

**buyMyplace.com.au Limited**  
**Appendix 4E**  
**Preliminary final report**

**1. Company details**

Name of entity:	buyMyplace.com.au Limited
ABN:	68 132 204 561
Reporting period:	For the year ended 30 June 2018
Previous period:	For the year ended 30 June 2017

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**2. Results for announcement to the market**

			\$
Revenues from ordinary activities	up	36.3% to	2,864,219
Loss from ordinary activities after tax attributable to the owners of buyMyplace.com.au Limited	up	44.3% to	(5,512,282)
Loss for the year attributable to the owners of buyMyplace.com.au Limited	up	44.3% to	(5,512,282)

*Dividends*

There were no dividends paid, recommended or declared during the current financial period.

*Comments*

The loss for the consolidated entity after providing for income tax amounted to \$5,512,282 (30 June 2017: \$3,819,265).

The working capital position as at 30 June 2018 of the consolidated entity results in current assets deficiency over current liabilities amounting to \$672,357 (30 June 2017: surplus of \$1,803,120).

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**3. Net tangible assets**

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	(2.91)	3.06

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**4. Control gained over entities**

Name of entities (or group of entities) MyPlace Conveyancing Pty Ltd

Date control gained 1 August 2017

	\$
Contribution of such entities to the reporting entity's profit/(loss) from ordinary activities before income tax during the period (where material)	(67,056)
Profit/(loss) from ordinary activities before income tax of the controlled entity (or group of entities) for the whole of the previous period (where material)	-

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**5. Loss of control over entities**

Not applicable.

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**6. Dividends**

*Current period*

There were no dividends paid, recommended or declared during the current financial period.

*Previous period*

There were no dividends paid, recommended or declared during the previous financial period.

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**7. Dividend reinvestment plans**

Not applicable.

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**8. Details of associates and joint venture entities**

Not applicable.

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**9. Foreign entities**

*Details of origin of accounting standards used in compiling the report:*

Not applicable.

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**10. Audit qualification or review**

*Details of audit/review dispute or qualification (if any):*

The financial statements have been audited and an unqualified opinion has been issued.

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**11. Attachments**

*Details of attachments (if any):*

The Annual Report of buyMyplace.com.au Limited for the year ended 30 June 2018 is attached.

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12. Signed

Signed David Niall

Date: 17 April 2019

David Niall  
Chairman

**buyMyplace.com.au Limited**

**ABN 68 132 204 561**

**Annual Report - 30 June 2018**

**buyMyplace.com.au Limited**

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**buyMyplace.com.au Limited**  
**Corporate directory**  
**30 June 2018**

Directors	Matthew Driscoll (Non-Executive Director) Gavan Flower (Non-Executive Director) David Niall (Non-Executive Chairman)
Company secretary	Melanie Leydin
Registered office	Level 4 100 Albert Road South Melbourne VIC 3205 +61 3 9692 7222
Principal place of business	Level 4 100 Albert Road South Melbourne VIC 3205 +61 3 9692 7222
Share register	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Phone: 1300 737 760
Auditor	Grant Thornton Collins Square, Tower 5 727 Collins Street Melbourne VIC 3008
Stock exchange listing	BuyMyPlace.com.au Limited shares are listed on the Australian Securities Exchange (ASX code: BMP)
Website	<a href="http://www.bmpcorp.com.au">www.bmpcorp.com.au</a>

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of buyMyplace.com.au Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2018.

**Directors**

The following persons were directors of buyMyplace.com.au Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Matthew Driscoll (Non-Executive Director)  
Gavan Flower (Non-Executive Director) (appointed on 15 February 2019)  
David Niall (Non-Executive Chairman) (appointed on 15 February 2019)  
Cameron Fisher (Non-Executive Director) (resigned on 15 February 2019)  
Paul Spottiswood (Non-Executive Director) (resigned on 15 February 2019)  
Stephen Moulton (Non-Executive Director) (appointed on 13 October 2017 and resigned on 15 February 2019)  
Peter Butterss (Non-Executive Director) (resigned on 27 April 2018)

**Principal activities**

During the financial year the principal continuing activities of the consolidated entity consisted of:

- Provision of online property services, offering its customers the ability to sell their property through a process similar to a traditional real estate agency business without paying a commission on the property sale.

**Dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Review of operations**

The loss for the consolidated entity after providing for income tax amounted to \$5,512,282 (30 June 2017: \$3,819,265).

The increase in the loss from the previous year is attributable to additional legal and consulting fees to develop growth strategies, costs and interest associated with the debt financing facilities, impairment of goodwill in relation to the acquisition of My Place Conveyancing, and increased employment and share based payments costs.

Total operating revenue was up 36.3% to \$2.86 million, compared to \$2.10 million in the prior corresponding period, primarily driven by DIY listings and revenue from My Place Conveyancing.

Total costs increased 41.3%. The increase is a result of professional fees to support the growth strategy, costs for financing facilities, increased employment related costs, and impairment of goodwill. Advertising and marketing costs were in line with 2017 due to the realisation of synergies in digital marketing resources which significantly reduced spend in the second half. Despite this, BMP continued to increase its market share and revenue.

Cash receipts for the year totalled \$2.83 million, up 28% on the prior corresponding period. At the end of 2018, the Company held cash reserves of \$268K. Net cash outflows from operating activities during the year were \$3.8 million.

In November 2017, buyMyplace completed a \$1 million working capital facility with KM Custodians Pty Ltd which provided it the capital to progress its growth strategy developed through strategic partnerships, the rollout of additional offerings, and technology and platform improvements to enhance user experience. This facility was replaced by a \$3 million debt financing facility from KM Custodians Pty Ltd which was used to repay the original \$1 million facility, and fund working capital requirements. The new facility had \$1.5 million still available as at reporting date.

**Significant changes in the state of affairs**

The Consolidated Entity issued 583,755 fully paid ordinary shares to the vendors of My Place Conveyancing Pty Ltd, pursuant to the share sale deed entered into to acquire all of the issued share capital in My Place Conveyancing Pty Ltd from the vendors.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

During the year, the Consolidated Entity issued 1,950,000 employee options and 1,950,000 performance rights to an employee in accordance with the incentive options scheme and performance rights plan, agreed to issue 3,000,000 performance rights at nil exercise price to the CEO in accordance with incentive options scheme and performance rights plan, and issued 56,016 fully paid ordinary shares pursuant to an issue of short term incentive bonus shares to an employee in recognition of achievement of agreed performance objectives. The Consolidated Entity also issued a total of 4,200,000 performance rights vesting in three tranches to the CEO and members of the senior management team in accordance with the Performance Rights Plan.

On 21 November 2017, the Consolidated Entity announced that it had entered into a \$1 million working capital facility with KM Custodians Pty Ltd.

On 8 December 2017, the Consolidated Entity issued 3,125,000 fully paid ordinary shares pursuant to the placement to sophisticated and professional investors and the CEO of the Company.

On 19 December 2017, the Consolidated Entity issued 6,250,000 unlisted options to KM Custodians Pty Ltd in relation to the \$1 million working capital facility agreement.

On 30 April 2018, the Consolidated Entity announced that it had entered into a \$3 million Financing Facility with KM Custodians, secured by the Consolidated Entity's assets. The proceeds from the facility will be used to repay the existing KM Custodian's loan of \$1 million, with the remaining \$2 million to fund working capital and technology investment.

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

**Matters subsequent to the end of the financial year**

On 31 August 2018, the Company announced its intention to acquire online property management platform company Pleased.Property subject to the required due diligence and the Company raising sufficient capital. On 13 November 2018 it was announced this acquisition would not proceed.

On 24 September 2018, the Company announced voluntary suspension to the trading of the Company's ordinary shares on the Australian Securities Exchange.

On 5 October 2018, the Company announced the extension of the KM Custodians Financing Facility by \$500,000. The lender will be entitled to receive an additional facility fee of \$25,000 being 5% of the increase in the facility amount. The repayment date will be the earlier of 30 June 2020, the occurrence of a liquidity event, or the occurrence of a continuing default. The lender can elect to receive payment in part or in full in cash or ordinary shares of the Company.

On 13 November 2018, the Company announced the execution of a binding term sheet with KM Custodians for the sale of key 'BMH subsidiaries' (consisting of BuyMyHome Pty Ltd, BuyMyHome (Agency) Pty Ltd, and BuyMyPlace Finance Pty Ltd) to KM Custodians, the holder of the Financing Facility.

Conditions precedent to this transaction include the forgiveness of this Financing Facility, which were also announced to have an additional extension of \$500,000 on this date, and amounts to a total of \$5 million to be forgiven, including the relevant share premium payable, as well as the payment of \$100,000 as cash consideration for acquisition of the above named BMH subsidiaries, and pending shareholder approval.

The Company will still retain ownership of the buyMyplace.com.au listed company and the MyPlace Conveyancing Pty Ltd operating subsidiary subsequent to this transaction.

On 5 December 2018, the Company announced the resignation of the Chief Executive Officer, Mr Colin Keating.

On 21 December 2018, the Company announced the finalisation of the sale of key BMH subsidiaries to KM Custodians, having received shareholder approval.

Also on 21 December 2018, the Company changed its registered office and principal place of business to Level 4, 100 Albert Road, South Melbourne, VIC 3205.

On 15 February 2019, the Company announced that it had entered into a Convertible Note Facility Deed with Misquitta Securities Pty Ltd, for a facility limit of \$200,000.

The key terms of the facility include:



## buyMyplace.com.au Limited

### Directors' report

30 June 2018

- Facility limit of \$200,000;
- Immediate drawdown of \$40,000;
- Repayment date of 30 June 2020;
- Interest rate at 15% per annum, payable in cash or to be capitalised to the loan; and
- The lender at its own discretion has the option on the repayment date to require the Company to pay some or all of the Outstanding Monies by issuing ordinary shares in the Company to the Lender (subject to any regulatory approvals required).

Also on 15 February 2019, the Company announced the resignations of Paul Spottiswood, Cameron Fisher and Stephen Moulton as directors of the company, and announced the appointment of Gavan Flower and David Niall as Non-Executive Directors of the Company.

No other matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

### Likely developments and expected results of operations

Looking forward, the Group is planning further expansion in strategic partnerships as well as enhanced product offerings and to grow the business at a similar trajectory to what it has experienced since re-admission to the ASX in March 2016.

### Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

### Information on directors

Name:	Matthew Driscoll
Title:	Non-Executive Director
Qualifications:	B.A, Grad.Dip Edu., Grad Dip App Fin., SF FIN, GAICD, MSAA
Experience and expertise:	Mr Driscoll has a Bachelor of Arts Degree, a Graduate Diploma in Education and a Graduate Diploma of Applied Finance. In addition, Matthew is a Master of the Stockbrokers Association of Australia, a Graduate member of the Institute of Company Directors and a Senior Fellow of the Financial Services Institute of Australasia. Matthew has strong networks and significant experience across several industries, including online technologies, financial services, fintech, property and resources. With over 30 years' experience in the financial services industry, Matthew's expertise lies in investment and capital markets including analysis and evaluation of investment opportunities, transaction analysis, financial modelling, debt structuring, asset and equity valuation and due diligence. Matthew has worked with numerous companies nurturing them from small enterprises to successful listed businesses.
Other current directorships:	Energy Technologies Limited, Smoke Alarms Holdings Limited, Powerwrap Limited.
Former directorships (last 3 years):	Nil
Special responsibilities:	Mr M. Driscoll is a member of the Audit & Risk Committee and Chair of the Remuneration and Nomination Committee.
Interests in shares:	2,658,911 fully paid ordinary shares
Interests in options:	1,875,000 options (various terms detailed in the remuneration report)
Interests in rights:	1,875,000 performance rights (various terms detailed in the remuneration report)

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

Name: Cameron Fisher (resigned 15 February 2019)  
Title: Non-Executive Director  
Qualifications: AVLE(VAL), AREI  
Experience and expertise: Mr Fisher was previously the managing director of BuyMyHome Pty Ltd, and is highly qualified in his profession. He was previously a director of some of Australia's leading real estate companies, including Bennison Mackinnon and Talbot Birner Morley (TBM) after commencing his first real estate business when he was 26 years of age. He is a fully Accredited Auctioneer with over 5,000 successful auctions under his belt; and advisor to leading institutions, developers, accountancy practices and law firms.  
Other current directorships: Managing Director of Changing Places Real Estate Consultants Pty Ltd  
Former directorships (last 3 years): None  
Special responsibilities: None  
Interests in shares: 7,283,703 fully paid ordinary shares  
Interests in options: 1,875,000 options (various terms detailed in the remuneration report)  
Interests in rights: 1,875,000 performance rights (various terms detailed in the remuneration report)

Name: Paul Spottiswood (resigned 15 February 2019)  
Title: Non-Executive Director  
Qualifications: B.Com, LLB, CFA , MAICD  
Experience and expertise: Mr Spottiswood is an entrepreneurial corporate and strategic adviser, having spent over fifteen years in mergers and acquisitions, capital raising and business and investment fund establishment roles. Paul's depth of experience is evidenced by successful roles in investment banking (with Macquarie and Credit Suisse), dynamic in-house strategic and corporate development roles and, more recently, advisory roles for mid-market companies (333 Capital). He has provided advice internationally (particularly in Europe and Asia) and across the real estate, infrastructure, logistics, financial services, retirement living, retail, hospitality and technology industries. Paul's clients include private and listed companies, superannuation funds and high net worth investors.  
Other current directorships: None  
Former directorships (last 3 years): None  
Special responsibilities: Mr. P Spottiswood is a member of the Audit & Risk Committee.  
Interests in shares: 250,000 fully paid ordinary shares  
Interests in options: 82,720 options (various terms detailed in the remuneration report)  
Interests in rights: 82,720 performance rights (various terms detailed in the remuneration report)

Name: Stephen Moulton (appointed 13 October 2017 and resigned 15 February 2019)  
Title: Non-Executive Director  
Experience and expertise: Stephen has been a corporate advisory/M&A partner at Gadens for the past 3 years. Prior to his present role, he was a partner at Clayton Utz, PwC (head of legal in Victoria) and Chairman of Partners and Managing Partner of Mills Oakley. Stephen was a director of the Carlton Football Club for 6 years until 2012 and is a current director for not-for-profit organisations, the O'Brien Foundation and Sugarbyhalf Ltd.  
Other current directorships: None  
Former directorships (last 3 years): None  
Special responsibilities: Chair of Audit & Risk Committee, member of Remuneration and Nomination Committee.  
Interests in shares: Nil  
Interests in options: Nil  
Interests in rights: Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

**Company secretary**

Ms Leydin has 25 years' experience in the accounting profession including 13 years in the Corporate Secretarial professions and is a company secretary and finance officer for a number of entities listed on the Australian Securities Exchange. She is a Chartered Accountant and a Registered Company Auditor. Since February 2000, she has been the principal of Leydin Freyer, specialising in outsourced company secretarial and financial duties.

**Meetings of directors**

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2018, and the number of meetings attended by each director were:

	Full Board		Audit and Risk Committee	
	Attended	Held	Attended	Held
Matthew Driscoll	14	14	1	1
Cameron Fisher	14	14	-	-
Paul Spottiswood	13	14	2	2
Stephen Moulton	10	12	1	1
Peter Butterss	11	11	1	1

Held: represents the number of meetings held during the time the director held office.

**Remuneration report (audited)**

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

***Principles used to determine the nature and amount of remuneration***

The principles of the Group's executive strategy and supporting incentive programs and frameworks are:

- to align rewards to business outcomes that deliver value to shareholders;
- to drive a high performance culture by setting challenging objectives and rewarding high performing individuals; and
- to ensure remuneration is competitive in the relevant employment market place to support the attraction, motivation and retention of executive talent

The Group has a structured remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The remuneration structure that has been adopted by the Group consists of the following components:

- fixed remuneration being annual salary; and
- short term incentives, being employee share schemes and bonuses
- long term incentives, being KMP share schemes

The Board assess the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and Executive Team.

The payment of bonuses, share options and other incentive payments are reviewed by the Board annually as part of the review of executive remuneration. All bonuses, options and incentives must be linked to predetermined performance criteria.

### Short-term and long-term incentives

The Board may exercise discretion in relation to approving incentives, bonuses and options. The policy is to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Executives are entitled to participate in the employee share and option arrangements. All remuneration paid to directors and executives is valued at the cost to the Company and expensed. Shares provided to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using the binomial option pricing model. Shares and options are provided to directors and senior executives; and are detailed in the remuneration report.

### Performance based remuneration

The payment of bonuses, share options and other incentive payments are reviewed by the board annually as part of the review of executive remuneration. All bonuses, options and incentives must be linked to predetermined performance criteria.

### Relationship between remuneration and the Company's performance

The remuneration policy has been tailored to increase goal congruence between shareholders and directors and executives. Currently, this is facilitated through the issue of options to the majority of directors, executives and senior managers to encourage the alignment of personal and shareholder interests. The Company believes the policy will be effective in increasing shareholder wealth.

#### *Non-executive directors remuneration*

On appointment to the board, all non-executive directors enter into a service agreement with the Company. The agreement summarises the board policies and terms, including remuneration, relevant to the office of director.

Non-executive directors may be paid fees or other amounts as the directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties. Fees provided to non-executive directors are inclusive of superannuation.

Fees for non-executive directors are not linked to the performance of the Company. However, to align directors' interests with shareholder interests, the non-executive directors may hold shares in the Company and with Board and shareholder approval may participate in the employee option plan.

The Board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate directors' fee pool for non-executive directors is \$250,000 and was approved by shareholders as part of the Constitution of the Company at the annual general meeting on 28 November 2011.

#### *Voting and comments made at the company's 24 November 2017 Annual General Meeting ('AGM')*

At the 2017 AGM, 92.98% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2017. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

### **Details of remuneration**

#### *Amounts of remuneration*

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

The key management personnel of the consolidated entity consisted of the following directors of buyMyplace.com.au Limited:

- Mathew Driscoll - Non-Executive Director
- Cameron Fisher - Non-Executive Director (resigned on 15 February 2019)
- Paul Spottiswood - Non-Executive Director (resigned on 15 February 2019)
- Stephen Moulton - Non-Executive Director (appointed 13 October 2017 and resigned on 15 February 2019)
- Peter Butterss - Non-Executive Director (resigned 27 April 2018)
- David Niall - Non-Executive Director (appointed 15 February 2019)
- Gavin Flower - Non-Executive Director (appointed 15 February 2019)

And the following persons:

- Paul Heath - Chief Executive Officer (resigned 30 November 2017)
- Colin Keating - Chief Executive Officer (appointed 21 November 2017 and resigned 5 December 2018)

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus	Annual leave	Super-annuation	Long service leave	Options	Performance rights	
2018	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>								
Matthew Driscoll	70,000	-	-	-	-	-	68,981	138,981
Paul Spottiswood	50,000	-	-	-	-	-	-	50,000
Stephen Moulton*	32,725	-	3,904	3,109	-	-	-	39,738
Peter Butterss**	41,667	-	-	-	-	-	57,453	99,120
<i>Executive Directors:</i>								
Cameron Fisher	264,975	-	10,342	9,025	-	-	68,981	353,323
<i>Other Key Management Personnel:</i>								
Paul Heath***	175,381	-	46,803	10,024	-	71,263	46,491	349,962
Colin Keating***	153,476	-	26,242	10,024	-	-	88,840	278,582
	<u>788,224</u>	<u>-</u>	<u>87,291</u>	<u>32,182</u>	<u>-</u>	<u>71,263</u>	<u>330,746</u>	<u>1,309,706</u>

\* Mr Stephen Moulton was appointed as a Director on 13 October 2017.

\*\* Mr Peter Butterss resigned as a Director on 27 April 2018.

\*\*\* Mr Colin Keating was appointed as CEO on 21 November 2017 and Mr Paul Heath resigned as CEO on 30 November 2017.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Options	Performance rights	
2017	\$	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>								
Matthew Driscoll	70,000	-	-	-	-	-	68,981	138,981
Robert Kipp *	41,857	-	-	3,976	-	-	-	45,833
Paul Spottiswood	50,000	-	-	-	-	-	-	50,000
Peter Butterss	50,000	-	-	-	-	-	68,981	118,981
<i>Executive Directors:</i>								
Cameron Fisher	215,700	-	-	9,025	-	-	68,981	293,706
<i>Other Key Management Personnel:</i>								
Paul Heath	379,980	76,000	-	19,616	-	187,540	137,962	801,098
	<u>807,537</u>	<u>76,000</u>	<u>-</u>	<u>32,617</u>	<u>-</u>	<u>187,540</u>	<u>344,905</u>	<u>1,448,599</u>

\* Mr Robert Kipp resigned as a Director on 30 May 2017.

\*\* The bonus included for Mr Paul Heath is the estimated STI amount which was not finalised at the date of the 2017 annual report.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2018	2017	2018	2017	2018	2017
<i>Non-Executive Directors:</i>						
Matthew Driscoll	50%	50%	-	-	50%	50%
Robert Kipp	-	100%	-	-	-	-
Paul Spottiswood	100%	100%	-	-	-	-
Stephen Moulton	100%	-	-	-	-	-
Peter Butterss	42%	42%	-	-	58%	58%
<i>Executive Directors:</i>						
Cameron Fisher	80%	76%	-	-	20%	24%
<i>Other Key Management Personnel:</i>						
Paul Heath	69%	47%	-	15%	31%	38%
Colin Keating	68%	-	-	-	32%	-

**Service agreements**

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Cameron Fisher
Title:	Executive Director
Term of agreement:	Three (3) years
Details:	Base salary of \$130,000 per annum with a one month notice period.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

Name: Colin Keating  
Title: Chief Executive Officer  
Term of agreement: Not specified. On-going appointment  
Details: Total fixed Remuneration of \$327,000 per annum (gross) with a three month notice period

Name: Matthew Driscoll  
Title: Non-Executive Chairman  
Agreement commenced: Base salary of \$70,000 per annum.

Name: Paul Spottiswood  
Title: Non-Executive Director  
Agreement commenced: Base salary of \$50,000 per annum.

Name: Stephen Moulton  
Title: Non-Executive Director  
Agreement commenced: Base salary of \$50,000 per annum.

Name: Peter Butterss  
Title: Non-Executive Director  
Agreement commenced: Base salary of \$50,000 per annum.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

**Share-based compensation**

*Issue of shares*

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2018.

*Options*

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
29/02/2016	Various vesting conditions*	28/02/2021	\$0.250	\$0.098
29/02/2016	Various vesting conditions**	28/02/2021	\$0.300	\$0.087
29/02/2016	Various vesting conditions***	28/02/2021	\$0.350	\$0.077
29/02/2016	Various vesting conditions*	28/02/2021	\$0.250	\$0.135
29/02/2016	Various vesting conditions**	28/02/2021	\$0.300	\$0.125
29/02/2016	Various vesting conditions***	28/02/2021	\$0.350	\$0.114
04/03/2016	Various vesting conditions*	28/02/2021	\$0.250	\$0.097
04/03/2016	Various vesting conditions**	28/02/2021	\$0.300	\$0.087
04/03/2016	Various vesting conditions***	28/02/2021	\$0.350	\$0.077
19/12/2017	Vested 01/01/2018	01/01/2021	\$0.160	\$0.111

\* Options vest upon continuous employment until 30 November 2016 or volume weighted average share price over 10 consecutive trading days is greater than \$0.25

\*\* Options vest upon continuous employment until 30 November 2016 or volume weighted average share price over 10 consecutive trading days is greater than \$0.30

\*\*\* Options vest upon continuous employment until 30 November 2016 or volume weighted average share price over 10 consecutive trading days is greater than \$0.35

Options granted carry no dividend or voting rights.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

The number of options over ordinary shares granted to and vested by directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

Name	Number of options granted during the year 2018	Number of options granted during the year 2017	Number of options vested during the year 2018	Number of options vested during the year 2017
Paul Heath	-	-	-	1,000,000

*Performance rights*

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Grant date	Vesting date and exercisable date	Expiry date	Fair value per right at grant date
29/02/2016	30/06/2019*	30/06/2019	\$0.184
29/02/2016	30/06/2019**	30/06/2019	\$0.184
29/02/2016	30/06/2019***	30/06/2019	\$0.184
29/02/2016	30/06/2019*	30/06/2019	\$0.230
29/02/2016	30/06/2019**	30/06/2019	\$0.230
29/02/2016	30/06/2019***	30/06/2019	\$0.230
04/03/2016	30/06/2019*	30/06/2019	\$0.184
04/03/2016	30/06/2019**	30/06/2019	\$0.184
04/03/2016	30/06/2019***	30/06/2019	\$0.184
09/05/2018	30/06/2019****	01/01/2021	\$0.145
09/05/2018	30/06/2019*****	01/01/2021	\$0.145
09/05/2018	30/06/2019*****	01/01/2021	\$0.089

- \* The Company achieving 8,000 property listings in any financial year between 29 February 2016 and 30 June 2019
- \*\* The Company achieving revenue of \$10 million or more in any financial year between 29 February 2016 and 30 June 2019
- \*\*\* The Company achieving EBITDA of \$3 million or more in any financial year between 29 February 2016 and 30 June 2019
- \*\*\*\* The Company achieving annual revenue of \$12.5 million on or before 31 December 2020
- \*\*\*\*\* The Company achieving EBITDA of \$4 million on or before 31 December 2020
- \* The Company achieving a 30 day VWAP share price of \$1 on or before 31 December 2020

Performance rights granted carry no dividend or voting rights.

The number of performance rights over ordinary shares granted to and vested by directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

Name	Number of rights granted during the year 2018	Number of rights granted during the year 2017	Number of rights vested during the year 2018	Number of rights vested during the year 2017
Colin Keating	3,000,000	-	-	-



**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

Values of performance rights over ordinary shares granted, vested and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

Name	Value of rights granted during the year \$	Value of rights granted during the prior year \$	Value of rights lapsed during the year \$	Remuneration consisting of rights for the year %
Colin Keating	350,537	-	-	-

Details of performance rights over ordinary shares granted, vested and lapsed for directors and other key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

Name	Grant date	Vesting date	Number of rights granted	Value of rights granted \$	Value of rights vested \$	Number of rights lapsed	Value of rights lapsed \$
Colin Keating*	9 May 2018	When achieved	750,000	146,250	-	-	-
Colin Keating**	9 May 2018	When achieved	750,000	146,250	-	-	-
Colin Keating***	9 May 2018	When achieved	1,500,000	43,875	-	-	-

\* The Company achieving annual revenue of \$12.5 million on or before 31 December 2020

\*\* The Company achieving EBITDA of \$4 million on or before 31 December 2020

\*\*\* The Company achieving a 30 day VWAP share price of \$1 on or before 31 December 2020

**Additional information**

The earnings of the consolidated entity for the three years to 30 June 2018 are summarised below:

	2018 \$	2017 \$	2016 \$
Revenue	2,864,219	2,102,105	1,084,599
Net profit/(loss) before tax	(5,512,282)	(3,819,265)	(4,639,801)
Net profit/(loss) after tax	(5,512,282)	(3,819,265)	(4,647,023)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2018	2017	2016
Share price at financial year start (\$)	0.16	0.39	0.31
Share price at financial year end (\$)	0.09	0.16	0.39
Basic earnings per share (cents per share)	(8.35)	(6.39)	(13.24)

The table only discloses information for the three years to 30 June 2018 instead of five years as the information prior to 2016 is not relevant pre-acquisition.

**Additional disclosures relating to key management personnel**

*Shareholding*

The number of shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Matthew Driscoll	2,658,911	-	-	-	2,658,911
Paul Spottiswood	250,000	-	-	-	250,000
Peter Butterss*	2,991,236	-	-	(2,991,236)	-
Cameron Fisher	7,283,703	-	-	-	7,283,703
Paul Heath**	426,107	-	-	(426,107)	-
Colin Keating***	-	-	625,000	-	625,000
	<u>13,609,957</u>	<u>-</u>	<u>625,000</u>	<u>(3,417,343)</u>	<u>10,817,614</u>

\* Mr Peter Butterss resigned as a Director on 27 April 2018.

\*\* Mr Paul Heath resigned as CEO on 30 November 2017.

\*\*\* Mr Colin Keating was appointed as CEO on 21 November 2017.

*Option holding*

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Matthew Driscoll	1,875,000	-	-	-	1,875,000
Paul Spottiswood	82,720	-	-	-	82,720
Peter Butterss*	1,875,000	-	-	(1,875,000)	-
Cameron Fisher	1,875,000	-	-	-	1,875,000
Paul Heath	3,000,000	-	-	(3,000,000)	-
	<u>8,707,720</u>	<u>-</u>	<u>-</u>	<u>(4,875,000)</u>	<u>3,832,720</u>

\* Mr Peter Butterss resigned as a Director on 27 April 2018. Mr Butterss has retained these options following the date of cessation until 27 July 2018.

\*\* Mr Paul Heath resigned as CEO on 30 November 2017. Pursuant to the terms of Mr Heath's resignation, all options held by Mr Heath vested on 30 November 2017, and will expire in accordance with the conditions of each option.

*Performance rights holding*

The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year
<i>Performance rights over ordinary shares</i>					
Matthew Driscoll	1,875,000	-	-	-	1,875,000
Paul Spottiswood	82,720	-	-	-	82,720
Peter Butterss*	1,875,000	-	-	(1,875,000)	-
Cameron Fisher	1,875,000	-	-	-	1,875,000
Paul Heath**	3,000,000	-	-	(3,000,000)	-
Colin Keating***	-	3,000,000	-	-	3,000,000
	<u>8,707,720</u>	<u>3,000,000</u>	<u>-</u>	<u>(4,875,000)</u>	<u>6,832,720</u>

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

- \* Mr Peter Butterss resigned as a Director on 27 April 2018.
- \*\* Mr Paul Heath resigned as CEO on 30 November 2017.
- \*\*\* Mr Colin Keating was appointed as CEO on 21 November 2017.

*Deferred consideration shares held by key management personnel*

The number of deferred consideration shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year
<i>Deferred consideration shares</i>					
Peter Butterss*	1,794,741	-	-	(1,794,741)	-
Cameron Fisher	4,362,195	-	-	-	4,362,195
Paul Heath**	16,368	-	-	(16,368)	-
	<u>6,173,304</u>	<u>-</u>	<u>-</u>	<u>(1,811,109)</u>	<u>4,362,195</u>

- \* Mr Peter Butterss resigned as a Director on 27 April 2018.
- \*\* Mr Paul Heath resigned as CEO on 30 November 2017.

*Related party transactions*

Throughout the financial year, Cameron Fisher has provided consulting services to BuyMyHome Pty Ltd totalling \$144,000 (2017: \$90,000).

M. Fisher, a family member of Cameron Fisher is an employee of BuyMyHome Pty Ltd since 1 March 2017, during the financial year, she received following short-term benefits:

- Wages \$27,207 (2017: \$46,500), Bonus \$1,987 (2017: \$5,176), Super \$2,442 (2017: \$4,909).
- Movements in provision nil (2017: \$4,090), Bonus Accrual nil (2017: \$480)

Throughout the financial year, A L Heath has charged professional fees to BuyMyHome Pty Ltd for potential acquisition of Homesell Group in New Zealand totalling Nil (2017: \$9,955). A L Heath is a related party to Paul Heath.

*Sub-let of operating lease*

During the current and prior year, property under operating lease has been sub-let to a company of which C. Fisher is a director and beneficial owner. Dealings are in commercial terms and conditions. Total sub-lease income for the year was \$73,477 (2017: \$91,372).

***This concludes the remuneration report, which has been audited.***

**Shares under option**

Unissued ordinary shares of buyMyplace.com.au Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
29/02/2016	28/02/2021	\$0.250	1,875,000
29/02/2016	28/02/2021	\$0.300	1,875,000
29/02/2016	28/02/2021	\$0.350	1,875,000
04/03/2016	28/02/2021	\$0.250	625,000
04/03/2016	28/02/2021	\$0.300	625,000
04/03/2016	28/02/2021	\$0.350	625,000
29/02/2016	28/02/2021	\$0.250	1,000,000
29/02/2016	28/02/2021	\$0.300	1,000,000
29/02/2016	28/02/2021	\$0.350	1,000,000
19/12/2017	01/01/2021	\$0.160	6,250,000
			16,750,000

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

**Shares under performance rights**

Unissued ordinary shares of buyMyplace.com.au Limited under performance rights at the date of this report are as follows:

Grant date	Expiry date	Number under rights
29/02/2016	30/06/2019*	625,000
29/02/2016	30/06/2019**	625,000
29/02/2016	30/06/2019***	625,000
04/03/2016	30/06/2019*	597,426
04/03/2016	30/06/2019**	597,427
04/03/2016	30/06/2019***	597,427
		3,667,280

\* The Company achieving 8,000 property listings in any financial year between 29 February 2016 and 30 June 2019

\*\* The Company achieving revenue of \$10 million or more in any financial year between 29 February 2016 and 30 June 2019

\*\*\* The Company achieving EBITDA of \$3 million or more in any financial year between 29 February 2016 and 30 June 2019

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the company or of any other body corporate.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

**Shares under deferred consideration**

Unissued ordinary shares of buyMyplace.com.au Limited under deferred consideration shares at the date of this report are as follows:

Milestones	Expiry date	Deferred consideration shares
The Company achieving 8,000 property listings in any financial year between 29 February 2016 and 30 June 2019	30/06/2019	5,000,001
The Company achieving revenue of \$10 million or more in any financial year between 29 February 2016 and 30 June 2019	30/06/2019	5,000,001
The Company achieving EBITDA of \$3 million or more in any financial year between 29 February 2016 and 30 June 2019	30/06/2019	5,000,001
		<u>15,000,003</u>

**Shares issued on the exercise of options**

There were no ordinary shares of buyMyplace.com.au Limited issued on the exercise of options during the year ended 30 June 2018 and up to the date of this report.

**Shares issued on the exercise of performance rights**

There were no ordinary shares of buyMyplace.com.au Limited issued on the exercise of performance rights during the year ended 30 June 2018 and up to the date of this report.

**Indemnity and insurance of officers**

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

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

**Indemnity and insurance of auditor**

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

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

**Proceedings on behalf of the company**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

**Non-audit services**

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 22 to the financial statements.

**buyMyplace.com.au Limited**  
**Directors' report**  
**30 June 2018**

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 22 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

**Officers of the company who are former partners of Grant Thornton**

There are no officers of the company who are former partners of Grant Thornton.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

**Auditor**

Grant Thornton continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



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David Niall  
Chairman

17 April 2019

## Auditor's Independence Declaration

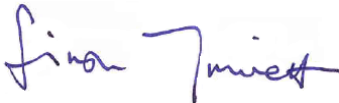
To the Directors of buyMyplace.com.au Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of buyMyplace.com.au Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



Grant Thornton Audit Pty Ltd  
Chartered Accountants



S C Trivett  
Partner – Audit & Assurance

Melbourne, 17 April 2019

**buyMyplace.com.au Limited**  
**Statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2018**

	Note	Consolidated 2018 \$	2017 \$
<b>Revenue</b>	5	2,864,219	2,102,105
Other income	6	124,687	96,723
<b>Expenses</b>			
Cost of sales		(973,958)	(697,637)
Legal and business services		(1,564,483)	(928,192)
Advertising and marketing expenses		(1,461,516)	(1,463,629)
Salaries and employment expenses		(2,429,700)	(1,666,799)
Depreciation and amortisation expenses		(130,132)	(68,851)
Impairment of goodwill relating to acquisition of MPC	7	(226,946)	-
Share-based payments expenses		(1,077,396)	(856,164)
Finance costs		(784)	(716)
Other expenses		(636,273)	(336,105)
<b>Loss before income tax expense</b>		(5,512,282)	(3,819,265)
Income tax expense	8	-	-
<b>Loss after income tax expense for the year attributable to the owners of buyMyplace.com.au Limited</b>		(5,512,282)	(3,819,265)
Other comprehensive (loss)/income for the year, net of tax		-	-
<b>Total comprehensive (loss)/income for the year attributable to the owners of buyMyplace.com.au Limited</b>		<u>(5,512,282)</u>	<u>(3,819,265)</u>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	32	(8.35)	(6.39)
Diluted earnings per share	32	(8.35)	(6.39)

*The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*



**buyMyplace.com.au Limited**  
**Statement of financial position**  
**As at 30 June 2018**

	Note	Consolidated 2018 \$	2017 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	267,783	2,553,317
Trade and other receivables	10	204,790	71,531
Prepayments		82,237	56,767
Total current assets		<u>554,810</u>	<u>2,681,615</u>
<b>Non-current assets</b>			
Plant and equipment		88,972	104,892
Intangible assets	11	367,077	160,352
Other non-financial assets		40,506	40,465
Total non-current assets		<u>496,555</u>	<u>305,709</u>
<b>Total assets</b>		<u>1,051,365</u>	<u>2,987,324</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	12	1,116,426	785,321
Employee benefits provision		110,741	93,174
Total current liabilities		<u>1,227,167</u>	<u>878,495</u>
<b>Non-current liabilities</b>			
Borrowings	13	1,361,393	-
Provisions	14	61,225	-
Total non-current liabilities		<u>1,422,618</u>	<u>-</u>
<b>Total liabilities</b>		<u>2,649,785</u>	<u>878,495</u>
<b>Net assets/(liabilities)</b>		<u>(1,598,420)</u>	<u>2,108,829</u>
<b>Equity</b>			
Issued capital	15	16,502,746	15,913,716
Share-based payment reserve	17	3,080,607	2,202,907
Accumulated losses		<u>(21,181,773)</u>	<u>(16,007,794)</u>
<b>Total equity/(deficiency)</b>		<u>(1,598,420)</u>	<u>2,108,829</u>

*The above statement of financial position should be read in conjunction with the accompanying notes*

**buyMyplace.com.au Limited**  
**Statement of changes in equity**  
**For the year ended 30 June 2018**

<b>Consolidated</b>	<b>Contributed equity</b> \$	<b>Share-based payment reserve</b> \$	<b>Accumulated losses</b> \$	<b>Total equity</b> \$
Balance at 1 July 2016	13,064,988	1,432,761	(12,254,319)	2,243,430
Loss after income tax expense for the year	-	-	(3,819,265)	(3,819,265)
Other comprehensive (loss)/income for the year, net of tax	-	-	-	-
Total comprehensive (loss)/income for the year	-	-	(3,819,265)	(3,819,265)
Shares issued	3,038,004	-	-	3,038,004
Transaction costs in issuing shares	(209,504)	-	-	(209,504)
Share based payments	-	856,164	-	856,164
Options expired or lapsed	-	(65,790)	65,790	-
Exercise of options	20,228	(20,228)	-	-
Balance at 30 June 2017	<u>15,913,716</u>	<u>2,202,907</u>	<u>(16,007,794)</u>	<u>2,108,829</u>
<b>Consolidated</b>	<b>Contributed Equity</b> \$	<b>Share-based payment reserve</b> \$	<b>Accumulated losses</b> \$	<b>Total deficiency in equity</b> \$
Balance at 1 July 2017	15,913,716	2,202,907	(16,007,794)	2,108,829
Loss after income tax expense for the year	-	-	(5,512,282)	(5,512,282)
Other comprehensive (loss)/income for the year, net of tax	-	-	-	-
Total comprehensive (loss)/income for the year	-	-	(5,512,282)	(5,512,282)
Shares issued	609,030	-	-	609,030
Transaction costs in issuing shares	(20,000)	-	-	(20,000)
Share based payments	-	1,077,396	-	1,077,396
Options expired or lapsed	-	(338,303)	338,303	-
Equity component of convertible notes	-	138,607	-	138,607
Balance at 30 June 2018	<u>16,502,746</u>	<u>3,080,607</u>	<u>(21,181,773)</u>	<u>(1,598,420)</u>

*The above statement of changes in equity should be read in conjunction with the accompanying notes*

**buyMyplace.com.au Limited**  
**Statement of cash flows**  
**For the year ended 30 June 2018**

	<b>Note</b>	<b>Consolidated</b>	<b>2017</b>
		<b>2018</b>	<b>2017</b>
		<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>			
Receipts from customers		2,830,456	2,211,255
Receipts from sub-lessee		73,477	91,372
Payments to suppliers and employees		<u>(6,780,360)</u>	<u>(4,818,367)</u>
		(3,876,427)	(2,515,740)
Interest received		1,547	5,351
R&D tax incentive		<u>49,622</u>	<u>-</u>
Net cash used in operating activities	30	<u>(3,825,258)</u>	<u>(2,510,389)</u>
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		(39,770)	(45,796)
Payments for intangibles		(226,391)	(143,502)
Payments for acquisition of investments (net of cash acquired)		<u>(149,115)</u>	<u>-</u>
Net cash used in investing activities		<u>(415,276)</u>	<u>(189,298)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		475,000	3,038,003
Transaction costs on issue of shares		(20,000)	(209,503)
Proceeds from borrowings		1,500,000	-
Repayment of borrowings		<u>-</u>	<u>(48,795)</u>
Net cash from financing activities		<u>1,955,000</u>	<u>2,779,705</u>
Net increase/(decrease) in cash and cash equivalents		(2,285,534)	80,018
Cash and cash equivalents at the beginning of the financial year		<u>2,553,317</u>	<u>2,473,299</u>
Cash and cash equivalents at the end of the financial year	9	<u><u>267,783</u></u>	<u><u>2,553,317</u></u>

*The above statement of cash flows should be read in conjunction with the accompanying notes*

**buyMyplace.com.au Limited**  
**Notes to the financial statements**  
**30 June 2018**

**Note 1. General information**

The financial statements cover buyMyplace.com.au Limited as a consolidated entity consisting of buyMyplace.com.au Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is buyMyplace.com.au Limited's functional and presentation currency.

buyMyplace.com.au Limited is a listed public company limited by shares, incorporated and domiciled in Australia.

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 17 April 2019. The directors have the power to amend and reissue the financial statements.

**Note 2. Significant accounting policies**

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

**Going concern**

The financial report has been prepared on a going concern basis. This contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. However, during the financial year ended 30 June 2018 the consolidated entity experienced operating losses before tax of \$5,512,282 (30 June 2017: \$3,819,265). At 30 June 2018 the consolidated entity had cash and cash equivalents of \$267,783 (30 June 2017: \$2,553,317) and net current liabilities, being current assets less current liabilities, of \$672,357 (30 June 2017: Net current assets \$1,803,120). Cash outflows from operating activities during the financial year were \$3,825,258 (30 June 2017: \$2,510,389)

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cash flow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern.

Subsequent to year end, the operations of BuyMyHome Pty Ltd and its associated subsidiaries were disposed of, as detailed within Note 29.

In addition, the company has procured a \$200,000 loan with Misquitta Capital, also as detailed within Note 29.

The Directors have prepared a cash flow forecast for the period ending June 2020, which indicates that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

The Company is also communicating with interested parties for external investment into the remaining operating subsidiary, which will further reduce the need for funding.

Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Company's facility agreement with Misquitta Securities, and history of capital raising, the Directors are confident of the Company's ability to raise additional funds as and when they are required.

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

**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 ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

**Note 2. Significant accounting policies (continued)**

*Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 26.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of buyMyplace.com.au Limited ('company' or 'parent entity') as at 30 June 2018 and the results of all subsidiaries for the year then ended. buyMyplace.com.au Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

**Finance costs**

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

**Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**Note 2. Significant accounting policies (continued)**

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2018. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

*AASB 9 Financial Instruments*

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity has adopted this standard from 1 July 2018 and notes it has had no impact on accounting balances on implementation.

*AASB 15 Revenue from Contracts with Customers*

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied. Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgements made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer.

The consolidated entity has adopted this standard from 1 July 2018. No application to comparative periods has resulted from application of this standard

The consolidated entity has assessed the impact of the adoption of this standard by identifying separate performance obligations for each contract, the consideration to which the entity expects to be entitled for each of the performance obligations, and determining when the performance obligations are satisfied either at a point in time or over time. Based on current reporting period revenue, the consolidated entity has found that the impact of implementing AASB 15 at reporting date would be to reduce revenue and recognise a contract liability of approximately \$331,000.

**Note 2. Significant accounting policies (continued)**

*AASB 16 Leases*

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. The consolidated entity will adopt this standard from 1 July 2019. The entity is yet to undertake a detailed assessment of the impact of AASB 16. However, based on the entity's preliminary assessment, the likely impact on the first time adoption of the Standard for the year ending 30 June 2020 includes:

- there will be a significant increase in lease assets and financial liabilities recognised in the statement of financial position.
- the reported equity will reduce as the carrying amount of lease assets will reduce more quickly than the carrying amount of lease liabilities.
- EBIT in the statement of profit or loss and other comprehensive income will be higher as the implicit interest in lease payments for former off statement of financial position leases will be presented as part of finance costs rather than being included in operating expenses.
- operating cash outflows will be lower and financing cash flows will be higher in the statement of cash flows as principal repayments on all lease liabilities will now be included in financing activities rather than operating activities. Interest can also be included within financing activities.

**Note 3. Critical accounting judgements, estimates and assumptions**

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

**Note 3. Critical accounting judgements, estimates and assumptions (continued)**

*Share-based payment transactions*

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 after taking into account the terms and conditions upon which the instruments were granted. The fair value is determined by using a binomial option pricing model, based on a number of critical underlying assumptions such as risk free rate, volatility, forecast dividends, probability of achieving the vesting conditions and the timing of when they are expected to be achieved. The related assumptions are detailed in Note 33.

The Group operates equity-settled share-based remuneration plans for its directors and employees. None of the Group's plans feature any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share-based payments reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest.

Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of equity instruments expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if equity instrument ultimately exercised are different to that estimated on vesting.

Upon exercise of equity instruments, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

*Estimation of useful lives of assets*

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

*Goodwill and other indefinite life intangible assets*

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

*Income tax*

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

*Recovery of deferred tax assets*

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



**Note 3. Critical accounting judgements, estimates and assumptions (continued)**

*Business combinations*

As discussed in note 2, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

**Note 4. Operating segments**

*Identification of reportable operating segments*

The consolidated entity operated predominately in the online property services industry and conveyancing industry within Australia. AASB 8 requires operating segments to be identified on the basis of internal reports about the components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

*Operating segment information*

<b>Consolidated - 2018</b>	Conveyancing \$	Real Estate Services \$	Overhead \$	Intersegment Eliminations \$	Total \$
<b>Revenue</b>					
Sales to external customers	328,105	2,536,114	-	-	2,864,219
Other revenue	-	286	124,401	-	124,687
<b>Total revenue</b>	<u>328,105</u>	<u>2,536,400</u>	<u>124,401</u>	<u>-</u>	<u>2,988,906</u>
<b>Expenses</b>					
Cost of sales	(108,882)	(865,076)	-	-	(973,958)
Legal and business services	(58,820)	(500,800)	(1,004,863)	-	(1,564,483)
Advertising and marketing	(7,363)	(1,450,712)	(3,441)	-	(1,461,516)
Salary and employment expenses	(150,262)	(1,269,990)	(1,009,448)	-	(2,429,700)
Depreciation and amortisation	(12,708)	(82,826)	(34,598)	-	(130,132)
Impairment of goodwill re MPC acquisition	-	-	(226,946)	-	(226,946)
Share based payments	-	(130,024)	(947,372)	-	(1,077,396)
Finance costs	(216)	(5)	(563)	-	(784)
Other expenses	(56,910)	(236,907)	(342,456)	-	(636,273)
<b>Loss before income tax expense</b>	<u>(67,056)</u>	<u>(1,999,940)</u>	<u>(3,445,286)</u>	<u>-</u>	<u>(5,512,282)</u>
Income tax expense					-
<b>Loss after income tax expense</b>					<u>(5,512,282)</u>
<b>Assets</b>					
Segment assets	57,936	585,661	11,791,478	(11,383,710)	1,051,365
<b>Total assets</b>					<u>1,051,365</u>
<b>Liabilities</b>					
Segment liabilities	101,938	4,567,170	2,162,940	(4,182,263)	2,649,785
<b>Total liabilities</b>					<u>2,649,785</u>

**Note 4. Operating segments (continued)**

<b>Consolidated - 2017</b>	Conveyancing \$	Real Estate Services \$	Overhead \$	Intersegment Eliminations \$	Total \$
<b>Revenue</b>					
Sales to external customers	-	2,102,105	-	-	2,102,105
Other revenue	-	1,179	95,544	-	96,723
<b>Total revenue</b>	<u>-</u>	<u>2,103,284</u>	<u>95,544</u>	<u>-</u>	<u>2,198,828</u>
<b>Expenses</b>					
Cost of sales	-	(697,637)	-	-	(697,637)
Legal and business services	-	(170,493)	(757,699)	-	(928,192)
Advertising and marketing	-	(1,463,629)	-	-	(1,463,629)
Salary and employment expenses	-	(794,750)	(872,049)	-	(1,666,799)
Depreciation and amortisation	-	(35,198)	(33,653)	-	(68,851)
Share based payments	-	(310,492)	(545,672)	-	(856,164)
Finance costs	-	-	(716)	-	(716)
Other costs	-	(134,571)	(201,534)	-	(336,105)
<b>Loss before income tax expense</b>	<u>-</u>	<u>(1,503,486)</u>	<u>(2,315,779)</u>	<u>-</u>	<u>(3,819,265)</u>
Income tax expense					-
<b>Loss after income tax expense</b>					<u>(3,819,265)</u>
<b>Assets</b>					
Segment assets	-	440,253	11,449,096	(8,902,025)	2,987,324
<b>Total assets</b>					<u>2,987,324</u>
<b>Liabilities</b>					
Segment liabilities	-	2,068,124	360,777	(1,550,406)	878,495
<b>Total liabilities</b>					<u>878,495</u>

*Accounting policy for operating segments*

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

**Note 5. Revenue**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	\$	\$
Rendering of services	<u>2,864,219</u>	<u>2,102,105</u>

*Accounting policy for revenue recognition*

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

*Sale of goods*

Sale of goods is recognised when the Group has transferred to the buyer the significant risks and rewards of ownership, generally when the customer has taken undisputed delivery of the goods. Revenue from the sale of goods is recognised on delivery to the customers.

*Rendering of services*

Revenue from the provision of services to customers is recognised upon delivery of the services to the customers.

**Note 6. Other income**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Interest income	1,588	5,351
Sub-lease income	73,477	91,372
Research and development tax incentive income	49,622	-
	<u>124,687</u>	<u>96,723</u>
Other income	<u>124,687</u>	<u>96,723</u>

*Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Sub-lease income*

Sub-lease income from operating leases is recognised on a straight-line basis over the sub-lease term.

*Research and development tax incentive income*

Research and development tax incentive income is recognised in the period in which the expenditure giving rise to the incentive is incurred.

**Note 7. Impairment of goodwill relating to acquisition of MPC**

MyPlace Conveyancing Pty Ltd ("MPC") was acquired on 1 August 2017 to complement the service offering of the Group. At that time, goodwill of \$288,170 was recognised based on the cash and shares given to the vendor and the contingent consideration, less the net assets acquired, as disclosed in Note 27 Business combinations.

In the half year accounts, the company disclosed that the acquisition of MPC, being a business combination, had been accounted for on a provisional basis. The Company has now finalised the accounting for the investment in MPC.

An impairment assessment on the value of goodwill was undertaken as a part of the year end reporting requirements, and goodwill was impaired down to the value of contingent consideration of \$61,225. Goodwill and contingent consideration will be assessed again at the end of the earn out period.

**Note 8. Income tax**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(5,512,282)	(3,819,265)
Tax at the statutory tax rate of 27.5%	(1,515,878)	(1,050,298)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Adjustment for non-deductible expenses	947	417
Impairment of goodwill	70,913	-
Share-based payments	296,284	235,445
	<u>(1,147,734)</u>	<u>(814,436)</u>
Deferred tax balances not recognised	1,147,734	814,436
Income tax expense	<u>-</u>	<u>-</u>

Note 8. Income tax (continued)

	Consolidated	
	2018	2017
	\$	\$
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	17,311,402	8,397,483
Potential tax benefit @ 27.5%	4,760,636	2,309,308

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	Consolidated	
	2018	2017
	\$	\$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Accruals	48,289	47,789
Employee benefits	54,796	89,113
Transaction costs in issued shares	230,073	343,731
Legal costs in business acquisitions	20,702	30,939
Intangible assets	754	1,591
Other	31,772	-
Total deferred tax assets not recognised	<u>386,386</u>	<u>513,163</u>

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

*Accounting policy for income tax*

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

**Note 9. Current assets - cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Cash on hand	<u>267,783</u>	<u>2,553,317</u>

*Accounting policy for cash and cash equivalents*

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Note 10. Current assets - trade and other receivables**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Trade debtors	35,230	-
GST Receivables	105,846	37,313
Other receivables	<u>63,714</u>	<u>34,218</u>
	<u>204,790</u>	<u>71,531</u>

All amounts are short-term and non-interest bearing. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

All of the Group's trade and other receivables have been reviewed for indicators of impairment and a provision for impairment is recognised when there is objective evidence that an individual trade is impaired. No provisions for impairment are required to be recognised for the year ended 30 June 2018 (2017: Nil).

*Accounting policy for trade and other receivables*

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

**Note 11. Non-current assets - Intangible assets**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Goodwill - at cost	288,170	-
Less: Impairment - MPC Acquisition	(226,945)	-
	<u>61,225</u>	<u>-</u>
Website - at cost	197,681	174,100
Less: Accumulated amortisation	(112,348)	(73,007)
	<u>85,333</u>	<u>101,093</u>
Software - at cost	272,357	69,707
Less: Accumulated amortisation	(51,838)	(10,448)
	<u>220,519</u>	<u>59,259</u>
	<u><u>367,077</u></u>	<u><u>160,352</u></u>

*Reconciliations*

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

<b>Consolidated</b>	<b>Goodwill</b>	<b>Website</b>	<b>Software</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance at 1 July 2016	-	40,451	3,683	44,134
Additions	-	81,291	64,126	145,417
Amortisation expense	-	(20,649)	(8,550)	(29,199)
	<u>-</u>	<u>(20,649)</u>	<u>(8,550)</u>	<u>(29,199)</u>
Balance at 30 June 2017	-	101,093	59,259	160,352
Additions	-	23,581	202,650	226,231
Additions through business combinations (note 27)	288,170	-	-	288,170
Impairment - MPC Acquisition	(226,945)	-	-	(226,945)
Amortisation expense	-	(39,341)	(41,390)	(80,731)
	<u>-</u>	<u>(39,341)</u>	<u>(41,390)</u>	<u>(80,731)</u>
Balance at 30 June 2018	<u><u>61,225</u></u>	<u><u>85,333</u></u>	<u><u>220,519</u></u>	<u><u>367,077</u></u>

*Accounting policy for intangible assets*

Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

*Goodwill*

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

*Website*

Significant costs associated with the development of the revenue generating aspects of the website, including the capacity of placing orders, are deferred and amortised on a 33% diminishing value basis over the period of their expected benefit, being their finite life of 1-3 years.

*Software*

Significant costs associated with software are deferred and amortised on a 33% diminishing value basis over the period of their expected benefit, being their finite life of 1-3 years.

**Note 11. Non-current assets - Intangible assets (continued)**

*Impairment of non-financial assets*

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

**Note 12. Current liabilities - trade and other payables**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Trade and other payables	1,116,426	674,613
Related party payables	-	110,708
	<u>1,116,426</u>	<u>785,321</u>

Refer to note 19 for further information on financial instruments.

*Accounting policy for trade and other payables*

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**Note 13. Non-current liabilities - borrowings**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Debt Facility	<u>1,361,393</u>	<u>-</u>

Refer to note 19 for further information on financial instruments.

On 21 November 2017, the Consolidated Entity announced that it had entered into a \$1 million working capital facility with KM Custodians Pty Ltd. The Company could draw-down on this facility in two tranches as required by the Company.

On 30 April 2018, the Consolidated Entity announced that it had entered into an unsecured \$3 million Financing Facility with KM Custodians. The proceeds from the facility were used to repay the existing KM Custodian's loan of \$1 million, with the remaining \$2 million to fund working capital and technology investment.

The terms of the Financing Facility are that no interest is repayable, the lender is entitled to a 5% facility fee, the amount repayable includes provision for a variable premium on the outstanding amount depending on when the loan is repaid, and the loan is repayable at the earliest of 30 June 2020 and the occurrence of a Liquidity Event.

*Accounting policy for borrowings*

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

**Note 13. Non-current liabilities - borrowings (continued)**

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

**Note 14. Non-current liabilities - provisions**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Provision for Contingent Consideration	<u>61,225</u>	<u>-</u>

*Contingent consideration*

The provision represents the obligation to pay contingent consideration following the acquisition of MyPlace Conveyancing. It is measured at the present value of the estimated liability. Refer to note 28 for further details.

**Note 15. Equity - issued capital**

	<b>2018</b>	<b>Consolidated</b>		<b>2017</b>
	<b>Shares</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
		<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>67,508,545</u>	<u>63,743,754</u>	<u>16,502,746</u>	<u>15,913,716</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$</b>
Balance	1 July 2016	55,142,562		13,064,988
Shares issued	15 December 2016	8,451,192	\$0.355	3,000,504
Exercise of options	13 January 2017	150,000	\$0.250	37,500
Transfer from reserve for exercise of options		-	\$0.000	20,228
Transaction costs in issuing shares		-	\$0.000	(209,504)
Balance	30 June 2017	63,743,754		15,913,716
Issue of shares	28 July 2017	583,775	\$0.171	100,000
Issue of shares	8 December 2017	3,125,000	\$0.160	500,000
Issue of shares	9 May 2018	56,016	\$0.161	9,030
Transaction costs in issuing shares		-	\$0.000	(20,000)
Balance	30 June 2018	<u>67,508,545</u>		<u>16,502,746</u>

*Ordinary shares*

Ordinary shares have the right to receive dividends as declared and in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. The voting rights attached to the ordinary shares at a general meeting of shareholders are such that on a show of hands every member present (in person or by proxy) shall have one vote and on a poll one vote for each share held. Ordinary shares have no par value.

*Share buy-back*

There is no current on-market share buy-back.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.



**Note 15. Equity - issued capital (continued)**

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 30 June 2017 Annual Report.

*Accounting policy for issued capital*

Ordinary shares are classified as equity.

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

**Note 16. Equity - Deferred consideration shares**

In the prior financial year the Company issued 15,000,003 deferred consideration shares to the shareholders of BuyMyHome Pty Ltd as a consideration pursuant to Share Sale Agreement for the acquisition of BuyMyHome Pty Ltd. Each deferred consideration share converts into one ordinary share, subject to meeting specific conditions within specified period.

The terms of the deferred consideration shares are as follows:

- 5,000,001 to be converted to equivalent number of fully paid ordinary shares upon the Group achieving 8,000 property listings in any financial year between 29 February 2016 and 30 June 2019

- 5,000,001 to be converted to equivalent number of fully paid ordinary shares upon the Group achieving revenue of \$10 million or more in any financial year between 29 February 2016 and 30 June 2019

- 5,000,001 to be converted to equivalent number of fully paid ordinary shares upon the Group achieving EBITDA of \$3 million or more in any financial year between 29 February 2016 and 30 June 2019

There is no movements in relation to deferred consideration shares as at 30 June 2018.

**Note 17. Equity - Share-based payment reserve**

	Consolidated	
	2018	2017
	\$	\$
Share based payments reserve	<u>3,080,607</u>	<u>2,202,907</u>

**Note 17. Equity - Share-based payment reserve (continued)**

*Movements in reserves*

Movements in each class of reserve during the current and previous financial year are set out below:

<b>Consolidated</b>	Share based payments \$
Balance at 1 July 2016	1,432,761
Share based payments	856,164
Options expired or lapsed	(65,790)
Exercise of options	<u>(20,228)</u>
Balance at 30 June 2017	2,202,907
Share based payments*	1,077,396
Options expired or lapsed	(338,303)
Equity component of convertible notes	<u>138,607</u>
Balance at 30 June 2018	<u><u>3,080,607</u></u>

\* Share based payments for the period include amortisation of prior and current year performance rights and options which are expensed over the relevant vesting period. Included in this value are, Tranche 1 options granted to an employee in August 2016, Tranche 1 options granted to employee's in May and June 2017 and performance rights granted to the Chief Executive Officer and members of the senior management team in May 2018.

**Note 18. Equity - dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Note 19. Financial instruments**

***Financial risk management objectives***

The Group's activities expose it to a variety of financial risk: market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to financial markets and seeks to assist the Group in meeting its financial targets whilst minimising potential adverse effects on the financial performance of the Group.

The Group's principal financial instrument is cash at bank, which main purpose is to earn the maximum amount of interest at a low risk to the Group. The Group also has other financial instruments, such as trade debtors and creditors, which arise directly from its operations. For the year under review, it has been the Group's policy not to trade in financial instruments.

Risk management policies are approved and reviewed by the Board of Directors on a regular basis. These include credit risk, cash management and future cash flow requirements. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, aging analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

***Market risk***

*Foreign currency risk*

The consolidated entity is not exposed to any significant foreign currency risk.

*Price risk*

The consolidated entity is not exposed to any significant price risk.

**Note 19. Financial instruments (continued)**

*Interest rate risk*

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. Longer-term borrowings, if any, are therefore usually at fixed rates. At 30 June 2018, the Group is exposed to changes in market interest rates through short-term bank deposits at floating interest rates. Other borrowings are at fixed interest rates.

As at the reporting date, the consolidated entity had the following variable rate borrowings and interest rate swap contracts outstanding:

<b>Consolidated</b>	<b>2018</b>		<b>2017</b>	
	<b>Weighted average interest rate %</b>	<b>Balance \$</b>	<b>Weighted average interest rate %</b>	<b>Balance \$</b>
Cash and cash equivalents	0.11%	<u>267,783</u>	0.29%	<u>2,553,317</u>
Net exposure to cash flow interest rate risk		<u><u>267,783</u></u>		<u><u>2,553,317</u></u>

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 0.5% (2017: +/- 0.5%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

<b>Consolidated - 2018</b>	<b>Basis points increase</b>			<b>Basis points decrease</b>		
	<b>Basis points change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>	<b>Basis points change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>
Cash at bank	50	<u>1,339</u>	<u>1,339</u>	50	<u>(1,339)</u>	<u>(1,339)</u>

<b>Consolidated - 2017</b>	<b>Basis points increase</b>			<b>Basis points decrease</b>		
	<b>Basis points change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>	<b>Basis points change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>
Cash at bank	50	<u>12,766</u>	<u>12,766</u>	50	<u>(12,766)</u>	<u>(12,766)</u>

The Group's trade and other receivables are carried at amortised cost. They are therefore not subject to interest rate risk as defined in AASB 7, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**Credit risk**

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting receivables to customers and placing deposits. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the reporting date, summarised below:

	<b>Consolidated</b>	
	<b>2018 \$</b>	<b>2017 \$</b>
Cash and cash equivalents	267,783	2,553,317
Trade and other receivables	<u>204,790</u>	<u>71,531</u>
	<u><u>472,573</u></u>	<u><u>2,624,848</u></u>

**Note 19. Financial instruments (continued)**

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all of the above financial assets that are not impaired or past due for each of the 30 June reporting dates under review are of good credit quality.

At 30 June, the Group has certain trade and other receivables that have not been settled by the contractual due date but are not considered to be impaired. The amounts at 30 June analysed by the length of time past due, are:

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Outstanding trade receivables at 30 June 2018 represent office sub-lease transactions with a related party of the Group and are considered to be low exposure to credit risk.

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

**Liquidity risk**

Liquidity risk is the risk that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a week-to-week basis as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified quarterly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30- day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables.

**Remaining contractual maturities**

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

<b>Consolidated - 2018</b>	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	1,073,426	-	-	-	1,073,426
Other loans	-	-	1,361,393	-	-	1,361,393
<b>Total non-derivatives</b>		<b>1,073,426</b>	<b>1,361,393</b>	-	-	<b>2,434,819</b>

**Note 19. Financial instruments (continued)**

<b>Consolidated - 2017</b>	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	785,321	-	-	-	785,321
Total non-derivatives		<u>785,321</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>785,321</u>

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

**Fair value of financial instruments**

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

**Note 20. Fair value measurement**

*Accounting policy for fair value measurement*

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

**Note 21. Key management personnel disclosures**

*Directors*

The following persons were directors of buyMyplace.com.au Limited during the financial year:

Matthew Driscoll	Non-Executive Director
Cameron Fisher (resigned 15 February 2019)	Non-Executive Director
Paul Spottiswood (resigned 15 February 2019)	Non-Executive Director
Stephen Moulton (appointed 13 October 2017 and resigned 15 February 2019)	Non-Executive Director
Peter Butterss (resigned 27 April 2018)	Non-Executive Director

*Other key management personnel*

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Paul Heath	Chief Executive Officer (resigned 30 November 2017)
Colin Keating	Chief Executive Officer (appointed 21 November 2017 and resigned 5 December 2018)

**Note 21. Key management personnel disclosures (continued)**

*Compensation*

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	\$	\$
Short-term employee benefits	875,515	883,537
Post-employment benefits	32,182	32,617
Share-based payments	402,009	532,445
	<u>1,309,706</u>	<u>1,448,599</u>

**Note 22. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by Grant Thornton, the auditor of the company:

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	\$	\$
<i>Audit services - Grant Thornton</i>		
Audit or review of the financial statements	66,500	47,000
<i>Other services - Grant Thornton</i>		
Preparation of tax return and other tax services	9,055	7,000
Risk workshop, Risk Management Policy	-	10,500
Integration consulting	20,364	-
	<u>29,419</u>	<u>17,500</u>
	<u>95,919</u>	<u>64,500</u>

**Note 23. Contingent liabilities**

As at 30 June 2018, there were no contingent liabilities other than the deferred consideration shares disclosed in Note 16 which are carried forward from 2017.

**Note 24. Commitments**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
<i>Lease commitments - operating lease as a lessee</i>		
The Group leases an office building under an operating lease. The rental contract has a non-cancellable term of three(3) years with 3 further options to lease for another three(3) years each. The future minimum lease payments are as follows:		
Within one year	77,799	114,433
One to five years	-	77,799
	77,799	192,232
	77,799	192,232
<i>Operating lease as a lessor</i>		
The Group sub-leases the office building that it currently leases to a related party as disclosed in Note 25. The sub-lease agreement has the same terms and conditions as per the lease agreement.		
Within one year	51,866	76,289
One to five years	-	51,866
	51,866	128,155
	51,866	128,155

The Group has no outstanding capital commitments as at 30 June 2018 (2017: Nil)

**Note 25. Related party transactions**

*Parent entity*

buyMyplace.com.au Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in note 28.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 21 and the remuneration report included in the directors' report.

*Transactions with related parties*

Consulting services

During the financial year ended 30 June 2018, Changing Places, a company associated with C. Fisher provided real estate consulting services and received consulting fees of \$144,000 (2017: \$90,000).

Salaries and Wages

M. Fisher, a family member of C. Fisher, was employed by BuyMyHome Pty Ltd from 1 March 2013 until 8 December 2017. Her remuneration during the current and previous financial years was as follows:

Salaries including bonuses \$29,194 (2017: \$52,156), Superannuation expenses \$2,442 (2017: \$4,909) and Annual Leave \$Nil (2017: \$4,090).

Legal services

During the current year, Gadens Lawyers, a firm of which S.Moulton is a partner, provided legal services and received fees of \$321,948.

**Note 25. Related party transactions (continued)**

Corporate advisory services

During the current year, 333 Capital Pty Ltd, a company of which P.Spottiswood is Managing Director, provided corporate advisory services and received fees of \$100,000. In addition, a \$30,000 success fee was paid to 333 Capital Pty Ltd as a result of securing a debt financing facility for the Group.

Debt facility fees

During the year, KM Custodians Pty Ltd, a shareholder of 333 Capital Pty Ltd a company of which P.Spottiswood is Managing Director, provided a \$1 million debt financing facility and received a facility fee of \$50,000. Further to this, KM Custodians Pty Ltd provided a second debt facility of \$3 million which repaid the first facility and they received a facility fee of \$150,000.

Sub-let of operating lease

During the current and prior year, property under operating lease has been sub-let to Changing Places, a company of which C. Fisher is a director and beneficial owner. Dealings are on normal commercial terms and conditions. Total sub-lease income for the year was \$73,477 (2017: \$91,372).

*Receivable from and payable to related parties*

At reporting date \$143,000 (including GST) was payable to 333 Capital Pty Ltd a company associated with P.Spottiswood, \$220,000 (including GST) was payable to KM Custodians Pty Ltd a company associated with 333 Capital Pty Ltd and P.Spottiswood, and \$158,116 (including GST) was payable to Gadens Lawyers, a firm where S.Moulton is a partner.

At reporting date \$25,000 was receivable from C.Keating in relation to shares issued in December 2017.

There were no loans to or from related parties at the current and previous reporting date.

*Terms and conditions*

All transactions were made on normal commercial terms and conditions and at market rates.

**Note 26. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

	<b>Parent</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	<u>(3,268,055)</u>	<u>(2,315,780)</u>
Total comprehensive (loss)/income	<u>(3,268,055)</u>	<u>(2,315,780)</u>



**Note 26. Parent entity information (continued)**

*Statement of financial position*

	<b>Parent</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Total current assets	324,780	2,430,999
Total assets	406,700	2,547,474
Total current liabilities	801,535	360,370
Total liabilities	2,162,928	360,370
Equity		
Issued capital	17,770,760	17,031,557
Share based payments reserve	5,010,217	4,136,082
Accumulated losses	(24,537,205)	(18,980,535)
Total equity/(deficiency)	<u>(1,756,228)</u>	<u>2,187,104</u>

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2018 and 30 June 2017.

*Contingent liabilities*

The parent entity had no contingent liabilities as at 30 June 2018 and 30 June 2017.

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2018 and 30 June 2017.

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

**Note 27. Business combinations**

During the period ended 30 June 2018, the Consolidated Entity acquired 100% of the ordinary shares of MyPlace Conveyancing Pty Ltd. It was acquired to invest in areas of strategic interest which complement the entity's commission free real estate business and provide potential in additional earnings streams leveraging off the group's core business.

On 1 August 2017, the Consolidated Entity acquired 100% of the ordinary shares of MyPlace Conveyancing Pty Ltd ("MyPlace Conveyancing") for the total consideration transferred of \$316,094. The total consideration includes cash paid of \$150,000, 583,775 ordinary shares issued to the owners of MyPlace Conveyancing at market value of \$100,000 and contingent consideration of \$61,225. The contingent consideration represents the present value of earn out shares that the vendors of MyPlace Conveyancing will be entitled to upon achieving the performance hurdles.

MyPlace Conveyancing was acquired to invest in areas of strategic interest which complement the entity's commission free real estate business and provide potential in additional earnings streams leveraging off the group's core business.

MyPlace Conveyancing is an incorporated legal practice engaged exclusively in providing conveyancing services to both property buyers and sellers across New South Wales, Victoria, Queensland and Western Australia with other states rolling out in the short to medium term. The recognised goodwill of \$288,170 represents the purchase price paid (including contingent consideration) less the fair value of net assets acquired. The acquired business contributed revenues of \$328,105 to the consolidated entity for the period from 1 August 2017 to 30 June 2018.

**Note 27. Business combinations (continued)**

Details of the acquisition are as follows:

	<b>Fair value</b> <b>\$</b>
Cash and cash equivalents	885
Trade receivables	8,582
Prepayments	2,466
Plant and equipment	18,087
Other assets	1,077
Trade payables	<u>(8,042)</u>
Net assets acquired	23,055
Goodwill	<u>288,170</u>
Acquisition-date fair value of the total consideration transferred	<u><u>311,225</u></u>
Representing:	
Cash paid or payable to vendor	150,000
buyMyplace.com.au Limited shares issued to vendor	100,000
Contingent consideration	<u>61,225</u>
	<u><u>311,225</u></u>
Cash used to acquire business, net of cash acquired:	
Cash paid	150,000
Cash acquired	<u>(885)</u>
Net cash used	<u><u>149,115</u></u>
Consideration transferred	

The fair value of the ordinary shares issued to vendor was \$0.1713 per ordinary share, being the closing share price on 28 July 2017(issue date). These shares are subject to a voluntary escrow for a period of 12 months.

The contingent consideration is calculated as the present value of consideration for the earn-out period by applying a probability of achieving the following performance hurdles:

- (a) the Company recording annual gross revenue of \$250,000 (excluding GST) in its Earn Out Accounts for FY19;
- (b) the Company recording annual gross revenue of \$650,000 (excluding GST) in its Earn Out Accounts for any financial year during the Earn Out Period.

The probability of achieving performance hurdle is determined by management based on analysis of current year cost of sales, current year revenue and budgeted revenue for the earn out period.

*Acquisition relates costs*

Acquisition-related costs are not included as part of consideration for the acquisition and have been recognised as transaction costs.

These costs amount to \$47,160 and have been included within legal and business service expense in the Statement of Profit or Loss and Other Comprehensive Income.

*Accounting policy for business combinations*

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

**Note 27. Business combinations (continued)**

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 and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

**Note 28. Interests in subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2018 %	2017 %
BuyMyHome Pty Ltd	Australia	100.00%	100.00%
BuyMyHome (Agency) Pty Ltd	Australia	100.00%	100.00%
MyPlace Conveyancing Pty Ltd	Australia	100.00%	-
BuyMyPlace Australia Pty Ltd*	Australia	100.00%	-
BuyMyPlace Finance Pty Ltd**	Australia	100.00%	-

\* BuyMyHome (Agency) Pty Ltd has been a wholly owned subsidiary since 1 June 2010, but remained dormant until the 2018 financial year.

\*\* BuyMyPlace Finance Pty Ltd was incorporated 13 February 2018.

**Note 29. Events after the reporting period**

On 31 August 2018, the Company announced its intention to acquire online property management platform company Pleased.Property subject to the required due diligence and the Company raising sufficient capital. On 13 November 2018 it was announced this acquisition would not proceed.

**Note 29. Events after the reporting period (continued)**

On 24 September 2018, the Company announced voluntary suspension to the trading of the Company's ordinary shares on the Australian Securities Exchange.

On 5 October 2018, the Company announced the extension of the KM Custodians Financing Facility by \$500,000. The lender will be entitled to receive an additional facility fee of \$25,000 being 5% of the increase in the facility amount. The repayment date will be the earlier of 30 June 2020, the occurrence of a liquidity event, or the occurrence of a continuing default. The lender can elect to receive payment in part or in full in cash or ordinary shares of the Company.

On 13 November 2018, the Company announced the execution of a binding term sheet with KM Custodians for the sale of key 'BMH subsidiaries' (consisting of BuyMyHome Pty Ltd, BuyMyHome (Agency) Pty Ltd, and BuyMyPlace Finance Pty Ltd) to KM Custodians, the holder of the Financing Facility.

Conditions precedent to this transaction include the forgiveness of this Financing Facility, which were also announced to have an additional extension of \$500,000 on this date, and amounts to a total of \$5 million to be forgiven, including the relevant share premium payable, as well as the payment of \$100,000 as cash consideration for acquisition of the above named BMH subsidiaries, and pending shareholder approval.

The Company will still retain ownership of the buyMyplace.com.au listed company and the MyPlace Conveyancing Pty Ltd operating subsidiary subsequent to this transaction.

On 5 December 2018, the Company announced the resignation of the Chief Executive Officer, Mr Colin Keating.

On 21 December 2018, the Company announced the finalisation of the sale of key BMH subsidiaries to KM Custodians, having received shareholder approval.

Also on 21 December 2018, the Company changed its registered office and principal place of business to Level 4, 100 Albert Road, South Melbourne, VIC 3205.

On 15 February 2019, the Company announced that it had entered into a Convertible Note Facility Deed with Misquitta Securities Pty Ltd, for a facility limit of \$200,000.

The key terms of the facility include:

- Facility limit of \$200,000;
- Immediate drawdown of \$40,000;
- Repayment date of 30 June 2020;
- Interest rate at 15% per annum, payable in cash or to be capitalised to the loan; and
- The lender at its own discretion has the option on the repayment date to require the Company to pay some or all of the outstanding monies by issuing ordinary shares in the Company to the Lender (subject to any regulatory approvals required).

Also on 15 February 2019, the Company announced the resignations of Paul Spottiswood, Cameron Fisher and Stephen Moulton as directors of the company, and announced the appointment of Gavan Flower and David Niall as Non-Executive Directors of the Company.

No other matter or circumstance has arisen since 30 June 2018 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Note 30. Reconciliation of loss after income tax to net cash used in operating activities**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax expense for the year	(5,512,282)	(3,819,265)
Adjustments for:		
Depreciation and amortisation	130,132	68,851
Share-based payments	1,077,396	856,164
Impairment of goodwill on acquisition of MPC	226,946	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(108,261)	7,356
Increase in prepayments	(25,470)	(12,549)
Increase in other non-financial assets	(40)	-
Increase in trade and other payables	331,106	310,545
Increase in other provisions	55,215	78,509
Net cash used in operating activities	<u>(3,825,258)</u>	<u>(2,510,389)</u>

**Note 31. Non-cash investing and financing activities**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Shares issued in relation to business combinations	100,000	-
Issue of share options to directors, executives and employees under incentive option scheme	-	398,609
Issue of performance rights to directors, executives and employees under performance rights plan	-	457,555
Issue of options in relation to working capital financing facility	692,970	-
	<u>792,970</u>	<u>856,164</u>

**Note 32. Earnings per share**

	<b>Consolidated</b>	
	<b>2018</b>	<b>2017</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax attributable to the owners of buyMyplace.com.au Limited	<u>(5,512,282)</u>	<u>(3,819,265)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>66,037,302</u>	<u>59,760,280</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>66,037,302</u>	<u>59,760,280</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(8.35)	(6.39)
Diluted earnings per share	(8.35)	(6.39)

**Note 32. Earnings per share (continued)**

Options and performance rights granted to directors, employees and cornerstone investors are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent they are dilutive. Accordingly, these options and performance rights have not been included in the determination of basic earnings per share.

There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these preliminary financial statements.

*Accounting policy for earnings per share*

*Basic earnings per share*

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

*Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the 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.

**Note 33. Share-based payments**

The Group has put in place a long-term incentive option scheme that entitles directors, employees and other eligible participants to purchase shares in the Company. The scheme is designed to attract, incentivise and retain executives and employees, as well as to align participants' interests with those of shareholders by increasing the value of the Company's shares. The incentive option scheme will be settled in equity. The exercise price of the options under the scheme is set on the date of grant.

In accordance with the Company's second supplementary prospectus dated 19 February 2016, a total of 12,750,000 unlisted options were issued to the directors and employees of the Group on 29 February 2016. Subsequently, additional 1,875,000 unlisted options were issued to cornerstone investors on 4 March 2016.

These options have a 5-year term and will vest if certain conditions are met. It is based either on the volume weighted average share price within a specified period or continuous employment until the end of the agreed vesting period (applicable only for the options issued to directors and employees). All share options carry no voting rights and do not entitle the holder to dividends. Upon vesting, each option allows the holder to purchase one ordinary share determined at grant date.

**Note 33. Share-based payments (continued)**

Set out below are summaries of options granted under the plan:

2018

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
29/02/2016	28/02/2021	\$0.250	4,100,000	-	-	-	4,100,000
29/02/2016	28/02/2021	\$0.300	4,100,000	-	-	-	4,100,000
29/02/2016	28/02/2021	\$0.350	4,100,000	-	-	-	4,100,000
04/03/2016	28/02/2021	\$0.250	625,000	-	-	-	625,000
04/03/2016	28/02/2021	\$0.300	625,000	-	-	-	625,000
04/03/2016	28/02/2021	\$0.350	625,000	-	-	-	625,000
09/08/2016	09/08/2021	\$0.250	300,000	-	-	(300,000)	-
26/05/2017	26/05/2022	\$0.450	300,000	-	-	(300,000)	-
26/05/2017	26/05/2022	\$0.500	300,000	-	-	(300,000)	-
26/05/2017	26/05/2022	\$0.550	300,000	-	-	(300,000)	-
13/06/2017	13/06/2022	\$0.450	350,000	-	-	(350,000)	-
13/06/2017	13/06/2022	\$0.500	350,000	-	-	(350,000)	-
13/06/2017	13/06/2022	\$0.550	350,000	-	-	(350,000)	-
19/12/2017	01/01/2021	\$0.160	-	6,250,000	-	-	6,250,000
			16,425,000	6,250,000	-	(2,250,000)	20,425,000

Weighted average exercise price	\$0.323	\$0.160	\$0.000	\$0.467	\$0.248
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2017

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
29/02/2016	28/02/2021	\$0.250	4,250,000	-	(150,000)	-	4,100,000
29/02/2016	28/02/2021	\$0.300	4,250,000	-	-	(150,000)	4,100,000
29/02/2016	28/02/2021	\$0.350	4,250,000	-	-	(150,000)	4,100,000
04/03/2016	28/02/2021	\$0.250	625,000	-	-	-	625,000
04/03/2016	28/02/2021	\$0.300	625,000	-	-	-	625,000
04/03/2016	28/02/2021	\$0.350	625,000	-	-	-	625,000
09/08/2016	09/08/2021	\$0.250	-	300,000	-	-	300,000
09/08/2016	09/08/2021	\$0.300	-	300,000	-	(300,000)	-
09/08/2016	09/08/2021	\$0.350	-	300,000	-	(300,000)	-
26/05/2017	26/05/2022	\$0.450	-	300,000	-	-	300,000
26/05/2017	26/05/2022	\$0.500	-	300,000	-	-	300,000
26/05/2017	26/05/2022	\$0.550	-	300,000	-	-	300,000
13/06/2017	13/06/2022	\$0.450	-	350,000	-	-	350,000
13/06/2017	13/06/2022	\$0.500	-	350,000	-	-	350,000
13/06/2017	13/06/2022	\$0.550	-	350,000	-	-	350,000
			14,625,000	2,850,000	(150,000)	(900,000)	16,425,000

Weighted average exercise price	\$0.300	\$0.433	\$0.250	\$0.325	\$0.323
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The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.6 years (2017: 5 years).

**buyMyplace.com.au Limited**  
**Notes to the financial statements**  
**30 June 2018**

**Note 33. Share-based payments (continued)**

Set out below are summaries of performance rights granted under the plan:

2018							
Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
29/02/2016	30/06/2019	\$0.000	3,475,000	-	-	(1,625,000)	1,850,000
29/02/2016	30/06/2019	\$0.000	3,475,000	-	-	(1,625,000)	1,850,000
29/02/2016	30/06/2019	\$0.000	3,475,000	-	-	(1,625,000)	1,850,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
26/05/2017	26/05/2022	\$0.000	300,000	-	-	(300,000)	-
26/05/2017	26/05/2022	\$0.000	300,000	-	-	(300,000)	-
26/05/2017	26/05/2022	\$0.000	300,000	-	-	(300,000)	-
13/06/2017	13/06/2022	\$0.000	350,000	-	-	(350,000)	-
13/06/2017	13/06/2022	\$0.000	350,000	-	-	(350,000)	-
13/06/2017	13/06/2022	\$0.000	350,000	-	-	(350,000)	-
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	200,000	-	-	200,000
09/05/2018	01/01/2021	\$0.000	-	750,000	-	-	750,000
09/05/2018	01/01/2021	\$0.000	-	750,000	-	-	750,000
09/05/2018	01/01/2021	\$0.000	-	1,500,000	-	-	1,500,000
			14,250,000	4,200,000	-	(6,825,000)	11,625,000

2017							
Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Forfeited	Balance at the end of the year
29/02/2016	30/06/2019	\$0.000	4,250,000	-	-	(775,000)	3,475,000
29/02/2016	30/06/2019	\$0.000	4,250,000	-	-	(775,000)	3,475,000
29/02/2016	30/06/2019	\$0.000	4,250,000	-	-	(775,000)	3,475,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
04/03/2016	30/06/2019	\$0.000	625,000	-	-	-	625,000
09/08/2016	30/06/2019	\$0.000	-	300,000	-	(300,000)	-
09/08/2016	30/06/2019	\$0.000	-	300,000	-	(300,000)	-
09/08/2016	30/06/2019	\$0.000	-	300,000	-	(300,000)	-
26/05/2017	26/05/2022	\$0.000	-	300,000	-	-	300,000
26/05/2017	26/05/2022	\$0.000	-	300,000	-	-	300,000
26/05/2017	26/05/2022	\$0.000	-	300,000	-	-	300,000
13/06/2017	13/06/2022	\$0.000	-	350,000	-	-	350,000
13/06/2017	13/06/2022	\$0.000	-	350,000	-	-	350,000
13/06/2017	13/06/2022	\$0.000	-	350,000	-	-	350,000
			14,625,000	2,850,000	-	(3,225,000)	14,250,000

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 2.6 years (2017: 5 years).



**Note 33. Share-based payments (continued)**

For the options granted during the current financial year, the valuation binomial model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
19/12/2017	01/01/2021	\$0.180	\$0.160	92.00%	-	2.15%	\$0.111

*Accounting policy for share-based payments*

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 after taking into account the terms and conditions upon which the instruments were granted. The fair value is determined by using a binomial option pricing model, based on a number of critical underlying assumptions such as risk free rate, volatility, forecast dividends, probability of achieving the vesting conditions and the timing of when they are expected to be achieved.

The Group operates equity-settled share-based remuneration plans for its directors and employees. None of the Group's plans feature any options for a cash settlement.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share-based payments reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest.

Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of equity instruments expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if equity instrument ultimately exercised are different to that estimated on vesting.

Upon exercise of equity instruments, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

**buyMyplace.com.au Limited**  
**Directors' declaration**  
**30 June 2018**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2018 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



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David Niall  
Chairman

17 April 2019

# Independent Auditor's Report

To the Members of buyMyplace.com.au Limited

## Report on the audit of the financial report

### Opinion

We have audited the financial report of buyMyplace.com.au Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, 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, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

- a giving a true and fair view of the Group's financial position as at 30 June 2018 and of its performance for the year ended on that date; and
- b 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 Accounting 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.

### Material uncertainty related to going concern

We draw attention to Note 2 in the financial statements, which indicates that the Group incurred an operating loss before tax of \$5,512,282 during the year ended 30 June 2018, and as of that date, the Group's current liabilities exceeded its total assets by \$672,357. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## 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.

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Business Combination – Note 27</b></p> <p>The company acquired 100% of the shares in MyPlaceConveyancing Pty Ltd (MPC) during the period.</p> <p>The consideration transferred took the form of cash, shares and contingent consideration to be paid in shares if certain performance hurdles are met over the next three years. The assets and liabilities acquired largely consisted of cash and cash equivalents, prepayments, trade receivables, trade payables and plant and equipment. The residual value of consideration paid above the net assets acquired has been recognised as goodwill with no other separately identifiable intangible assets noted.</p> <p>AASB 3 Business Combinations requires Goodwill acquired in a business combination to be tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired.</p> <p>Both the contingent consideration, carried at fair value, and the valuation of intangible assets represent a risk as it requires management to apply judgement in the determination of probability rates, forecast earnings, discount rates, etc.</p> <p>Business combinations is considered a key audit matter due to management’s estimation process in the valuation exercise and the work effort from the audit team.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Reviewing the terms and conditions of the acquisition agreement to ensure management's treatment of the acquisition accounting is correct;</li> <li>• Assessing management's process to ensure the accuracy of net assets acquired;</li> <li>• Review of management's fair value assessment of contingent consideration for appropriateness; and</li> <li>• Evaluating the adequacy and accuracy of the presentation and disclosures made in the financial statements.</li> </ul>
<p><b>Debt Facility – Note 13</b></p> <p>The Company has a significant amount of debt outstanding as at 30 June 2018 as a result of the facility agreement entered into during the current year.</p> <p>Debt facilities by their very nature can give rise to accounting issues including classification and selection of the appropriate methodology to value the components of the facility agreement.</p> <p>As the agreement includes a conversion option it is considered to be a compound instrument.</p> <p>The separation of the debt element from the equity element of a compound instrument can involve a significant degree of judgement and is subject to an inherent risk of error.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Obtaining and reading Board minutes and other appropriate documentation to assess whether the key terms and conditions agree to details of the signed agreements;</li> <li>• Testing the mathematical accuracy of calculations, evaluating the valuation technique applied and approach used and evaluated the assumptions applied;</li> <li>• Assessing the classification of the facility between current and non-current;</li> <li>• Assessing the competence, capabilities and objectivity of managements expert used in performing the valuations; and</li> </ul>

Key audit matter	How our audit addressed the key audit matter
<b>Debt Facility – Note 13 (continued)</b>	
<p>The valuation of and accounting treatment for convertible notes has been identified as a key audit matter as both are complex areas.</p>	<ul style="list-style-type: none"> <li>Evaluating the adequacy and accuracy of the financial statement presentation and disclosure relating to the facility agreement.</li> </ul>
<b>Share based payments – Note 33</b>	
<p>During the current and prior year, the Company issued share options and performance rights to employees, directors and investors.</p>	<p>Our procedures included, amongst others:</p>
<p>The Company engaged a valuation specialist to provide a valuation of these share-based payments.</p>	<ul style="list-style-type: none"> <li>Agreeing the issue of instruments to relevant ASX announcements and option/right agreements;</li> </ul>
<p>This area is a key audit matter due to the inherent subjectivity involved in management’s and the valuation experts judgements relating to the key inputs and assumptions used to value the options and rights including historical volatility and the risk free rate of return, and estimates of likely vesting periods.</p>	<ul style="list-style-type: none"> <li>Evaluation of the qualifications and expertise of management’s valuation expert in order to assess their professional competence and capabilities as they relate to the work undertaken;</li> <li>Reviewing the assumptions applied by management’s expert for reasonableness and historical accuracy;</li> <li>Reviewing key judgements and assumptions made by the Company in accounting for the options and rights for reasonableness and consulting with auditors expert where necessary;</li> <li>Agreeing key inputs to the relevant terms within the instrument agreements;</li> <li>Verifying the mathematical accuracy of the valuation provided by the specialist using the binomial pricing model;</li> <li>Ensuring share based payment expenses were recorded in the correct period in line with vesting conditions; and</li> <li>Assessing the adequacy of the Company’s disclosures in respect to share-based payments.</li> </ul>

### Information other than the financial report and auditor’s report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group’s annual report for the year ended 30 June 2018, but does not include the financial report and our auditor’s report thereon.

Our opinion on the financial report does not cover the other information and 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 information and, in doing so, consider whether the other 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 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 Group's ability 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.

### 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar1.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf). This description forms part of our auditor's report.

### Report on the remuneration report

#### Opinion on the remuneration report

We have audited the Remuneration Report included in pages 7 to 15 of the Directors' report for the year ended 30 June 2018.

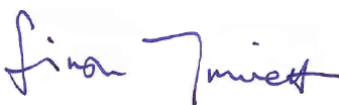
In our opinion, the Remuneration Report of buyMyplace.com.au Limited, for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

### 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.



Grant Thornton Audit Pty Ltd  
Chartered Accountants



S C Trivett  
Partner – Audit & Assurance

Melbourne, 17 April 2019

**buyMyplace.com.au Limited**  
**Shareholder information**  
**30 June 2018**

The shareholder information set out below was applicable as at 26 March 2019.

**Distribution of equitable securities**

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

	<b>Number of holders of ordinary shares</b>
1 to 1,000	149
1,001 to 5,000	156
5,001 to 10,000	84
10,001 to 100,000	233
100,001 and over	134
	<hr/>
	756
	<hr/> <hr/>
Holding less than a marketable parcel	345
	<hr/> <hr/>

**Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest security holders of quoted equity securities are listed below:

	<b>Ordinary shares % of total shares issued</b>
	<b>Number held</b>
Changing Places Real Estate Consultants Pty Ltd	7,183,024
KM Custodians Pty Ltd	6,919,513
Butterss Resources Pty Ltd (P&N Butterss A/C)	2,563,109
M & M Driscoll Nominees Pty Ltd (The Driscoll Family A/C)	2,385,353
Bentale Pty Ltd (Allambi Road Family A/C)	1,425,000
Karlusic Investments Pty Ltd (Karlusic Family A/C)	1,239,435
Enterprize Pty Ltd (Enterprize A/C)	1,202,980
Garsind Pty Ltd (Ruth Ross Super Fund A/C)	1,196,250
Metronome Design Pty Ltd (Paul Becca Family A/C)	961,883
Hot Clothing Company Pty Ltd (C D Wilks Super Fund A/C)	915,871
Powerwrap Limited (Scheme A/C)	900,993
Morrmac Pty Ltd (Mimie Maclaren Pension A/C)	900,000
Mr Laurence Holyoake	728,404
TWG Investments Pty Ltd (Twg Super Fund A/C)	673,663
Mrs Rosalind Lawrence (Rosalind Lawrence PSF A/C)	641,506
Mr Peter Ronec (Ronec Family A/C)	638,130
CTC Keating Super Pty Ltd (CTC Keating Super Fund A/C)	625,000
Citicorp Nominees Pty Limited	580,204
Fionica Pty Ltd (Davdev Family A/C)	574,213
Louandi Super Fund Pty Ltd (Louandi Super Fund A/C)	560,387
	<hr/>
	32,814,918
	<hr/> <hr/>
	48.61

*Unquoted equity securities*

	<b>Number on issue</b>	<b>Number of holders</b>
Options over ordinary shares issued	16,750,000	8
Performance rights over ordinary shares issued	3,667,280	3

**buyMyplace.com.au Limited**  
**Shareholder information**  
**30 June 2018**

**Substantial holders**

Substantial holders in the company are set out below:

	<b>Ordinary shares</b>	
	<b>Number held</b>	<b>% of total shares issued</b>
Changing Places Real Estate Consultants Pty Ltd	7,183,024	10.64
KM Custodians Pty Ltd	6,919,513	10.25

**Voting rights**

The voting rights attached to ordinary shares are set out below:

*Ordinary shares*

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

There are no other classes of equity securities.