Co, a partnership in which Mr D.L. Massie is a partner in the amount of £Nil (2014: £34,860).

At 31 August 2015 the Group's and Company's liabilities had been funded by Sandwood Limited, a company controlled by Mr D.L. Massie, in the amount of £266,750 (2014: £378,000). Interest was charged in the period of £11,178 (2014: £15,562). Total loan interest accrued to 31 August 2015 was £33,698 (2014: £22,519) to give a total loan balance of £300,446 (2014: £400,519). On 2 April 2015 Sandwood Limited agreed to convert £111,250 of outstanding loan into 2,781,250 ordinary shares in the Company at 4.0p per share.

During the period under review the Company repaid Mr D.L. Massie £60,000 he had provided on behalf of Wey Education plc as security for costs that may arise in the High Court action against Ms Atkins (see Note 19). On 22 October 2014 Mr D.L. Massie provided a deposit of £69,600 as additional security. At 31 August 2015 £69,600 (2014: £69,600) is due to Mr D.L. Massie by the Company. The Company will be liable to reimburse Mr D.L. Massie for that sum if the deposit is not returnable at the completion of the court hearing. Both advances were unsecured and interest free.

On 26 March 2015 the exercise date of the warrants issued to IAF Capital Limited, a company owned by Mr Massie, was extended to 31 May 2018.

In the opinion of the directors there is no one controlling party. As at 31 August 2015 Mr D.L. Massie owned 29.99% (2014: 46.88%) of the issued share capital and as he controls Sandwood Limited the major lender to the Group he has significant influence.

22. SHARE OPTIONS AND WARRANTS

The Group has a share option scheme for suppliers and for certain directors and employees. Options are exercisable at a price equal to the market price of the shares in the Company at the date of the grant. The share options vest immediately or up to a period of 3 years and some are subject to various performance criteria. The options are settled in equity once exercised.

The reconciliation of warrants during the period ended 31 August 2015 is shown below:

	Number	Weighted average exercise price (p)	Weighted average remaining contractual life (years)
At 1 January 2014	693,260	5.00	2.26
At 31 December 2014	693,260	5.00	1.26
Granted in the period	389,706	Market price	
Effect of share issue on warrants	1,996,782	5.00	
At 31 August 2015	3,079,748	4.94	1.65

The exercise date of the warrants granted by the Company to IAF Capital Limited was extended on 26 March 2015 and will be exercisable in full or in part at any time at a price of 5.0p per ordinary share and expire on 31 May 2018.

The reconciliation of options during the period ended 31 August 2015 is shown below:

	Number	Weighted average exercise price (p)	Weighted average remaining life (years)	Number exercisable	Weighted average exercise price (p)
At 1 January 2014	250,000	5.00	7.26	250,000	5.00
Forfeited in the year	-				
At 31 December 2014	250,000	5.00	6.26	250,000	5.00
Forfeited in the period	(250,000)	4.52			
Granted in the period	5,750,000	5.00			
At 31 August 2015	**5,750,000**	**4.52**	**7.92**	**1,250,000**	**4.60**

Options which are not exercisable at 31 August 2015 consist of 500,000 ordinary shares which vest 3 years after grant, 800,000 ordinary shares which vest conditional on the company's share price performance and 3,200,000 ordinary shares which vest based on various non-market based corporate performance criteria.

In addition to the options described above, during the period to 31 August 2015, the company awarded Mr Massie a conditional share grant of 1,000,000 ordinary shares, subject to various non-market based corporate performance criteria.

The fair value of warrants and options granted is calculated at the date of grant using a Black-Scholes option pricing model. The weighted average fair value of warrants and options granted during the period ended 31 August 2015 determined using the Black-Scholes valuation model was 4.66p per warrant or option. The significant inputs into the model were:

- Share price at the date of grant between 3.5p and 4.5p
- Exercise price of 4.5p or 5p
- Volatility of 40%
- Dividend yield of 0%
- Risk free interest rate of 2.0%
- Expected option/warrant life of between 2 and 10 years

The Company recognised a total expense of £51,739 (2014: £Nil) in respect of share based payments.

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial instruments comprise cash and various other items, such as trade creditors that arise directly from its operations. The Company's exposure to its financial instruments are not material and therefore derivative financial instruments are not used to manage them.

The main risks arising from the Company's financial instruments can be analysed as follows:

Credit risk
Credit risk arises from cash and cash equivalents and credit exposures to customers.

Price risk
The Company does not currently hold any investments available-for-sale and therefore has no exposure to securities price risk.

Foreign currency risk
The Company has no significant transactions or balances denominated in foreign currencies and holds all cash balances in sterling. The Directors do not consider the Company to be subject to currency risk.

Liquidity risk
Liquidity risk is managed through an assessment of short, medium and long-term cash flow forecasts to ensure the adequacy of working capital. Short-term liquidity is managed through short-term borrowing facilities and short-term deposits.

Cash flow interest rate risk
The Company has no borrowings and on cash balances receives variable rate interest based on UK bank base rates.

24. POST BALANCE SHEET EVENTS

On 7 December 2015 the Company conditionally placed 50,000,000 new ordinary shares of 1p each with institutional and other shareholders, conditional, *inter alia,* on the Company’s Admission to AiM. Admission to trading on AiM is anticipated to occur on 11 December 2015.