Appendix 4E

ASX Preliminary Final Report

Name of entity	**Sovereign Cloud Holdings Limited**
ABN	**80 622 728 189**
Reporting period	**Year ended 30 June 2022 (FY22)**
Previous corresponding period	**Year ended 30 June 2021 (FY21)**

1. Results for announcement to the market

Results	**FY22 $**	**FY21 $**	**Change %**
Revenues from ordinary activities	4,242,277	2,548,645	66%
Loss from ordinary activities after tax attributable to members	(15,521,649)	(11,586,980)	34%
Net loss for the period attributable to members	(15,521,649)	(11,586,980)	34%

2. Dividends

No interim or final dividends were declared or paid for the year.

3. Brief explanation of the figures reported above

Refer to the attached audited Annual Financial Report for FY22 for the following information:

- consolidated statement of profit or loss
- consolidated statement of other comprehensive income
- consolidated balance sheet
- consolidated statement of changes in equity
- consolidated statement of cash flows
- notes to the consolidated financial statements

4. Net tangible assets per security

	30-Jun-22	**30-Jun-21**
Net tangible asset backing per ordinary security (cents)	21.98%	18.70%

Right-of-use assets accounted for in accordance with AASB 16 have been included in the calculation of net tangible assets.

5. Control gained over entities having a material effect

Not applicable.

6. Loss of control of entities having a material effect

Not applicable.

7. Details of aggregate share of profits (losses) of associates and joint venture entities

Not applicable.

Appendix 4E (continued)
for the year ended 30 June 2021

8. Compliance with IFRS

The attached Annual Financial Report complies with Australian Accounting Standards, which include AIFRS. Compliance with AIFRS ensures that the financial report complies with International Financial Reporting Standards (IFRS).

9. Commentary on the results for the period

Please refer to the Review of Operations in the Directors Report which forms part of the Consolidated Financial Report for further information in relation to the results for the period.

10. Compliance statement

This report is based on financial statements that have been audited.

Signed:

Cathie Reid
Director

Date: 25 August 2022

AUCLOUD

AUSTRALIA'S
SOVEREIGN CLOUD
IAAS PROVIDER

Sovereign Cloud Holdings Limited

ABN: 80 622 728 189

Consolidated Financial Report

For the year ended 30 June 2022

australiacloud.com.au

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DIRECTORS' REPORT

The directors present their report together with the financial report of Sovereign Cloud Holdings Limited (the "Company") and its controlled entity (together the "Group"), for the year ended 30 June 2022 and auditor's report thereon.

1. Directors

The names of the directors in office at any time during or since the end of the year are:

- Cathie Reid AM (Chair)
- Phil Dawson (Managing Director)
- Ross Walker (Non-executive Director)
- Allan Brackin (Non-executive Director)
- Craig Scroggie (Non-executive Director) appointed 24 December 2021.

The directors have been in office since the start of the year to the date of this report unless otherwise stated.

2. Principal activities

The Group's principal activity is to deliver sovereign cloud services to Australian Governments and critical national industries. Since formation the Group has built a cloud based platform, which is accredited to by Government standards to PROTECTED controls or higher. The platform is available to rent computation cycles and data storage to customers on a pay-as-you-go basis, referred to as Infrastructure as a Service (IaaS).

No significant change in the nature of these activities occurred during the year.

3. Operating Metrics

Summarised below are the operating metrics adopted by management for measuring the progress of business:

- Total Contract Value (TCV) is the total value of expected revenue from estimated consumption of Infrastructure-as-a-Service (IaaS), services secured through non-enforceable customer contracts (e.g. purchase orders, statement of works). Invoices are raised typically on a monthly basis against these contracts based on actual customer usage. Such contracts generally form part of a larger contractual scope that is less defined but provides overarching commercial terms (e.g. Master Services Agreements, Channel Partner Agreements, Teaming Agreements). As such, TCV provides an estimated of the total IaaS consumption expected by a customer over a defined time period.
- TCV Closed in any period is the aggregated revenue associated with all signed commercial contracts in that period.
- TCV Outstanding is the remaining aggregated balance of all signed contracts at a point in time, net of any consumption utilised to date recognised against the respective contracts.
- IaaS Consumption is the revenue recognised based on the aggregated consumption of IaaS services, including contractual implementation, consulting and setup charges. In the Company’s experience it is reasonable to expect IaaS Consumption to be repeated in subsequent periods.

4. Review of Operations

Group Financial Results

The Group recorded a net loss for the year of $15.5 million (FY21: loss of $11.6 million).

Revenue

Revenue in FY22 was $4.2 million compared to $2.5 million over the previous corresponding year.

Overall the Group secured $5.4 million in TCV during FY22, compared to $7.7 million in FY21. At 30 June 2022, TCV Outstanding was $6.5 million compared to approximately $6 million at 30 June 2020 as shown below.

Summary of TCV Metrics	Q1 FY22	Q2 FY22	Q3 FY22	Q4 FY22
	$'m	$'m	$'m	$'m
Opening TCV Outstanding	6.0	5.8	6.6	7.1
Increase in quarterly TCV	0.9	2.5	1.2	0.8
Less: Terminated Contracts	-	(0.6)	-	-
Revenue/consumption	(1.1)	(1.1)	(0.7)	(1.4)
Closing TCV Outstanding	**5.8**	**6.6**	**7.1**	**6.5**

Expenses

Total expenses in FY22 were $20.2 million compared to $14.5 million in FY21 (an increase of $5.7 million). The increase in expenses was primarily due to additional employee headcount in conjunction with the geographic rollout of Cloud Sovereignty zones starting in Brisbane. The company now has a staff presence in Canberra, Brisbane, Melbourne & Sydney, with a total head count of full-time equivalent employees of 68 as at 30 June 2022 (42 as at 30 June 2021).

Financial Position

The Group's net asset position increased in FY22 by $18.7 million to $37.9 million at 30 June 2022, primarily due to capital raising in November/December 2021 of $35 million, which included a placement to NEXTDC and a non-renounceable share entitlement offer.

5. Strategy and future prospects

The Group's vision is to become the leading sovereign cloud provider in Australia. The strategy is to expand geographically by building new cloud platforms (starting in Brisbane) to deliver sovereign cloud services to new regions for new communities, create new products with new features and functionality for customers, and expand the team to increase the scope of activities and geographical footprint.

6. After balance date 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 Group, the results of those operations, or the state of affairs of the group in future financial years.

7. Environmental regulation

The group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

8. Dividends paid, recommended and declared

No dividends were paid or declared since the start of the year. No recommendation for payment of dividends has been made.

9. Information on directors and company secretary

Cathie Reid AM — **Chair/Non-executive director**

Bachelor of Pharmacy

Cathie is a successful healthcare entrepreneur who co-founded Icon Group, a provider of integrated cancer care services with operations across the APAC region in Australia, Australia's Epic Pharmacy Group and the Epic Good Foundation. She is also a Director of the Brisbane Lions Australian Rules Football Club. Cathie has served as Deputy Chair of the Federal Government's Cybersecurity Industry Advisory Committee since October 2020. She has been the recipient of numerous business awards throughout her career, and in 2019 was appointed a Member of the Order of Australia (AM) for services to healthcare and philanthropy.

Phil Dawson — **Managing Director**

MBA & Bachelor of Science (Hons) in Chemistry

Phil was the Co-Founding CEO of UKCloud Limited, a cloud based technology company in the UK and previously a co-founder of a number of technology and mobile start-ups.

Phil is an elected Board member of the ACT/Federal Council of the AIIA and has participated in both the ACSC Industry Forum on Cloud Security Guidance, the Federal Government's Digital Task Force and recently as a witness to the Parliamentary Joint Committee on Intelligence and Security. In the UK, he was a Board member of TechUK, and a member of the UK’s Information Economy Council and co-author with Professor Nigel Shadbolt, of the UK’s Data Capability Strategy.

Ross Walker — **Non-Executive Director**

Bachelor of commerce, FCA

Ross is a Chartered Accountant who worked with Arthur Anderson from 1978 to 1985 (including 3 years in the USA) before joining Pitcher Partners Brisbane (formerly Johnston Rorke). Ross was Managing Partners at Pitcher Partners for 20 years until his retirement from equity in 2017. He was involved in corporate finance, valuations, audit, capital raisings, and mergers and acquisitions.

Ross is also a Non-Executive Director of:
- RPM Global Limited (ASX: RUL); and
- Wagners Holding Company Limited (ASX: WGN).

Allan Brackin — **Non-Executive Director**

Bachelor of Applied Science

Allan has been involved in the technology industry for over 30 years and is an experienced Director and Chair of several public and private technology companies. Allan was formally Director and Chief Executive Office of Volante Group Limited, one of Australia's largest IT Services companies, from 2000 - 2004. From 1986 to 2000 Allan cofounded a number of IT companies which became part of the Volante Group.

Allan is also a Non-Executive Director of:
- Integrated Research Limited (ASX: IRI) - Appointed 18 January 2021; and
- 3 P Learning Limited (ASX: 3PL) - Appointed 6 August 2021

Other listed company directorships in the last 3 years - Chair of GBST Holdings Limited (2005 - 2019), Chair of OptiComm Limited (2014 - 2020), Chair of RPM Global Holdings Limited (2011 - 2020). Chair of Sensera Limited (2018 – 2020).

Craig Scroggie — **Non-Executive Director**

Master of Business Administration

Craig has more than 25 years' experience in the ICT industry, having held senior positions with Symantec, Veritas Software, Computer Associates, EMC Corporation and Fujitsu. Craig is the current Chief Executive Officer and Managing Director of NEXTDC, Australia's leading Data-Centre-as-a-Service provider. Prior to joining NEXTDC, Craig was Symantec's Vice President & Managing Director for the Pacific Region.

Craig serves as a member on the Nitro Board of Directors (ASX:NTO), the University of Southern Queensland Business School Advisory Board and the La Trobe University Business School Advisory Board (Chair) and holds the position of Adjunct Professor.

Michelle Crouch — **Company Secretary/Interim Chief Financial Officer**

Bachelor of Business, Chartered Accountant

Michelle Crouch is currently employed by Pitcher Partners, who has been providing accounting, tax and financial services advise to AUCloud since inception, and will continue to provide these services until an appropriate candidate has been identified for the Chief Financial Officer.

10. Meetings of directors

Directors	Directors' meetings		Audit committee meetings		Remuneration committee meetings	
	Held	Attended	Held	Attended	Held	Attended
Cathie Reid AM	12	12	1	1	1	1
Phil Dawson	12	12	1	1	1	1
Ross Walker	12	12	1	1	1	1
Craig Scroggie (appointed 24 Dec 2021)	6	6	-	-	-	-
Allan Brackin	12	12	1	1	1	1

Held: Represents the number of meetings held during the time the Director held office or was a member of the relevant committee. Non-committee members are invited and attend the various committee meetings.

11. Directors' Interests

The relevant interest of each Director in the shares and options issued by the Company at the date of this report is as follows:

Sovereign Cloud Holdings Limited

	Ordinary Shares	Options over Ordinary shares
C Reid	19,448,794	-
R Walker	2,263,753	-
C Scroggie**	-	-
A Brackin	1,100,001	-
P Dawson*	6,934,000	350,340

* The shares held by P Dawson are held by Assured Digital Group (a UK based company) in which Mr Dawson and spouse hold a 39% interest.

** Craig Scroggie is the managing director of NEXTDC which owns 33,939,907, or 19.99%, of the company's issued capital.

12. Shares under option

Unissued ordinary shares of Sovereign Cloud Holdings Limited under option at the date of this report are as follows:

Date granted	No of Options Issued	Vested	Exercise price (see below)	Expiry date
13/08/2019	265,187	265,187	$0.60	30/06/2023
30/09/2020	1,006,207	670,806	$0.60	30/06/2024
	1,271,394	935,993		

The exercise price of the Options of $3 per option reduces to $0.60 per option if the Employee Option holder remains an employee of the Company in accordance with certain vesting dates.

No option holder has any right under the options to participate in any other share issue of the group.

No shares were issued during the year on excise of options.

13. Indemnification 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 personally liable, except where there is a lack of good faith.

During the financial year, the Company paid insurance premiums to insure the Directors and Officers of the Company against certain risks associated with their activities as Officers of the Company. The terms of that policy prohibit disclosure of the nature of the liability covered, the limit of such liability and the premium paid.

Further disclosure required under section 300(9) of the *Corporations Act 2001* is prohibited under the terms of the contract.

14. Auditor's independence declaration

A copy of the auditor's independence declaration under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

15. Non-audit Services

There were no amounts paid or payable to the company's auditor and related practices of the auditor for non-audit services during the 2022 Financial Year.

16. Legal Proceedings on Behalf of the Company

No person has applied for leave of the Court 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.

This report is made in accordance with a resolution of the Directors.

Cathie Reid

Chair

Dated: 25 August 2022

REMUNERATION REPORT

The Directors of Sovereign Cloud Holdings Limited present the Remuneration Report (the 'Report') for the Company and its subsidiaries (together, the 'Group') for the financial year ended 30 June 2022.

The information provided in the Report has been audited as required by section 308(3C) of the *Corporations Act 2001.*

The remuneration report is set out under the following sections:

1. Principles Used to Determine the Nature and Amount of Remuneration;
2. Service Agreements;
3. Details of Remuneration;
4. Phil Dawson Share Based Compensation Benefits;
5. Equity Instruments Held by Key Management Personnel; and
6. Other Transactions with Key Management Personnel.

1. Principles Used to Determine the Nature and Amount of Remuneration

Remuneration and compensation have the same meaning in this report.

This report discusses the company's policies in regard to compensation of key management personnel. Key management personnel ('KMP") include all directors of the Company and certain executives who, in the opinion of the Board and Managing Director, have authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. The Board has considered these factors in relation to the senior management team and do not believe any of those individuals would be defined as a KMP for reporting purposes.

The Board has established a HR and Remuneration committee to assist with remuneration and incentive policies enabling the Group to attract and retain KMP and Directors who will create value for shareholders and support the Group's mission. The compensation structures explained below are designed to attract suitably qualified candidates, reward the achievement of strategic, operational objectives and achieve the broader outcome of creation of value for shareholders.

Executive Remuneration Policy and Practices

The Group's remuneration framework is designed to attract, retain, motivate and reward employees for performance that is competitive and appropriate for the results delivered. The framework aligns remuneration with the achievement of strategic goals and the creation of value for shareholders.

The key criteria supporting the Group's remuneration framework are:

- Competitiveness and reasonableness;
- Acceptability to shareholders;
- Performance linkage/alignment of executive compensation; and
- Transparency.

Executive KMP remuneration consists of fixed remuneration, short-term incentives and long-term incentives plans. Executive KMP remuneration includes both fixed and variable components, with variable rewards consisting of short and long term incentives that are based on Group performance outcomes.

(a) Fixed Compensation

Fixed compensation is calculated on a total cost basis and includes salary, allowances, non-cash benefits, employer contributions to superannuation funds and any fringe benefits tax charges related to employee benefits, including motor vehicles parking provided.

Compensation levels are reviewed using an individual approach, based on evaluation of the individual, and a comparison to the market. A KMP's compensation is also reviewed on promotion.

(b) Performance Linked Compensation

Performance linked compensation includes both short-term incentives and is designed to reward each KMP for meeting and exceeding their Key Performance Objectives (KPO's). The Short-Term Incentive (STI) is an 'at risk' incentive provided in the form of cash, while the Long-Term Incentive (LTI) is provided as options over ordinary shares of the Company under the rules of the Employee Share Option Plan (ESOP).

(i) Short-term incentive plan

STI is an 'at risk' incentive provided in the form of cash. The Company has a variable pay structure through the STI for each person in the senior management team. The objective of the STI is to create clear alignment between individual and business performance and remuneration by providing a performance-based reward to participants in line with their relative contribution to the Company. The STI achieves the alignment by focusing participants on achieving goals which contribute to sustainable shareholder value and providing a clear link between performance and the Company's financial result.

The STI compensation is based on a percentage of the individual's base salary and varies from 25% to 50%. The amount of any STI in any financial year is determined by the Board in its sole discretion based on the achievement of certain performance targets. The current STI plan is the same for all senior management, such that they all have the same performance hurdles, which are based on the Company's financial performance in terms of achieving revenue and earnings milestones.

In FY22 the Group did not achieve the revenue and earnings milestones, thereby not satisfying the Group STI performance target.

(ii) Long-term incentive plan

LTI is provided as Options over ordinary shares of the Company under the rules of the Employee Share Option Plan ("**ESOP**"). ESOP was approved by the Board on 15 June 2018. Eligible participants of the ESOP include any person who is a director, employee or consultant and are granted at the discretion of the Board of Directors. Options were issued in 2019, 2020 and 2021 financial years under the Company's ESOP

The Remuneration Committee consider this equity performance-linked remuneration structure to be appropriate as KMP only receive a benefit when there is a corresponding direct benefit to shareholders.

Non-Executive Director Remuneration Policy and Practices

Under the Constitution, the Board may decide the remuneration to which each Director is entitled for his or her services as a Director. In addition, under the ASX Listing Rules, the total amount payable to all Directors for their services (excluding for these purposes, the remuneration of any Executive Director) must not exceed an aggregate in any financial year the amount fixed in general meeting (currently $500,000 per annum).

The current Non-executive Directors fees are $80,000 per annum (inclusive of superannuation where applicable) and Directors may also be reimbursed for all travelling and other expenses incurred in connection with their Company duties. Non-executive Chair fees are $90,000 per annum.

This aggregate annual sum does not include any special remuneration which the Board may grant to the Directors for special exertions or additional services performed by a Director for or at the fees.

2. Service Agreements

There are no formal service agreements with the Non-Executive Directors. On appointment to the Board, the Directors receive an appointment letter with the Company, confirming the terms of his or her appointment, his or her role and responsibility and the Company's expectations of him or her as a Director.

Non-executive Directors are paid a fixed remuneration, comprising base and/or salary and superannuation (as applicable). Non-Executive Directors, do not receive bonus payments or participate in security-based compensation plans and are not provided with retirement benefits.

Executive Director

The Company has entered into an employment contract with Phil Dawson, (Managing Director). Phil Dawson's employment contract includes a base salary of $400,000 (including superannuation), which increased from $273,750 (including superannuation) effective from 1 January 2022 after a review by the Board of executive renumeration. In addition to his base salary, in the 2023 financial year Phil Dawson will be entitled to a Short-Term Incentive ('STI") of up to 50% of his base salary, and a Long-Term Incentive ('LTI") of up to 100% of his base salary, subject to achieving personal performance targets.

As part of the Board's review of executive remuneration, it is intended that new Options will be granted to Phil Dawson for the 2023 financial year as a component of his LTI remuneration. These Options will be granted under the terms of the Employee Option Plan. The grant of the Options is subject to shareholder approval, the full terms of which will be disclosed in the notice of meeting for the company's 2022 Annual General Meeting.

3. Details of Remuneration

Details of remuneration of each Director and key management personnel of Sovereign Cloud Holdings Limited for the financial years ended 30 June 2021 and 30 June 2022 are set out below.

		Short-term			Post - Employment	Long-term	Security-based Payments	Total	Performance Related
	Year	Salary and fees $	Non-monetary benefits $	STI Cash bonus $	Superannuation $	Long service leave $	Share-based payment (options) $	$	%
Directors									
C Reid	**2022**	**90,000**	**-**	**-**	**-**	**-**	**-**	**90,000**	-
	2021	82,500	-	-	-	-	-	82,500	-
R Walker	**2022**	**80,000**	**-**	**-**	**-**	**-**	**-**	**80,000**	-
	2021	70,000	-	-	-	-	-	70,000	-
A Brackin	**2022**	**80,000**	**-**	**-**	**-**	**-**	**-**	**80,000**	-
	2021	53,333	-	-	-	-	-	53,333	-
C Scroggie**	**2022**	**41,720**	**-**	**-**	**-**	**-**	**-**	**41,720**	-
	2021	-	-	-	-	-	-	-	-
P Dawson	**2022**	**312,492**	**-**	**-**	**26,375**	**16,093**	**82,562**	**437,522**	**19%**
	2021	250,000	-	-	23,750	6,730	99,868	380,348	26%
Other Key Management Personnel									
M Crouch *	**2022**	**180,000**	**-**	**-**	-	-	-	**180,000**	-
	2021	140,000	-	-	-	-	-	140,000	-
TOTAL	**2022**	**784,212**	**-**	**-**	**26,375**	**16,093**	**82,562**	**909,242**	9%
TOTAL	2021	595,833	-	-	23,750	6,730	99,868	726,181	14%

* M Crouch was appointed on 16 October 2020 as Company Secretary/Interim Chief Financial Officer. The payments to M Crouch are made to Pitcher Partners, which M Crouch is an employee.

** C Scroggie was appointed as a director on 24 December 2021. The payments to C Scroggie are made to NEXTDC Limited, which C Scroggie is CEO and Managing Director.

4. Share Based Compensation Benefits

Phil Dawson (Managing Director) is the only KMP who has received Options under the LTI. Details of the performance options issued to Phil Dawson and vested during the financial year, are set out below.

				No of Options			
Grant Date	**Vesting Date**	**Tranche**	**Balance 01/07/2021**	**Issued**	**Expired**	**Balance 30/06/2022**	**Fair Value Per Option $**
2/07/2018	2/07/2018	#1	118,722	-	(118,722)	-	$0.11
	1/07/2019	#1	195,633	-	(195,633)	-	$0.13
	1/07/2020	#1	195,633	-	(195,633)	-	$0.15
	1/07/2021	#1	195,633	-	(195,633)	-	$0.16
						-	
30/09/2020	1/07/2021	#2	116,780	-	-	116,780	$0.18
	1/07/2022	#2	116,780	-	-	116,780	$0.18
	1/07/2023	#2	116,780	-	-	116,780	$0.18
			1,055,961	-	(705,621)	350,340	

The exercise price of $3 per Option reduces to $0.60 per Option if Phil Dawson remains an employee of the Company at the respective vesting dates.

In the 2022 financial year, Phil Dawson was also entitled to a Long Term Incentive ("LTI") of up to 50% of his based salary, subject to achieving personal performance targets (referred to as Tranche 3). The LTI is payable in the form of options to be issued under the Employee Share Option Plan. The number of options to be offered under the LTI component of his remuneration, on achieving each performance target, is to be calculated based on the Company's two-week volume weighted average share price at the time the performance targets are met. There are three separate performance targets, each measured in terms of quarterly IaaS revenue and EBITDA milestones, to be achieved within certain timeframes otherwise the Options lapse. Each option will have an exercise price of $0.20 and expire on the earlier of 30 September 2025 or the date Phil Dawson ceases to be employed or engaged with the Group. The options vest 12 months after the performance target was achieved. No options under this arrangement have been issued to date.

Fair Value of Options Granted

The assessed fair value at the date of grant of options issued is determined using an option pricing model that takes into account the exercise price, the underlying option price at the time of issue, the term of option, the underlying option's expected volatility, expected dividends and risk free interest rate for the expected life of the instrument.

Details of performance rights over ordinary options in the company provided remuneration to the key management personnel (Phil Dawson) of the Group are set out below. When exercisable, each option is convertible into one ordinary share in the Company.

The value of the options were calculated using the inputs shown below:

Inputs into Pricing Model	**Tranche 1**	**Tranche 2**	**Tranche 3**
Grant Date	2-Jul-18	30-Sep-20	30-Sep-20
Exercise Price	$0.60*	$0.60*	$0.20
Vesting Conditions	Employment	Employment	Refer above
Option price at grant date	$0.50	$0.60	$0.60
Expiry Date	30-Jun-22	30-Jun-24	30-Jun-25
Life of the instruments	4 years	4 years	5 years
Underlying option price volatility	50%	50%	N/A
Expected dividends	-	-	N/A
Risk free interest rate	2.25%	0.17%	N/A
Pricing model	Black Scholes	Black Scholes	**
Fair value per instrument	Refer above	Refer above	**

* The exercise price is $3 per option, however, the exercise price reduces to $0.60 unless the participant (Phil Dawson) ceases to be employed for any reason before the vesting date.

** The Tranche 3 options refer to the LTI component of Phil Dawson's remuneration as outlined above.

The number of options to be offered under the LTI component of his remuneration will only be known if and when the three separate performance targets are achieved. At that point the number of options will be derived as a percentage of his base salary at the time and the Company's weighted average share price. For the purpose of assessing the fair value of the Tranche 3 options, an estimate was made of the vesting date (when the performance hurdles would be achieved), the base salary at the time and the Company's share price, as well as profitability factor of achieving the performance hurdles.

5. Equity Instruments Held by Key Management Personnel

Ordinary Shares

Ordinary Shares	**Balance at 30 June 2021**	**Acquired during the Year**	**Non-Renounceable Rights Issue Dec. 2021**	**Sold During the Year**	**Balance at 30 June 2022**
C Reid	14,262,448	-	5,186,346	-	19,448,794
R Walker	1,660,085	-	603,668	-	2,263,753
A Brackin	806,667	-	293,334	-	1,100,001
C Scroggie**	-	-	-	-	-
P Dawson *	6,934,000	-	-	-	6,934,000

* The shares held by Mr Dawson include 6,934,000 shares held by Assured Digital Group Limited (a UK based company) in which Mr Dawson spouse hold 39% interest.

** Mr C Scroggie is the Managing Director of NEXTDC Limited which was issued 24,889,265 shares in the Company by way of a placement in November 2021 and 9,050,642 shares as part of the non-renounceable rights issue in December 2021.

Options

	Balance at 1-Jul-21	**Granted as Compensation**	**Forfeited, Exercised and expired**	**Balance at 30-Jun-22**	**Vested and Exercisable 30-Jun-22**	**Average Value at exercise date**
P Dawson	1,055,961	-	(705,621)	350,340	233,460	

Other Transactions with Key Management Personnel

There were no other transactions with KMP during the 2022 Financial Year.

Signed on behalf of the board of directors.

CReid

Cathie Reid

Chair

Dated: 25 August 2022

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF SOVEREIGN CLOUD HOLDINGS LIMITED UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2022 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Bentleys

Bentleys Brisbane (Audit) Pty Ltd
Chartered Accountants

Stewart Douglas
Director
Brisbane
25 August 2022

SOVEREIGN CLOUD HOLDINGS LIMITED AND CONTROLLED ENTITY

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022	2021
		$	$
Revenue and other income			
Revenue from contracts with customers	2	4,242,277	2,548,645
Interest income	3	62,492	16,343
Other income	3	376,038	350,869
		4,680,807	2,915,857
Expenses			
Employee benefits expense		(9,533,549)	(6,372,984)
Depreciation and amortisation	4	(4,222,906)	(3,472,900)
Licensing fees		(2,835,314)	(1,498,988)
Professional fees		(265,017)	(271,412)
IPO Costs		-	(497,119)
Travel and conferences		(326,358)	(276,441)
Finance costs	4	(281,233)	(382,626)
Other expenses		(2,738,079)	(1,730,367)
		(20,202,456)	(14,502,837)
Loss before income tax expense		(15,521,649)	(11,586,980)
Income tax expense	5	-	-
Loss for the year		(15,521,649)	(11,586,980)
Other comprehensive income for the year		-	-
Total comprehensive loss		(15,521,649)	(11,586,980)
Earnings per share		**Cents**	**Cents**
Basic earnings per share	22	(11)	(13)
Diluted earnings per share	22	(11)	(13)

The accompanying notes form part of these financial statements.

SOVEREIGN CLOUD HOLDINGS LIMITED AND CONTROLLED ENTITY

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2022

	Note	2022 $	2021 $
Current assets			
Cash and cash equivalents	6	28,713,662	13,504,819
Receivables	7	550,131	464,709
Other assets	8	1,664,136	476,398
Total current assets		30,927,929	14,445,926
Non-current assets			
Property, plant and equipment	9	8,577,126	3,372,293
Intangible assets	10	333,298	73,068
Right of use lease assets	11	4,833,225	9,346,919
Other assets	8	1,316,785	249,077
Total non-current assets		15,060,434	13,041,357
Total assets		45,988,363	27,487,283
Current liabilities			
Payables	12	2,974,603	890,446
Lease liabilities	13	2,187,995	3,207,133
Provisions	14	553,891	310,920
Total current liabilities		5,716,489	4,408,499
Non-current liabilities			
Lease liabilities	13	2,303,666	3,828,838
Provisions	14	98,144	61,168
Total non-current liabilities		2,401,810	3,890,006
Total liabilities		8,118,299	8,298,505
Net assets		37,870,064	19,188,778
Equity			
Share capital	15	87,611,747	53,527,207
Reserves	16	680,749	562,354
Accumulated losses	17	(50,422,431)	(34,900,783)
Total equity		37,870,064	19,188,778

The accompanying notes form part of these financial statements.

SOVEREIGN CLOUD HOLDINGS LIMITED AND CONTROLLED ENTITY

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2022

	Contributed equity $	Reserves $	Accumulated losses $	Total Equity $
Consolidated				
Balance as at 1 July 2020	29,214,908	320,293	(23,313,803)	6,221,398
Loss for the year	-	-	(11,586,980)	(11,586,980)
Transactions with owners in their capacity as owners:				
Contributions, net of transaction costs	24,312,299	-	-	24,312,299
Share based payments expensed	-	242,061	-	242,061
Balance as at 1 July 2021	53,527,207	562,354	(34,900,783)	19,188,778
Loss for the year	-	-	(15,521,649)	(15,521,649)
Transactions with owners in their capacity as owners:				
Contributions, net of transaction costs	34,084,540	-	-	34,084,540
Share based payments expensed	-	118,395	-	118,395
Total transactions with owners in their capacity as owners	34,084,540	118,395	-	34,202,935
Balance as at 30 June 2022	87,611,747	680,749	(50,422,432)	37,870,064

SOVEREIGN CLOUD HOLDINGS LIMITED AND CONTROLLED ENTITY

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022 $	2021 $
Cash flow from operating activities			
Receipts from customers		4,571,895	2,535,209
Operating grant receipts		376,038	350,869
Payments to suppliers and employees		(15,874,838)	(10,317,615)
Interest received		41,979	16,343
Right of use lease interest		(272,186)	(382,626)
IPO expenses		-	(497,119)
Net cash provided by / (used in) operating activities	20	(11,157,113)	(8,294,939)
Cash flow from investing activities			
Payments for property, plant and equipment		(4,436,468)	(521,852)
Payments for intangible assets		-	(9,449)
Net cash provided by / (used in) investing activities		(4,436,468)	(531,301)
Cash flow from financing activities			
Proceeds from share issue		35,072,000	25,425,900
Principal portion of lease payments		(3,282,116)	(3,111,146)
Payment of share issue costs		(987,460)	(1,113,601)
Net cash provided by financing activities		30,802,424	21,201,153
Reconciliation of cash			
Cash at beginning of the financial year		13,504,819	1,129,906
Net increase / (decrease) in cash held		15,208,843	12,374,913
Cash at end of financial year	7	28,713,662	13,504,819

The accompanying notes form part of these financial statements.

1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Sovereign Cloud Holdings Limited is a listed public company, incorporated and domiciled in Australia.

The financial report comprises the consolidated entity ("Group") consisting of Sovereign Cloud Holdings Limited and its subsidiaries.

The financial report was authorised for issue on 25 August 2022.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001 (Cth).* Sovereign Cloud Holdings Limited is a for-profit entity for the purposes of preparing the financial statements.

Compliance with IFRS

The consolidated financial statements of Sovereign Cloud Holdings Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical Cost Convention

These financial statements have been prepared under the historical cost convention.

(b) Critical accounting estimates and judgements

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group. Actual results may differ from these estimated. Areas where assumptions are significant to the financial statements, or involving a higher degree of judgement due to complexity are as follows:

- the determination of depreciation rates on property, plant and equipment (Note 10 and 1(k)); and
- the incremental borrowing rate and estimated exercise of option terms in relation to the calculations of right-of-use assets (Note 12) and lease liabilities (Note 14).
- The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined by an external valuation using a binomial option pricing model incorporating various assumptions and taking into account the terms and conditions upon which the instruments were granted (note 21).

(c) Going concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The group incurred a loss of $15,521,650 during the year ended 30 June 2022 (2021: a loss of $11,586,980). As at 30 June 2022 the Group had cash at bank of $28,713,662.

The Group expects to significantly grow the customer base in FY23, following an expansion of the sales team under new leadership and due to the recent passing of further amendments to the Security of Critical Infrastructure ("SOCI") Act. The amendments have led to a widening of the addressable market and renewed focus on the product offering targeting data sovereignty and security. This is anticipated to lead to an uptake in revenue in FY23 as the contracted services are consumed. Costs are expected to increase in FY23, in line with head count and the national expansion of cloud Sovereignty zones.

The Group's working capital requirements have to date been primarily funded through various equity capital raisings over the past four years. The Directors will continue to monitor the Group's liquidity and funding requirements, and if necessary, seek further capital through similar means.

(d) Business combinations

A business combination is a transaction or other event in which an acquirer obtains control of one or more businesses and results in the consolidation of the assets and liabilities acquired. Business combinations are accounted for by applying the acquisition method.

The consideration transferred is the sum of the acquisition date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree. Deferred consideration payable is measured at its acquisition date fair value. Contingent consideration to be transferred by the acquirer is recognised at the acquisition date fair value. At each reporting date subsequent to the acquisition, contingent consideration payable is measured at its fair value with any changes in the fair value recognised in profit or loss unless the contingent consideration is classified as equity, in which case the contingent consideration is measured at its acquisition date fair value.

Goodwill is initially recognised at an amount equal to the excess of: (a) the aggregate of the consideration transferred, the amount of any non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition); over (b) the net fair value of the identifiable assets acquired and liabilities assumed. For accounting purposes, such measurement is treated as the cost of goodwill at that date.

If the net fair value of the acquirer's interest in the identifiable assets acquired and liabilities assumed is greater than the aggregate of the consideration transferred, the amount of any non-controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest, the difference is immediately recognised as a gain in the profit or loss.

Acquisition related costs are expensed as incurred.

(e) Principles of consolidation

The consolidated financial statements are those of the consolidated entity ("the group"), comprising the financial statements of the parent entity and all of the entities the parent controls. The group controls an entity where it has the power, for which the parent has exposure or rights to variable returns from its involvement with the entity, and for which the parent has the ability to use its power over the entity to affect the amount of its returns.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies which may exist.

All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is transferred to the group and are de-recognised from the date that control ceases.

Equity interests in a subsidiary not attributable, directly or indirectly, to the group are presented as non-controlling interests. Non-controlling interests are initially recognised either at fair value or at the non-controlling interests' proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. Non-controlling interests in the results of subsidiaries are shown separately in the consolidated statement of profit or loss and other comprehensive income and the consolidated statement of financial position respectively.

(f) Revenue from contracts with customers

The group derives revenue by providing customers with access to IT hardware and services in a secure cloud environment. This offering is commonly referred to as Infrastructure as a Service (IaaS). Revenue is billed based on a self-service pay-as-you-go model with no set-up fees and no usage commitments. Revenue is recognised over time as the customer utilises the infrastructure, based on an agreed hourly rate of usage of computing cycles and data storage.

Receivables from contracts with customers

A receivable from a contract with a customer represents the group's unconditional right to consideration arising from the transfer of goods or services to the customer (i.e., only the passage of time is required before payment of the consideration is due). Subsequent to initial recognition, receivables from contracts with customers are measured at amortised cost and are tested for impairment.

(g) Income tax

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(h) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

(i) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value adjusted for transaction costs, except where the instrument is classified as fair value through profit or loss, in which case transaction costs are immediately recognised as expenses in profit or loss.

Classification of financial assets

Financial assets recognised by the group are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the group irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (FVtOCI) in accordance with the relevant criteria in AASB 9.

Financial assets not irrevocably designated on initial recognition at FVtOCI are classified as subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (FVtPL) on the basis of both:

(a) the group's business model for managing the financial assets; and

(b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the group for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value.

All other financial liabilities recognised by the group are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the group's transactions with its customers and are normally settled within 30 days.

Consistent with both the group's business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

Impairment of financial assets

The following financial assets are tested for impairment by applying the ‘expected credit loss’ impairment model:

(a) debt instruments measured at amortised cost;

(b) debt instruments classified at fair value through other comprehensive income; and

(c) receivables from contracts with customers, contract assets and lease receivables.

The group applies the simplified approach under AASB 9 to measuring the allowance for credit losses for receivables from contracts with customers, contract assets and lease receivables. Under the AASB 9 simplified approach, the group determines the allowance for credit losses for receivables from contracts with customers, contract assets and lease receivables on the basis of the lifetime expected credit losses of the financial asset. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

For all other financial assets subject to impairment testing, when there has been a significant increase in credit risk since the initial recognition of the financial asset, the allowance for credit losses is recognised on the basis of the lifetime expected credit losses. When there has not been an increase in credit risk since initial recognition, the allowance for credit losses is recognised on the basis of 12-month expected credit losses. '12-month expected credit losses’ is the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The group consider a range of information when assessing whether the credit risk has increased significantly since initial recognition. This includes such factors as the identification of significant changes in external market indicators of credit risk, significant adverse changes in the financial performance or financial position of the counterparty, significant changes in the value of collateral, and past due information.

The group assumes that the credit risk on a financial asset has not increased significantly since initial recognition when the financial asset is determined to have a low credit risk at the reporting date. The group considers a financial asset to have a low credit risk when the counterparty has an external 'investment grade'' credit rating (if available) of BBB or higher, or otherwise is assessed by the group to have a strong financial position and no history of past due amounts from previous transactions with the group.

The group assumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

The group determines expected credit losses using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

The group has identified contractual payments more than 90 days past due as default events for the purpose of measuring expected credit losses. These default events have been selected based on the group's historical experience. Because contract assets are directly related to unbilled work in progress, contract assets have a similar credit risk profile to receivables from contracts with customers. Accordingly, the group applies the same approach to measuring expected credit losses of receivables from contracts with customers as it does to measuring impairment losses on contract assets.

The measurement of expected credit losses reflects the group's 'expected rate of loss', which is a product of the probability of default and the loss given default, and its 'exposure at default', which is typically the carrying amount of the relevant asset. Expected credit losses are measured as the difference between all contractual cash flows due and all contractual cash flows expected based on the group's exposure at default, discounted at the financial asset’s original effective interest rate.

Financial assets are regarded as 'credit-impaired' when one or more events have occurred that have a detrimental impact on the estimated future cash flows of the financial asset. Indicators that a financial asset is 'credit-impaired' include observable data about the following:

(a) significant financial difficulty of the issuer or the borrower;

(b) breach of contract;

(c) the lender, for economic or contractual reasons relating to the borrower's financial difficulty, has granted concessions to the borrower that the lender would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

The gross carrying amount of a financial asset is written off (i.e., reduced directly) when the counterparty is in severe financial difficulty and the group has no realistic expectation of recovery of the financial asset. Financial assets written off remain subject to enforcement action by the group. Recoveries, if any, are recognised in profit or loss.

(j) Impairment of non-financial assets

Goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are not subject to amortisation and are therefore tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

For impairment assessment purposes, assets are generally grouped at the lowest levels for which there are largely independent cash flows ('cash generating units'). Accordingly, most assets are tested for impairment at the cash-generating unit level. Because it does not generate cash flows independently of other assets or groups of assets, goodwill is allocated to the cash generating unit or units that are expected to benefit from the synergies arising from the business combination that gave rise to the goodwill.

Assets other than goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are assessed for impairment whenever events or circumstances arise that indicate the asset may be impaired.

An impairment loss is recognised when the carrying amount of an asset or cash generating unit exceeds the asset's or cash generating unit's recoverable amount. The recoverable amount of an asset or cash generating unit is defined as the higher of its fair value less costs to sell and value in use (where 'value in use' is determined as the present value of the future cash flows expected to be derived from an asset or cash-generating unit).

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is measured at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and is recognised in other comprehensive income to the extent that it does not exceed the amount in the revaluation surplus for the same asset. Impairment losses in respect of cash generating units are allocated first against the carrying amount of any goodwill attributed to the cash generating unit with any remaining impairment loss allocated on a pro rata basis to the other assets comprising the relevant cash generating unit.

A reversal of an impairment loss for an asset measured at cost is recognised in profit or loss. A reversal of an impairment loss for an asset measured at a revalued amount is treated as a revaluation increase and is recognised in other comprehensive income, except to the extent that an impairment loss on the same asset was previously recognised in profit or loss, in which case a reversal of that impairment loss is also recognised in profit or loss.

(k) Segment Reporting

The Group has identified its operating segments as being the cloud service sector in Australia. Management currently identifies the cloud service sector as being the Group's sole operating segment. There have been no changes in the operating segments during the year. Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial results from the segment are equivalent to the financial statements of the Group as a whole.

(l) Property, plant and equipment

Each class of plant and equipment is measured at cost or fair value less, where applicable, any accumulated depreciation and any accumulated impairment losses.

Plant and equipment

Plant and equipment is measured at cost, less accumulated depreciation and any accumulated impairment losses.

Depreciation

Land is not depreciated. The depreciable amount of all other property, plant and equipment is depreciated over their estimated useful lives commencing from the time the asset is held available for use, consistent with the estimated consumption of the economic benefits embodied in the asset.

Class of fixed asset	Depreciation rates	Depreciation basis
Improvements under lease	2.5%	Straight line
Office equipment at cost	20%	Straight line
Computer equipment at cost	20%	Straight line

(m) Intangible assets

Goodwill

Goodwill represents the future economic benefits arising from other assets acquired in a business combination that are not individually identifiable or separately recognised. Goodwill is initially recognised at an amount equal to the excess of: (a) the aggregate of the consideration transferred, the amount of any non controlling interest, and the acquisition date fair value of the acquirer's previously held equity interest (in case of step acquisition); over (b) the net fair value of the identifiable assets acquired and liabilities assumed. For accounting purposes, such measurement is treated as the cost of goodwill at that date.

Goodwill is not amortised, but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Separately acquired intangible assets

Except for indefinite useful life intangible assets, which are not amortised but are tested annually for impairment, separately acquired intangible assets are recognised at cost and amortised over their estimated useful lives commencing from the time the asset is available for use. The amortisation method applied to an intangible asset is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, separately acquired intangible assets are measured at cost, less accumulated amortisation (where applicable) and any accumulated impairment losses. The amortisation period of intangible assets is 3 - 5 years.

Intangible assets acquired in a business combination

Intangibles acquired in a business combination are initially recognised at fair value (which, for accounting purposes, is treated as the cost of the intangible asset), and are subsequently amortised over their estimated useful lives commencing from the time the asset is available for use. The amortisation method applied to an intangible asset is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, intangible assets acquired in a business combination are measured at cost, less accumulated amortisation and any accumulated impairment losses.

(n) Leases

At the commencement date of a lease (other than leases of 12-months or less and leases of low value assets), the group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Lease assets

Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received, any initial direct costs incurred by the group, and an estimate of costs to be incurred by the group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any remeasurement of the associated lease liability), less accumulated depreciation and any accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

Lease liabilities

Lease liabilities are initially recognised at the present value of the future lease payments (i.e., the lease payments that are unpaid at the commencement date of the lease). These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the group's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of the remaining lease payments (i.e., the lease payments that are unpaid at the reporting date). Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

Leases of 12-months or less and leases of low value assets

Lease payments made in relation to leases of 12-months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense on a straight-line basis over the lease term.

(o) Employee benefits

(i) Short-term employee benefit obligations

Liabilities arising in respect of wages and salaries, annual leave and other employee benefits (other than termination benefits) expected to be settled wholly before twelve months after the end of the reporting period are measured at the (undiscounted) amounts based on remuneration rates which are expected to be paid when the liability is settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables in the consolidated statement of financial position.

(ii) Long-term employee benefit obligations

The provision for other long-term employee benefits, including obligations for long service leave and annual leave, which are not expected to be settled wholly before twelve months after the end of the reporting period, are measured at the present value of the estimated future cash outflow to be made in respect of the services provided by employees up to the reporting date. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee turnover, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. For currencies in which there is no deep market in such high quality corporate bonds, the market yields (at the end of the reporting period) on government bonds denominated in that currency are used. Any remeasurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the change occurs.

Other long-term employee benefit obligations are presented as current liabilities in the consolidated statement of financial position if the group does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur. All other long-term employee benefit obligations are presented as non-current liabilities in the consolidated statement of financial position.

(iii) Retirement benefit obligations

Defined contribution superannuation plan

The group makes superannuation contributions to the employee's defined contribution superannuation plan of choice in respect of employee services rendered during the year. These superannuation contributions are recognised as an expense in the same period when the related employee services are received. The group's obligation with respect to employee's defined contributions entitlements is limited to its obligation for any unpaid superannuation guarantee contributions at the end of the reporting period. All obligations for unpaid superannuation guarantee contributions are measured at the (undiscounted) amounts expected to be paid when the obligation is settled and are presented as current liabilities in the consolidated statement of financial position.

(iv) Share-based payments

The group operates share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The number of shares and options expected to vest is reviewed and adjusted at each reporting date such that the amount recognised for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(p) Goods and services tax (GST)

Revenues, expenses and purchased assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the consolidated statement of financial position are shown inclusive of GST.

Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(q) Comparatives

When required by Accounting Standards, comparative figures have been adjusted to conform to change in presentation for the current financial year.

(r) Earnings per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period, adjusted for bonus elements in ordinary shares issued during the financial period.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

	2022	2021
2: REVENUE FROM CONTRACTS WITH CUSTOMERS		
Revenue from contracts with customers		
Provision of IaaS	4,242,277	2,548,645
3: OTHER REVENUE AND OTHER INCOME		
Other revenue		
Interest income	62,492	16,343
Other income		
R & D Refundable tax offset	376,038	300,869
Subsidies and grants	-	50,000
	376,038	350,869
4: OPERATING PROFIT		
Profit / (losses) before income tax has been determined after:		
Superannuation guarantee contributions	754,289	462,157
Finance costs		
- Lease liabilities - finance charges - data centres	151,857	137,718
- Lease liabilities - finance charges - software & computer equipment	129,377	244,908
	281,233	382,626
Depreciation:		
- right of use - data centres	1,185,780	978,045
- office furniture and equipment	30,476	7,835
- computer equipment	1,381,124	1,061,482
- leased assets	1,345,358	1,149,545
- leasehold improvements	6,989	2,815
	3,949,728	2,282,842
Amortisation:		
- software and other intangibles	37,698	37,698
- right of use - software	235,480	235,480
	273,178	1,190,058
Total depreciation and amortisation	4,222,906	3,472,900

5: INCOME TAX

Income tax reconciliation

The prima facie tax payable on profit before income tax is reconciled to the income tax expense as follows:

	2022	2021
Prima facie income tax payable on loss before income tax at 25.0% (2021: 26.0%)	(3,880,412)	(3,012,615)
Tax effect of:		
Non-assessable income	(94,010)	(78,226)
Non-deductible expenses	152,040	123,750
Tax losses and deferred tax not recognised	3,822,382	2,967,091
Income tax expense attributable to loss	-	-
Deferred tax assets not brought to account		
Temporary differences	375,148	257,330
Tax losses	10,947,360	6,963,705
Unrecognised deferred tax assets	11,322,508	7,221,035

	2022	2021
6: CASH AND CASH EQUIVALENTS		
Cash at bank	28,713,662	13,504,819
	28,713,662	13,504,819

	2022	2021
7: RECEIVABLES		
CURRENT		
Receivables from contracts with customers	532,479	446,800
Other receivables	17,651	17,909
	550,131	464,709

Receivables from contracts with customers
A receivable from a contract with a customer represents the group's unconditional right to consideration arising from the transfer of goods or services to the customer (i.e., only the passage of time is required before payment of the consideration is due). Invoicing of customers generally occurs monthly. Outstanding invoices are due for payment within 30 days of the invoice date.

At 30 June 2022 and 2021 there were no receivables past due nor impaired.

	2022	2021
8: OTHER ASSETS		
CURRENT		
Prepayments	1,664,136	476,398
NON CURRENT		
Prepayments	1,263,281	200,194
Other assets	53,504	48,883
	1,316,785	249,077

	2022	2021
9: PROPERTY, PLANT AND EQUIPMENT		
Leasehold improvements		
Improvements under lease	279,572	279,572
Accumulated depreciation	(9,804)	(2,815)
	269,768	276,757
Office equipment at cost	186,832	97,137
Accumulated depreciation	(55,854)	(25,378)
	130,978	71,759
Computer equipment at cost	13,632,560	5,459,697
Accumulated depreciation	(5,456,180)	(2,435,920)
	8,176,380	3,023,777
Total property, plant and equipment	8,577,126	3,372,293

Reconciliation of the carrying amounts of property, plant and equipment at the beginning and end of the current financial year

	2022	2021
Leasehold Improvements		
Opening carrying amount	276,757	-
Additions	-	279,572
Depreciation expense	(6,989)	(2,815)
Closing carrying amount	269,768	276,757

	2022	2021
Office equipment		
Opening carrying amount	71,759	-
Additions	89,695	79,593
Depreciation expense	(30,476)	(7,834)
Closing carrying amount	130,978	71,759
Computer equipment		
Opening carrying amount	3,023,777	3,922,573
Additions	4,075,024	162,685
Transfers	2,458,703	-
Depreciation expense	(1,381,124)	(1,061,481)
Closing carrying amount	8,176,380	3,023,777

10: INTANGIBLE ASSETS

	2022	2021
Patents, trademarks and licences at cost	9,449	9,449
Software intangibles at cost	880,274	145,050
Accumulated amortisation and impairment	(556,425)	(81,431)
	323,849	63,619
Total intangible assets	333,298	73,068

Reconciliation of the carrying amounts of intangible assets at the beginning and end of the current financial year

	2022	2021
Trademarks at cost		
Opening balance	9,449	-
Additions	-	9,449
Closing balance	9,449	9,449
Software and other intangibles at cost		
Opening balance	63,619	101,318
Additions	271,751	-
Transfers	26,177	-
Depreciation and amortisation	(37,698)	(37,699)
Closing balance	323,849	63,619

11: RIGHT OF USE LEASE ASSETS

	2022	2021
Data centres under lease	5,630,339	4,892,533
Accumulated depreciation	(2,813,168)	(1,627,385)
	2,817,171	3,265,148
Software and other intangibles under lease	404,781	868,255
Accumulated depreciation and amortisation	(161,912)	(363,730)
	242,868	504,525
Computer equipment under lease	2,628,954	6,726,792
Accumulated depreciation	(855,769)	(1,149,546)
	1,773,185	5,577,246
Total carrying amount of lease assets	4,833,225	9,346,919

	2022	2021
Reconciliation of Leased Assets		
Reconciliation of the carry amount of lease assets at the beginning and end of the financial year:		
Data centres		
Opening carrying amount	3,265,148	3,735,517
Additions	737,807	507,675
Depreciation	(1,185,780)	(978,044)
Closing carrying amount	2,817,175	3,265,148
Software and other intangibles		
Opening carrying amount	504,526	740,006
Additions	-	-
Transfers	(26,177)	-
Depreciation and amortisation	(235,480)	(235,480)
Closing carrying amount	242,869	504,526
Computer equipment		
Opening carrying amount	5,577,246	4,097,837
Additions	-	2,628,954
Transfers	(2,458,703)	-
Depreciation	(1,345,358)	(1,149,545)
Closing carrying amount	1,773,184	5,577,246

12: PAYABLES

CURRENT		
Unsecured liabilities		
Trade creditors	2,015,623	426,062
Sundry creditors and accruals	958,980	464,384
	2,974,603	890,446

13: LEASE LIABILITIES

CURRENT		
Lease liability - Data Centres	1,103,749	1,062,841
Lease liability - Computer equipment & software	1,084,246	2,144,292
	2,187,995	3,207,133
NON CURRENT		
Lease liability - Data Centres	1,951,069	2,391,644
Lease liability - Computer equipment & software	352,597	1,437,194
	2,303,666	3,828,838
Total carrying amount of lease liabilities	4,491,661	7,035,971

14: PROVISIONS

CURRENT		
Employee benefits	553,891	310,920
NON CURRENT		
Employee benefits	98,144	61,168
Total employee benefits liability	652,035	372,088

	2022	2021
15: SHARE CAPITAL		
Issued and paid-up capital		
Ordinary shares - (2022: 169,700,336) (2021: 99,557,063)	87,611,747	53,527,207
	87,611,747	53,527,207

	2022 Number	$	2021 Number	$
Ordinary shares				
Opening balance	99,557,063	53,527,207	63,847,231	29,214,882
Shares issued:				
14 August 2020 Share placement	-	-	4,166,667	2,500,000
18 August 2020 Share placement	-	-	4,876,499	2,925,900
22 October 2020 Redemption of Class A & C performance shares	-	-	-	26
8 December 2020IPO prospectus	-	-	26,666,666	20,000,000
November 2021 Share Placement	24,889,265	12,444,633		
December 2021 Non-Renounceable Rights Issue	45,254,008	22,627,004		
Transaction costs relating to shares issued	-	(987,097)	-	(1,113,601)
Closing balance	169,700,336	87,611,747	99,557,063	53,527,207

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

	2022 Number	$	2021 Number	$
Performance shares				
Opening balance	-	-	20,000,000	26
22 October 2020 Redemption of Class A & C performance shares	-	-	(20,000,000)	(26)
Closing balance	-	-	-	-

Capital management

When managing capital, management's objective is to ensure the group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. This is achieved through the monitoring of historical and forecast performance and cash flows. To maintain or adjust the capital structure, the group may seek to issue new shares.

	2022	2021
16: RESERVES		
Share based payments reserve	680,749	562,354
	680,749	562,354

The share based payments reserve is used to record the fair value of shares or options issued to employees.

	2022	2021
Movements in reserve		
Opening balance	562,354	320,293
Share based payments expensed	118,395	242,061
Closing balance	680,749	562,354

	2022	2021
17: ACCUMULATED LOSSES		
Accumulated losses at beginning of year	(34,900,782)	(23,313,802)
Net profit / (loss)	(15,521,649)	(11,586,980)
Accumulated losses at end of year	(50,422,431)	(34,900,782)

18: INTERESTS IN SUBSIDIARIES

Subsidiaries

The following are the group's significant subsidiaries:

Subsidiaries of Sovereign Cloud Holdings Limited:	Country of incorporation	Ownership interest held by the group	
		2022 %	2021 %
Sovereign Cloud Australia Pty Ltd	Australia	100	100

19: CASH FLOW INFORMATION

Reconciliation of cash flow from operations with profit after income tax

	2022	2021
Profit / (loss) from ordinary activities after income tax	(15,521,648)	(11,586,980)
Adjustments and non-cash items		
Amortisation	273,178	1,190,058
Depreciation	3,949,728	2,282,842
Share based payment expense	118,395	242,061
Changes in operating assets and liabilities		
(Increase) / decrease in receivables	(85,422)	(268,301)
(Increase) / decrease in other assets	(2,255,446)	(648,454)
Increase / (decrease) in payables	2,084,157	350,161
Increase / (decrease) in provisions	279,947	143,674
Cash flows from operating activities	(11,157,112)	(8,294,939)

Reconciliation of liabilities arising from financing activities

	2022	2021
Lease liability opening balance	7,035,971	7,010,489
Lease liability additions against ROU assets	737,807	3,136,628
Financing activities cashflows	(3,282,116)	(3,111,146)
	4,491,662	7,035,971

20: SHARE BASED PAYMENTS

(a) Equity-settled share-based payments

(i) Employee option plan

The company continued the Employee Share Options Plan ("ESOP") as part of its overall long term employee incentive arrangements.

Details of the options granted are provided below:

2022

Grant date	Expiry date	Exercise price*	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at the end of the year	Exercisable at end of the year
1/07/2018	30/06/2022	$ 0.60	1,927,242	-	-	(1,927,242)	-	-
13/08/2019	30/06/2023	$ 0.60	268,937	-	-	(3,750)	265,187	265,187
30/09/2020	30/06/2024	$ 0.60	1,056,407	-	-	(50,200)	1,006,207	670,806
			3,252,586	-	-	(1,981,192)	1,271,394	935,993
Weighted average exercise price*:			$0.60	$0.60	$0.00	$0.00	$0.60	$0.60

* Exercise price is $3, however, the exercise price reduces to $0.60 unless the participant has ceased to be employed for any reason before the vesting dates which are 1 July 2018, 1 July 2019, 1 July 2020, 1 July 2021, 1 July 2022 and 1 July 2023 respectively

2021

Grant date	Expiry date	Exercise price*	Balance at beginning of the year	Granted during the year	Exercised during the year	Expired during the year	Balance at the end of the year	Exercisable at end of the year
1/07/2018	30/06/2022	$ 0.60	1,927,242	-	-	-	1,927,242	1,324,401
13/08/2019	30/06/2023	$ 0.60	291,574	-	-	(22,637)	268,937	89,645
30/09/2020	30/06/2024	$ 0.60	-	1,102,707	-	(46,300)	1,056,407	-
			2,218,816	1,102,707	-	(68,937)	3,252,586	1,414,046
Weighted average exercise price*:			$0.60	$0.60	$0.00	$0.00	$0.60	$0.60

The weighted average share price for share options exercised during the period was $nil. (2021: $nil).

The weighted average remaining contractual life for share options outstanding at the end of the period was 1.7 years (2020: 2.1 years).

Fair value of options granted:

	Grant Date	Grant Date	Grant Date
Grant Date	2 July 2018	13 August 2019	30 September 2020
Exercise Price	$0.60*	$0.60*	$0.60*
Expiry Date	30 June 2022	30 June 2023	30 June 2024
Expected price volatility of the group's shares	50%	50%	50%
Expected dividend yield	0.00%	0.00%	0.00%
Risk free interest rate	2.25%	0.68%	0.17%
Pricing model	Black Scholes	Black Scholes	Black Scholes
Fair value per option	$0.21	$0.19	$0.17

The exercise price of the Options of $3 per option reduces to $0.60 per option if the Employee Option holder remains an employee of the Company in accordance with certain vesting dates

(ii) Executive Director Options

The employment contract with the executive director, Phil Dawson, provides for a Long Term Incentive ("LTI") of up to 50% of his based salary, subject to achieving personal performance targets (referred to as Tranche

3). The number of Options to be offered under the LTI component of his remuneration, on achieving each performance target, is to be calculated based on the Company's two week volume weighted average share price at the time the performance targets are met. There are three separate performance targets, each measured in terms of quarterly IaaS revenue and EBITDA milestones, to be achieved within certain timeframes otherwise the Options lapse. Each option will have an exercise price of $0.20. The options expire on 30 September 2025 or if he ceases to be employed or engaged with the Group. The options will vest 12 months after the performance target is achieved. No options under this arrangement have been issued to date.

Fair Value of Executive Director Options

The number of options to be offered under the LTI component of his remuneration will only be known if and when the three separate performance targets are achieved. At that point the number of options will be derived as a percentage of his base salary at the time and the Company's weighted average share price. For the purpose of assessing the fair value of the Tranche 3 options, an estimate was made of the vesting date (when the performance hurdles would be achieved), the base salary at the time and the Company's share price, as well as profitability factor of achieving the performance hurdles.

(iii) Expenses recognised from share-based payment transactions

The expense recognised in relation to the share-based payment transactions was recognised within employee benefit expense within the statement of profit or loss were as follows:

	2022 $	2021 $
Options issued under employee option plan	118,395	242,061
Total expenses recognised from share-based payment transactions	118,395	242,061

21: COMMITMENTS

Leases

Operating lease expenditure contracted for at the end of the reporting period but not recognised as liabilities have been entered into:

	Within 1 year	1-3 years	3-5 years	More than 5 years	Total
Lease Obligations	204,590	1,914,829	1,156,661	-	3,276,081

22: EARNINGS PER SHARE

	2022 Cents	2021 Cents
Basic earnings per share	(11)	(13)
Diluted earnings per share	(11)	(13)

Earnings used in Calculating Earnings Per Share	2022 $	2022 $
Loss attributable to the ordinary equity holders used in calculating earnings per share	(15,521,649)	(11,586,980)

	2022 Number	2021 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	136,454,322	86,626,154
Dilutive options		
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share	136,454,322	86,626,154

Options are anti-dilutive when converted to ordinary shares as they reduce loss per share.

23: PARENT ENTITY DETAILS

Summarised presentation of the parent entity, Sovereign Cloud Holdings Limited, financial statements:

(a) Summarised statement of financial position

	2022 $	2021 $
Assets		
Current assets	80,081,430	46,705,010
Non-current assets	5,324,156	5,324,156
Total assets	85,405,586	52,029,166
Liabilities		
Current liabilities	(109,445)	116,678
Non-current liabilities	-	-
Total liabilities	(109,445)	116,678
Net assets	85,515,031	51,912,489
Equity		
Share capital	87,611,747	53,527,208
Retained earnings	(2,996,354)	(2,177,073)
Share based payments reserve	680,749	562,354
Total equity	85,296,142	51,912,489

(b) Summarised statement of comprehensive income

	2022 $	2021 $
Loss for the year	(819,282)	(1,333,380)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(819,282)	(1,333,380)

Contingent liabilities

As at 30 June 2022, Sovereign Cloud Holdings Limited is not aware of contingent liabilities.

Contractual commitments

As at 30 June 2022 contractual commitments entered into by Sovereign Cloud Holdings Limited is $Nil (2021: $Nil)

Guarantees

Sovereign Cloud Holdings Limited has not entered into any guarantees, in the current previous financial years, in relation to debts of its subsidiaries.

24: FINANCIAL RISK MANAGEMENT

The group is exposed to the following financial risks in respect to the financial instruments that it held at the end of the reporting period:

(a) Interest rate risk
(b) Credit risk
(c) Liquidity risk
(d) Fair values compared with carrying amounts

The board of directors have overall responsibility for identifying and managing operational and financial risks.

The group holds the following financial instruments:

	2022 $	2021 $
Financial assets		
Amortised cost		
- Cash and cash equivalents	28,713,662	13,504,819
- Receivables	550,131	464,709
	29,263,792	13,969,528
Financial liabilities		
Amortised cost		
- Payables	2,974,603	890,446
- Lease liabilities	4,491,661	7,035,971
	7,466,264	7,926,417

a) Interest rate risk

The group is exposed to interest rate risk in relation to its cash at bank. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Groups borrowings are subject to fixed interest rates.

The following table outlines that group's exposure to interest rate risk in relation to future cashflows and the effective weighted average interest rates on classes of financial assets and financial liabilities:

	2022		2021	
Financial instruments	**Interest bearing**	**Weighted average effective interest rate**	**Interest bearing**	**Weighted average effective interest rate**
	$		**$**	
Financial assets				
Cash	28,713,662	0.50%	13,504,819	0.50%

No other financial assets or financial liabilities are expected to be exposed to interest rate risk.

Sensitivity

If interest rates were to increase/decrease by 50 basis points (2021: 50 basis points) from the rates prevailing at the reporting date, assuming all other variables remain constant, then the impact of profit for the year and equity would be as follows:

	2022	2021
+ / - 50 basis points (2021: 50 basis points)	$	$
Impact on profit after tax	143,568	67,524
Impact on equity	143,568	67,524

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date of recognised financial assets is the carrying amount of those assets, net of any provisions for impairment of those assets, as disclosed in consolidated statement of financial position and notes to financial statements.

The group does not have any material credit risk exposure to any single counterparty or group of counterparties under financial instruments entered into by the group.

(i) Cash deposits

Credit risk for cash deposits is managed by holding all cash deposits with major Australian banks, primarily Commonwealth Bank of Australia and the Macquarie Bank.

(ii) Receivables from contracts with customers

Credit risk for receivables from contracts with customers is managed by transacting with a large number of customers, undertaking credit checks for all new customers and setting credit limits for all customers commensurate with their assessed credit risk. Outstanding receivables are regularly monitored for payment in accordance with credit terms.

(iii) Other receivables

Other receivables relate mainly to GST receivables from the Australian Taxation Office.

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Surplus finds are generally only invested in bank deposits. At the reporting date the group did not have access to any undrawn borrowing facilities.

The following table outlines the group’s remaining contractual maturities for non-derivative financial instruments. The amounts presented in the table are the undiscounted contractual cash flows of the financial liabilities, allocated to time bands based on the earliest date on which the group can be required to pay.

Year ended 30 June 2022	< 6 months	6-12 months	1-5 years	Total contractual cash flows	Carrying amount
	$	$	$	$	$
Payables	2,974,603	-	-	2,974,603	2,974,603
Lease liabilities	997,685	1,190,309	2,303,457	4,491,451	4,491,451
Net maturities	3,972,288	1,190,309	2,303,457	7,466,054	7,466,054
Year ended 30 June 2021					
Payables	890,446	-	-	890,446	890,446
Lease liabilities	1,998,911	1,359,970	3,854,333	7,213,214	7,035,971
Net maturities	2,889,357	1,359,970	3,854,333	8,103,660	7,926,417

(d) Fair values compared with carrying amounts

The fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in consolidated statement of financial position and notes to financial statements.

25: COVID-19 IMPACT ASSESSMENT

The Company have been monitoring the potential impact of COVID-19 on its operations. The Company has plans in place to minimise the impact of any disruptions to its operations. Given the uncertainty of the situation, the Company is not in a position to determine the full impact that COVID-19 will have on its operations, or quantify the financial impact.

26: REMUNERATION OF AUDITORS

During the year, the following fees were paid or payable for services provided by the auditors of the Group, its related entities, its network firms and unrelated firms.

	2022	2021
	$	$
Auditors of the Group - Bentleys		
Audit and review of the financial statements	68,649	60,000
Non-audit services		
Accounting assistance	-	-

27: EVENTS SUBSEQUENT TO REPORTING DATE

There have been no material matters or circumstances which have arisen between 30 June 2022 and the date of this report that have significantly affected or may affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Sovereign Cloud Holdings Limited, the directors of the Company declare that:

(a) the consolidated financial statements and notes, as set out on pages 16 to 39, are in accordance with the *Corporations Act 2011*, including:

   (i) complying with the Corporations Regulations 2001 and Australian Accounting Standards and Interpretations, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and

   (ii) giving a true and fair view of the consolidated Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and

(b) in the directors' opinion there are reasonable grounds to believe the Company will be able to pay its debts as and when they become due and payable; and

(c) the directors have been given the declarations required by s295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer, for the financial year ended 30 June 2022.

Signed in accordance with a resolution of the Directors.

Cathie Reid

Chair

Dated: 25 August 2022

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Sovereign Cloud Holdings Limited and controlled entity (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2022 and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the director's declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the year then ended; and
(ii) complying with Australian Accounting Standards 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 Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Australian Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Revenue Recognition As disclosed in Note 2 the group recorded $4,242,277 of revenue from contracts with customers. The Group applies AASB 15 Revenue from Contracts to account for the services it provides. This was a key audit matter due to: • The significance of revenue to the statement of financial performance; and • Judgments required by AASB 15 including identifying the performance obligations and allocating the transaction price.	Our procedures amongst others included: • Reviewing the Groups policy to ensure in accordance with AASB 15; • Selecting a sample of contracts and assessed the identification of performance obligations and the allocation of the transaction price; • Recalculating the amount of revenue, the Group has recognised; • Testing the cut-off of revenue; and • Assessing the adequacy of the disclosures included in the financial report.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED
(Continued)

Key Audit Matter	How our audit addressed the key audit matter
Leases As disclosed in Note 13 the Group has lease liabilities of $4,491,661. This was a key audit matter due to: • The importance of the leases to the Group; • The significance of leases to the statement of financial position; and • The level of judgment required in determining the assumptions adopted (effective term of lease and the determination of discount rates)	Our procedures amongst others included: • Reviewing the procedures for identifying and accounting for leases; • Assessing the relevance of the methods used to determine the main assumptions; • Selecting a sample of leases and recalculating the liability and right-of-use asset balances; • Comparing the discount rates used with market data; and • Assessing the adequacy of the disclosures included in the financial report.

Other Required Information
The directors are responsible for the other required information. The other required information comprises the information included in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other required information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other required information and, in doing so, consider whether the other required information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other required information, we are required to report that fact. We have nothing to report in this regard.

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 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 Group 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 Group or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED
(Continued)

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 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 Group'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 Group'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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SOVEREIGN CLOUD HOLDINGS LIMITED
(Continued)

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 14 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Sovereign Cloud Holdings Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Bentleys

Bentleys Brisbane (Audit) Pty Ltd
Chartered Accountants

Stewart Douglas
Director
Brisbane
25 August 2022

SHAREHOLDER INFORMATION

The shareholder information set out below as applicable as at 19 August 2022.

A. Distribution of Equity Securities

Analysis of number of equity security holders by size of holding:

	No. Holders	No of Shares	% of Shares
1 – 1,000	196	129,583	0.08%
1,001 – 5,000	545	1,547,215	0.91%
5,001 – 10,000	305	2,248,391	1.32%
10,001 – 100,000	499	16,285,815	9.60%
100,001 – and over	129	149,489,332	88.09%
	1,878	99,557,064	100%

B. Equity Security Holders

The names of the twenty largest holders of quoted equity securities (as at 19 August 2022) are listed below:

Rank	Name	Number Held	%
1	NEXTDC Ventures Holdings No. 1 Pty Ltd	33,939,907	19.99%
2	Badger 31 Pty Ltd	18,723,504	11.03%
3	Citicorp Nominees Pty Limited	12,641,868	7.45%
4	Edwards Bay Capital Pty Ltd	9,361,751	5.52%
5	Petromac Holding Pty Ltd	9,361,751	5.52%
6	Assured Digital Group Limited	6,934,000	4.09%
7	HSBC Custody Nominees (Australia) Limited	6,362,349	3.75%
8	Berne Berne No 132 Nominees Pty Ltd	4,833,334	2.85%
9	Jam Group Pty Ltd	2,581,614	1.52%
10	J P Morgan Nominees Australia Pty Limited	2,341,666	1.38%
11	Ms Paula Grimes & Mr David Grimes	2,331,976	1.37%
12	Bretton Pty Ltd	2,263,753	1.33%
13	Berne No 132 Nominees Pty Ltd	1,757,576	1.04%
14	WTE Investments Pty Ltd	1,250,003	0.74%
15	Bond Street Custodians Limited	1,144,173	0.67%
16	Allan Brackin Retirement Fund Pty Ltd	1,100,001	0.65%
17	Hatt Perth Pty Ltd	1,090,910	0.64%
18	Bushfly Air Charter Pty Ltd	958,247	0.56%
19	Queensland Neurology Group Pty Ltd	931,061	0.55%
20	National Nominees Limited	907,466	0.53%
	Total: Top 20 holders	120,816,910	71.18%
	Total: Remaining balance	48,900,396	28.82%
		169,700,336	100.00%

C. The names of the substantial shareholders listed in the holding register as at 19 August 2022 are:

NEXTDC Ventures Holdings No. 1 Pty Ltd	33,939,907	19.99%
Badger 31 Pty Ltd	18,723,504	11.03%
Citicorp Nominees Pty Limited	12,499,674	7.45%
Edwards Bay Capital Pty Ltd	9,361,751	5.52%
Petromac Holding Pty Ltd	9,361,751	5.52%

D. Voting Rights

All shares in the Company are ordinary shares. Voting rights for ordinary shares are:

- On a show of hands, one vote for each shareholder
- On a poll, one vote for each fully paid ordinary share.

Option holders have no rights until the options are exercised. There is no current on-market buy-back.

E. Escrow Arrangements

The following shares and options are subject to voluntary escrow arrangements.

Escrowed Securities	Escrowed Until
47,072,715 shares	10-Dec-22
350,340 options	10-Dec-22

CORPORATE DIRECTORY

Directors

Mrs Cathie Reid
Non-executive Chair

Mr Phil Dawson
Managing Director

Mr Allan Brackin
Non-executive Director

Mr Ross Walker
Non-executive Director

Mr Craig Scroggie
Non-executive Director

Chief Financial Officer

Mrs Michelle Crouch

Company Secretary

Mrs Michelle Crouch

Head Office

Suite 3, Level 4 Plaza Offices – West
21 Terminal Avenue
CANBERRA AIRPORT ACT 2609

Fyshwick Office:
Unit 7, 15-21 Beaconsfield Street
FYSHWICK ACT 2609

Registered Office

Level 38 Central Plaza One
345 Queen Street
BRISBANE QLD 4000

Auditor

Bentleys Brisbane (Audit) Pty Ltd
Level 9, 123 Albert Street
BRISBANE QLD 4000

Share Registry

Link Market Services Limited
Level 12, 680 George Street
SYDNEY NSW 2000

The Company is listed on the Australian Securities Exchange Limited (ASX: SOV)

ABN: 80 622 728 189

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