

**Rpro Holdings Ltd**  
**A.B.N. 2462 5305 240**

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# **Financial Report**

## **For the year ended 30 June 2020**

## Contents

### Financial Report for the year ended 30 June 2020

Directors' Report	1
Statement of Profit or Loss and Other Comprehensive Income	3
Statement of Financial Position	4
Statement of Changes in Equity	5
Statement of Cash Flows	6
Notes to the Financial Statements	7
Directors' Declaration	12
Auditor's Independence Declaration	13
Independent Auditor's Report	14

# Rpro Holdings Ltd

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## Directors' Report For the year ended 30 June 2020

The Directors present their report together with the financial statements, of Rpro Holdings Ltd (referred to hereafter as the 'company') for the year ended 30 June 2020.

### Directors

The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Name	Appointed	Resigned
Joshua May	29 March 2018	-
Gregg Taylor	30 Oct 2018	-
Michael Hill	30 Oct 2018	-
Bryan Zekulich	27 August 2019	-
David Willington	30 Oct 2018	27 August 2019
Tom May	29 March 2018	22 March 2019
Amikka May	29 March 2018	21 March 2019

### Principal activities

During the financial year, the principal continuing activities of the company were the provision of investment management services.

### Results of operations

The total comprehensive loss for the year of the company amounted to \$63,350 (2019: loss of 153,671 ). Operations have been largely unaffected by the Coronavirus pandemic with investment management services still being performed.

### Significant changes in the state of affairs

There were no significant changes in the state of affairs of the company during the financial year.

### Events subsequent to balance date

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the company, the results of those operations, or the state of affairs of the company in future financial years.

### Likely developments

Information on likely developments in the operations of the company and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the company.

### Environmental obligations

The company operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory.

### Other items

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

### Dividends and options

There were no dividends paid, recommended or declared during the current financial year (2019: nil).

### **Directors' Report** **For the year ended 30 June 2020**

#### **Indemnity of officers**

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

#### **Indemnity of auditor**

The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

This report is signed in accordance with a resolution of the directors:



\_\_\_\_\_  
**Michael Hill**

**Director**

Sydney

Dated this 24th day of September 2020.

## Rpro Holdings Ltd

### Statement of Profit or Loss and Other Comprehensive Income For the year ended 30 June 2020

	Note	2020 \$	29 March 2018 to 30 June 2019 \$
Other Income	3	271,314	5,210
Management costs		(141,467)	(26,220)
Employment costs		(39,573)	(21,308)
Other expenses		<u>(153,624)</u>	<u>(111,353)</u>
<b>(Loss)/ Profit before income tax</b>		<b>(63,350)</b>	<b>(153,671)</b>
Income tax benefit / (expense)		<u>-</u>	<u>-</u>
<b>(Loss)/ profit for the year attributable to members</b>		<b>(63,350)</b>	<b>(153,671)</b>
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive (loss)/ profit for the year attributable to members</b>		<b><u>(63,350)</u></b>	<b><u>(153,671)</u></b>

The accompanying notes form part of these financial statements

## Statement of Financial Position as at 30 June 2020

	Note	2020 \$	2019 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	4	2,719,608	1,222,069
Trade and other receivables		5,330	4,361
<b>Total current assets</b>		<b>2,724,938</b>	<b>1,226,430</b>
<b>NON CURRENT ASSETS</b>			
Financial Assets	5	-	1,500,000
<b>Total non current assets</b>		<b>-</b>	<b>1,500,000</b>
<b>Total assets</b>		<b>2,724,938</b>	<b>2,726,430</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables		3,220	1,362
<b>Total current liabilities</b>		<b>3,220</b>	<b>1,362</b>
<b>Total liabilities</b>		<b>3,220</b>	<b>1,362</b>
<b>NET ASSETS</b>		<b>2,721,718</b>	<b>2,725,068</b>
<b>EQUITY</b>			
Issued capital	6	2,878,739	2,878,739
Share based payment reserve	7	60,000	-
Retained earnings		(217,021)	(153,671)
<b>Total equity</b>		<b>2,721,718</b>	<b>2,725,068</b>

The accompanying notes form part of these financial statements

**Statement of Changes in Equity**  
**For the year ended 30 June 2020**

	Issued capital	Retained earnings	Reserves	Total equity
Balance at 29 March 2018	-	-	-	-
Shares issued	2,878,739	-	-	2,878,739
Loss for the year, net of tax	-	(153,671)	-	(153,671)
<b>Balance at 30 June 2019</b>	<b>2,878,739</b>	<b>(153,671)</b>	<b>-</b>	<b>2,725,068</b>
Balance at 1 July 2019	2,878,739	(153,671)	-	2,725,068
Share options	-	-	60,000	60,000
Loss for the year, net of tax	-	(63,350)	-	(63,350)
<b>Balance at 30 June 2020</b>	<b>2,878,739</b>	<b>(217,021)</b>	<b>60,000</b>	<b>2,721,718</b>

The accompanying notes form part of these financial statements

## Rpro Holdings Ltd

For the year ended 30 June 2020

	Note	2020 \$	29 March 2018 to 30 June 2019 \$
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Receipts from customers		-	-
Payments to suppliers and employees		(273,775)	(161,880)
Net interest received		225,860	5,210
<b>Net cash from/ (used in) operating activities</b>		<b>(47,915)</b>	<b>(156,670)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Proceeds from sale of financial assets		1,545,454	-
Payments for investing activities		-	(1,500,000)
Proceeds from shares issued		-	2,878,739
<b>Net cash from investing activities</b>		<b>1,545,454</b>	<b>1,378,739</b>
Net increase/(decrease) in cash held		1,497,539	1,222,069
Cash at the beginning of the year		1,222,069	-
<b>Cash at the end of the year</b>	<b>4</b>	<b>2,719,608</b>	<b>1,222,069</b>

The accompanying notes form part of these financial statements



## Notes to the Financial Statements For the year ended 30 June 2020

### Note 1: Summary of significant accounting policies

Rpro Holdings Ltd is an Australian Public Company limited by shares, incorporated and domiciled in Australia.

The accounting policies adopted in the preparation of the financial statements are set out either in the respective notes or below. These policies have been consistently applied to all years presented, unless otherwise stated.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 24 September 2020. The directors have the power to amend and reissue the financial statements.

The company was incorporated on 29 March 2018. The comparative figures in these financial statements are for the 15 month period from 29 March 2018 to 30 June 2019.

#### **New, revised or amending Accounting Standards and Interpretations adopted**

The company has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

The following new Accounting Standards and Interpretations are most relevant to the company:

##### *AASB 16 - Leases*

The company has adopted AASB 16 *Leases* from 1 July 2019. The standard replaces AASB 117 'Leases' and eliminates the classifications of operating leases and finance leases. For leases previously classified as operating leases, the company will now recognise a right of use asset and lease liability at the date of initial application. The measurement principles of AASB 16 are only applied after the adoption date. AASB 16 does not apply to short term (duration of 12 months or less) or low values leases.

#### **Impact of the application of AASB 16 Leases**

The company had no contractual leases at 1 July 2019. There was therefore no impact on the company on the adoption of the new standard.

#### **Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards – Reduced Disclosure Requirements and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities.

##### *Historical cost convention*

The financial statements have been prepared on an accruals basis and under the historical cost convention.

##### *Critical accounting estimates*

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

## Notes to the Financial Statements For the year ended 30 June 2020

### Note 1: Summary of significant accounting policies

#### Impairment of non-financial assets

At each reporting date, the company assesses the carrying values of its intangible and tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

#### Goods & services tax (GST)

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recovered from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payment to suppliers.

#### Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for the jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

#### Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

#### Comparative figures

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

### Notes to the Financial Statements For the year ended 30 June 2020

#### Note 1: Summary of significant accounting policies

##### **New Accounting Standards for application in future periods**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2020.

##### **Note 2: Critical accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### *Coronavirus (COVID-19) pandemic*

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the company based on known information. This consideration extends to the nature of the services offered, customers, supply chain, staffing and geographic regions in which the entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

## Notes to the Financial Statements for the year ended 30 June 2020

	2020 \$	2019 \$
<b>3 OTHER INCOME</b>		
Gain on sale of financial assets	45,454	-
Interest Income	225,860	5,210
	<b>271,314</b>	<b>5,210</b>

### Accounting policy

Interest income is recognised using the effective interest method.

	2020 \$	2019 \$
<b>4 CASH</b>		
Cash at bank	2,719,608	1,222,069

### Accounting policy

Cash and cash equivalents includes cash on hand and deposits held at call with financial institutions which are subject to an insignificant risk of changes in value.

	2020 \$	2019 \$
<b>5 FINANCIAL ASSETS</b>		
Investment in Convertible Note	-	1,500,000

### Accounting policy

Investments are measured at fair value.

	2020 Shares	2019 Shares	2020 \$	2019 \$
<b>6 ISSUED CAPITAL</b>				
Ordinary shares - fully paid	387,610,911	387,610,911	2,878,739	2,878,739

### Accounting policy

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of shares held. The shares have no par value.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

## Notes to the Financial Statements for the year ended 30 June 2020

	2020 \$	2019 \$
<b>7 SHARE BASED PAYMENTS</b>		
Share based payment reserve	60,000	-
Share based payment expense	60,000	-

On 14 February 2020, the company granted 60,000,000 share options to a related party entity in return for services provided. The share options vest immediately and have an exercise price equal to the market price of the underlying shares at the date of grant. The options expire on 14 February 2025.

### Accounting policy

Share based payments are valued at the date of grant and expensed over the respective vesting period. The fair value of share options is estimated at the date of grant using the Black Scholes Option Pricing model, taking into account the terms and conditions upon which the share options were granted. The cost is recognised as an expense, with a corresponding increase in equity, over the vesting period.

### 8 CONTINGENT LIABILITIES

The company had no contingent liabilities as at 30 June 2020 (30 June 2019 - nil).

	2020 \$	2019 \$
<b>9 RELATED PARTIES</b>		
Payments to Key Management Personnel	86,666	46,666
<i>Transactions with related party entities:</i>		
Payments for services provided	120,535	2,887
Share based payment expense	60,000	-

### 10 SUBSEQUENT EVENTS

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the company, the results of those operations, or the state of affairs of the company in future financial years.

### 11 COMPANY DETAILS

The company is domiciled in Australia.

The registered office of the company is:  
Level 5, 126 - 130 Phillip Street  
Sydney NSW 2000

The principal place of business of the company is:  
Level 16, 56 Pitt Street  
Sydney NSW 2000

## Rpro Holdings Ltd

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### Directors' Declaration For the year ended 30 June 2020

The directors' of the company declare that:

- the attached financial statements and notes comply with the Corporations Act 2001, the Australian Accounting Standards – Reduced Disclosure Requirements, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2020 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with the resolution of the Directors:



**Michael Hill**

**Director**

Sydney

Dated this 24th day of September 2020.

24 September 2020

The Board of Directors  
Rpro Holdings Ltd  
L16, 56 Pitt Street  
Sydney NSW 2000

Dear Board Members

## Rpro Holdings Ltd

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of Rpro Holdings Ltd.

As lead audit partner for the audit of the financial report of Rpro Holdings Ltd for the financial year ended 30 June 2020, I declare that to the best of my knowledge and belief, that there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely



**Crowe Sydney**



**Barbara Richmond**  
Partner

The title 'Partner' conveys that the person is a senior member within their respective division, and is among the group of persons who hold an equity interest (shareholder) in its parent entity, Findex Group Limited. The only professional service offering which is conducted by a partnership is the Crowe Australasia external audit division. All other professional services offered by Findex Group Limited are conducted by a privately owned organisation and/or its subsidiaries.

Findex (Aust) Pty Ltd, trading as Crowe Australasia is a member of Crowe Global, a Swiss verein. Each member firm of Crowe Global is a separate and independent legal entity. Findex (Aust) Pty Ltd and its affiliates are not responsible or liable for any acts or omissions of Crowe Global or any other member of Crowe Global. Crowe Global does not render any professional services and does not have an ownership or partnership interest in Findex (Aust) Pty Ltd. Services are provided by Crowe Sydney, an affiliate of Findex (Aust) Pty Ltd. Liability limited by a scheme approved under Professional Standards Legislation.

# Independent Auditor's Report to the Members of Rpro Holdings Ltd

## Opinion

We have audited the financial report of Rpro Holdings Ltd (the Company) which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the Company's financial position as at 30 June 2020 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards – Reduced Disclosure Requirements and the *Corporations Regulations 2001*.

## Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The title 'Partner' conveys that the person is a senior member within their respective division, and is among the group of persons who hold an equity interest (shareholder) in its parent entity, Findex Group Limited. The only professional service offering which is conducted by a partnership is the Crowe Australasia external audit division. All other professional services offered by Findex Group Limited are conducted by a privately owned organisation and/or its subsidiaries.

Findex (Aust) Pty Ltd, trading as Crowe Australasia is a member of Crowe Global, a Swiss verein. Each member firm of Crowe Global is a separate and independent legal entity. Findex (Aust) Pty Ltd and its affiliates are not responsible or liable for any acts or omissions of Crowe Global or any other member of Crowe Global. Crowe Global does not render any professional services and does not have an ownership or partnership interest in Findex (Aust) Pty Ltd. Services are provided by Crowe Sydney, an affiliate of Findex (Aust) Pty Ltd. Liability limited by a scheme approved under Professional Standards Legislation.



## Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards – Reduced Disclosure Requirements and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.



**Crowe Sydney**



**Barbara Richmond**  
Partner

24 September 2020  
Sydney