UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2022

(Commission File No. 001-40634)

Gambling.com Group Limited
(Translation of registrant's name into English)

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22 Grenville Street
St. Helier, Channel Island of Jersey
JE4 8PX
(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Yes ☐ No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

Yes ☐ No ☒

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

The information contained in this Report on Form 6-K (this “Form 6-K”) is hereby incorporated by reference into the Company’s registration statements on Form F-3 (File No. 333-266888) and Forms S-8 (File Nos. 333-258412 and 333-262539).

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GAMBLING.COM GROUP LIMITED

Condensed Consolidated Statements of Comprehensive (Loss) Income (Unaudited)
(USD in thousands, except per share amounts)

	NOTE	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Revenue	16	15,924	10,392	35,509	21,909
Cost of sales		(495)	—	(1,724)	—
Gross profit		15,429	10,392	33,785	21,909
Sales and marketing expenses	17	(8,454)	(3,144)	(15,816)	(5,848)
Technology expenses	17	(1,499)	(944)	(2,862)	(1,634)
General and administrative expenses	17	(4,804)	(3,387)	(9,632)	(6,159)
Movements in credit losses allowance and write-offs	3	(72)	240	(597)	100
Fair value movement on contingent consideration	4	(2,849)	—	(2,849)	—
Operating profit (loss)		(2,249)	3,157	2,029	8,368
Finance income	18	3,491	394	4,319	552
Finance expense	18	(1,056)	(524)	(1,307)	(761)
Income before tax		186	3,027	5,041	8,159
Income tax charge	20	(130)	(582)	(499)	(1,248)
Net income for the period attributable to the shareholders		56	2,445	4,542	6,911
Other comprehensive (loss) income					
Exchange differences on translating foreign currencies		(6,559)	490	(7,928)	(1,202)
Total comprehensive (loss) income for the period attributable to the shareholders		(6,503)	2,935	(3,386)	5,709
Net income per share attributable to shareholders, basic	19	0.00	0.09	0.13	0.24
Net income per share attributable to shareholders, diluted	19	0.00	0.08	0.13	0.22

The accompanying notes are an integral part of these condensed consolidated financial statements.

GAMBLING.COM GROUP LIMITED

Condensed Consolidated Statements of Financial Position (Unaudited)
(USD in thousands)

	NOTE	JUNE 30, 2022	DECEMBER 31, 2021
ASSETS			
Non-current assets			
Property and equipment	5	644	569
Intangible assets	7	83,076	25,419
Right-of-use assets	6	1,896	1,465
Other non-current assets		40	—
Deferred tax asset	15	6,104	7,028
Total non-current assets		91,760	34,481
Current assets			
Trade and other receivables	8	8,956	5,497
Cash and cash equivalents		31,102	51,047
Total current assets		40,058	56,544
Total assets		131,818	91,025
EQUITY AND LIABILITIES			
Equity			
Share capital	9	—	—
Capital reserve	10	63,711	55,953
Share options and warrants reserve	11	2,901	2,442
Foreign exchange translation reserve		(10,210)	(2,282)
Retained earnings		28,550	23,796
Total equity		84,952	79,909
Non-current liabilities			
Deferred consideration	4	4,664	—
Contingent consideration	4	9,540	—
Lease liability	6	1,702	1,286
Deferred tax liability	15	3,584	—
Total non-current liabilities		19,490	1,286
Current liabilities			
Trade and other payables	14	5,343	3,291
Deferred consideration	4	2,745	—
Contingent consideration	4	12,218	—
Other liability	4	165	—
Borrowings	13	6,107	5,944
Lease liability	6	420	393
Income tax payable		378	202
Total current liabilities		27,376	9,830
Total liabilities		46,866	11,116
Total equity and liabilities		131,818	91,025

The accompanying notes are an integral part of these condensed consolidated financial statements.

GAMBLING.COM GROUP LIMITED

Condensed Consolidated Statements of Changes in Equity (Unaudited)

(USD in thousands)

	NOTE	SHARE CAPITAL	CAPITAL RESERVE	SHARE OPTIONS AND WARRANTS RESERVE	FOREIGN EXCHANGE TRANSLATION RESERVE	RETAINED EARNINGS	TOTAL
Balance at January 1, 2022		—	55,953	2,442	(2,282)	23,796	79,909
Transactions with owners							
Issue of share capital	9,10	—	7,619	—	—	—	7,619
Movements in share option and warrants reserve	10,11	—	139	459	—	212	810
		—	7,758	459	0	212	8,429
Comprehensive (loss)							
Net income		—	—	—	—	4,542	4,542
Exchange differences on translating foreign currencies		—	—	—	(7,928)	—	(7,928)
Balance at June 30, 2022		**—**	**63,711**	**2,901**	**(10,210)**	**28,550**	**84,952**
Balance at January 1, 2021		64	19,979	296	2,530	11,343	34,212
Transactions with owners							
Issue of share capital	9,10	—	—	—	—	—	—
Movements in share option and warrants reserve	10,11	—	—	1,166	—	—	1,166
		—	—	1,166	—	—	1,166
Comprehensive income							
Net income		—	—	—	—	6,911	6,911
Exchange differences on translating foreign currencies		—	—	—	(1,202)	—	(1,202)
Balance at June 30, 2021		**64**	**19,979**	**1,462**	**1,328**	**18,254**	**41,087**

The accompanying notes are an integral part of these condensed consolidated financial statements.

GAMBLING.COM GROUP LIMITED

Condensed Consolidated Statements of Cash Flows (Unaudited)
(USD in thousands)

	NOTE	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
		(unaudited)	
Cash flow from operating activities			
Income before tax		5,041	8,159
Finance expenses (income), net	18	(3,012)	209
Adjustments for non-cash items:			
Depreciation and amortization	17	3,778	1,216
Movements in credit loss allowance and write-offs	3	597	(100)
Fair value movement on contingent consideration	4	2,849	—
Share option charge	12	1,609	1,063
Cash flows from operating activities before changes in working capital		10,862	10,547
Changes in working capital			
Trade and other receivables		(2,639)	(1,243)
Trade and other payables		304	2,710
Warrants repurchased	11	(800)	—
Income tax paid		(783)	(536)
Cash flows generated by operating activities		6,944	11,478
Cash flows from investing activities			
Acquisition of property and equipment	5	(242)	(218)
Acquisition of intangible assets	7	(2,516)	(1,741)
Acquisition of subsidiaries, net of cash acquired	4	(23,409)	—
Cash flows used in investing activities		(26,167)	(1,959)
Cash flows from financing activities			
Interest paid	13	(120)	(121)
Principal paid on lease liability	6	(165)	(95)
Interest paid on lease liability	6	(95)	(96)
Cash flows used in financing activities		(380)	(312)
Net movement in cash and cash equivalents		(19,603)	9,207
Cash and cash equivalents at the beginning of the period		51,047	8,225
Net foreign exchange differences on cash and cash equivalents		(342)	(264)
Cash and cash equivalents at the end of the period		31,102	17,168

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. GENERAL COMPANY INFORMATION

Gambling.com Group Limited (the “Company” or the “Group”) is a public limited liability company founded in 2006 and incorporated in the Channel Island of Jersey in accordance with the provisions of the Companies (Jersey) Law 1991, as amended. Our registered address and the address of our principal executive office is 22 Grenville Street, St. Helier, Jersey JE4 8PX.

We are a multi-award-winning performance marketing company and a leading provider of digital marketing services active in the online gambling industry. Our principal focus is on iGaming and sports betting. Through our proprietary technology platform, we publish a portfolio of premier branded websites including Gambling.com, Bookies.com, Rotowire.com, and BonusFinder.com.

2. BASIS OF PRESENTATION

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”). They do not include all disclosures that would otherwise be required in a complete set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB and should be read in conjunction with the 2021 audited consolidated financial statements included in the Company’s Annual Report, previously filed with the United States Securities and Exchange Commission on March 25, 2022 (“2021 audited consolidated financial statements”).

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the same basis as the 2021 audited consolidated financial statements and include all adjustments necessary to present fairly the Company’s statement of financial position as of June 30, 2022 and its results of operations, cash flows and changes in equity for the six months ended June 30, 2022 and 2021. The results of operations for the six months ended June 30, 2022 are not necessarily indicative of the results that may be expected for the year ended December 31, 2022 or for any future annual or interim period.

USE OF ESTIMATES AND JUDGEMENTS

In preparing these condensed consolidated financial statements, the Company has made estimates and judgements that impact the application of accounting policies and reported amounts. The significant estimates and judgements made in applying the Company’s accounting policies and key sources of estimation were in line with those described in its 2021 audited consolidated financial statements. Estimates and judgements used in business combination accounting are described in Note 4 while estimates and judgements used in deferred tax accounting are disclosed in Note 15.

NEW AND AMENDED STANDARDS ADOPTED BY THE GROUP IN 2022

The Group has analyzed the following amendments to existing standards that are mandatory for the Group’s accounting period beginning on January 1, 2022, and determined they had limited or no impact on the Group’s financial statements:

- Amendments to IFRS 3, Business Combinations
- Amendments to IAS 16, Property, plant and equipment - Proceeds before intended use
- Amendments to IAS 37, Onerous Contracts - Cost of Fulfilling a Contract
- Annual improvements to IFRS Standards 2018-2020

STANDARDS ISSUED BUT NOT YET EFFECTIVE

There are a number of standards and interpretations which have been issued but will not be effective until periods beginning after to December 31, 2022. These amendments have not been early adopted for these condensed consolidated financial statements and are not expected to have a significant impact on disclosures or amounts reported in the Group's consolidated financial statements in the period of initial application.

FOREIGN CURRENCY TRANSLATION

The following exchange rates were used to translate the financial statements of the Group from Euros into USD:

	PERIOD END [(1)]	AVERAGE FOR PERIOD [(2)]	BEGINNING OF PERIOD[(1)]	LOW	HIGH
Six Months Ended June 30,			**(EUR per USD)**		
2022	0.96	0.92	0.88	0.87	0.96
2021	0.84	0.83	0.81	0.81	0.85

(1) Exchange rates are as per European Central Bank.
(2) The average is based on published rates refreshed daily by the European Central Bank.

SEGMENT REPORTING

An operating segment is a part of the Group that conducts business activities from which it can generate revenue and incur costs, and for which independent financial information is available. Identification of segments is based on internal reporting to the chief operating decision maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer ("CEO"), the Chief Operating Officer ("COO"), and the Chief Financial Officer ("CFO"). The Group does not divide its operations into different segments, and the CODM operates and manages the Group's entire operations as one segment, which is consistent with the Group's internal organization and reporting system.

CREDIT RISK MANAGEMENT

Credit risk arises from cash and cash equivalents and trade and other receivables. The exposure as of the reporting date is as follows:

	As At June 30, 2022	As At December 31, 2021
Trade and other receivables (excluding prepayments)	8,426	4,253
Cash and cash equivalents	31,102	51,047
	39,528	55,300

For the three months ended June 30, 2022 and 2021, revenues generated from one customer amounted to 9% and 19% of the Group's total sales, respectively. For the six months ended June 30, 2022 and 2021, revenues generated from one customer amounted to 12% and 19% of the Group's total sales, respectively.

The Group has the following financial assets that are subject to the expected credit loss ("ECL") model: trade receivables and other financial assets carried at amortized cost. The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The expected loss rates are based on the historical credit losses experienced over a recent twelve-month period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors (such as Gross Domestic Product growth, inflation rate and unemployment forecasts) affecting the ability of the customers to settle the receivables.

The aging of trade receivables that are past due but not impaired is shown below:

	As At June 30, 2022	As At December 31, 2021
Between one and two months	843	159
Between two and three months	318	15
More than three months	198	7
	1,359	181

The activity in the credit loss allowance was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Balance at the beginning of the period	666	454	142	352
Increase (decrease) in credit losses allowance	71	(240)	597	(100)
Write offs	—	7	—	19
Translation effect	(50)	(5)	(52)	(55)
Balance at the end of the period	687	216	687	216

The Company recognized a specific provision of $79 ($Nil) on trade receivables during the three and six months ended June 30, 2022 (June 30, 2021).

The Group actively manages credit limits and exposures in a practicable manner such that past due amounts receivable from the operator customers are within controlled parameters. Management assesses the credit quality of the operators, taking into account their financial position, past experience and other factors. The Group's receivables are principally in respect of transactions with operators for whom there is no recent history of default. Management does not expect significant losses from non-performance by these operators above the ECL provision. The Group believes it was not exposed to significant credit risk as at the end of the current reporting period.

As cash and cash equivalents are held with financial institutions, any credit risk is deemed to be immaterial. The IFRS 9 assessment conducted for these balances did not identify any material impairment loss as of June 30, 2022.

BUSINESS COMBINATIONS

When a business is acquired, the purchase price is allocated to the various components of the acquisition based upon the fair value of each component using various valuation techniques, including the market approach, income approach and/or cost approach. The accounting standard for business combinations requires identifiable assets, liabilities, noncontrolling interests and goodwill acquired to be recorded at acquisition date fair values. Transaction costs related to the acquisition of the business are expensed as incurred.

Acquisition-related costs, other than those incurred for the issuance of debt or equity instruments, are charged to the consolidated statement of operations as they are incurred.

Acquired intangible assets other than goodwill are amortized over their estimated useful lives unless the lives are determined to be indefinite. Amortization of these intangible assets in general are recognized on a straight-line basis over an average finite useful life primarily ranging from approximately one to 16 years or in relation to the estimated discounted cash flows over the life of the intangible asset.

REVENUE RECOGNITION

Advertising, media and other revenue includes revenue from arrangements not based on the referred players including advertising on our platform and onboarding fees. Revenue is recognized straight-line over the term of the contract as the performance obligations are satisfied.

Following the acquisition of Rotowire (see Note 4), the Group generates a portion of its revenue from data subscriptions and data syndication whereby a customer subscribes to services over a period of time. The revenue is recognized straight-line over the duration of the subscription as the performance obligations are satisfied. The Company records deferred revenue upon execution of subscriptions when the subscription plan requires upfront payment.

COST OF SALES

Cost of sales includes license fees incurred as part of agreements with media partners and data and payment processing fees related to subscription access on certain websites of the Group.

4. ACQUISITIONS

RotoWire

On January 1, 2022, the Company acquired 100% of the issued and outstanding equity interests of RotoSports, Inc. ("RotoWire"), owner and operator of RotoWire.com, for consideration of (i) $14,700 in cash of which $13,500 was transferred to the selling shareholders and $1,200 was transferred on behalf of the selling shareholders to settle sellers' expenses, (ii) 451,264 unregistered ordinary shares, (iii) $2,500 due on the first anniversary of the closing date and (iv) $5,300 due on the second anniversary of the closing date of the acquisition. The Company has the option, but not the obligation, to pay up to 50% of the deferred payments in unregistered ordinary shares.

The Group incurred acquisition-related costs of $531 on legal and consulting fees; the costs were expensed in 2021.

Subsequently to the acquisition, the legal entity that was acquired was merged into a then newly formed subsidiary of the Group, certain of the acquired assets and/or liabilities were transferred to other Group subsidiaries. Since the acquisition date, revenue associated with the acquired assets amounted to $3,220. The Company cannot break out expenses incurred since the acquisition date.

Under the preliminary purchase price allocation, the Company recognized goodwill of $10,776 which is calculated as the excess of both the consideration exchanged and liabilities assumed as compared to the fair value of the identifiable assets acquired. The goodwill is not expected to be deductible for tax purposes. The fair value of the common shares issues as part of the acquisition consideration was amended resulting in a decrease of $400 in total acquisition consideration and goodwill to reflect the share price as of date of transaction. The values assigned to the assets acquired and liabilities assumed are based on their estimates of fair value available as of January 1, 2022 as calculated by a third-party valuation firm. The Company expects to complete the final purchase price allocation prior to December 31, 2022.

During the six months ended June 30, 2022, unwinding costs of deferred consideration payable for RotoWire amounted to $160. The Group expects to incur financial expenses related to change in the value of the deferred consideration until December 2023.

The table below outlines the preliminary purchase price allocation of the purchase for RotoWire to the acquired identifiable assets, liabilities assumed and goodwill:

Purchase price consideration:	
Cash paid	14,700
Common shares issued, at fair value	4,600
Deferred consideration, at fair value	7,250
Total acquisition consideration	26,550
Assets acquired:	
Cash and cash equivalents	1,999
Accounts receivable	760
Prepaid expenses and other current assets	292
Identifiable intangible assets	19,000
Right of use asset	617
Other assets	7
Total assets acquired	22,675
Liabilities assumed:	
Accounts payable	(16)
Deferred income	(1,120)
Lease liability	(617)
Deferred tax	(4,008)
Other current liabilities	(1,140)
Total liabilities assumed	(6,901)
Total net assets	15,774
Goodwill	10,776
Total acquisition consideration	26,550

BonusFinder

On January 31, 2022, the Company acquired 100% of the issued and outstanding equity interests of NDC Media Limited ("NDC Media"), operator of BonusFinder.com ("BonusFinder"), for consideration of (i) cash amount of EUR10,000 ($11,168), (ii) issued 269,294 unregistered ordinary shares, (iii) an earnout payment up to a maximum of EUR19,000 ($21,850) to be paid in April 2023 based financial performance during 2022, (iv) a further earnout payment up to a maximum of EUR28,500 ($32,800) to be paid in April 2024 based on certain financial conditions being met during 2023. The Company has the option to pay up to 50% of each of the earnout payments in unregistered ordinary shares.

During the six months ended June 30, 2022, the Group incurred acquisition-related costs of $299 on legal and consulting fees.

Subsequently to the acquisition, certain acquired assets and liabilities were transferred to other Group subsidiaries. Since the acquisition date, revenue associated with the acquired assets amounted to $4,600. The Company cannot break our expenses incurred since the acquisition date.

Under the preliminary purchase price allocation, the Company did not recognize goodwill, which is calculated as the excess of both the consideration exchanged and liabilities assumed as compared to the fair value of the identifiable assets acquired. The values assigned to the assets acquired and liabilities assumed are based on their estimates of fair value available as of January 31, 2022 as calculated by a third-party valuation firm. The Company expects to complete the final purchase price allocation prior to December 31, 2022.

The fair value of the contingent consideration utilized the following assumptions as part of the option approach methodology: (i) probability of obtaining the financial conditions ranging from 50-90%, (ii) discounts rates ranging from 3.0-3.9%, (iii) inflation rates ranging from 2.0-2.4% and (iv) volatility ranging from 33.0-72.6% as applied to forecasted performance conditions. At the end of each reporting period, the Company will remeasure the fair value of the BonusFinder contingent consideration. During the six months ended June 30, 2022, fair value movements on contingent consideration for BonusFinder amounted to $2,849. The Group expects to incur gains or losses related to change in the fair value of the contingent consideration until April 2024.

The table below outlines the preliminary purchase price allocation of the purchase for BonusFinder to the acquired identifiable assets, liabilities assumed and goodwill:

Purchase price consideration:	
Cash paid	11,168
Cash payable	4,279
Common shares issued, at fair value	2,792
Contingent consideration, at fair value	20,437
Total acquisition consideration	**38,676**
Assets acquired:	
Cash and cash equivalents	4,574
Accounts receivable and other current assets	1,284
Identifiable intangible assets	33,475
Right of use asset	126
Other non-current assets	37
Total assets acquired	39,496
Liabilities assumed:	
Accounts payable	(234)
Corporate tax payable	(460)
Lease liability	(126)
Total liabilities assumed	(820)
Total net assets	38,676
Goodwill	—
Total acquisition consideration	**38,676**

During the six months ended June 30, 2022, the Group made a provisional payment of the adjustments for cash, working capital and indebtedness to the shareholders of BonusFinder of $4,114. As of June 30, 2022, the balance of opening cash payable amounted to $165.

5. PROPERTY AND EQUIPMENT

	COMPUTER AND OFFICE EQUIPMENT	LEASEHOLD IMPROVEMENTS	TOTAL
Net book amount at January 1, 2022	433	136	569
Additions	242	—	242
Depreciation charge	(76)	(11)	(87)
Translation differences	(78)	(2)	(80)
At June 30, 2022	521	123	644
Cost	854	213	1,067
Accumulated depreciation	(333)	(90)	(423)
Net book amount at June 30, 2022	521	123	644
Net book amount at January 1, 2021	342	173	515
Additions	218	—	218
Depreciation charge	(68)	(14)	(82)
Translation differences	(36)	(5)	(41)
At June 30, 2021	456	154	610
Cost	855	235	1,090
Accumulated depreciation	(399)	(81)	(480)
Net book amount at June 30, 2021	456	154	610

For the six months ended June 30, 2022 and 2021, cash paid for the acquisition of property and equipment was $242 and $218, respectively.

The following is the reconciliation of depreciation expense for the six months ended June 30, 2022 and 2021:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Depreciation expensed to technology expenses	—	4	—	8
Depreciation expensed to general and administrative expenses	44	43	87	74
Total depreciation expense	44	47	87	82

6. LEASES

Below are the carrying amounts of the Group’s right-of-use assets and lease liabilities and the movements during the periods presented:

	RIGHT-OF-USE ASSETS	LEASE LIABILITIES
At January 1, 2022	1,465	1,679
Additions as a part business combinations	743	743
Amortization of right-of-use assets	(203)	—
Interest expense	—	95
Payments	—	(260)
Translation differences	(109)	(135)
At June 30, 2022	1,896	2,122
At January 1, 2021	1,799	1,975
Additions	—	—
Amortization of right-of-use assets	(167)	—
Interest expense	—	97
Payments	—	(191)
Translation differences	(20)	(70)
At June 30, 2021	1,612	1,811

For the three months ended June 30, 2022 and 2021, amortization expense of right-of-use assets was $101 and $93, respectively, and lease payments related to lease liabilities were $124 and $96, respectively.

For the six months ended June 30, 2022 and 2021, amortization expense of right-of-use assets was $203 and $167, respectively, and lease payments related to lease liabilities were $260 and $191, respectively.

Lease payments not recognized as a liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Short-term leases	203	83	367	170

7. INTANGIBLE ASSETS

	DOMAIN NAMES MOBILE APPS AND RELATED WEBSITES	GOODWILL	CUSTOMER CONTRACTS	CONTENT ASSETS	OTHER INTANGIBLES	TOTAL
Net book amount at January 1, 2022	23,922	—	—	—	1,497	25,419
Additions	1,052	—	—	—	996	2,048
Business combinations (Note 4)	42,599	10,776	6,314	3,562	—	63,251
Amortization charge	(864)	—	(550)	(1,896)	(177)	(3,488)
Translation differences	(4,036)	4	(21)	(11)	(91)	(4,155)
Net book amount at	62,673	10,780	5,742	1,655	2,225	83,076
Cost	68,706	10,780	7,197	3,529	2,584	92,795
Accumulated amortization	(6,033)	—	(1,455)	(1,874)	(358)	(9,719)
Net book amount at June 30, 2022	62,673	10,780	5,742	1,655	2,225	83,076
Net book amount at January 1, 2021	23,543	—	—	—	17	23,560
Additions	956	—	—	—	744	1,700
Amortization charge	(946)	—	—	—	(21)	(967)
Translation differences	(720)	—	—	—	(47)	(767)
Net book amount at	22,833	—	—	—	693	23,526
Cost	27,853	—	1,049	—	730	29,632
Accumulated amortization	(5,020)	—	(1,049)	—	(37)	(6,106)
Net book amount at June 30, 2021	22,833	—	—	—	693	23,526

Amortization expense of intangible assets for the three months ended June 30, 2022 and 2021 was $3,486 and $967, respectively. Amortization expense of intangible assets for the six months ended June 30, 2022 and 2021 was $3,488 and $967, respectively.

For the six months ended June 30, 2022 and 2021, cash paid for the acquisition of intangible assets and capitalized software developments was $2,516 and $1,741, respectively.

As of June 30, 2022, the net book value of assets with finite useful lives was $10,001 of which $378 related to a finite life mobile app, $5,742 related to a customers' contracts, $1,655 related to content assets and $2,225 related to other intangibles, and the net book value of assets with indefinite useful lives was $62,295 related to domain names and related websites.

8. TRADE AND OTHER RECEIVABLES

	As At June 30, 2022	As At December 31, 2021
Current		
Trade receivables, net	7,827	4,003
Other receivables	373	129
Deposits	226	121
Prepayments	530	1,244
	8,956	5,497

	As At June 30, 2022	AS AT December 31, 2021
Trade receivables, gross	8,514	4,145
Credit loss allowance	(687)	(142)
Trade receivables, net	7,827	4,003

Trade receivables are unsecured and subject to settlement up to 45 days. Details on movements in the allowance are disclosed within Note 3.

9. SHARE CAPITAL

At June 30, 2022, total authorized shares of the Company were unlimited. Shares have no par value.

	SHARES	USD
Issued and fully paid ordinary shares		
As at January 1, 2022	33,806,422	—
Shares issued	2,660,877	—
As at June 30, 2022	36,467,299	—
As at January 1, 2021	28,556,422	64
Shares issued	—	—
As at June 30, 2021	28,556,422	64

During the six months ended June 30, 2022, the Group issued 720,558 shares as a partial payment for acquisitions made (refer to Note 4).

During the six months ended June 30, 2022, the Group issued 1,907,377 shares in exchange for warrants exercised.

During the six months ended June 30, 2022, the board of directors of the Company approved the issuance of 32,942 restricted stock awards to non-executive directors, out of which 22,422 were issued during the quarter ended June 30, 2022 (refer to Note 12).

10. CAPITAL RESERVE

	Six Months Ended June 30, 2022	2021
Opening carrying amount	55,953	19,979
Share options exercised (Note 11)	138	—
Share capital issued (Note 9)	7,619	—
Closing carrying amount	63,711	19,979

11. SHARE OPTIONS AND WARRANTS RESERVE

Changes in the share option and warrants reserve are as follows:

	OPTIONS AND WARRANTS	USD
As at January 1, 2022	7,021,514	2,442
Share options and warrants expense	—	1,609
Share options granted	655,544	—
Share options exercised	(2,109,744)	(139)
Share warrants repurchased	(200,000)	(992)
Share options forfeited	(19,330)	—
Other	—	(20)
As at June 30, 2022	5,347,984	2,901
As at January 1, 2021	2,854,744	296
Share options and warrants expense	—	297
Modification of share warrant	—	869
Share options forfeited	(10,000)	—
As at June 30, 2021	2,844,744	1,462

During the quarter ended June 30, 2022, the Group repurchased 200,000 warrants at fair value for cash consideration of $800.

12. SHARE-BASED PAYMENTS

On October 22, 2020, in an extraordinary general meeting, the Company's shareholders approved the 2020 Stock Incentive Plan (the "Plan"). The Plan was amended and restated on July 6, 2021 and further amended and restated on May 18, 2022. Under the Plan, the Company may grant to employees, officers, directors, consultants and advisors options (incentive stock options and non-statutory stock options) or share warrants to purchase the Company's ordinary shares, restricted stock units, restricted shares and other equity-based awards.

Under the terms of the Plan, awards may be made for up to 2,176,128 ordinary shares. If any award expires or is terminated, surrendered, or canceled without having been fully exercised or is forfeited in whole or in part, or results in any ordinary shares not being issued, the unused ordinary shares covered by such award shall again be available for the grant of awards under the Plan.

In July 2021, in connection with the Company's initial public offering of ordinary shares (the "IPO"), the Company granted options for 4,056,770 shares subject to performance vesting under the Founders' Award. Each option is divided in twelve tranches subject to different market capitalization thresholds. Holders are required to hold the shares for a period of three years ("holding period") after the exercise date. As of June 30, 2022, the performance conditions were not met for any of the tranches.

The number of awards outstanding under the Plan and Founders' Award as at June 30, 2022, is as follows:

	NUMBER OF AWARDS	WEIGHTED AVERAGE EXERCISE PRICE PER SHARE IN USD
Awards outstanding as at January 1, 2022	4,911,770	7.49
Granted	655,544	10.53
Forfeited	(19,330)	10.53
Repurchased	(200,000)	4.00
Awards outstanding as at June 30, 2022	5,347,984	8.21
Awards outstanding as at January 1, 2021	745,000	3.01
Forfeited	(10,000)	3.01
Awards outstanding as at June 30, 2021	735,000	3.01

Share-based Payment Expense

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Equity classified share options, warrants and restricted shares expense	885	171	1,609	341
Liability classified warrants' expense	—	74	—	722
Share-based payment expense	885	245	1,609	1,063

Determination of Fair Value of Options and Warrants

In June 2021, the liability-classified warrant issued in November 2020 was modified to additionally allow net-share settlement in the event of the holder’s employment termination. The Company has the right to choose between settlement on a net-share or net-cash basis. Accordingly, effective in June 2021, the warrant qualified for recognition as an equity instrument. The carrying value of the warrant liability of $869 was reclassified as equity at the modification date.

As of modification date, the fair value per share for this warrant of EUR 3.66 was determined using the Black-Scholes model with the main data inputs being volatility of 60%, an expected life of 3.4 years and an annual risk-free interest rate of 0.51%. The exercise price for this warrant is EUR 3.01 per share.

Restricted shares

During the six months ended June 30, 2022, the board of directors of the Company approved the issuance of 32,942 restricted stock awards to non-executive directors, of which 22,422 were issued during the quarter ended June 30, 2022. The Group recorded share-based payment expense related to the restricted stock awards of $21 for the six months ended June 30, 2022, of which $16 was recorded for the quarter ended June 30, 2022. At June 30, 2022, there was $203 of total unrecognized compensation cost related to restricted stock awards.

13. BORROWINGS

	As At June 30, 2022	As At December 31, 2021
Non-current	—	—
Current	6,107	5,944
Total	6,107	5,944

For the three months ended June 30, 2022 and 2021, the Group paid interest of $Nil and $Nil, respectively, on the term loan.

For the six months ended June 30, 2022 and 2021, the Group paid interest of $120 and $121, respectively, on the term loan.

14. TRADE AND OTHER PAYABLES

	As At June 30, 2022	As At December 31, 2021
Trade payables(i)	1,576	1,045
Accruals	1,965	1,968
Indirect taxes	305	256
Deferred income	1,295	—
Other payables	202	22
	5,343	3,291

(i) Trade payables balance is unsecured, interest-free and settled within 60 days from incurrence.

15. DEFERRED TAX

Deferred tax assets and liabilities are offset when they relate to the same fiscal authority, and there is a legally enforceable right to offset current tax assets against current tax liabilities.

Deferred tax assets and liabilities are presented on a gross basis in the consolidated statement of financial position for amounts attributable to different tax jurisdictions which cannot be offset. Deferred tax assets and liabilities are presented net on a consolidated basis within a tax jurisdiction when there is a legally enforceable right to fiscal consolidation. As at June 30, 2022 Deferred tax is presented on a gross basis in the consolidated statement of financial position. As at March 31, 2022 Deferred tax was presented on a net basis in the consolidated statement of financial position.

The following amounts determined after appropriate offsetting are shown in the consolidated statement of financial position:

	As At June 30, 2022	As At December 31, 2021
Deferred tax asset to be recovered after more than 12 months	6,104	7,028
Deferred tax liability to be paid after more than 12 months	(3,584)	—

The change in deferred tax account is as follows:

	Six Months Ended June 30, 2022
Deferred tax , net at the beginning of the period	7,028
Business combination (Note 4)	(4,008)
Credited to the consolidated statement of comprehensive income	17
Translation differences	(517)
Deferred tax, net at the end of the period	2,520

Deferred taxes are calculated on temporary differences under the liability method using the principal tax rate within the relevant jurisdiction. The balance is comprised of the following:

	As At June 30, 2022	As At December 31, 2021
Intangible assets - deferred tax assets	5,782	6,481
Intangible assets - deferred tax liability	(3,584)	—
Trading losses and other allowances	322	547

At June 30, 2022, the Group had unutilized trading losses and other allowances of $27,152 of which $20,439 were not recognized based on management's performance projections for 2022 through 2026 and the related ability to utilize the tax losses resulting in a recognition of a deferred tax asset of $322.

At June 30, 2022, the Group had unutilized capital allowances of $77,804 related to intangible assets, of which $31,823 were not recognized based on management's performance projections for 2022 – 2026 and related ability to utilize capital allowance resulting in a recognition of a deferred tax asset of $5,782.

At June 30, 2022, deferred tax liability amounted to $3,584 and related to intangible assets acquired as a part of RotoSports acquisition (Note 4).

At December 31, 2021, the Group had unutilized trading losses and other allowances of $31,508 of which $20,576 were not recognized based on management's performance projections for 2022 – 2026 and the related ability to utilize the tax losses resulting in deferred tax asset recognition of $547.

At December 31, 2021, the Group had unutilized capital allowances of $93,409 related to intangible assets, a net increase of $28 million during the year as a result of a step up in the intangible assets' value after the public offering in July 2021. The balance of $41,554 was not recognized based on management's performance projections for 2022 – 2026 and related ability to utilize capital allowance resulting in a recognition of a deferred tax asset of $6,481.

16. REVENUE

Revenue is disaggregated based on how the nature, amount, timing and uncertainty of the revenue and cash flows are affected by economic factors.

For the three months ended June 30, 2022, our top ten customers accounted for 50% of our revenue and our largest customer accounted for 9% our revenue. For the three months ended June 30, 2021, our top ten customers accounted for 57% of our revenue and our largest customer accounted for 19% of our revenue.

For the six months ended June 30, 2022, our top ten customers accounted for 54% of our revenue and our largest customer accounted for 12% our revenue. For the six months ended June 30, 2021, our top ten customers accounted for 57% of our revenue and our largest customer accounted for 19% of our revenue.

The Group presents revenue as disaggregated by market based on the location of the end user as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
U.K. and Ireland	6,718	5,410	12,993	11,682
Other Europe	2,083	2,822	4,033	5,822
North America	6,221	1,408	16,860	3,060
Rest of the world	902	752	1,623	1,345
Total revenues	15,924	10,392	35,509	21,909

The Group presents disaggregated revenue by monetization type is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Performance marketing	12,292	9,223	28,693	19,830
Subscription	744	—	1,553	—
Advertising and other	2,888	1,169	5,263	2,079
Total revenues	15,924	10,392	35,509	21,909

The Group also tracks its revenues based on the product type from which it is derived. Revenue disaggregated by product type is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Casino	12,010	9,087	22,452	19,201
Sports	3,781	1,170	12,824	2,343
Other	133	135	233	365
Total revenues	15,924	10,392	35,509	21,909

17. OPERATING EXPENSES

Sales and marketing expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Wages, salaries, benefits and social security costs	4,251	1,847	7,976	3,387
External marketing expenses	1,311	371	2,329	726
Amortization of intangible assets	1,707	463	3,311	926
Share-based payments	114	155	244	301
External content	768	219	1,541	370
Other	303	89	415	138
Total sales and marketing expenses	8,454	3,144	15,816	5,848

Technology expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Wages, salaries, benefits and social security costs	1,075	789	2,097	1,397
Depreciation of property and equipment	—	4	—	8
Amortization of intangible assets	100	31	177	41
Share-based payments	5	—	10	—
Software and subscriptions	142	46	244	79
Other	177	74	334	109
Total technology expenses	1,499	944	2,862	1,634

General and administrative expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Wages, salaries, benefits and social security costs	1,884	943	4,066	1,838
Share-based payments	766	90	1,355	762
Depreciation of property and equipment	44	43	87	74
Amortization of right-of-use assets	101	93	203	167
Short term leases	203	83	367	170
Legal and consultancy fees	1,097	468	2,121	886
Acquisition related costs	180	—	454	—
Accounting and legal fees related to offering	—	392	—	898
Employees' bonuses related to offering	—	1,090	—	1,090
Insurance	170	16	351	20
Other	359	169	628	254
Total general and administrative expenses	4,804	3,387	9,632	6,159

Fair value movements on continent consideration

The fair value movement on contingent consideration is directly associated with the acquisition of BonusFinder. The Group expects to incur gains or losses related to the contingent consideration until April 2024. (See Note 4)

18. FINANCE INCOME AND FINANCE EXPENSES

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Finance income	3,491	394	4,319	552
Finance expenses	(1,056)	(524)	(1,307)	(761)
Net finance income (expenses)	2,435	(130)	3,012	(209)

Finance income of the Group is mainly comprised of translation gains of balances of monetary assets and liabilities denominated in currencies other than each entity's functional currency, and related to revaluation of intercompany balances.

Finance expense consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Interest expense on borrowings	140	118	260	242
Interest expense on lease liabilities	45	48	95	97
Translation losses of balances of monetary assets and liabilities denominated in currencies	658	331	713	370
Unwinding of deferred consideration	160	—	160	—
Other finance costs	53	27	79	52
	1,056	524	1,307	761

The unwinding of deferred consideration is directly associated with the acquisition of RotoWire. The Group expects to incur financial expenses related to the deferred consideration until December 2023. (Note 4)

19. BASIC AND DILUTED INCOME PER SHARE

Basic income per share is calculated by dividing net income by the weighted average number of ordinary shares outstanding during the quarter.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net income for the period attributable to the shareholders	56	2,445	4,542	6,911
Weighted-average number of ordinary shares, basic	35,443,258	28,556,422	35,176,469	28,556,422
Net income per share attributable to shareholders, basic	0.00	0.09	0.13	0.24
Net income for the period attributable to the shareholders	56	2,445	4,542	6,911
Weighted-average number of ordinary shares, diluted	36,057,597	31,401,166	36,131,524	31,401,166
Net income per share attributable to shareholders, diluted	0.00	0.08	0.13	0.22

For disclosures regarding the number of outstanding shares, see Note 9.

20. INCOME TAX

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Current tax expense	54	509	516	1,109
Deferred tax charge (benefit) (Note 15)	76	73	(17)	139
	130	582	499	1,248

For three and six month ended June 30, 2022, the effective tax rate of the Group amounted to 69.9% and 9.9%, respectively (2021: 19.2% and 15.3%) as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Income before tax	186	3,027	5,041	8,159
Tax expense (credit)	(269)	151	366	408
Tax effects of:				
Disallowed expenses	205	140	482	246
Movements in temporary differences	193	(16)	(352)	(79)
Income subject to other tax rates	—	309	—	669
Other	1	(2)	3	4
	130	582	499	1,248

21. RELATED PARTY TRANSACTIONS

All significant shareholders and other companies controlled or significantly influenced by the shareholders, and all members of the key management personnel of the Group are considered by the board of directors of the Company to be related parties.

Directors' and key management emoluments

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, including Directors. Compensation paid or payable to key management was comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Salaries and remuneration to key management and executive directors	1,053	1,036	2,403	2,015
Non-executive directors' fees	129	122	255	183
	1,182	1,158	2,658	2,198

The emoluments paid to the Directors during the three months ended June 30, 2022 and 2021 amounted to $547 and $166, respectively.

The emoluments paid to the Directors during the six months ended June 30, 2022 and 2021 amounted to $1,117 and $332, respectively.

The following transactions were carried out with related parties:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Expenses				
Remuneration paid as consultancy fees	443	756	1,005	1,012
Share-based payments	470	74	971	722
Salaries and wages	269	369	681	458
Other expenses	4	4	8	8
	1,186	1,203	2,665	2,200

At June 30, 2022 and December 31, 2021, the balance outstanding to related parties was $305 and $584, respectively.

At June 30, 2022 and December 31, 2021, the following options and warrants were held by related parties:

	As At June 30, 2022	As At December 31, 2021
Key management and executive directors	4,662,930	6,216,514

22. EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting date.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Form 6-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and as defined in the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. These forward-looking statements include information about possible or assumed future results of our business, financial condition, results of operations, liquidity, plans and objectives. In some cases, you can identify forward-looking statements by terminology such as “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “expect,” “predict,” “potential,” “could,” “will,” “would,” “ongoing,” “future” or the negative of these terms or other similar expressions. Forward-looking statements include, but are not limited to, such matters as:

- our ability to manage our continued expansion into the United States markets and other markets in which we currently operate, and expansion into new markets;
- our ability to compete in our industry;
- our expectations regarding our financial performance, including our revenue, costs, Adjusted EBITDA, and Adjusted EBITDA margin;
- the sufficiency of our cash, cash equivalents, and investments to meet our liquidity needs, including to help finance potential acquisitions;
- our ability to mitigate and address unanticipated performance problems on our websites or platforms;
- our ability to attract, retain, and maintain good relations with our customers;
- our ability to anticipate market needs or develop new or enhanced offerings and services to meet those needs;
- our ability to obtain and maintain licenses or approvals with gambling authorities in the United States;
- our ability to stay in compliance with laws and regulations, including tax laws, that currently apply or may become applicable to our business both in the United States and internationally and our expectations regarding various laws and restrictions that relate to our business;
- our ability to anticipate the effects of existing and developing laws and regulations, including with respect to taxation, and privacy and data protection that relate to our business;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to identify, recruit, and retain skilled personnel, including key members of senior management;
- our ability to successfully identify, manage, consummate and integrate any existing and potential acquisitions;
- our ability to manage the increased expenses associated and compliance demands with being a public company;
- our ability to maintain our foreign private issuer status; and
- our ability to effectively manage our growth and maintain our corporate culture.

The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. The forward-looking statements are based on our beliefs, assumptions, and expectations of future performance, taking into account the information currently available to us. These statements are only predictions based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance, or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks provided under “Item 3. Key Information – Risk Factors” in our annual report filed on Form 20-F for the year ended December 31, 2021.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Each forward-looking statement speaks only as of the date of the particular statement. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Form 6-K, to conform these statements to actual results or to changes in our expectations.

OVERVIEW

We are a multi-award-winning performance marketing company and a leading provider of digital marketing services active in the online gambling industry based on revenue. Our principal focus is on iGaming, and online sports betting. Through our proprietary technology platform, we publish a portfolio of premier branded websites including Gambling.com and Bookies.com. We also own and operate RotoWire.com (which was acquired in January 2022), and BonusFinder.com (which was acquired in February 2022). We tailor each one of our websites to different user interests and markets by producing original content relating to the online gambling and fantasy sports, such as news, odds, statistics, product reviews and product comparisons of locally available online gambling services. We utilize our technology platform, websites, and media partnerships to attract online gamblers through online marketing efforts and refer these online gamblers to companies that are licensed by gambling regulators to provide real-money online gambling services, known as online gambling operators, who convert these potential online gamblers into actual paying players. In this way, we provide business-to-business ("B2B"), digital marketing services to online gambling operators. We also monetize our websites through business-to-consumer ("B2C") fantasy sports data subscriptions and sell data syndication to B2B clients.

We are not a gambling company and do not offer any gambling services ourselves. We can alternatively be described as a lead generation company, and affiliate marketing company or simply an affiliate. In many ways, we are more akin to an online media company as out revenue is derived primarily from online marketing.

We primarily generate revenue through performance marketing by referring online gamblers to online gambling operators. When an online gambler visits an online gambling operator from one of our websites, registers a new account and makes a deposit, this online gambler becomes one of our referred players. Each of our referred players entitles us to remuneration pursuant to our agreements with the online gambling operator. Our performance marketing agreements are primarily based on a revenue share model, a Cost Per Acquisition model (also referred to as CPA), or a combination of both, which is referred to as hybrid.

Advertising, media and other revenue includes revenue from arrangements not based on the referred players including advertising on our platform and onboarding fees. Revenue is recognized straight-line over the term of the contract.

Following the completion of the acquisition of RotoWire (see Note 4 to the condensed consolidated financial statements), the Group generates a portion of its revenue from data subscriptions and data syndication whereby a customer subscribes to services over a period of time. The revenue is recognized straight-line over the duration of the subscription as the performance obligations are satisfied. The Company records deferred revenue upon execution of subscriptions when the subscription plan requires upfront payment.

Our principal executive offices are located at 222 Grenville Street, St. Helier, Channel Island of Jersey JE4 8PX.

RESULTS OF OPERATIONS

Three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021

The following discussion summarizes our results of operations for our one reportable segment for the three and six months ended June 30, 2022 and 2021. Unless otherwise indicated, the amounts are presented in thousands of United States dollars and percentages are for the periods indicated.

This information should be read together with our unaudited interim condensed consolidated financial statements and related notes included elsewhere in this Form 6-K.

The following table summarizes our results of operations for the three months ended June 30, 2022 and 2021 (in thousands of dollars, except percentages):

	Three Months Ended June 30,		2022 to 2021 Change		Three Months Ended June 30, 2021 Constant Currency	
	2022	2021	$	%	$	% change
Revenue	15,924	10,392	5,532	53 %	9,175	74 %
Cost of sales	(495)	—	(495)	100 %	—	100 %
Gross profit	15,429	10,392	5,037	48 %	9,175	68 %
Sales and marketing expenses	(8,454)	(3,144)	(5,310)	169 %	(2,776)	205 %
Technology expenses	(1,499)	(944)	(555)	59 %	(833)	80 %
General and administrative expenses	(4,804)	(3,387)	(1,417)	42 %	(2,990)	61 %
Movements in credit losses allowance and write-offs	(72)	240	(312)	(130)%	212	(134)%
Fair value movement on contingent consideration	(2,849)	—	(2,849)	(100)%	(2,849)	(100)%
Operating profit (loss)	(2,249)	3,157	(5,406)	(171)%	2,788	(181)%
Finance income	3,491	394	3,097	786 %	348	903 %
Finance expense	(1,056)	(524)	(532)	102 %	(463)	128 %
Income before tax	186	3,027	(2,841)	(94)%	2,673	(93)%
Income tax charge	(130)	(582)	452	(78)%	(514)	(75)%
Net income for the period attributable to the shareholders	56	2,445	(2,389)	(98)%	2,159	(97)%
Other comprehensive (loss) income						
Exchange differences on translating foreign currencies	(6,559)	490	(7,049)	(1439)%	433	(1615)%
Total comprehensive (loss) income for the period attributable to the shareholders	(6,503)	2,935	(9,438)	(322)%	2,592	(351)%

The following table summarizes our results of operations for the six months ended June 30, 2022 and 2021 (in thousands of dollars, except percentages):

	Six Months Ended June 30,		2022 to 2021 Change		Six Months Ended June 30, 2021 Constant Currency	
	2022	2021	$	%	$	% change
Revenue	35,509	21,909	13,600	62 %	19,784	79 %
Cost of sales	(1,724)	—	(1,724)	100 %	—	100 %
Gross profit	33,785	21,909	11,876	54 %	19,784	71 %
Sales and marketing expenses	(15,816)	(5,848)	(9,968)	170 %	(5,281)	199 %
Technology expenses	(2,862)	(1,634)	(1,228)	75 %	(1,476)	94 %
General and administrative expenses	(9,632)	(6,159)	(3,473)	56 %	(5,562)	73 %
Movements in credit losses allowance and write-offs	(597)	100	(697)	(697)%	90	(763)%
Fair value movement on contingent consideration	(2,849)	—	(2,849)	(100)%	(2,849)	(100)%
Operating profit	2,029	8,368	(6,339)	(76)%	7,555	(73)%
Finance income	4,319	552	3,767	682 %	498	767 %
Finance expense	(1,307)	(761)	(546)	72 %	(687)	90 %
Income before tax	5,041	8,159	(3,118)	(38)%	7,366	(32)%
Income tax charge	(499)	(1,248)	749	(60)%	(1,127)	(56)%
Net income for the period attributable to the shareholders	4,542	6,911	(2,369)	(34)%	6,239	(27)%
Other comprehensive (loss) income						
Exchange differences on translating foreign currencies	(7,928)	(1,202)	(6,726)	560 %	(1,085)	631 %
Total comprehensive (loss) income for the period attributable to the shareholders	(3,386)	5,709	(9,095)	(159)%	5,154	(166)%

Revenue

We generate most of our revenue by performance marketing referring online gamblers, including fantasy sports players to online gambling operators. In addition, we earn revenue from paid subscriptions, content syndication and advertising. Performance marketing revenue consists of (i) cost per acquisition ("CPA") revenue from arrangements where we are remunerated exclusively by a single cash payment for each referred player, (ii) revenue share arrangements where we are remunerated exclusively by a share of the customer's net gambling revenue ("NGR") from the referred players and (iii) hybrid revenue from arrangements where we are remunerated by both a CPA commission and a revenue share commission from the referred players. Subscription revenue consist of B2C data subscription services and B2B data syndication services. Advertising, media and other revenue includes revenue from arrangements not based on the referred players including advertising on our platform and onboarding fees.

Within performance marketing, we consider each referred player to be a separate performance obligation. The performance obligation is satisfied at the point in time when the referral is accepted by the relevant online gambling operator. Revenue share fees for each referred player are considered variable consideration and are only recognized to the extent it is probable that no significant reversal of cumulative revenue recognized for the referral will occur when the ultimate fees are known.

CPA fees for each referred player are recognized when earned upon acceptance of the referral by the online gambling operator.

Fees generated by each customer during a particular month are typically paid to us within 30-45 days after month end.
For subscription and content syndication revenue, we consider each subscription to be a separate performance obligation. We satisfy our performance obligation, and revenue from these services is recognized, on a straight-line basis over the subscription period. The Company records deferred revenue upon execution of subscriptions when the subscription plan requires upfront payment.

Total revenue increased by $5.5 million, or 53% in the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. On a constant currency basis, revenue increased $6.7 million, or 74%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021.

Total revenue increased by $13.6 million, or 62% in the six months ended June 30, 2022 as compared to the six months ended June 30, 2022. On a constant currency basis, revenue increased $15.7 million, or 79%, for the six months ended June 30, 2022 as compared to the three months ended June 30, 2021.

A significant proportion of our revenue was denominated in EUR or GBP. Our reported revenues in future periods will continue to be affected by fluctuations in the EUR to USD and GBP to USD exchange rates. Refer to the section “Quantitative and Qualitative Disclosures about Market Risk—Transaction Exposure Sensitivity” for additional information.

The following tables set forth the breakdown of our revenue in thousands of United States dollar and as percentages of total revenues for the periods indicated:

Our revenue disaggregated by market is as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	2021
U.K. and Ireland	6,718	5,410	42 %	52 %	12,993	11,682	37 %	53 %
Other Europe	2,083	2,822	13 %	27 %	4,033	5,822	11 %	27 %
North America	6,221	1,408	39 %	15 %	16,860	3,060	47 %	15 %
Rest of the world	902	752	6 %	6 %	1,623	1,345	5 %	5 %
Total revenues	15,924	10,392	100 %	100 %	35,509	21,909	100 %	100 %

Other Europe includes revenue from Germany, Italy, Sweden and other European markets. North America includes revenue from the United States and Canada. Rest of the world includes revenue from Oceania and other markets outside of Europe and North America. Revenue is disaggregated based on the location of online gamblers for performance marketing and location of clients for subscription services.

During the three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021 total revenue grew 53% and 62%, respectively. The revenue growth is driven primarily by growth of 342% and 451% during the three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021, respectively, from North America through a combination of organic growth and acquisitions. We believe this growth stems from both increased addressable market, increased market share, and increased demand for our performance marketing services. Revenue from the U.K. and Ireland for the three and six months ended June 30, 2022 grew by 24% and 11%, respectively, compared to the three and six months ended June 30, 2021, despite the weakening of GBP and EUR against the US dollar. We believe this growth stems from increased market share. Revenue from Other Europe decreased by 26% and 31% for the three and six months ended June 30, 2022, respectively, compared to the three and six months ended June 30, 2021. This is driven by a weakening of the EUR against the US dollar and changed market conditions in Germany following the local regulation of the market in July 2021, partially offset by growth in other European markets.

Our revenue disaggregated by monetization is as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	44377
Performance marketing	12,292	9,223	77 %	89 %	28,693	19,830	81 %	91 %
Subscription	744	—	5 %	0 %	1,553	—	4 %	0%
Advertising and other	2,888	1,169	18 %	11 %	5,263	2,079	15 %	9 %
Total revenues	15,924	10,392	100 %	100%	35,509	21,909	100 %	100%

Revenue from performance marketing consists of fees charged for the referral of players to operators. Revenue from subscriptions consists of B2C data subscription and B2B data syndication revenue. Advertising revenue includes revenue from arrangements not based on referred players, and includes advertising and onboarding fees.

The revenue increase for the three and six months ended June 30, 2022 compared to the three and six months ended June 30, 2021 is driven primarily by increased performance marketing revenue from North America**.**

Our revenue disaggregated by product type from which it is derived is as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	2021
Casino	12,010	9,087	75 %	88 %	22,452	19,201	63 %	87 %
Sports	3,781	1,170	24 %	11 %	12,824	2,343	36 %	11 %
Other	133	135	1 %	1 %	233	365	1 %	2 %
Total revenues	15,924	10,392	100 %	100 %	35,509	21,909	100 %	100 %

Revenue from Casino includes revenue from iGaming and social casino products. Revenue from Sports includes revenue from online sports betting and fantasy sports. Other revenue includes revenue from products other than Casino and Sports including online poker and online bingo.

The revenue increase for the three months ended June 30, 2022 compared to the three month ended June 30, 2021 is driven by increase in sports and casino revenue. The revenue increase for the six months ended June 30, 2022 compared to the six months ended June 30, 2021 is driven primarily by increased sports revenue**.**

Costs of Sales

Costs of sales comprise of license fees to media partners, and data and payments' solution expenses for subscriptions. Media partnerships were established in 2022. Data and payments' solution expenses are directly related to subscription revenue which began in 2022. As a result, costs of goods sold was not incurred prior to 2022.

Operating Expenses

Total operating expenses increased by $10.4 million, or 144% and $18.2 million, or 135% in the three and six months ended June 30, 2022 respectively as compared to the three and six months ended June 30, 2021. Total operating expenses in the three and six months ended June 30, 2022 were affected by fair value movements on deferred consideration of $2.8 million related to the acquisition of BonusFinder.

Adjusted for fair movements on contingent consideration, adjusted operating expenses increased by $7.6 million, or 105% in the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. On a constant currency basis, adjusted operating expenses increased by $8.4 million , or 132%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021.

Adjusted operating expenses increased by $15.4 million, or 113% in the six months ended June 30, 2022 as compared to the six months ended June 30, 2021. On a constant currency basis, operating expenses increased $16.7 million, or 136%, for the six months ended June 30, 2022 as compared to the three months ended June 30, 2021.

A significant proportion of our operating expenses were denominated in EUR. Our reported operating expenses in future periods will continue to be affected by fluctuations in the EUR to USD exchange rates. Refer to the section "Quantitative and Qualitative Disclosures about Market Risk —Transaction Exposure Sensitivity" for additional information.

The following tables set forth the breakdown of our expenses in thousands of United States dollars and as percentages of total revenues for the period indicated:

Sales and Marketing Expenses

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	2021
Wages, salaries, benefits and social security costs	4,251	1,847	27 %	18 %	7,976	3,387	22 %	15 %
External marketing expenses	1,311	371	8 %	4 %	2,329	726	7 %	3 %
Amortization of intangible assets	1,707	463	11 %	4 %	3,311	926	9 %	4 %
Share-based payments	114	155	1 %	1 %	244	301	1 %	1 %
External content	768	219	5 %	2 %	1,541	370	4 %	2 %
Other	303	89	2 %	1 %	415	138	1 %	1 %
Total sales and marketing expenses	8,454	3,144	53 %	30 %	15,816	5,848	45 %	27 %

Wages, salaries, benefits and social security costs include commercial, marketing and content functions. External marketing expenses include search and other marketing activities. Amortization of intangible assets relates to amortization of domains, apps and customer contracts. Share-based payment expense pertains to the share-based compensation plan whereby certain employees and consultants have been granted stock-based awards to purchase our ordinary shares. External content includes external content services. Other expenses include other external service providers and software licenses.

Three months ended June 30, 2022

Sales and marketing expenses increased by $5.3 million, or 169%, in the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. On a constant currency basis, sales and marketing expenses increased by $5.7 million, or 205%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021.

Wages, salaries, benefits and social security costs increased by $2.4 million or 130% as a result of new hires during the year and year-over-year salary increase. External marketing costs increased by $0.9 million or 253% as a result of increased marketing campaigns and sponsorship costs as well as higher outreach marketing costs. Content expenses increased by $0.5 million or 251% as a result of increased sports events. Other sales and marketing expenses increased by $0.2 million or by 240%. Amortization of intangible assets increased by $1,244, or 269% as a result of additional charges on assets acquired as a part of business combinations.

Six months ended June 30, 2022

Sales and marketing expenses increased by $10.0 million, or 170%, in the six months ended June 30, 2022 as compared to the six months ended June 30, 2021. On a constant currency basis, sales and marketing expenses increased by $10.5 million, or 200%, for the six months ended June 30, 2022 as compared to the three months ended June 30, 2021.

Wages, salaries, benefits and social security costs increased by $4.6 million or 135% as a result of new hires during the year and year-over-year salary increase. External marketing costs increased $1.6 million or 221% as a result of increased marketing campaigns and sponsorship costs as well as higher outreach marketing costs. Content expenses increased by $1.2 million or by 316% as a result of increased sports events. Other sales and marketing expenses increased $0.3 million or 202%. Amortization of intangible assets increased $2,385, or 258% or as a result of additional charges on assets acquired as a part of business combinations.

A significant proportion of our sales and marketing expense were denominated in EUR.

Technology Expenses

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	2021
	(in thousands, USD)		As a percentage of revenue		(in thousands, USD)		As a percentage of revenue	
Wages, salaries, benefits and social security costs	1,075	789	7 %	8 %	2,097	1,397	6 %	6 %
Depreciation of property and equipment	—	4	0 %	0 %	—	8	0 %	0 %
Amortization of intangible assets	100	31	1 %	0 %	177	41	0 %	0 %
Share-based payments	5	—	0 %	0 %	10	—	0 %	0 %
Software and subscriptions	142	46	1 %	0 %	244	79	1 %	0 %
Other	177	74	1 %	1 %	334	109	1 %	0 %
Total technology expenses	1,499	944	10 %	9 %	2,862	1,634	8 %	6 %

Wages, salaries, benefits and social security costs include platform, web, and business intelligence technology functions. Depreciation expense pertains to computer and office equipment. Amortization of intangible assets relates to amortization of capitalized development costs. Share-based payment expense pertains to the share-based compensation plan whereby certain employees and consultants have been granted stock-based awards to purchase our ordinary shares. Other expenses include hosting, software licenses, and external service providers.

Technology expenses increased by $0.6 million, or 59%, in the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. On a constant currency basis, technology expenses increased $0.7 million, or 80%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. Technology expenses increased by $1.2 million, or 75%, in the six months ended June 30, 2022 as compared to the six months ended June 30, 2021. On a constant currency basis, technology expenses increased $1.4 million, or 94%, for the six months ended June 30, 2022 as compared to the six months ended June 30, 2021. Growth in technology expenses in the three and six months ended June 30, 2022 as compared to the three and six months ended June 30, 2021 was primarily due to higher wages, salaries, benefits and social security costs as a result of new hires during the year and year-over-year salary increase and software expenses.

A significant portion of our technology expenses were denominated in EUR.

General and Administrative Expenses

	Three Months Ended June 30,				Six Months Ended June 30,			
	2022	2021	2022	2021	2022	2021	2022	2021
	(in thousands, USD)		As a percentage of revenue		(in thousands, USD)		As a percentage of revenue	
Wages, salaries, benefits and social security costs	1,884	943	12 %	9 %	4,066	1,838	11 %	8 %
Share-based payments	766	90	5 %	1 %	1,355	762	4 %	3 %
Depreciation of property and equipment	44	43	0 %	0 %	87	74	0 %	0 %
Amortization of right-of-use assets	101	93	1 %	1 %	203	167	1 %	1 %
Short term leases	203	83	1 %	1 %	367	170	1 %	1 %
Legal and consultancy fees	1,097	468	7 %	5 %	2,121	886	6 %	4 %
Acquisition related costs	180	—	1 %	0 %	454	—	1 %	0 %
Accounting and legal fees related to offering	—	392	0 %	4 %	—	898	0 %	4 %
Employees’ bonuses related to offering	—	1,090	0 %	10 %	—	1,090	0 %	5 %
Insurance	170	16	1 %	0 %	351	20	1 %	0 %
Other	359	169	2 %	2 %	628	254	2 %	1 %
Total general and administrative expenses	4,804	3,387	30 %	33 %	9,632	6,159	27 %	27 %

Wages, salaries, benefits and social security costs include directors and executive management, finance, legal and human resource functions. Share-based payment expense pertains to the share-based compensation plan whereby certain employees and consultants have been granted stock-based awards to purchase our ordinary shares. Depreciation expense pertains to computer and office equipment. Amortization of right-of-use assets relates to amortization of leases under IFRS 16. Short term leases relate to lease and other property expenses not classified as right-of-use assets. Legal and consultancy fees include fees for external auditors, tax, legal, and other advisors. Other expenses include office expenses and travel and entertainment expenses.

General and administrative expenses increased $1.4 million, or 42%, in the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. On a constant currency basis, general and administrative expenses increased $1.8 million, or 61%, for the three months ended June 30, 2022 as compared to the three months ended June 30, 2021. General and administrative expenses increased $3.5 million, or 56%, in the six months ended June 30, 2022 as compared to the six months ended June 30, 2021. On a constant currency basis, general and administrative expenses increased $4.1 million, or 73%, for the six months ended June 30, 2022 as compared to the six months ended June 30, 2021.

The increase in Wages, salaries, benefits and social security costs in the three and six months ended June 30, 2022 as compared to the three and six months ended June 30, 2021 was a result of year-over-year salary and bonus increases and new hires. Legal and consultancy fees increased in the three and six months ended June 30, 2022 as compared to the three and six months ended June 30, 2021 as a result of increased auditing, accounting, lgal and other consulting expenses due to our public company compliance obligations. Other expenses increased in the three and six months ended June 30, 2022 as compared to the three and six months ended June 30, 2021 primarily as a result increased travel and office expenses.

A significant proportion of our general and administrative expenses were denominated in EUR.

Fair value movements on continent consideration

The fair value movement on contingent consideration is directly associated with the acquisition of BonusFinder. The Group expects to incur gains or losses related to the contingent consideration until April 2024. (See Note 4)

Financial Items

Financial Expense

Finance expense consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands, USD)			
Interest expense on borrowings	140	118	260	242
Interest expense on lease liabilities	45	48	95	97
Translation losses of balances of monetary assets and liabilities denominated in currencies	658	331	713	370
Unwinding of deferred consideration	160	—	160	—
Other finance costs	53	27	79	52
	1,056	524	1,307	761

The unwinding of deferred consideration is directly associated with the acquisition of RotoWire. The Group expects to incur financial expenses related to the deferred consideration until December 2023. (See Note 4)

Financial income

Finance income is mainly comprised of translation gains of balances of monetary assets and liabilities denominated in currencies other than each entity's functional currency. We experienced an increase of $3.1 million in finance income to $3.5 million for the three months ended June 30, 2022 from $0.4 million in the three months ended June 30, 2021. We experienced an increase of $3.8 million in finance income to $4.3 million for the six months ended June 30, 2022 from $0.6 million in the six months ended June 30, 2021.

Taxation

We are subject to income taxes in Malta, Ireland and the United States. Tax charges amounted to $0.1 million and $0.6 million of which $0.1 million and $0.1 million related to movements in deferred taxes for the three months ended June 30, 2022 and 2021, respectively. Deferred taxes relate to the difference between the accounting and tax basis of acquired or transferred intangible assets and carried forward tax losses. As of June 30, 2022 and December 31, 2021, we had cumulative carried forward tax losses of $27.2 million and $31.5 million, respectively. As of June 30, 2022 and December 31, 2021, we had unutilized capital allowances of $77.8 million and $93.4 million, respectively, related to intangible assets.

NON-IFRS FINANCIAL MEASURES

Management uses several financial measures, both IFRS and non-IFRS financial measures in analyzing and assessing the overall performance of the business and for making operational decisions.

Adjusted EBITDA, and Adjusted EBITDA Margin

Adjusted EBITDA is a non-IFRS financial measure defined as EBITDA adjusted to exclude the effect of non-recurring items, significant non-cash items, share-based payment expense and other items that our board of directors believes do not reflect the underlying performance of the business. Adjusted EBITDA Margin is a non-IFRS measure defined as Adjusted EBITDA as a percentage of revenue.

We believe Adjusted EBITDA and Adjusted EBITDA Margin are useful to our management team as a measure of comparative operating performance from period to period as those measures remove the effect of items not directly resulting from our core operations including effects that are generated by differences in capital structure, depreciation, tax effects and non-recurring events.

While we use Adjusted EBITDA and Adjusted EBITDA Margin as tools to enhance our understanding of certain aspects of our financial performance, we do not believe that Adjusted EBITDA and Adjusted EBITDA Margin are substitutes for, or superior to, the information provided by IFRS results. As such, the presentation of Adjusted EBITDA and Adjusted EBITDA Margin is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with IFRS. The primary limitations associated with the use of Adjusted EBITDA and Adjusted EBITDA Margin as compared to IFRS results are that Adjusted EBITDA and Adjusted EBITDA Margin as we define them may not be comparable to similarly titled measures used by other companies in our industry and that Adjusted EBITDA and Adjusted EBITDA Margin may exclude financial information that some investors may consider important in evaluating our performance.

Below is a reconciliation to Adjusted EBITDA from net income for the period attributable to the equity holders as presented in the Consolidated Statements of Comprehensive Income for the period specified:

	Three Months Ended June 30,		CHANGE 2022 vs 2021		Six Months Ended June 30,		CHANGE 2022 vs 2021	
	2022	2021	$	%	2022	2021	$	%
	(in thousands, USD)				(in thousands, USD)			
Net income for the period attributable to the shareholders	56	2,445	(2,389)	(98)%	4,542	6,911	(2,369)	(34)%
Add Back:								
Net finance costs (income) [(1)]	(2,435)	130	(2,565)	n/m	(3,012)	209	(3,221)	n/m
Income tax charge	130	582	(452)	(78)%	499	1,248	(749)	(60)%
Depreciation expense	44	47	(3)	(6)%	87	82	5	6 %
Amortization expense	1,908	587	1,321	n/m	3,691	1,134	2,557	n/m
Share-based payments	885	245	640	n/m	1,609	1,063	546	51 %
Fair value movement on contingent consideration	2,849	—	2,849	n/m	2,849	—	2,849	n/m
Accounting and legal fees related to offering	—	392	(392)	n/m	—	898	(898)	n/m
Bonuses related to the offering	—	1,090	(1,090)	n/m	—	1,090	(1,090)	n/m
Acquisition related costs [(2)]	180	—	180	n/m	454	—	454	n/m
Adjusted EBITDA	3,617	5,518	(1,901)	(34)%	10,719	12,635	(1,916)	(15)%

1. Net finance (income) costs comprise of gains (losses), finance income and finance expenses, including unwinding of deferred consideration and foreign exchange gains (losses).
2. The acquisition costs are related to the business combinations of the Group.

n/m = not meaningful

Below is the Adjusted EBITDA Margin calculation for the period specified:

	Three Months Ended June 30,		CHANGE		Six Months Ended June 30,		CHANGE	
	2022	2021	$	%	2022	2021	$	%
	(in thousands, USD)				(in thousands, USD)			
Revenue	15,924	10,392	5,532	53 %	35,509	21,909	13,600	62 %
Adjusted EBITDA	3,617	5,518	(1,901)	(34)%	10,719	12,635	(1,916)	(15)%
Adjusted EBITDA Margin	23 %	53 %		(30)%	30 %	58 %		(27)%

See Results of Operations, above, for a discussion of the variances affecting the amounts in the table above.

Free Cash Flow

Free Cash Flow is a non-IFRS financial measure defined as cash flow from operating activities less capital expenditures, or CAPEX.

We believe Free Cash Flow is useful to our management team as a measure of financial performance as it measures our ability to generate additional cash from our operations. While we use Free Cash Flow as a tool to enhance our understanding of certain aspects of our financial performance, we do not believe that Free Cash Flow is a substitute for, or superior to, the information provided by IFRS metrics. As such, the presentation of Free Cash Flow is not intended to be considered in isolation or as a substitute for any measure prepared in accordance with IFRS.

The primary limitation associated with the use of Free Cash Flow as compared to IFRS metrics is that Free Cash Flow does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other obligations or payments made for business acquisitions. Free Cash Flow as we define it also may not be comparable to similarly titled measures used by other companies in the online gambling affiliate industry.

Below is a reconciliation to Free Cash Flow from cash flows generated by operating activities as presented in the Consolidated Statements of Cash Flows for the period specified:

	Six Months Ended June 30,		CHANGE	
	2022	2021	$	%
	(in thousands USD, unaudited)			
Cash flows generated by operating activities	6,944	11,478	(4,534)	(40)%
Capital Expenditures (1)	(2,758)	(1,959)	(799)	41 %
Free Cash Flow	4,186	9,519	(5,333)	(56)%

(1) Capital expenditures are defined as the acquisition of property and equipment and the acquisition of intangible assets.

Adjusted Operating Expense and Adjusted Operating Profit

Adjusted Operating Expense is a non-IFRS financial measure defined as operating expense excluding the fair value gain or loss related to contingent consideration.

Below is a reconciliation to Adjusted Operating Expense from operating expense for the period as presented in the Condensed Consolidated Statements of Comprehensive Income and for the period specified:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands USD, unaudited)		(in thousands USD, unaudited)	
Operating expenses [(1)]	17,678	7,235	31,756	13,541
Fair value movement on contingent consideration	(2,849)	—	(2,849)	—
Adjusted operating expenses	14,829	7,235	28,907	13,541

(1) Operating expenses are defined as sales and marketing expenses, technology expenses, general and administrative expenses, movements in credit losses allowances and write-offs, and fair value movements on contingent considerations.

Adjusted Operating Profit is a non-IFRS financial measure defined as operating profit excluding the fair value gain or loss related to contingent consideration.

Below is a reconciliation to Adjusted Operating Profit from revenue for the period as presented in the Condensed Consolidated Statements of Comprehensive Income and for the period specified:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands USD, unaudited)		(in thousands USD, unaudited)	
Revenue	15,924	10,392	35,509	21,909
Cost of sales	(495)	—	(1,724)	—
Less Adjusted operating expenses	(14,829)	(7,235)	(28,907)	(13,541)
Adjusted operating profit	600	3,157	4,878	8,368

We believe Adjusted Operating Expense and Adjusted operating profit are useful to our management as measures of comparative operating performance from period to period as the measure removes the effect of the fair value gain or loss related to the contingent consideration which is not directly associated with our core operations. We expect to incur gains or losses related to the contingent consideration until April 2024. See Note 4 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2022 for a complete discussion of the contingent consideration.

Adjusted Net Income and Adjusted Net Income Per Share

Adjusted net income is a non-IFRS financial measure defined as net income attributable to equity holders excluding the fair value gain or loss related to contingent consideration and unwinding of deferred consideration. Adjusted net income per diluted share is a non-IFRS financial measure defined as adjusted net income attributable to equity holders divided by the diluted weighted average number of common shares outstanding.

We believe adjusted net income and adjusted net income per diluted share are useful to our management as a measure of comparative operating performance from period to period as these measures remove the effect of the fair value gain or loss related to the contingent consideration and unwinding of deferred consideration, both associated with our acquisitions, which are not directly associated with our core operations. We expect to incur gains or losses related to the contingent consideration until April 2024 and expenses related to the unwinding of deferred consideration until December 2023. See Note 4 of the Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2022 for a description of the contingent and deferred considerations associated with our acquisitions.

Below is a reconciliation to Adjusted net income attributable to equity holders and Adjusted net income per share, diluted from net income for the period attributable to the equity holders and net income per share attributed to ordinary shareholders, diluted as presented in the Condensed Consolidated Statements of Comprehensive Income and for the period specified:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands USD, except for share and per share data, unaudited)		(in thousands USD, except for share and per share data, unaudited)	
Net income for the period attributable to the shareholders	56	2,445	4,542	6,911
Fair value movement on contingent consideration	2,849	—	2,849	—
Unwinding of deferred consideration	160	—	160	—
Adjusted net income for the period attributable to shareholders	3,065	2,445	7,551	6,911
Weighted-average number of ordinary shares, basic	35,443,258	28,556,422	35,176,469	28,556,422
Net income per share attributable to shareholders, basic	0.00	0.09	0.13	0.24
Adjusted net income per share attributable to shareholders, basic	0.09	0.09	0.21	0.24
Weighted-average number of ordinary shares, diluted	36,057,597	31,401,166	36,131,524	31,401,166
Net income per share attributable to shareholders, diluted	0.00	0.08	0.13	0.22
Adjusted net income per share attributable to shareholders, diluted	0.09	0.08	0.21	0.22

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of liquidity have been cash generated from our IPO, operations, equity investments by third parties and borrowings. As of June 30, 2022 and December 31, 2021, our cash deposited in banks was $31.1 million and $51.0 million, respectively, primarily in accounts with banks in the United States, and Ireland, which have credit ratings (long term, as assessed by Moody's) of A2, and A2, respectively. Historically, our fundraising efforts generally related to the expansion of our business through acquisitions and continued development of our platform.

We estimate based on cash on hand, cash generated from operations and proceeds from additional financings, that we will have adequate liquidity to fund operations for at least twelve months from the issuance date of our consolidated financial statements.

Working Capital

Our working capital is mainly comprised of cash and cash equivalents, trade and other receivables, trade and other payables, deferred and contingent consideration and short-term borrowings. Our working capital decreased to $12.7 million as of June 30, 2022 compared to $46.7 million as of December 31, 2021. Our trade and other receivables are amounts due from customers for services performed in the ordinary course of business. Such balances are typically classified as current. Our trade and other payables are obligations to pay for services that have been acquired in the ordinary course of business from suppliers. The deferred and contingent consideration is due to short-term consideration payable to the selling shareholders of RotoSports and BonusFinder, respectively. Up to 50% of the contingent and deferred considerations can be paid in shares at the discretion of the Company (see Note 4). Our short-term borrowing relates to our term loan that matures in December 2022. We believe that our current working capital is sufficient to support our operations for the next twelve months.

Cash Flow Analysis

The following table summarizes our cash flows for the period indicated:

	Six Months Ended June 30,	
	2022	2021
	(in thousands USD, unaudited)	
Cash flows generated by operating activities	6,944	11,478
Cash flows used in investing activities	(26,167)	(1,959)
Cash flows used in financing activities	(380)	(312)
Net movement in cash and cash equivalents	(19,603)	9,207

Cash Flows Generated by Operating Activities

Cash flow from operating activities during the six months ended June 30, 2022 and 2021 was primarily attributable to cash from operations amounted to $3.5 million and $3.8 million and $0.0 million and $0.9 million from changes in working capital, respectively.

Cash flows generated by operating activities decreased by $4.5 million or 40%, to a $6.9 million net inflow during the six months ended June 30, 2022 from a $11.5 million net inflow for the six months ended June 30, 2021. The fluctuations in net cash provided by operating activities is the result of a decrease in income before tax of $3.1 million which was offset by changes in non-cash add backs, adjustments to income before tax and changes in operating assets and liabilities as follows: (i) net finance costs decreased by $3.2 million due to foreign transaction gains, (ii) share option charges increased by $0.5 million, (iii) charges in credit loss allowance provision increased $0.7 million, (iv) amortization charges increase $2.6 million, and (v) working capital changes decreased by $4.8 million reflecting increased trade and other receivables balances, decreased trade and other payable balances and increase in income tax payments for 2022 compared to 2021. The increase in trade and other receivables is the result of increased receivable from operators as of June 30, 2022 compared to June 30, 2021 driven by strong growth in revenue. Additionally, during the six months ended June 30, 2022, the Group repurchased warrant at the fair value of $800 thousand and incurred a non-cash charge of $2.8 million related to the fair value movement in the deferred consideration.

Cash Flows Used in Investing Activities

Cash flows used in investing activities increased $24.2 million to a $26.2 million net outflow during the six months ended June 30, 2022 from a $2.0 million net outflow during the six months ended June 30, 2021. The increase is the result of the initial payments made for the acquisition of Rotowire and BonusFinder of $23.4 million (netted for cash acquired balances), the purchase of domains of $0.8 million, capitalized software development costs of $0.5 million and increases in the purchase of computers, software and office equipment of $24 thousand.

Cash Flows Used in Financing Activities

Cash flows used in financing activities of $.4 million for the six months ended June 30, 2022 was the result of scheduled interest payments of $120 thousand. Rent payments for long term leases of $260 thousand are presented as part of financing cash flows as a result of application of IFRS 16 and comprised of principal paid of $165 thousand and interest paid of $95 thousand.

Cash flows used in financing activities of $312 thousand for the six months ended June 30, 2021 was the result of scheduled interest payments of $121 thousand. Rent payments for long term leases of $191 thousand are presented as part of financing cash flows and comprised of principal paid of $95 thousand and interest paid of $96 thousand.

Critical Accounting Policies and Estimates

We prepare our interim condensed consolidated financial statements in accordance with IFRS as issued by the IASB. Preparing these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, equity, revenue, expenses, and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results may differ from these estimates.

We believe that the assumptions and estimates associated with revenue, share-based compensation, warrants, business combinations, the incremental borrowing rate associated with leases, and income taxes have the greatest potential impact on our interim condensed consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates.

There have been no material changes or additions to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our Annual Report on Form 20-F other than business combinations, subscription revenue and cost of revenues as described in Note 3.

Recent Accounting Pronouncements

There are no new IFRS or IFRS Interpretation Committee ("IFRIC") interpretations effective for the six months ended June 30, 2022 that have a material impact to the interim condensed consolidated financial statements. See Note 2 to our interim condensed consolidated financial statements included in this Form 6-K.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our operations are exposed to a variety of financial risks: market and currency risk, interest rate risk, contractual risk, credit risk and liquidity risk. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance.

Risk management is carried out by management under policies approved by our board of directors. Management identifies and evaluates financial risks in close co-operation with our operating segment. Our board of directors provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, non-derivative financial instruments and investment of excess liquidity.

Similar to other businesses, we are exposed to risks that arise from our use of financial instruments. Further quantitative information in respect of these risks is presented throughout our consolidated financial statements.

Market and Currency Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

We have exposure to foreign currency risk. Sales invoicing to customers is primarily in U.K. Pounds Sterling, Euro and United States dollar amounts, and the majority of outgoing payments are in Euro and U.S. dollar payments. Our cash balances are primarily in U.S. dollars.

We carefully monitor exchange rate fluctuations and reviews their impact on our net assets and position. Exchange rates are negotiated with our main provider of banking services as and when needed. We do not enter into any derivative financial instruments to manage our exposure to foreign currency risk.

The carrying amount of our foreign currency denominated monetary assets and monetary liabilities and details of the exposure at June 30, 2022 and December 31, 2021 are shown in Note 3 to our consolidated financial statements.

Transaction exposure relates to business transactions denominated in foreign currency required by operations (purchasing and selling) and/or financing (interest and amortization). Translation exposure relates to net investments in foreign operations.

We have continued to see significant macro-economic uncertainty as a result of issues related to COVID-19. The scale and duration of this development remains uncertain and could impact our earnings and cash flow. As part of our risk management process, we are closely monitoring the situation, including factors as outlined in “Note 3 – Risk Management” to the consolidated financial statements as it relates to the Company’s ability to continue as a going concern.

Transaction Exposure Sensitivity

In most cases, our customers are billed in their respective local currency. Major payments, such as salaries, consultancy fees, and rental fees are settled in local currencies.

The table below shows the immediate impact on net income before tax of a 10% strengthening in the closing exchange rate of significant currencies to which we had exposure for the six months ended June 30, 2022, and the year ended December 31, 2021, respectively. The impact on net income or loss is due primarily to monetary assets and liabilities in a transactional currency other than the functional currency of the entity. The sensitivity associated with a 10% weakening of a particular currency would be equal and opposite. This analysis assumes that each currency moves in isolation.

INCREASE/(DECREASE) IN NET INCOME BEFORE TAX (IN THOUSANDS):	USD	GBP
June 30, 2022	870	234
December 31, 2021	2,742	1,194

Interest Rate Risk

We have minimal exposure to interest rate risk. We are exposed to interest rate risk on some of our financial assets (being its cash at bank balances). Our board of directors currently believe that interest rate risk is at an acceptable level.

The term loan has a fixed interest rates of 8.0%.

Due to our minimal exposure to interest rate risk, we have not prepared any sensitivity analysis.

Contractual Risk

In the ordinary course of business, we contract with various parties in the ordinary course of business. These contracts may include performance obligations, indemnities and contractual commitments. Management monitors our performance and any relevant counterparties against such contractual conditions to mitigate the risk of material, adverse non-compliance.

Credit Risk

Credit risk is the financial loss if a customer or counterparty to financial instruments fails to meet its contractual obligation. Credit risk arises from our cash and cash equivalents and trade and other balances. The concentration of our credit risk is considered by counterparty, geography and currency. We give careful consideration to which organizations we use for our banking services in order to minimize credit risk.

We use forward-looking information in our analysis of expected credit losses for all instruments, which is limited to the carry value of cash and cash equivalents and trade and other balances. Our management considers the above measures to be sufficient to control the credit risk exposure.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. This risk relates to our prudent liquidity risk management and implies maintaining sufficient cash. Ultimate responsibility for liquidity risk management rests with our board of directors. Our board of directors manages liquidity risk by regularly reviewing our cash requirements by reference to short-term cash flow forecasts and medium-term working capital projections prepared by management.

Capital Risk

Our capital structure is comprised entirely of shareholders’ equity, including share capital, share premium and accumulated deficits.

Our objective when managing capital is to maintain adequate financial flexibility to preserve our ability to meet financial obligations, both current and long term. Our capital structure is managed and adjusted to reflect changes in economic conditions.

We fund our expenditures on commitments from existing cash and cash equivalent balances.

Financing decisions are made by our board of directors based on forecasts of the expected timing and level of capital and operating expenditure required to meet our commitments and development plans.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Gambling.com Group Limited
(Registrant)

By:	/s/ Elias Mark
Name:	Elias Mark
Title:	Chief Financial Officer

Date: August 29, 2022