

Appendix 4C

Monthly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

Smiles Inclusive Limited

ABN

27 621 105 824

Month ended ("current month")

30 September 2020

Consolidated statement of cash flows	Current month \$A'000	Year to date (3 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	2,301	7,197
1.2 Payments for		
(a) research and development	-	-
(b) product manufacturing and operating costs	(106)	(723)
(c) advertising and marketing	(33)	(93)
(d) leased assets	(118)	(300)
(e) staff costs	(1,343)	(4,732)
(f) administration and corporate costs	(1,053)	(3,210)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	(21)	(32)
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives *	869	2,176
1.8 Other (provide details if material)		
(a) Non-underlying costs	-	-
(b) JVP profit share expense	(36)	(341)
1.9 Net cash from / (used in) operating activities	460	(58)
2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities	-	-
(b) businesses	-	-
(c) property, plant and equipment	(87)	(153)
(d) investments	-	-

* In M3 FY21, the Company received Australian Federal Government Jobkeeper payments of \$869k

Consolidated statement of cash flows	Current month \$A'000	Year to date (3 months) \$A'000
(e) intellectual property	-	-
(f) other non-current assets	-	-
2.2 Proceeds from disposal of:		
(a) entities	-	-
(b) businesses	-	329
(c) property, plant and equipment	-	-
(d) investments	-	-
(e) intellectual property	-	-
(f) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (provide details if material)	-	-
2.6 Net cash from / (used in) investing activities	(87)	176

3. Cash flows from financing activities		
3.1 Proceeds from issues of equity securities (excluding convertible debt securities)	229	229
3.2 Proceeds from issue of convertible debt securities	-	-
3.3 Proceeds from exercise of options	-	-
3.4 Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5 Proceeds from borrowings	-	-
3.6 Repayment of borrowings	(2)	(331)
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
(a) Leasing Payments	-	-
3.10 Net cash from / (used in) financing activities	227	(102)

Consolidated statement of cash flows		Current month \$A'000	Year to date (3 months) \$A'000
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	(261)	323
4.2	Net cash from / (used in) operating activities (item 1.9 above)	460	(58)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(87)	176
4.4	Net cash from / (used in) financing activities (item 3.10 above)	227	(102)
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	339	339

5.	Reconciliation of cash and cash equivalents at the end of the month (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current month \$A'000	Previous month \$A'000
5.1	Bank balances	820	511
5.2	Call deposits	-	-
5.3	Bank overdrafts	(481)	(772)
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of month (should equal item 4.6 above)	339	(261)

6. Payments to related parties of the entity and their associates

- 6.1 Aggregate amount of payments to related parties and their associates included in item 1
- 6.2 Aggregate amount of payments to related parties and their associates included in item 2

Current month \$A'000
35
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Note: if any amounts are shown in items 6.1 or 6.2, your monthly activity report must include a description of, and an explanation for, such payments.

7. Financing facilities

Note: the term "facility" includes all forms of financing arrangements available to the entity.

Add notes as necessary for an understanding of the sources of finance available to the entity.

	Total facility amount at month end \$A'000	Amount drawn at month end \$A'000
7.1 Loan facilities	19,992	19,992
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	2,952	2,952
7.4 Total financing facilities	22,944	22,944

7.5 Unused financing facilities available at month end

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7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after month end, include a note providing details of those facilities as well.

¹ Loan facilities comprise of (\$A'000):

- Senior debt facility	\$14,346 ^(a)
- Working capital facility	\$ 4,063 ^(a)
- Third party loans	\$ 1,583 ^(c)
	\$19,992

² Other financing facilities comprise of (\$A'000):

- Credit card facility	\$ 138 ^(a) (\$138k drawn at month end of Sep-20)
- Equipment lease facility	\$ 2,814 ^(b)
	\$ 2,952

(a) Balances are inclusive of interest (3.09% at the end of the period) and other charges incurred that have been capitalised on the Senior debt facility and Working capital facility. As advised to the market and shareholders, the Group has entered into negotiations with potential financiers and is in final stages to provide funding to repay existing facilities and raise additional working capital. In accordance with the security arrangements of the facilities, all current and non-current assets of the Group are secured by floating charge except as identified below. The Senior debt facility has a maturity date of 31 March 2023 and the Working capital facility has a maturity date of 31 August 2020. The credit card facility is rolling facility.

(b) The Group has secured an equipment leasing facility to assist with the financing of key items of capital expenditure. In accordance with the security arrangements of the equipment lease facility, specific non-current property plant and equipment items are secured against the facility. The master agreement has a five year term ending 1 October 2023.

(c) The Group has received four unsecured loans from four separate parties, which comprise:

- \$700,000 representing funds to assist with the Group's turnaround plan, at an interest rate of 9.95% per annum and is repayable upon agreement between the Group and the lender at any time after 31 January 2020;
- \$585,000 representing retained funds due to the joint venture partner following the sale of the Gatton and Laidley practices in December 2019, at an interest rate of 0% per annum and at call;
- \$200,000 provided for working capital purposes to assist the Group to implement its turnaround plan, \$100,000 of which is at an interest rate of 10% per annum with the remaining \$100,000 interest free and at call. The loan was reduced by \$2,500 during the month.
- \$100,000 provided for working capital purposes to assist the Group at an interest rate of 10% per annum and a repayment date upon agreement between Smiles and the lender any time after 27 July 2020.

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (Item 1.9)	460
8.2 Cash and cash equivalents at month end (Item 4.6)	339
8.3 Unused finance facilities available at month end (Item 7.5)	-
8.4 Total available funding (Item 8.2 + Item 8.3)	339
8.5 Estimated month of funding available (item 8.4 divided by item 8.1)	N/A

Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated months of funding available must be included in item 8.5.

8.6 If Item 8.5 is less than 2 quarters, please provide answers to the following questions:

8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

N/A

8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

N/A

8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

N/A

Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- This statement gives a true and fair view of the matters disclosed.

Date: 30 October 2020

Authorised by: By order of the Board



Andrew Ritter – Company Secretary
(Name of body or officer authorising release – see note 4)

Notes

- This monthly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past month, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
- If this monthly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this monthly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
- Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
- If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the

[*name of board committee – eg Audit and Risk Committee*]. If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".

5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.