
Powerhouse Ventures Limited
ASX Code: PVL
Annual Report
2020

powerHouse

Annual Report

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This Powerhouse Ventures Limited Annual Report
is signed on behalf of the Board of Directors by:



Russell Yardley
Executive Chairman
Powerhouse Ventures Limited

Ian Lothian
Executive Director
Powerhouse Ventures Limited

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Chairman's Report

The 2019/2020 Financial Year has certainly presented its challenges. The COVID 19 pandemic that swept the world in early 2020 has impacted everyone on so many levels and all businesses have had to readjust to the new normal.

Powerhouse Ventures Limited (PVL or the Company) and its investee companies have all needed to reflect on their strategies. As I sit here today writing to shareholders, I believe that PVL has established the important partnerships such as that with the University of Melbourne, and has the skills and experience to take advantage of the opportunities that now present themselves in this new world.

There have been several key focus areas for the Board over the past 12 months and these have been, in the main, achieved. The Company is now debt free, has rationalised its investment portfolio, and has a close working relationship with all the portfolio companies that we see as being strategic to PVL's future balance sheet strength.

The Company has recently completed a successful Rights Issue, raising the full amount of approximately \$1.6m before costs. Not all PVL shareholders elected to participate and this gave the opportunity for the PVL Board to seek new investors to join the register. The Company worked with Melbourne based PAC Partners Securities Pty Ltd to place a significant part of the shortfall and the Company has since engaged PAC Partners to provide ongoing market advice. The PVL Board believes this relationship will be beneficial for all shareholders and will improve PVL's profile amongst the investment community.

The PVL Board continues to focus on the single-minded proposition of Powerhouse — 'to find the best science and technology produced at Australia and New Zealand universities and to build companies based on that world leading science and technology that can become recognised as the best in the world at what they do'.

PVL is using the methodologies it has developed over the past decade to accelerate the commercial success of our investments and improve collaboration between these leading research organisations and the corporate sector.

Through our existing investments we have created several CleanTech, Agritech and MedTech companies. It has been exciting to see the likes of Ferronova, Certus Bio and Inhibit Coatings all continue to take significant steps in building their foundations to become global achievers, despite the interruption of COVID 19.

By way of example, Ferronova, an Adelaide-based medical device company, brings together research partners at the University of Sydney, the University of New South Wales, and UniSA Future Industries Institute in Adelaide to continue to research particles, coatings, and clinical applications to improve outcomes in cancer diagnostics and therapeutics. The technology is targeted at Sentinel Lymph Node (SLN) Mapping.

It is designed to meet the needs of surgeons treating difficult cancers such as head and neck cancer and colorectal cancer. The unique particles are designed to be retained in the sentinel node, be compatible with existing surgical equipment, and to overcome false negatives associated with shine-through, where sentinel lymph nodes close to an injection site can be missed due to inadequate resolution of alternative solutions.

In May 2020, the company secured \$A3.5m in a Series A funding round. The round was led by venture capital fund, Uniseed, and the monies raised are being used to fund clinical trials of its cancer tracing nanoparticle, designed to find secondary cancer cells more accurately during cancer surgery. Ferronova followed this Series A raising by securing a further \$A826,000 via a grant from the Australian Government's BioMedTech Horizons (BTMH) program. This additional funding will further develop Ferronova's nanoparticle technology and first-in-human studies in colorectal cancer.

As we plan for the future, PVL will look to build on the Science Collaboration Agreement already signed with Australia's highest ranked university, the University of Melbourne, as well continue to develop relationships with other Australian Universities and science bodies to access leading and ground breaking Intellectual Property (IP) that is critical to achieving our goal.

Powerhouse is made up of a small but very focused team of people capturing the important steps in our proven approach, to ensure that our portfolio companies have access to highly skilled technology development experts and a disciplined capital raising and investment team.

The next 12 months will be important as we put our new money to work and operate in an internal environment that is not inhibited by some of the problems from the past.

I look forward to the future with great optimism and thank you on behalf of the Powerhouse team for your support of the Company.



A handwritten signature in black ink, appearing to read 'Russell Yardley'.

Russell Yardley

Executive Chairman
Powerhouse Ventures Limited

Sustainability Policy

In line with a firm belief in our values and corporate vision, Powerhouse is committed to ensuring it pursues sustainable development principles.

Through our focus on science, innovation, and brilliant ideas, we will:

- implement and maintain ethical business practices and sound systems of corporate governance.
- integrate sustainable development considerations within our corporate decision-making processes.
- uphold fundamental human rights and respect cultures, customs and values in dealings with employees and all those people who are affected by our corporate and investment activities.
- implement risk management strategies based on valid data and sound science.
- seek continual improvement of our health, safety and environmental performance.
- contribute to conservation of biodiversity and appropriate land use.
- facilitate and encourage responsible product design, use and re-use, encouraging recycling and sustainable disposal of products.
- through innovation, contribute to the social and economic development of the communities in which we operate.
- implement effective and transparent engagement, communication and independently verified reporting arrangements with our stakeholders.

Powerhouse will strive for this alignment in its own operations and through its wider portfolio of investee companies as demonstrated by Ferronova Ltd below:



"Ferronova aims to minimise impact on the environment by adopting technology for research, quality management and manufacturing that enables paperless operations, and by supporting flexible work practices and work from home arrangements where appropriate to reduce the carbon footprint of our employees. We also seek to minimise waste in manufacturing operations by adopting efficiency and recycling practices where appropriate."

Stewart Bartlett

Chief Executive Officer

Ferronova Pty. Ltd.

<https://www.ferronova.com.au>

Business Update

FINANCIAL REVIEW

Operating Results

The consolidated loss for the year after income tax was \$NZ47,000 (2019: \$NZ4,000,000), an improvement of \$NZ3.9m.

Review of Financial Condition

At the end of the 2020 financial year, cash resources were \$NZ1,369,714 (2019: \$NZ122,594). A further ~\$A1.6m was received after a successful entitlement offer that closed on 06 October 2020. These accounts have been prepared on a going concern basis.

Assets decreased to \$NZ5,897,739 (2019: \$NZ7,762,190) and equity increased to \$NZ5,808,273 (2019: \$NZ5,547,002).

Funding and Capital Management:

As at 30 June 2020, the Group had 32,311,733 listed shares trading under the ASX ticker "PVL". The shares on issue increased to 64,623,466 on the closing of the Company's non-renounceable entitlement offer on 06 October 2020. In addition, post the closing of the non-renounceable entitlement offer, the Company has 40,311,733 listed options, trading under the ASX ticker "PVLO". These options have an exercise price of \$A0.07 and expire on 31 December 2023.

During the year, the Company focussed on restructuring the organisation to ensure its long term viability. Staffing costs continued to be reduced and the three Executive Directors agreed to share the day to day responsibilities needed to operate the business and manage the investment portfolio.

The Finance Department was consolidated and the position of Chief Financial Officer made redundant and the position of Finance Manager was established to handle the day to day finance requirements of the Company, with the Company Secretary role taken on by an Executive Director.

During the year, the monthly cash burn rate was reduced to \$NZ95,000 (2019: \$NZ184,884) with the other key milestone being the repayment of the \$NZ2.2m of Convertible Notes in mid November 2019, ending the associated monthly interest payments.

On 17 July 2020, the Company announced a proposed non-renounceable entitlement offer of 1 fully paid ordinary share in the capital of the Company for every 1 Share held by eligible Shareholders registered at the record date, together with 1 free-attaching unlisted option to acquire a Share for each Share subscribed for and issued. Each new share was issued at \$A0.05 (\$NZ0.053 for New Zealand shareholders) and the attaching option had a strike price of \$A0.07 and an expiry date of 31 December 2023.

The results of the Offer are covered in more detail further in this report, however in summary the resulting \$A1,615,587 raised (before costs) ensures that the Company goes into the 2020/2021 year debt free and with a stronger Balance Sheet than it has had in some time. The Board believes PVL is now well positioned to implement its new strategy in developing a range of early stage Intellectual Property opportunities via its growing network of collaboration organisations, including some of Australia's leading universities.

OPERATING REVIEW

New Investors

At the beginning of the financial year, PVL took on a new investor with Jun Hong Shen (Australia) Pty Ltd (JHSA) joining the register after completing a placement of 3,000,000 shares at \$A0.10 per share to raise \$A300,000. JHSA is the Australian subsidiary of Shanghai based investment company Shanghai Junsheng Investment Fund (SJEIF). SJEIF is similar to PVL in that it holds investments in a range of early stage Chinese companies ranging in positions from 5% to 20% holdings.

JHSA joined United World Group (UWG) on the share register. UWG is a Shenzhen based investment company that purchased a ~18% stake in the Company, on market, earlier in 2019. UWG has over 500 employees with divisions focused on Private Equity, E-Commerce, Technology Services, Municipal Services, Travel Rentals and Services as well as Overseas Investments.

Representatives from UWG and JHSA joined the PVL Board in October 2019 and the relationships with UWG and JHSA were seen as part of a broader strategy to build stronger links into overseas markets for PVL and its portfolio companies, many of which have significant opportunities to seek both ongoing capital and sales growth into China and South East Asia. In addition, UWG and JHSA saw their respective investments in PVL providing an opportunity to not only take Australian and New Zealand technologies to China but also to bring Chinese technologies and Intellectual Property to Australasia, thereby providing an excellent win/win opportunity for all parties.

The COVID-19 pandemic that swept the world in early 2020 has had an impact of some of the timing of these initiatives which is covered later in this Report.

Sale of Selected Portfolio Investments

The PVL Board focused on the repayment of the \$NZ2.2m in Convertible Notes as a priority for the financial year. It was decided by the PVL Board that this debt would need to be repaid from the proceeds of sales of existing investments held in the portfolio and during the first half of 2019/2020, the Company announced the sale of its stakes in Mars Bioimaging and Invert Robotics. The ~\$NZ3.87m proceeds from these two sales allowed the Company to repay the Convertible Notes in mid November 2019, meaning PVL finished the first half of

2019/2020 financial year debt free and with ~\$NZ1.9m in cash reserves.

In July 2020, PVL also decided to sell its stake in Hapai Transfer Systems and this sale resulted in proceeds of \$NZ230,000 and a modest 15% return on investment.

Review of the Remaining Investment Portfolio

During the year, the Board continued to take a pragmatic view on the holding value of its various investee companies and the uncertainty created by the COVID-19 pandemic in early 2020 made this approach even more important. Over the course of the 12 months, the Board decided to write down the carrying value of two of its portfolio companies to zero and whilst the Board still remains focused on both these entities, the write down decision is reflective of the challenges being faced by early stage companies in some market verticals.

The COVID-19 pandemic also put a delay on plans to develop closer ties with China, through the relationships formed with PVL's Chinese based shareholders, UWG and JHSA. Whilst the PVL Board still believes in the opportunity to not only take Australian and New Zealand technologies to China but also to bring Chinese technologies and Intellectual Property to Australasia, the current travel restrictions in place around the world have made it critical to focus on developing partnerships within Australia and New Zealand.

In relation to developing local partnerships, in May 2020, the Company was pleased to be involved in the \$A3.5m Series A raising of one of its portfolio companies, Ferronova. As detailed in the Chairman's Letter, Ferronova is an Adelaide-based medical device company, that brings together research partners at the University of Sydney, the University of New South Wales, and UniSA Future Industries Institute in Adelaide. The Company was created to research particles, coatings, and clinical applications to improve outcomes in cancer diagnostics and therapeutics. The pre money valuation of the Company for the purpose of the capital raising did not result in a big uplift in its PVL portfolio valuation but the fact that the financing round was led by venture capital fund, Uniseed, and the monies raised are being used to fund clinical trials of its cancer tracing nanoparticle, makes this an exciting milestone event.

Ferronova followed the Series A \$A3.5m raising by securing a further \$A826,000 via a grant from the Australian Government's BioMedTech Horizons (BTMH) program and this additional funding will further develop Ferronova's nanoparticle technology and first-in-human studies in colorectal cancer.

Coupled with Ferronova's promising progress, it has also been exciting to see other PVL portfolio companies such as Hot Lime Labs, Certus Bio and Inhibit Coatings all beginning to take significant steps during the financial year in building their foundations to become global achievers.

Overall, the net revaluation on the PVL portfolio for the 2019/2020 year was ~\$NZ456,000 and the 30 June 2020 valuation of the portfolio stood at ~\$NZ4.5m.

New Zealand Technology Incubator Program (Callaghan Innovation)

In November 2019, the Company announced that it had been unsuccessful in applying for a new contract under New Zealand's 2020 Technology Incubator Program. Whilst the decision was disappointing, the work done by the Company with the New

Zealand Government over the past few years has enabled PVL to develop a comprehensive methodology under which to evaluate early stage Intellectual Property commercialisation. Now that PVL is in a position to combine that methodology with a far more rigorous management approach to investing, the Board is confident that PVL is much better positioned to progress with opportunities being developed in the Australian market as well as to continue to successfully manage its existing New Zealand based investment portfolio.

New Strategic Direction

As the 2019 calendar year drew to a close, it was pertinent for the Board to take time to reflect on the future of the Company. A debt free Balance Sheet, an investment portfolio appropriately valued and the non involvement in the 2020 Technology Incubator Program in New Zealand meant that it was perhaps the appropriate time for the Company to look to other jurisdictions for its future growth.

The Board had been considering for some time the concept of developing stronger ties with Australian Universities and other Scientific Institutions and this became the key focus for the second half of the financial year.

Impact of COVID-19

The COVID-19 pandemic created a range of challenges for the Company during the second half of the financial year but perhaps also opened the door to some opportunities. All Australian Universities have found revenue sourced from overseas student studies coming under pressure as countries around the world closed their borders and the need for these institutions to find additional revenue streams has become of paramount importance.

Building New Alliances

On 2 July 2020, PVL announced the signing of a Science Collaboration Agreement with Australia's top ranked University, the University of Melbourne. The non-legally binding agreement sets out the parameters under which PVL will work with the University of Melbourne to identify appropriate research, undertaken within the University, for further commercialisation and also sets out the various science commercialisation management services that PVL can provide to assist in this process.

The Company is in dialogue with other Australian Universities and hopes to sign more of these Agreements in the coming months.

PVL sees a great opportunity for Australian Universities to build a significant new revenue line with the commercialisation of Intellectual Property (IP) created within Universities.

PVL has been in the business of commercialising early stage IP within New Zealand Universities for the past decade and believes it has the experience and methodology to assist and work closely with Australian Universities to develop this part of their potential new business models.

Strengthening the Balance Sheet

As covered earlier under "Funding and Capital Management", the Company announced a proposed non-renounceable

entitlement offer in July 2020 with the intention to raise a maximum of \$A1,615,587 before costs.

The offer was a success in that the full amount of \$A1,615,587 (before costs) was raised and it also provided an opportunity for PVL to build a relationship with the Australian stockbroker, PAC Partners Securities Pty Ltd (PAC Partners). PAC Partners was engaged to place any shortfall shares (and attaching options) from the entitlement offer.

PAC Partners offer a broad suite of services across a range of advisory teams, focusing on leading emerging and mid-cap companies with its Corporate Finance clients including some of Australia's highest potential growth companies. PAC Partners has corporate offices in Melbourne and Sydney and a team of highly experienced market specialists.

Clients of PAC Partners took an allocation of \$800,000 of shortfall shares and attaching options and an Extraordinary General Meeting, held on 27 August 2020, saw shareholders approve Directors Russell Yardley and Geoff Gander taking a further \$A200,000 of the shortfall shares and attaching options.

The offer closed fully subscribed on 06 October 2020 with the final tranche of shortfall shares and attaching options being placed with an existing PVL shareholder.

Post the closing of the entitlement offer, the Company now has ~\$A3m in cash reserves, an investment portfolio valued at ~\$A4m, no debt and a more balanced share register. The Company also announced in September 2020 that it had engaged PAC Partners to provide PVL with ongoing market advice. The engagement also provides PAC Partners with a first and last right of refusal to act as Sole Lead Manager in the event that PVL seeks to raise additional equity capital in the coming 12 months.

PVL agreed to pay PAC Partners (or their nominees) a fee of 8,000,000 options for this role. The options have the same terms as the shortfall options issued under the entitlement offer and, like the shortfall options, are now listed on ASX trading under the ASX ticker "PVLO", have an exercise price of \$A0.07 and expire on 31 December 2023.

Post the closing of the entitlement offer and the engagement of PAC Partners, the capital structure of PVL is now as follows:

- 64,623,466 Fully Paid Ordinary Shares
- 40,311,733 Listed Options – exercise price of \$A0.07 and expiring on 31 December 2023

Establishing an Early Stage Commercialisation Fund

The funding from the entitlement offer is seen by the PVL Board as a critical step in the Company moving towards establishing an Early Stage Commercialisation Fund that should enable the Company to develop a range of early stage Intellectual Property opportunities it is expecting to access via its growing network of collaboration organisations, including some of Australia's leading universities.

The PVL Board believes that the early stage commercialisation sector in Australia offers many opportunities and that PVL is extremely well positioned to navigate its way through this potential, supported by its decade of developing early stage

companies in the New Zealand market as well as its more recent experience in Australia.

2020 Annual General Meeting

The COVID 19 pandemic has seen the ability to hold normal General Meetings suspended and the 2020 AGM will be held virtually on 23 November 2020. A Notice of Meeting outlining business to be covered at the 2020 AGM will be mailed to shareholders during October 2020, including details on how to attend online.

Summary

The 2019/20 Financial Year was one of consolidation for PVL. Losses from the previous years were replaced with a breakeven result, all debt was repaid and a successful entitlement offer saw the Company finish the year with a strong balance sheet and an investment portfolio that is prudently valued.

New alliances are being formed and the PVL Board looks forward to 2020/2021 with enthusiasm and confidence that the turnaround is well underway.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Except as otherwise set out in this report, the Directors are unaware of any significant changes in the state of affairs or principal activities of the consolidated entity that occurred during the financial year.

SUBSEQUENT EVENTS

There have been a number of events that have occurred post 30 June 2020 and these have all been discussed in the Operations Review.

A summary of the key announcements made is as follows:

- 2 July 2020: Signing of Science Collaboration Agreement with University of Melbourne
- 8 July 2020: Sale of stake in Hapai Transfer Systems
- 16 July 2020: Portfolio Valuation Write-downs for 2019/2020
- 17 July 2020: Opening of Non Renounceable Entitlement Issue and lodgment of Prospectus
- 27 August 2020: Approval by shareholders for allocation of \$200,000 shortfall shares and attaching options to R Yardley and G Gander
- 02 September 2020: Engagement of PAC Partners and issue of 8m options
- 06 October 2020: Closing of Non Renounceable Entitlement Issue

Corporate Governance

Corporate Governance Statement

Powerhouse's Corporate Governance Statement can be found on its website at:

<https://www.powerhouse-ventures.co.nz/investor-relations/corporate-governance>

The Company's corporate governance principles and policies are structured with reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition), which came into effect on 1 July 2020 (**ASX Corporate Governance Principles**), which are as follows:

Recommendation 1	Lay solid foundations for management and oversight
Recommendation 2	Structure the board to add value
Recommendation 3	Act ethically and responsibly
Recommendation 4	Safeguard integrity in corporate reporting
Recommendation 5	Make timely and balanced disclosure
Recommendation 6	Respect the rights of security holders
Recommendation 7	Recognise and manage risk
Recommendation 8	Remunerate fairly and responsibly

The ASX Corporate Governance Principles are guidelines, not prescriptions. As a listed entity, the Company is required to report against the ASX Corporate Governance Principles and disclose to stakeholders any divergence from the ASX Recommendations. Further, if the Company has not followed a particular recommendation, it must disclose the reason for not following it.

Powerhouse's Company policies were updated 30th June 2020 in line with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition), which came into effect on 1 July 2020. These policies can be found on Powerhouse's website at:

<https://www.powerhouse-ventures.co.nz/csr/company-policies>

The Board

The Board is responsible for the overall corporate governance of the Company. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company. The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company.

In conducting business, the Board's objective is to ensure that the Company is properly managed to protect and enhance Shareholder interests and that the Company, its Directors, officers, and employees operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

At present, there are five Directors on the Board, two Non-Executive Directors and three Executive Directors. The Executive Chairman of the Board is Russell Yardley.



Russell Yardley
FAICD, FAIM
Executive Chairman

Appointed to the Board on
28 February 2017.

Russell has been a professional Non-Executive Director and Chairman for the past decade following a career in the information technology and communications sector. He is a board member of Ferronova Pty Ltd, Auramer Bio Limited, the Australian Research Data Commons supported by the Australian Government through the National Collaborative Research Infrastructure Strategy program, a member of the Victorian Government Purchasing Board as well as being an honorary member of the board of the Alannah and Madeline Foundation.

After spending more than 7 years at IBM he founded his first company Decision Engineers that was merged with ASI to form Applied Learning that was then listed on the ASX in 1993. He was Chairman of Readify Limited from 2012 until it was sold to Telstra in 2016, Chairman of Tesseract Limited through its listing on ASX in 2015 until 2018, Chairman of Alcidion Group Limited from 2012 until its reverse listing on ASX in 2015. Russell was the Victorian State Chair 2010-2011 and the National Treasurer 2011-2014 of the Australian Information Industry Association, was made an Honorary Member of the Australian Computer Society in 2010 and made a Fellow of the Australian Institute of Company Directors in 2012.



Geoff Gander
BComm (UWA)
Executive Director

Appointed to the Board on
15 September 2018.

Geoff has a corporate background across a range of industry sectors, including Technology and Oil & Gas. He has held a number of Executive and Non-Executive Director roles with ASX listed companies over the past 14 years and these entities have covered a range of industry verticals including technology, mining, mining services, retail and oil & gas. He is currently the Chairman/CEO of an ASX listed oil and gas company.

Geoff began his career in the technology sector in 1985 and continued to work with technology companies until 2004 at which time he began to focus on a wider range of industry verticals, working with organisations that were seeking either an initial public offering or were already publicly listed but required some form of market recapitalisation.



Ian Lothian
MA, CA, MBA, CMinstD

Executive Director

Appointed to the Board on
2 April 2019.

Ian is an experienced CA (CAANZ) with a background in business advisory and audit services, and strong commercial experience in horticultural exporting and development finance.

As an Audit Director at Audit New Zealand he held a variety of senior audit roles in the NZ public sector, with clients in local government, health, tertiary education and offshore Governments (Samoa and Tokelau).

He holds an MBA with Distinction from the Edinburgh Business School at Heriot Watt University, and as a Chartered Member of the NZ Institute of Directors, he now acts as a professional independent director.



Nick Young
CFA, MPA, BComm

Non-Executive Director

Appointed to the Board on

Nick Young (Shuyu Yang) has been a search engine marketing analyst and a senior product manager at Alibaba Group in China for 4 years and is General Manager and Director of United World Group Pty Limited. He holds a master's degree from the University of Sydney and has been working in primary capital markets since 2016. Nick has a deep understanding of both Australian and Chinese markets in the TMT (technology, media and telecommunication) industry. He is working as a corporate advisor at multiple Australian companies and provides consulting services related to IPO, M&A and business strategy.



Richard Symon
FFinsia, MSAFAA

Non-Executive

Appointed to the Board on
8 October 2019.

Over 30 years, Richard has been appointed as the trusted adviser for stockbroking businesses and various companies.

In 1997, Richard co-founded, and was appointed as the Executive Chairman and CEO of ShareTrade Australian Stockbroking Ltd which was sold to PBL (Packer) listed subsidiary eCorp in 1999, it was then merged to become Charles Schwab Australia in 2000. Prior to that Richard was the Executive Director of Prudential-Bache Securities (Australia) for 7 years, one of Australia's largest full-service stockbrokers of its day.

Richard has held a number of executive appointments for ASX listed companies over the years. He was appointed CEO of National Stock exchange of Australia Ltd (ASX:NSX) the operator of the National Stock Exchange, in 2006. He was appointed as the Chairman of Sequoia Financial Group (SEQ:ASX) following a successful (reverse) takeover by MDS Financial Group Ltd (ex ASX:MDS), which he joined as Executive Director in late 2008.

Richard was executive director of the Securities and Derivatives Industry Association (now Stockbrokers & Financial Advisers Association of Australia - SAFAA) and developed the industries accreditation, CPD regime and other requirements of ASIC's financial services reforms. He was a Member of the Australian Securities Exchange (ASX) and a Certified Financial Planner (FPA). He remains a Master Stockbroker (SAFAA), Fellow FINSIA and is ASIC RG146 accredited.

In 2015, Richard founded Fiscus Capital Pty Ltd, a boutique corporate advisory company, to assist companies (both SME's and ASX listed companies) who are seeking to raise debt and equity capital.

Richard has served as Chief Barker (Chair) Variety Victoria the Children's' Charity, director Variety Australia and remains as director on the East and West Asia Variety Boards. Richard is also a member of the Life Saving Victoria Grievance Committee.

Board Committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee, Human Resources and Remuneration Committee, and Corporate Governance and Nomination Committee. Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements and the skills and experience of individual Directors.

Membership of each committee is reviewed by the Board on an annual basis. All committees are comprised of at least three Directors appointed by the Board.

Committee	Overview	Members (at 30 Sept 2020)
Audit and Risk Committee	Responsible for monitoring and advising the Board on: <ul style="list-style-type: none">– the Company's audit;– risk management; and– regulatory compliance policies and procedures.	Russell Yardley Geoff Gander Ian Lothian (Chair) Richard Symon
Human Resources and Remuneration	Provides assistance to the Board in relation to: <ul style="list-style-type: none">– Board and Executive Remuneration Policy; and– key human resources policies.	Geoff Gander (Chair) Ian Lothian Russell Yardley
Corporate Governance and Nomination	Provides assistance to the Board in relation to: <ul style="list-style-type: none">– nomination processes;– selected application of human resources policies as they relate to the Board; and– the corporate governance framework.	Geoff Gander (Chair) Ian Lothian Russell Yardley

Board Governance

The functions and responsibilities of the Board are set down in the Company's 'Role and Composition of the Board' Charter. Further details regarding the role and responsibilities of the Board and the Managing Director/Chief Executive Officer can be found in Powerhouse's corporate governance documents located on the Company's website at:

www.powerhouse-ventures.co.nz/investor-relations/corporate-governance

The Board Charter provides for an annual performance evaluation that compares the performance of the Board with the requirements of this Charter, reviews the performance of the Board's committees and individual Directors, sets forth the goals and objectives of the Board for the upcoming year, and effects any amendments to this Charter considered necessary or desirable by the Board and its Committees.

The Board has adopted charters for all Board committees. The matters covered in the charters and the accompanying Board committee standing procedures include composition, quorum, attendees and access to information and review of rules, charter and performance. The charters are reviewed at least annually and are available on the Company's website.

Attendance by Directors at Board meetings during the year to 30 June 2020:

Board of Directors	Number Attended	Number Eligible
Russell Yardley (appointed 28 February 2017)	8	8
Geoff Gander (appointed 15 September 2018)	8	8
Ian Lothian (appointed 2 April 2019)	8	8
Richard Symon (appointed 8 October 2019)	6	6
Nick Young (appointed 8 October 2019)	5	6

Share Dealings by Directors

In accordance with Section 148(2) of the Companies Act 1993, the Directors are required to disclose to the Board acquisitions or disposals of relevant interests in the Company between 1 July 2019 and 30 June 2020, the details of those dealings to be entered in the Company's interests register. The particulars of such disclosures are:

Director	Nature of Interest	Shares Acquired	Consideration	Date
Russell Yardley	Beneficial (The Yardley Family S/F A/C)	100,000	Remuneration (Chair) for 01.07.19 to 30.06.20 worth NZ\$91,829	24 Dec 2019

Directors Disclosures

There were no notices from Directors of the Company during the financial year requesting to use Company information received in their capacity as Directors, which would not otherwise have been available to them.

Directors Shareholdings

Number of fully paid shares held by Directors, including those held in trust:

Director	30 June 2020	30 June 2019
Russell Yardley (The Yardley Family A/C)	59,298	59,298
Russell Yardley (Yardley Family S/F A/C)	249,971	149,971
Rick Christie ¹	n/a	53,296
Di McCarthy ²	n/a	109,947
John Hunter ³	n/a	70,351

1. Resigned as Non-Executive Director on 1 March 2019

2. Resigned as Non-Executive Director on 29 November 2018

3. Resigned as Non-Executive Director on 12 September 2018

Remuneration Report

This Remuneration Report is prepared in accordance with Australian legal requirements, noting in many instances, the Company is not required to comply with such disclosures, being a New Zealand entity. As such, this Remuneration Report is not required to be audited in accordance with the Corporations Act (Australia) governing Australian companies.

Details of Auditor remuneration is set out in the Financial Statements section of this Annual Report.

Principles Used To Determine The Nature And Amount Of Remuneration

The Company's Human Resources and Remuneration Committee considers the quantum and structure of Director and Executive remuneration. The Committee adopts a series of principles in determining remuneration related decisions. The principles used are:

Executive remuneration should be market competitive and generally account for market practice including recognition of level of responsibility;

- the remuneration structure should reward those employees who have the ability to influence the achievement of the Company's strategic objectives and business plans to enhance shareholder value for successful performance outcomes and their contribution to these;
- Executives, whose appointment and remuneration packages are considered and approved individually by the Company, are personnel who:
 - report directly to the Managing Director / Chief Executive Officer or the Board;
 - are designated as an Executive by the Board; and
 - have responsibility and authority for management of a significant profit or cost centre
- Executives' remuneration package should have:
 - a substantial portion of their total remuneration that is "at risk" and aligned with reward for creating shareholder value;
 - an appropriate balance between short and long-term performance focus and outcomes; and
 - a mix of cash and equity-based remuneration.
- The Managing Director / Chief Executive Officer should, relative to other Executives, have:
 - a greater proportion of total remuneration (at least 50%) that is "at risk", i.e. contingent upon the achievement of performance hurdles, and
 - a greater proportion of "at risk" remuneration weighted towards equity-based rewards rather than cash, because of the leadership role in establishing and delivering achievement of medium and long-term strategic objectives and business plans and increasing shareholder value over that period;
 - the opportunity to participate in equity-based rewards should be a component of remuneration for Executives both to align their reward with the creation of shareholder value and to encourage their ongoing participation in and retention by the Company;
- Non-Executive Directors' remuneration should enable the Company to attract and retain high quality Directors with the relevant experience. In order to maintain independence and impartiality, non-Executive Directors do not receive performance-based remuneration; and the Board uses discretion when setting remuneration levels, taking into account the current market environment and Company performance.

Remuneration Structure

The Company's objective is to provide a remuneration framework whereby every incentive payment over and above an employee's fixed pay, whether in the form of cash or equity, is appropriate for the results delivered by both the Company and the employee and is based on reward for their performance. The Board, through the Committee, undertakes its governance role in establishing Executive remuneration including, where required, use of external independent remuneration consultants and/or available market information, with reference to both total remuneration and its various components.

Employee Remuneration

In accordance with Section 211 of the Companies Act 1993, the number of employees or former employees of the Company, who received remuneration and other benefits in their capacity as employees totalling NZD \$100,000 or more during the year have been disclosed as follows:

	30 June 2020 Number of employees	30 June 2019 Number of employees
Employee remuneration (\$NZD)		
100,000-110,000	1	0
120,000-130,000	1	1
130,000-140,000	0	1
150,000-160,000	0	0
170,000-180,000	1	0
200,000-210,000	0	0
240,000-250,000	0	1
270,000-280,000	0	0

Executive Remuneration

The Executive remuneration during the year ended 30 June 2020 comprised of base salary and benefits.

Base salary for Executives is reviewed annually to assess appropriateness to the position and competitiveness with the market.

Executive benefits made available are superannuation contributions made in accordance with the legislation specific to the country in which the employee is resident.

Directors' fees The remuneration of Executive Directors and non-Executive Directors is structured separately from that of Senior Executives.

Directors receive reimbursement of reasonable expenses.

It remains the Board's intention that Directors' fees will be reviewed annually. There are no guaranteed annual increases in any Directors' fees.

Non-Executive Directors' fees

The current aggregate limit for non-Executive Directors' fees is NZ\$250,000 per annum (AUD\$239,300). Any fees paid to the Company's non-Executive Directors reflects the demands on and responsibilities of those Directors. The advice of independent remuneration consultants is taken as required to establish that the Directors' fees are in line with market standards.

Non-Executive Directors do not receive any shares, options or other securities in addition to their remuneration and are not eligible to participate in the Company's Employee Share Plan or any other incentive plan. They do not receive any retirement benefits.

Executive Directors' fees

Any fees paid to the Company's Executive Directors will reflect the demands on and responsibilities of those Directors. The advice of independent remuneration consultants is taken as required to establish that the Directors' fees are in line with market standards.

The following base Directors fees apply per annum as at 30 June 2020. Amounts reported in the tables within this report are specified in NZD, being the reporting currency of the Company, except where explicitly expressed in AUD as required for remuneration reporting applying to ASX listed companies.

	AUD\$	NZD\$
Chairman	46,760	50,000
Other non-Executive Directors	22,445	24,000
Chair of Audit and Risk Committee	46,760	50,000
Chair of Human Resources and Remuneration Committee	-	-
Chair of Corporate Governance and Nomination Committee	46,760	50,000

	NZD\$
Actual fees paid during the year ended 30 June 2020 (in reporting currency)	159,670
Chairman	41,670
Other Directors (total)	118,000

Directors remuneration and other benefits required to be disclosed pursuant to section 211 (1) of the Companies Act 1993 were as follows:

	2020 NZD\$	2019 NZD\$
Russell Yardley	91,829	145,830
Geoff Gander	73,500	44,800
Ian Lothian	75,000	12,500
Richard Symon	18,000	-
Shuyu Yang	9,000	-
Total Directors remuneration and other benefits	487,583	665,101

Subsidiary company directors

Section 211(2) of the Companies Act 1993 requires the Company to disclose, in relation to its subsidiaries, the total remuneration and value of other benefits received by Directors and former Directors and particulars of entries in the interests register made during the year ended 30 June 2020.

Director	Subsidiary	Appointed
Russell Yardley	Powerhouse No. 1 Nominee Limited	21 Sept 2018
	Powerhouse No. 2 Nominee Limited	21 Sept 2018
	Powerhouse No. 3 Nominee Limited	21 Sept 2018
	Powerhouse No. 4 Nominee Limited	21 Sept 2018
	Powerhouse Ventures Managers Limited	1 Oct 2019
	Powerhouse Ventures Australia Pty Limited	1 Oct 2018

Powerhouse Ventures Limited

Financial Statements

For the year ended 30 June 2020

Powerhouse Ventures Limited
Financial Statements
For the year ended 30 June 2020

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**Powerhouse Ventures Limited
Company Directory
As at 30 June 2020**

Postal Address	PO Box 29519 Riccarton Christchurch 8440 New Zealand
Registered Office	Level 1, Awly Building 287-293 Durham Street North Christchurch 8013 New Zealand
Business Locations	Level 1, Awly Building, 287-293 Durham Street North, Christchurch Central, Christchurch 8013 Gracefield Innovation Precinct, 69 Gracefield Road, Lower Hutt 5012 Level 19, HWT Tower, 40 City Road, Southbank, VIC 3006, Australia
Company Number	CH1854396
Australian Foreign Company Registration	ARBN 612076169
Solicitors	Lowndes Law K&L Gates, Sydney, Australia Andrew Lewis Law, Auckland, New Zealand Steinepreis Paganin, Melbourne Australia
Independent Auditor	Grant Thornton New Zealand Audit Partnership, Christchurch
Date of Formation	17 August 2006

**Powerhouse Ventures Limited
Financial Statements
For the year ended 30 June 2020**

Directors' Responsibility Statement

The Directors of Powerhouse Ventures Limited ("the Company") hereby present to the shareholders the financial statements of the Company for the year ended 30 June 2020.

The Directors are responsible for presenting financial statements in accordance with New Zealand law and generally accepted accounting practice, which present fairly the financial position of the Company as at 30 June 2020 and the results of its operations and cash flows for the year ended on that date.

The Directors consider the financial statements of the Company have been prepared using accounting policies which have been consistently applied and supported by reasonable judgements and estimates and that all relevant financial reporting and accounting standards have been followed.

The Directors believe that proper accounting records have been kept which enable with reasonable accuracy the determination of the financial position of the Company and facilitate compliance of the financial statements with Part 7 of the Financial Markets Conduct Act 2013.

The Directors consider that they have taken adequate steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. Internal control procedures are also considered to be sufficient to provide reasonable assurance to the integrity and reliability of the financial statements.

The Financial Statements are signed on behalf of the Board by:



Chairman
Date: 27 August 2020



Director
Date: 27 August 2020

Powerhouse Ventures Limited
Statement of Comprehensive Income
For the year ended 30 June 2020

	Notes	2020 \$	2019 \$
Income			
Net changes in fair value of investments at fair value through profit or loss	4	456,246	(2,687,939)
Realised gain/(loss) on investments at fair value through profit or loss		218,766	135,088
Government grant funding		375,000	605,000
Revenue from contracts with customers	3	38,775	77,419
Finance income		3,615	39,031
Gain on sale of assets		80	5,479
		<u>1,092,482</u>	<u>(1,825,923)</u>
Expenses			
Employee benefits expense	6	543,533	903,614
Marketing and events		115	(112,490)
Legal and professional costs		105,667	191,907
Travel		20,029	42,620
Interest expense		98,084	272,516
Other expenses	7	372,120	590,541
Impairment of financial assets	5	-	83,830
Fair value movement in convertible note assets			170,603
		<u>1,139,548</u>	<u>2,143,141</u>
Loss before income tax		<u>(47,066)</u>	<u>(3,969,064)</u>
Income tax expense/(credit)	8	-	-
Loss after tax for the year		<u>(47,066)</u>	<u>(3,969,064)</u>
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to equity holders of the Company		<u>(47,066)</u>	<u>(3,969,064)</u>
Loss per share:			
Basic (cents per share)	9	(0.1)	(14)
Diluted (cents per share)	9	(0.1)	(14)

The accompanying accounting policies and notes to the financial statements form an integral part of these financial statements.

Powerhouse Ventures Limited
Statement of Changes in Equity
For the year ended 30 June 2020

	Notes	Share capital	Equity-settled share-based payment reserve	Accumulated losses	Total equity
		\$	\$	\$	\$
Balance at 1 July 2019		30,825,373	-	(25,278,371)	5,547,002
Increase/(decrease) in share capital	10	311,015	-	-	311,015
Equity-settled share-based payments	11	-	-	-	-
Total comprehensive loss for the year		-	-	(47,066)	(47,066)
Adjustment from adoption of NZ IFRS 16	1 (r)	-	-	(2,678)	(2,678)
Balance at 30 June 2020		31,136,388	-	(25,328,115)	5,808,273
Balance at 1 July 2018		30,656,138	68,216	(21,309,306)	9,415,048
Increase in share capital	10	169,235	-	-	169,235
Equity-settled share-based payments	11	-	(68,216)	-	(68,216)
Total comprehensive loss for the year		-	-	(3,969,064)	(3,969,064)
Balance at 30 June 2019		30,825,373	-	(25,278,371)	5,547,002

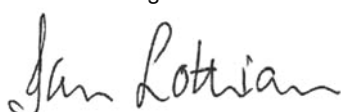
The accompanying accounting policies and notes to the financial statements form an integral part of these financial statements.

Powerhouse Ventures Limited
Statement of Financial Position
As at 30 June 2020

	Notes	2020 \$	2019 \$
ASSETS			
Cash and cash equivalents	12	1,369,715	122,594
Trade and other receivables and prepayments	13	45,957	56,455
Convertible notes in portfolio companies		-	40,000
Investments in portfolio companies	23, 24	4,467,899	7,541,168
Right-of-use-asset	26	14,168	-
Property, plant and equipment		-	1,972
Total assets		<u>5,897,739</u>	<u>7,762,190</u>
LIABILITIES			
Trade and other payables	14	73,473	125,787
Lease Liability	26	15,993	-
Total liabilities		<u>89,466</u>	<u>2,215,187</u>
Net assets		<u>5,808,273</u>	<u>5,547,002</u>
EQUITY			
Share capital	10	31,136,388	30,825,373
Equity-settled share-based payments reserve	11	-	-
Accumulated losses		(25,328,115)	(25,278,371)
Total equity		<u>5,808,273</u>	<u>5,547,002</u>



Russell Yardley, Chairman
For and on behalf of the Board
Date: 27 August 2020



Ian Lothian, Director
For and on behalf of the Board
Date: 27 August 2020

The accompanying accounting policies and notes to the financial statements form an integral part of these financial statements.

Powerhouse Ventures Limited
Statement of Cash Flows
For the year ended 30 June 2020

	Notes	2020 \$	2019 \$
Cash flows from operating activities			
Receipts from customers		816,999	1,029,926
Payments to suppliers and employees		(1,089,974)	(3,025,312)
Finance income		-	-
Income taxes paid		-	-
Interest paid		(96,510)	(274,048)
Net cash inflow/(outflow) from operating activities	16	(369,485)	(2,269,434)
Cash flows from investing activities			
Purchase of investments and convertible notes		(277,507)	(541,969)
Sale of investments		3,672,337	2,261,374
Proceeds from sale of property plant and equipment		160	9,143
Receipts from/(payments for) short term loans to investee companies		-	-
Net cash inflow/(outflow) from investing activities		3,394,990	1,728,548
Cash flows from financing activities			
Proceeds from issuance of shares		314,337	-
Repayments of convertible notes		(2,089,400)	(104,249)
Equity issuance costs		(3,322)	-
Repayments of borrowings		-	(134,961)
Return of guarantee funds		-	(150,000)
Net cash inflow/(outflow) from financing activities		(1,778,385)	(389,210)
Net increase/(decrease) in cash and cash equivalents		1,247,121	(930,096)
Cash and cash equivalents at the beginning of the year		122,594	1,052,690
Cash and cash equivalents at the end of the year	12	1,369,714	122,594

The accompanying accounting policies and notes to the financial statements form an integral part of these financial statements.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

1 Summary of accounting policies

Statement of compliance

Powerhouse Ventures Limited (the 'Company') and its subsidiaries are profit-oriented companies incorporated

The financial statements comply with International Financial Reporting Standards ("IFRS"). The financial statements were authorised for issue by the company on 30 August 2020.

Basis of preparation

The financial statements have been prepared on the basis of historical cost, except for certain financial assets held at fair values as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Accounting policies are selected and applied in a manner which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

The accounting policies set out below have been applied in preparing the financial statements for the year ended 30 June 2020 and the comparative information presented in these financial statements for the year ended 30 June 2019.

The financial statements are presented in New Zealand dollars, being the Company's functional and presentation currency, rounded to the nearest dollar.

Critical judgements in applying accounting policies

In preparing these financial statements, the Company has made estimates and assumptions concerning the future in order to determine certain balances at reporting date. These estimates and assumptions may differ from the subsequent actual results. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key estimates and assumptions in the preparation of these financial statements are the assessment of investment fair values (Notes 1 (e) and notes 20-21), the investment entity designation (Note 1 (a)), expected credit losses of financial assets (Note 5), recognition of deferred tax assets and liabilities (Note 8) and the going concern assumption (Note 2).

Summary of significant accounting policies

The following specific accounting policies have been adopted in the preparation and presentation of the financial statements.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

(a) Basis of consolidated financial statements

NZ IFRS 10 provides an exemption to investment entities from consolidating subsidiaries. The Company qualifies for this exemption as it:

- obtains funds from one or more investors for the purpose of providing those investors with investment management services;
- commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both; and
- measures and evaluates the performance of substantially all of its investments on a fair value basis.

In addition, there are four typical characteristics of an investment entity provided in NZ IFRS 10 being:

- it has more than one investment;
- it has more than one investor;
- it has investors that are not related parties of the entity; and
- it has ownership interests in the form of equity or similar interests.

The Directors have assessed that the Company meets these requirements. The Company has applied this NZ IFRS 10 investment entity exemption since 1 July 2014.

Under NZ IFRS 10, investments in subsidiaries are measured at fair value through profit or loss in accordance with NZ IFRS 9 financial instruments, rather than being consolidated to form group accounts. As such, these separate financial statements are the Company's only financial statements.

Subsidiaries are those entities controlled directly or indirectly by the Company. Control is achieved where the Company has power over the entity, exposure to variable returns from its involvement in the entity and the ability to use its power to affect the amount of the returns.

In addition, a venture capital organisation may measure its investments in associated entities at fair value through profit or loss in accordance with NZ IFRS 9, or by applying the equity method as per NZ IAS 28 investments in associates and joint ventures. The Company has elected to account for investments in associates at fair value through profit or loss. Associate entities are those over which the Company has significant influence, but does not have control.

References to "portfolio companies" in this report include all companies in which the Company has invested for the purpose of commercialising technology from universities and other research institutions.

(b) Revenue recognition

Government grant funding:

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions are likely to be met. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Revenue is otherwise deferred until the conditions of the grant have been met. Government grants that are receivable as compensation for expenses or losses already incurred, or for the purpose of giving immediate financial support to the Company with no future related costs, are recognised in profit or loss in the period in which they become receivable.

Revenue from contracts with customers:

Revenue is measured at the fair value of the consideration received or receivable, net of goods and services tax. Service revenue is recognised as income when the performance obligations outlined within the contractual terms have been met. All of the Company's revenue is from contracts with customers and is earned over time.

Variable consideration:

The entity considers the effects of variable consideration, the existence of significant financing components, and the consideration payable to the customer (if any) in determining the transaction price.

Interest:

Interest is recognised as it accrues, using the effective interest method.

Dividend income:

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

(c) Goods and service tax

With the exception of trade payables and receivables, all items are stated exclusive of goods and services tax.

(d) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and 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 change in value.

(e) Investments

The Company is an Investment Entity and accordingly values its financial assets comprising the investment portfolio at Fair Value.

The Company classifies financial assets using a fair value hierarchy that reflects the significance of the inputs used in making the related fair value measurements. The level in the fair value hierarchy, within which a financial asset is classified, is determined on the basis of the lowest level input that is significant to that asset's fair value measurement. The fair value hierarchy has the following levels:

Level 1 — Quoted prices in active markets.

Level 2 — Inputs other than quoted prices that are observable, such as prices from market transactions. These are mainly based on prices determined from recent investments in the last twelve months.

Level 3 — One or more inputs that are not based on observable market data.

The Company seeks to value its assets in a way that uses methods that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. Accordingly, the Company assesses fair value of unlisted securities using International Private Equity and Venture Capital Valuation Guidelines (IPEV).

The valuation methodology used most commonly by the Company is the 'price of recent investment' supported by other Qualitative and Quantitative factors including 'milestone analysis'. Given the nature of the Company's investments in seed, start-up and early-stage companies, where there are often no current and no short-term future earnings or positive cash flows, it can be difficult to gauge the probability and financial impact of the success or failure of development or research activities and to make reliable cash flow forecasts. Consequently, the most appropriate approach to determine fair value is a methodology that is based on market data, that being the price of a recent investment supported by other Qualitative and Quantitative factors including milestone analysis. The Company considers that fair value estimates that are based entirely on observable market data will be of greater reliability than those based on assumptions and accordingly where there has been any recent investment by third parties, the price of that investment will generally provide a basis of the valuation. The Company considers the sophistication of such third party investment when assessing fair value.

Where the Company considers that the price of recent investment no longer represents fair value, the Company carries out an enhanced assessment based on other Qualitative and Quantitative factors including milestone analysis and/or industry and sector analysis. In applying the milestone analysis approach to investments in companies in early or development stages the Company seeks to determine whether there is an indication of change in fair value based on a consideration of performance against any milestones that were set at the time of the original investment decision, as well as taking into consideration the key market drivers of the investee company and the overall economic environment. When considered appropriate due to the size of the change or inherent uncertainty, the Company may use external valuers to assess the reasonableness of any change in fair value estimated by management.

(e) Investments (continued)

Where a fair value assessment indicates a deterioration in fair value has occurred, the Company will reduce the carrying value of the asset. Where an enhanced assessment of fair value has occurred and there is evidence of an increase in fair value of an asset, the Company may consider increasing the carrying value of the investment: however, in the absence of additional third party funding rounds or profit generation it can be difficult to determine the value that a purchaser may place on positive developments and accordingly caution is applied.

The above fair value hierarchy translates into the following considerations when calculating the fair value of unquoted securities:

- Where the investment being valued was itself made recently, its cost will generally provide a good indication of fair value unless there is objective evidence that the investment has since been impaired, such as observable data suggesting a deterioration of the financial, technical, or commercial performance of the underlying business;
- Where there has been any recent investment by third parties, the price of that investment will provide a good indication of fair value;
- If there is no readily ascertainable value from following the 'price of recent investment' methodology, the Company considers alternative methodologies in IPEV being:
 - o where investments are sufficiently mature, discounted cash flows and price-earnings multiples are used by management requiring assumptions over the timing and nature of future earnings and cash flows when calculating fair value. Multiples applied to such analysis to determine the investment's enterprise value are derived from the appropriate market sector. Due to the inherent risk to businesses in early stages of operations and lack of marketability, a discount of up to 60% is applied against the derived enterprise value;
 - o where investments are not sufficiently mature and the investment exceeds the period for which remains appropriate to use the price of recent investment (which depends on the specific circumstances of the investment and the stability of the external environment, but 12 months is a default assumption) then the Company considers whether any changes or events subsequent to the transaction would imply a change in the fair value of the investment may be required. Where the Company considers that there is an indication that the fair value has changed, an estimation is of the required amount of any adjustment from the last price of recent investment. Factors which the Company considers include, inter alia, technical measures such as product development phases and patent approvals, financial measures such as cash burn rate and profitability expectations, and market and sales measures such as testing phases, product launches and market introduction;
- Where the equity structure of a portfolio company involves different class rights in a sale or liquidity event, the Company takes these different rights into account when forming a view of the value of its investment, or;
- Where a fair value cannot be estimated reliably, the investment is reported at the carrying value at the previous reporting date unless there is evidence that the investment has since been impaired.

(f) Financial instruments

Recognition and derecognition:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or it expires.

(f) Financial instruments (continued)

Classification and initial measurement of financial assets:

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with NZ IFRS 15 revenue from contracts with customers, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the financial years presented the Company does not have any financial assets categorised as FVOCI.

The classification is determined by both:

- the company's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within interest or finance income, except for impairment of trade receivables which is presented within impairment of financial assets.

Subsequent measurement of financial assets:

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, and trade and other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All investment and convertible notes in portfolio companies fall into this category.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss.

The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

(f) Financial instruments (continued)

Impairment of financial assets:

NZ IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaces NZ IAS 39's financial instruments: recognition and measurement 'incurred loss model'. Instruments within the scope of the new requirements include loans and other debt-type financial assets measured at amortised cost, trade receivables, contract assets recognised and measured under NZ IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second and third category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables

The Company applies the simplified approach in accounting for trade and other receivables and records the expected loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Short term loan receivables

The Company applies the three stage general approach in accounting for short term loan receivables and records the expected credit losses where there is an indicator of an increase in credit risk. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Refer to Note 13 for a detailed analysis of how the impairment requirements of NZ IFRS 9 are applied.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

(f) Financial instruments (continued)

Classification and measurement of financial liabilities:

The Group's financial liabilities include convertible note liabilities and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within interest expense or finance income.

(g) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments. This includes the shares which have been issued to employees as part of their bonuses. Equity instruments are recognised at the proceeds received, net of direct issue costs.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Costs incurred to list existing shares on a publicly-traded stock exchange are not attributable to the issue of new shares and therefore are expensed through profit or loss.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

(h) Employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled within 12 months of the reporting date are recognised in accrued expenses in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled on an undiscounted basis. Those benefits which are expected to settle greater than 12 months are held at present value.

The Company recognises a liability and an expense for bonuses where it is contractually obliged to pay them, or where there is a past practice that has created a constructive obligation.

Obligations for contributions to defined contribution pension plans (including KiwiSaver) are recognised as an expense in profit or loss when they are due.

(i) Leases

As explained per Note 1 (r) below, the Company has changed its accounting policy for leases. The impact of the change is explained in Note 26.

Refer below for policies relating to periods up to 30 June 2019.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease. Lease incentives received are recognised in profit or loss over the lease term as an integral part of the total lease expense.

(j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of comprehensive income as some income or expense items are taxable or deductible in other years or are not taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(j) Taxation (continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(k) Property, plant and equipment and intangible assets

Items of property, plant and equipment and finite life intangible assets are measured at cost less accumulated depreciation/amortisation and accumulated impairment losses.

Assets are depreciated/amortised over their useful economic lives on the following basis:

Office equipment	1.5 years straight line
Website costs	2 years straight line
Furniture and fittings	3.3 years straight line
Computer equipment	2 years straight line

Depreciation/amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Intangible assets include trademarks carried at cost less accumulated impairment losses.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

(l) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets with a finite useful life to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of value in use and fair value less costs of disposal.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

(m) Provisions

Provisions are recognised when the Company has a present obligation (legal or contractual) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(n) Statement of cash flows

The statement of cash flows is prepared exclusive of GST, which is consistent with the method used in the profit or loss.

Definitions of the terms used in the statement of cash flows are as follows:

- "Cash and cash equivalents" includes coins and notes, demand deposits and other highly liquid investments readily convertible into cash;
- "Operating activities" includes all transaction and other events that are not investing or financing activities;
- "Investing activities" are those activities relating to the acquisition and disposal of current and non-current investments and other similar activities; and
- "Financing activities" are those activities relating to changes in the equity and debt capital structure of the Company and those activities relating to the cost of servicing the Company's equity capital.

(o) Foreign Currency Translation

Functional and presentation currency

The financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency") which is New Zealand.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the reporting date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss.

(p) Segment reporting

The Company's operating segments are identified on the basis of internal reports on components of the Company that are regularly reviewed by the executive directors in order to allocate resources to the segment and to assess its performance.

(q) Treasury stock

Treasury stock held consists of the following:

(i) shares which have been distributed to the Company as part of the restructuring undertaken in prior years. These shares were distributed to the Company to ensure that the Company received a return of the equivalent value in shares to the carried interest return it would have received if the counter-parties in the restructurings had received cash for the sale of their assets rather than shares. These distributed shares are held in trust for the benefit of certain employees who the Board of the Company may determine from time to time are entitled to a portion of such shares pursuant to the Company's remuneration policy. An expense is recorded for the fair value of the shares in the profit or loss in the period in which the shares are distributed.

(ii) shares held in trust for certain employees of the Company in anticipation of allocation under the employee Long Term Incentive Plan. An expense will be recorded for the fair value of the shares in the profit or loss in the period in which the shares are distributed.

(r) Adoption of new and revised standards and interpretations

New standards or interpretations effective for the first time from 1 July 2019 are outlined below. These new standards or interpretations have not had a material impact on the Company's financial statements.

The Company as applied NZ IFRS 16 Leases for the first time for the annual reporting period commencing 1 July 2019. The Company has changed its accounting policies as a result of adopting Nz IFRS 16, and have elected to apply the modified retrospective approach where comparative periods have not been restated. A transition to NZ IFRS 16 has been processed through retained earnings, as permitted by the modified retrospective approach.

The effect of applying the new standard has been assessed in Note 26.

The impact of the adoption of this new accounting standard is explained below:

This standard deals with the recognition, measurement, presentation and disclosure of leases and replaces the guidance in NZ IAS 17 Leases (NZ IAS 17). The new standard introduces a single model for lessees which recognises all leases on the Statement of Financial Position through an asset representing the right to use the leased item during the lease term and a liability for the obligation to make lease payments. This removes the distinction between operating and finance leases and aims to provide users of the financial statements relevant information to assess the effect that leases have on the Statement of Financial Position, Statement of Comprehensive Income and Statement of Cash Flows for the Company. Lessor accounting remains largely unchanged from NZ IAS 17, leases continue to be classified and reported as operating or finance, except for subleases. When the Company is an intermediate lessor, it now accounts for interest in the head lease and sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not the underlying asset.

On adoption of NZ IFRS 16, the Company chose to apply the practical expedient NZ IFRS 16:C3 and only applied the standard to contracts that were previously identified as leases under IAS 17. This practical expedient has been applied across all contracts, and consequently the NZ IFRS 16 requirements regarding the identification of leases has only been applied to those contracts entered into or modified on or after the date of initial application.

Liabilities arising from application of the standard were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 July 2019. The weighted average incremental borrowing rate applied to the lease liabilities on 1 July 2019 was 6.00%, see Note 26 for details. Comparative numbers have not been restated.

All remaining accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

2 Going Concern

In considering the appropriateness of the going concern assumption used as the basis of preparation of these financial statements, the Directors have considered cashflow forecasts for 12 months from the date of signing these financial statements, which include the ongoing operational costs and revenues of the Company, the ongoing investment program and other cashflows.

As reported in the Statement of Cash Flows, the Company has experienced negative operating cashflows and these are forecast to continue.

As a listed company Powerhouse has the potential to raise capital at any time and at short notice. Cashflow contingency plans include the possibility of new capital being introduced which is consistent with the Company's operating model. Further funds can be generated from the disposal of off-model or other portfolio companies as recently demonstrated. Uncertainty exists in the timing and level of funding that investment disposals or potential new capital introductions will generate. The recent Covid-19 pandemic and its adverse affect on the economy has created a greater level of uncertainty around the ability to exit existing Investments.

Cashflow forecasts are uncertain by their very nature. The Directors acknowledge that without the realisation of investments or a capital raise there is material uncertainty over going concern. However, the Directors consider contingency plans in place are adequate to enable the Company to meet its financial obligations and continue as a going concern. This is demonstrated through the recent successful Rights Issue capital raise of AUD \$1.463m and NZD \$23k. Therefore, the Directors consider these financial statements are appropriately prepared on a going concern basis.

3 Revenue from contracts with customers

	2020	2019
	\$	\$
Services provided within New Zealand	38,775	77,419
Total Revenue from contracts with customers	38,775	77,419

Revenue from contracts with customers in both the current and prior year is earned over time and is largely derived from incubation services provided to investee companies such as accounting, business support & directorships.

4 Net changes in fair value of investments at fair value through profit or loss

	2020	2019
	\$	\$
Revaluation gains on investments at fair value through profit or loss	1,997,229	473,009
Revaluation losses on investments at fair value through profit or loss	(1,540,983)	(3,160,948)
Net gain/(loss) on investments at fair value through profit or loss	456,246	(2,687,939)

Revaluation gains in the current year include Cirrus \$0.45m, Inhibit \$0.57m, Ferronova \$0.06m, Objective Acuity \$0.82m, \$0.07m Tiro (2019: \$0.3m uplift in the value of Invert Robotics).

Revaluation losses in the current year include Croplogic \$0.5m, Avalia \$0.5m, Auramer \$0.4m, 2.2 Gforce \$0.11m (2019: Photonic \$0.8m, Veritide \$0.5m, Fluent \$0.4m, Tiro \$0.4m, and Modlar \$0.4m).

5 Expected credit loss provision on financial assets classified at amortised cost

	2020	2019
	\$	\$
Provision for/(reversal of) expected credit losses of short term loans to portfolio companies (Note 14)	-	32,216
Provision for/(reversal of) expected credit losses of cash held as a guarantee (Note 12)	-	-
Provision for expected credit losses (Note 13)	-	51,593
Other	-	21
Total impairment of financial assets expense	-	83,830

The current year impairment charge is nil. (2019: Motim \$0.05m and Solarbright \$0.03m).

6 Employee benefits expense

	2020	2019
	\$	\$
Salaries	272,716	692,281
Directors' remuneration	109,000	171,539
Share-based payments (Note 11)	-	(68,217)
Bonuses	-	2,774
Kiwisaver defined contribution plans	6,613	19,325
Directors' fees	155,204	85,912
Investment Committee fees	-	-
Total employee benefits expense	543,533	903,614

Bonuses in the previous financial year represent cash awards to employees.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

7 Other Expenses

Other expenses in the Statement of Comprehensive Income include the following:

	2020	2019
	\$	\$
Accounting, assurance and tax advisory	93,719	72,073
Insurance	45,886	155,536
Office costs and rent	119,102	381,599
Provision expense/(release)	-	-
Miscellaneous expenses	5,729	34,799
Foreign exchange movements	35,977	(53,466)
Contractors	56,251	-
Total Other Expenses	356,663	590,541

8 Income taxes

(a) Tax expense recognised in the statement of comprehensive income

	2020	2019
	\$	\$
Tax expense/(credit) comprises:		
<i>Current tax expense/(credit):</i>		
Current year	-	-
Adjustment for prior years	-	-
<i>Total current tax expense/(credit)</i>	<u>-</u>	<u>-</u>
<i>Deferred tax expense/(credit):</i>		
(Increase)/decrease in deferred tax assets (Note 8(c))	-	-
Increase/(decrease) in deferred tax liabilities (Note 8(d))	-	-
Origination and reversal of temporary differences	-	-
Adjustment for prior years	-	-
<i>Total deferred tax expense/(credit)</i>	<u>-</u>	<u>-</u>
Total tax expense/(credit)	<u>-</u>	<u>-</u>

The prima facie tax expense on pre-tax accounting profit from operations reconciles to the tax expense in the financial statements as follows:

	2020	2019
	\$	\$
Profit/(loss) before tax expense	(47,066)	(3,969,064)
Expected tax charge using tax rate applicable for the year (28%)	(13,178)	(1,111,338)
Non-assessable income	(218,766)	(135,088)
Non-deductible expenses	109,878	845,711
Unrecognised current year tax losses	117,326	400,715
Total tax expense/(credit)	<u>(4,740)</u>	<u>-</u>

(b) Current tax assets and liabilities

	2020	2019
	\$	\$
Current tax assets:		
Current tax refundable	<u>-</u>	<u>-</u>
Current tax liabilities:		
Current tax payable	<u>-</u>	<u>-</u>

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

8 Income taxes (continued)

(c) Deferred tax assets

Deferred tax assets comprise temporary differences attributable to:	2020	2019
	\$	\$
Employee benefits	-	-
Deferred tax assets	<u>-</u>	<u>-</u>

Movements in the deferred tax asset account:	2020	2019
	\$	\$
Opening balance	-	-
(Charged)/credited to profit or loss	-	-
Closing balance	<u>-</u>	<u>-</u>

The Company has unused tax losses and credits amounting to \$5,981,014 (2019: \$4,720,084) for which no deferred tax asset has been recognised in the statement of financial position. Deferred tax assets for losses or for other temporary differences have not been recognised as it is not considered probable that there will be sufficient taxable profits against which to utilise the benefits of the losses and temporary differences in the foreseeable future.

(d) Deferred tax liabilities

Deferred tax liabilities comprise temporary differences attributable to:	2020	2019
	\$	\$
Net value of investments at fair value through profit or loss	-	-
Deferred tax liabilities	<u>-</u>	<u>-</u>

Movements in the deferred tax liability account	2020	2019
	\$	\$
Opening balance	-	-
Charged/(credited) to profit or loss	-	-
Closing balance	<u>-</u>	<u>-</u>

(e) Imputation credits

	2020	2019
	\$	\$
Imputation credits available for use	-	-

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9 Earnings per share calculation

Basic loss per share (refer to Statement of Comprehensive Income and Note 10)

	2020	2019
Basic loss per share (cents)	(0.1)	(14)
Losses used in the calculation of total basic loss per share	\$(47,066)	\$(3,969,064)
Weighted average number of ordinary shares for the purposes of basic loss per share	31,941,870	29,206,545

Diluted loss per share (refer to Statement of Comprehensive Income and Note 10)

	2020	2019
Diluted loss per share (cents)	(0)	(14)
Losses used in the calculation of total diluted loss per share	\$(47,066)	\$(3,969,064)
Weighted average number of ordinary shares for the purposes of diluted loss per share	31,941,870	29,206,545

The diluted loss per share excludes 10,000,000 (2019: 10,000,000) relating to the convertible note issue as these shares are anti-dilutive.

10 Share capital

At 30 June 2020, share capital comprised 32,311,733 authorised and issued ordinary shares (2019: 29,311,733). All issued shares are fully paid and have no par value.

Share capital comprises:

	2020	2019
	\$	\$
Authorised, issued and fully paid in capital	32,657,563	32,343,226
Treasury stock	(2,136)	(2,136)
Issuance costs	(1,519,039)	(1,515,717)
Total share capital	<u>31,136,388</u>	<u>30,825,373</u>

Movements in share capital

	2020	2019
	\$	\$
Opening balance	30,825,373	30,656,138
Shares issued during the period for cash	314,337	-
Shares issued during the period in respect of non-cash transactions	-	-
Issuance costs incurred	(3,322)	-
Treasury stock movement	-	629,412
Other movements	-	(460,177)
Closing balance	<u>31,136,388</u>	<u>30,825,373</u>

Shares issued during the period for cash relate to a placement in August 2019 to Jun Hong Shen (Australia) Pty Ltd for 3 million fully paid ordinary shares at an issue price of A\$0.10 per share, raising A\$300,000. Treasury stock and other movements at 31 December 2018 relate to the transfer of shares from treasury stock to employees who were granted shares as part of the Short Term Incentive Programme, and also to directors in lieu of payment for fees.

Number of ordinary shares authorised, issued and fully paid

	2020	2019
	shares	shares
Opening balance	29,311,733	28,986,363
Shares issued during the period for cash	3,000,000	-
Shares issued during the period in respect of non-cash transactions	-	325,370
Closing balance	<u>32,311,733</u>	<u>29,311,733</u>

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

10 Share capital (continued)

Treasury stock

In the current and prior year the Company dealt in treasury shares as detailed below:

	2020		2019	
	Number of shares	Value of shares (\$)	Number of shares	Value of shares (\$)
Opening balance	9,832	2,136	526,290	631,548
Distributed to Executives as ESOP	-	-	-	-
Distributed to Executives in lieu of salaries	-	-	(46,503)	(10,102)
Distributed to Directors for Director fees	-	-	(164,848)	(197,818)
Distributed to employees as STI	-	-	(305,107)	(421,492)
Closing balance	9,832	2,136	9,832	2,136

Components of treasury stock as at reporting date:

	2020		2019	
	Number of shares	Value of shares (\$)	Number of shares	Value of shares (\$)
Acquired for the employee ESOP	9,832	2,136	9,832	2,136
Balance of shares acquired during restructuring	-	-	-	-
	9,832	2,136	9,832	2,136

The Company acquired treasury stock in 2015 as part of the restructuring undertaken in that year and to meet the estimated future obligations under the long-term incentive plan for employees. The fair value of the shares acquired and distributed above is \$1.20 per share.

During the year to 30 June 2019, shares were distributed to Executives under the STI Scheme. See Note 11 below for further details. Shares were also distributed to directors for director fees payable for the period April to June 2018 (2018: January to March 2018).

Shares distributed into trust for employees are held by Powerhouse Ventures Managers Limited as custodian.

The Company owns nil (2019: nil) shares directly with the balance of 9,832 (2019: 9,832) shares held in trust for the Company by Powerhouse Ventures Managers Limited.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

11 Share-based payments

Reconciliation of performance rights for Executive IPO Retention Scheme

	2020	2019
	number	number
Opening balance	-	153,508
Granted during the reporting period	-	-
Forfeited due to non-performance of vesting conditions	-	-
Vested as a result of KPI achievement	-	(153,508)
Closing balance	-	-

(iii) Staff Performance Rights Scheme

During 2017 the Company implemented a long-term equity-settled incentive plan for all employees including senior executives.

Under the plan, employees are granted Performance Rights, which are subject to a three year vesting period and a number of Performance Conditions. These rights enable participating employees to acquire Powerhouse shares upon vesting at a price of \$nil. The Directors have considered the terms of the share-based payment agreement and consider the performance rights are granted in annual instalments allocated evenly to each financial year the overall arrangement covers.

Due to the non performance of vesting conditions, these shares have been forfeited.

Reconciliation of performance rights for Staff Performance Rights Scheme

	2020	2019
	number	number
Opening balance	-	3,764,691
Granted during the reporting period	-	-
Forfeited due to non-performance of vesting conditions	-	(3,764,691)
Closing balance	-	-

(iv) Executive Retention Scheme

During 2017 the Company implemented a long-term equity-settled incentive plan for senior Executives.

Under the plan, Executives are granted Performance rights, which are subject to a 22 month vesting period, and a number of Performance Conditions. These rights enable participating Executives to acquire Powerhouse shares upon vesting at a price of \$nil.

Reconciliation of performance rights for Executive Retention Performance Rights Scheme

	2020	2019
	number	number
Opening balance	-	1,400,000
Granted during the reporting period	-	-
Forfeited due to non-performance of vesting conditions	-	(1,400,000)
Closing balance	-	-

Share-based payments, measurement and recognition

The fair value of equity settled Performance Rights at the grant date is recognised as an expense, together with a corresponding increase to the Performance Rights reserve within equity, over the vesting period in which the performance and/or service conditions are fulfilled. The total amount to be expensed is based on the initial fair value of each Performance Right along with the best estimate of the number of equity instruments that will ultimately vest which includes an assessment of the likelihood that service conditions will be met.

Total expenses arising from share-based payment transactions were recognised during the period as part of employee benefit expense.

Equity-settled share-based payment reserve

	2020	2019
	\$	\$
Opening balance	-	68,216
Expense for equity settled share based payment transactions	-	-
Forfeited due to non-performance of vesting conditions	-	(68,216)
Reversal for cancellation of Exec ESOP (see 11(i) above)	-	-
Transfer to share capital for IPO Retention Scheme achievement	-	-
Closing balance	-	-

Powerhouse Ventures Limited
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12 Cash and cash equivalents

	2020	2019
	\$	\$
Cash at bank available on demand	1,369,715	122,594
Total cash and cash equivalents	1,369,715	122,594

13 Trade and other receivables and prepayments

	2020	2019
	\$	\$
Trade debtors	326,062	338,302
Provision for expected credit losses	(322,389)	(322,389)
Prepayments	39,242	33,271
GST receivable	3,042	7,270
Total trade and other receivables and prepayments	45,957	56,455

The provision for expected credit losses is based on estimated non-recoverable amounts determined by reference to circumstances and past default experience.

2020 Trade Debtors

	0 - 30 days	More than 30 days	More than 60 days	More than 90 days	Total
Expected credit loss rate	0%	0%	0%	100%	
Gross carrying amount	3,608	(222)	288	322,389	326,062
Expected credit loss	-	-	-	322,389	322,389

2019 Trade Debtors

	0 - 30 days	More than 30 days	More than 60 days	More than 90 days	Total
Expected credit loss rate	0%	0%	0%	100%	
Gross carrying amount	3,299	12,153	-	322,849	338,301
Expected credit loss	-	-	-	322,849	322,849

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

14 Trade and other payables

	2020	2019
	\$	\$
Trade payables	21,308	72,381
Employee entitlements	290	3,179
Other accruals	51,875	50,227
Short term loans	-	-
GST payable	-	-
Total trade and other payables	73,473	125,787

15 Convertible Notes

2020

Date of issue	Price per note			
	(A\$)	Number of Notes	Total A\$ value	Total NZ\$ value
0.20			-	-
0.20			-	-
0.20			-	-
		-	-	-

2019

Date of issue	Price per note			
	(A\$)	Number of Notes	Total A\$ value	Total NZ\$ value
May-18	0.2	2,000,000	400,000	417,880
Jun-18	0.20	4,250,000	850,000	887,995
Aug-18	0.20	3,750,000	750,000	783,525
		10,000,000	2,000,000	2,089,400

Convertible Notes and accumulated interest were re-paid in full on the 14th November 2019.

All Convertible Note holders have confirmed that they do not intend to convert any of the convertible notes into shares and have confirmed deferral of repayment of their convertible notes until a significant realisation event has taken place to allow the convertible notes to be repaid in full and to allow the Company to be able to meet its commitments for the foreseeable future.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

16 Reconciliation of profit/(loss) after taxation to net cash inflows/(outflows) from operating activities

	2020	2019
	\$	\$
Loss for the year	(47,066)	(3,969,064)
(Less)/plus non cash items		
Depreciation	17,349	9,218
Amortisation	-	-
FX translation	1,228	(59,167)
Net changes in fair value of investments at fair value through profit or loss	(270,789)	2,687,939
Expense converted to investments	-	(103,090)
Deferred tax movement	-	-
Trademark impairment	-	-
Share-based payment expense/(credit)	-	(68,216)
Unpaid interest receivable	-	-
Director fees paid in shares	-	72,550
Issue of shares to employees	-	134,485
Impairment of financial assets	-	-
Provisions	-	-
Fair value movement on convertible note asset	-	170,603
Gain/Loss on sale of Fixed Asset	(80)	-
Suspense	(2,174)	-
(Less)/plus changes in working capital		
Decrease/(increase) in trade and other receivables	(3,557)	277,512
Decrease/(increase) in accrued income	-	-
Decrease/(increase) in current tax receivable	-	-
(Decrease)/increase in trade and other payables	(48,086)	(1,422,204)
Net cash inflow/(outflow) from operating activities	(353,175)	(2,269,434)

17 Reconciliation of liabilities arising from financing activities

Changes in the Company's liabilities arising from financing activities can be classified as follows:

	Convertible loan notes	Short term loans	Total
	\$	\$	\$
1 July 2019	2,089,400	-	2,089,400
Cash flows			
Repayments	(2,089,400)	-	(2,089,400)
Non-cash			
Fair value	-	-	-
30 June 2020	-	-	-
	Convertible loan notes	Short term loans	Total
	\$	\$	\$
1 July 2018	2,252,816	284,961	2,537,777
Cash flows			
Repayments	(104,249)	(284,961)	(389,210)
Non-cash			
Fair value	(59,167)	-	(59,167)
30 June 2019	2,089,400	-	2,089,400

18 Remuneration of Auditors

	2020	2019
	\$	\$
Audit of the financial statements	52,329	51,491
Review of interim financial statements	41,391	22,253
Total remuneration paid to auditors	93,720	73,744

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

19 Segment Information

Reportable segments

Under NZ IFRS 8 operating segments, as at 30 June 2020, the Company operates in one geographical segment, Australasia. The Company has operated one operating segment: investment in and incubation of start-up companies using IP developed in tertiary institutions. This segment encompasses start-ups in both New Zealand and Australia, with the board of directors across both countries.

20 Related party transactions

(a) Subsidiaries

The results of portfolio companies, including subsidiaries and associates, have not been consolidated due to the Company's Investment Entity exemption. Refer to accounting policies for further details.

As at the reporting date the Company owned over 50% of ordinary share capital in a number of portfolio companies. All such companies have independent Boards.

Transactions with portfolio companies include accounting services, business advisory services and capital raising management services.

(b) Transactions with related parties:

For the year ended 30 June 2020

Name	Revenues	Expenses	Trade and other receivables	Trade and other payables
	\$	\$	\$	\$
Subsidiary and associate portfolio companies	38,775	-	3,673	-
Directors fees	-	155,204	-	-
Convertible note assets	-	-	-	-

For the year ended 30 June 2019

Name	Revenues	Expenses	Trade and other receivables	Trade and other payables
	\$	\$	\$	\$
Subsidiary and associate portfolio companies	77,419	-	15,913	-
Directors Fees	-	85,912	-	-
Convertible note assets	-	-	40,000	-
Short term loans (per Note 14)	-	-	-	-

At the reporting date \$nil (2019: \$3,521) of related party receivables had been provided for in full and are not included in the figures in the table above.

(c) Key management personnel compensation

The key management personnel of the Company consists of the executive management team.

	2020	2019
	\$	\$
Short-term employee benefits	266,529	504,584
Treasury shares issued	-	10,102
Equity-settled share-based payments	-	(68,215)
Total key management personnel compensation	266,529	446,471

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

21 Commitments

Investments

The Company had no commitments to investing into new and existing investee companies as at 30 June 2020 (2019: \$67,500) as a result of contractual agreements with the following companies:

	2020	2019
	\$	\$
2.2 GForce Limited	-	-
Deliveon Health Limited	-	-
Hapai Transfer Systems Limited	-	25,000
Hot Lime Labs Limited	-	42,500
Inhibit Coatings Limited	-	-
Orbis Diagnostics Limited	-	-
Silventum Limited	-	-
	<u>-</u>	<u>67,500</u>

The cashflows associated with the above commitments are uncertain in timing and are dependent on the above named companies achieving certain milestones. Should agreed-upon milestones not be met or met later than agreed, the Company is not obligated to invest.

22 Contingencies

Contingent assets

There were no contingent assets as at 30 June 2020 (2019: nil).

Contingent liabilities

There were no contingent liabilities as at 30 June 2020 (2019: nil).

23 Investments in portfolio subsidiaries and associates held at fair value through profit or loss

Name of subsidiary or associate	2020 ownership interest	2019 ownership interest	Nature of operations
2.2 GForce Limited	100.0%	100.0%	Delivers certified preventative, predictive and aftershock enduring solutions.
Motim Technologies Limited	74.7%	74.7%	Delivers innovative mobile marketing capability through interactive cell phone applications.
Koti Technologies Limited	65.0%	65.0%	Uses ceramic thin-film coating technology to coat complex shapes and surfaces.
Hapai Transfer Systems Limited	44.1%	45.5%	Developed a range of low force lift and transfer devices to improve the mobility of frail patients.
Veritide Limited	30.4%	44.0%	Uses optical fluorescent techniques for detection and identification of hazardous organisms.
Silventum Limited	41.2%	41.2%	Novel nanochemistry technology conferring dental filling materials with resistance to bacterial infection.
Deliveon Health Limited	21.9%	31.8%	Develops personalised nutritional solutions based on high quality nutritional science and technology.
CertusBio Limited	23.5%	30.9%	Development of biosensor solutions for dairy and other industries.
Photonic Innovations Limited	30.6%	30.6%	Develops a laser spectroscopy-based gas detection system to identify gas leaks.

All investments in portfolio subsidiaries and associates have been valued using price of recent investment methodology supported by other Qualitative and Quantitative factors including 'milestone analysis'.

Fair value has been determined by reference to price of recent investment adjusted for impairment or qualitative factors that indicate price of recent investment is not suitable. For example, fair value has been adjusted for impairment due to lack of milestone achievement or where price of recent investment does not include sufficient third party validation.

All subsidiaries or associates listed above have their principal place of business in New Zealand except for Ferronova Pty Limited which is based in Australia.

The above portfolio subsidiaries are held as part of the Company's investment portfolio. They are measured at fair value using IPEV principles outlined in the accounting policies in note 1 (e). See Note 27(h) for further information on how fair value has been determined.

The Company is required to apply the investment entity exception to consolidation under NZ IFRS 10 to account for its subsidiary investments at fair value through profit or loss because the parent entity is an investment entity as defined in that standard.

The Company has elected to hold investments in associates at fair value through profit or loss in accordance with the provisions made available under NZ IAS 28. The ownership percentages represent the equity interest in the entities at the measurement date.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

24 Investments in other entities held at fair value through profit or loss

Name of other entity	2020 ownership interest	2019 ownership interest	Nature of operations
Inhibit Coatings Limited	17.5%	28.8%	Uses nanotechnology for environmentally friendly marine antifouling and antimicrobial coatings.
Ferronova Pty Limited	17.1%	25.2%	Develops a medical device that helps in easier detection of cancers using magnetic tracers.
EdPotential Limited	11.8%	15.4%	Provides software for schools to inquire into assessment data and improve achievement.
Fluent Scientific Limited	15.4%	15.4%	Uses facial and verbal micro-expression analysis to enhance verbal and visual communication.
Auramer Bio Limited	12.7%	12.7%	Provides novel chemical sensing technologies for small molecule and protein detection.
Objective Acuity Limited	11.9%	12.6%	Developed a vision testing system to accurately and reliably detect visual function.
Modlar Limited	9.9%	9.9%	Creator and distributor of Building Information Models (BIM) for use by architects and designers.
Hi-Aspect Limited	8.9%	9.8%	Develops protein-based materials and products for the medical and lifesciences markets.
Avalia Immunotherapies Limited	9.7%	9.5%	Develops vaccine and adjuvant technologies for the treatment of cancer, allergy and disease.
Invert Robotics Limited	0.0%	8.1%	Designs and manufactures mobile robotic systems and delivers inspection services.
MARS Bioimaging Limited	0.0%	7.7%	Provides in-vivo colour x-ray imaging to drug research companies.
Hot Lime Labs Limited	11.2%	7.3%	Developing CO2 capture systems for biomass boilers in order to supply commercial greenhouse growers with low-cost, renewable CO2.
Cirrus Materials Science Limited	5.9%	7.2%	Develops and licenses chemistry technologies and IP for novel coatings and surface finishing solutions.
Orbis Diagnostics Limited	4.9%	5.0%	Developing in-line milking measurement for protein, fat, somatic cell and progesterone.
CropLogic Limited	1.3%	3.0%	Provider of yield-predicting decision-support software for the agriculture sector.
Tiro Medical Limited	0.0%	29.6%	Develops physiological modelling systems using digital sensor technologies.

All investments in other entities have been valued using price of recent investment methodology with the exception of Croplogic which has been valued using mark to market methodology as its shares are actively traded.

All investments in other entities carry on their business in New Zealand only.

25 Financial Instruments

(a) Financial risk management objectives

The Company has approved detailed capital and liquidity management policies. In accordance with the policies, when capital and liquidity balances dictate, the orderly and efficient management of working capital, cash and near cash assets will enable the Company to:

- meet its operating expenses;
- invest in existing portfolio companies and new investment opportunities as they arise and are recommended for approval;
- avoid forced asset sale situations;
- avoid stressed negotiations for debt limits and pricing;
- take full advantage of favourable market conditions for equity capital raising; and
- avoid the need to raise capital under subdued market conditions.

The Company's working capital management includes equity capital management, as this is the primary means for funding the Company's operations during the investment cycle of balance sheet utilisation. The Company has altered its business model to include the recycling of capital from liquidity events.

As the Company is unlikely to be able to fund its operations to a significant degree through borrowings, access to recycled capital from liquidity events and strict operational cost control are central to the Company's capital and liquidity management policy. The Company has adopted an integrated planning capability to ensure that the routine finance tasks come together to establish a strategic view. This integrated approach to capital and liquidity management includes processes that seek to address:

- alignment of strategy and risk (understand risk versus returns);
- considered and strategic allocation of capital;
- increased stakeholder confidence;
- management and board collaboration;
- strategic analysis of new opportunities;
- alignment of management actions and rewards; and
- timely reporting.

The Company has set the following balance sheet composition limits which are designed to maximise the financial returns whilst preserving investment flexibility and the ability to meet business critical objectives. The limits apply where cash balances exceed those required to prudently meet the ongoing operations of the business. The limits are as follows:

Asset pool type	Financial asset type	Percentage holding
A1	Cash	At least 30%
A2	Term deposits <= 180 days	At least 30% until financial assets fall to below \$5 million
B1	Term deposits > 180 days	Maximum of 20% but reducing to nil when financial assets fall to below \$5 million
B2	Investments in other long-dated bank investment products	Maximum of 20% but reducing to nil when financial assets fall to below \$5 million

The Company ensures that whenever possible (whilst preserving scale efficiencies), staggered maturity/roll-over dates are employed within the liquid asset portfolio.

To minimise counterparty risk, where practicable, no more than 50% of any category of the liquid asset pool can be invested with any one institution.

25 Financial Instruments (continued)

(b) Market Liquidity Risk

Market liquidity risk is the risk that insufficient liquidity in the market for a security will limit the ability of the security to be sold, resulting in the Company suffering a financial loss. The Company is subject to market liquidity risk if investments are made in relatively illiquid securities. This exposure to market liquidity risk is an unavoidable feature of the Company's operating model. The objective of the Company's market liquidity risk management is to ensure that other assets can be readily liquidated without incurring excessive cost, to enable asset allocation decisions to be implemented or to meet cash flow requirements.

(c) Interest rate risk

Interest rate risk is the risk that the Company could suffer either a capital loss or additional exposure to liquidity risk through adverse movements in interest rates. The objective of the Company's interest rate risk management is to ensure that the Company is not exposed to a level of interest rate risk, outside those limits anticipated through the structured approach envisaged within the Company's risk management policy. The Company manages interest rate risk by ensuring tactical asset allocation which provides for the effective management of interest rate and associated liquidity risk. The approach to managing the investment of funds ensures that there is adequate matching of the duration of assets with the likely cash needs of the business. The Company monitors the effect upon yield and liquidity of probable movements in interest rates and manages its liquid asset holdings accordingly.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates and assumes that the financial instruments held at balance date were in place for the entire year. A positive number below represents an increase to profit and equity and a negative number below represents a decrease in profit and equity.

	2020	2019
	\$	\$
100 basis points increase in interest rates		
Impact on profit for the year	(8,174)	(19,922)
Impact on equity for the year	(5,885)	(14,344)
100 basis points decrease in interest rates		
Impact on profit for the year	7,933	19,922
Impact on equity for the year	5,712	14,344

(d) Equity price risk

Equity price risk is the risk that the Company's investments in equities are exposed to movements that are not correlated to the general or targeted market. The objective of equity price risk management is to achieve a return equal to or better than the set performance benchmarks for that asset class. The Company manages equity price risk by monitoring and through management of its investments. This risk is limited to the investment portfolio.

Ratings

All B1 and B2 investments must have a S&P (or equivalent) credit rating of A or higher.

Any A1 or A2 investments must be with institutions that have a short term S&P (or equivalent) credit rating of A-2 or higher.

(e) Foreign currency risk management

The Company undertakes certain transactions denominated in Australian dollars, and as such has exposure to exchange rate fluctuations. The Company does not use any derivative financial instruments to manage this foreign currency risk due to the minimal and short-term nature of this exposure.

(f) Credit risk

Credit risk is the risk that a counter party will default on its contractual obligations, resulting in financial loss to the Company. The Company only deals with credit worthy counter-parties and as such does not require collateral to be held. The carrying value of the financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk. The Company does not have any significant exposure to any single counter party.

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

25 Financial Instruments (continued)

(h) Classification of financial assets and liabilities

	Amortised cost \$	Fair value through profit or loss \$	Total \$
As at 30 June 2020			
Financial assets			
Cash and cash equivalents	1,369,715	-	1,369,715
Trade and other receivables	6,715	-	6,715
Convertible notes in portfolio companies	-	-	-
Investments	-	4,467,899	4,467,899
Total financial assets	1,376,430	4,467,899	5,844,329
Financial liabilities			
Trade and other payables	73,473	-	73,473
Convertible notes	-	-	-
Total financial liabilities	73,473	-	73,473
As at 30 June 2019			
Financial assets			
Cash and cash equivalents	122,594	-	122,594
Trade and other receivables	23,184	-	23,184
Convertible notes in portfolio companies	-	40,000	40,000
Investments	-	7,541,168	7,541,168
Total financial assets	145,778	7,581,168	7,726,946
Financial liabilities			
Trade and other payables	125,787	-	125,787
Convertible notes	2,089,400	-	2,089,400
Total financial liabilities	2,215,187	-	2,215,187

The fair value of cash and cash equivalents, trade and other receivables, short-term loan receivables, trade and other payables and convertible notes have been determined to be their carrying value. This is due to these items being short term in nature.

Fair value of investments held at fair value through profit or loss

NZ IFRS 13 provides for a three-level fair value hierarchy that requires inputs to valuation techniques used to measure fair value, to be categorised as follows:

- Level 1 Inputs - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 Inputs - either directly (i.e. as prices) or indirectly (i.e. derived from prices) observable inputs other than quoted prices included in Level 1.
- Level 3 Inputs - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table analyses, within the fair value hierarchy, the Company's financial assets measured at fair value:

As at 30 June 2020

Financial assets designated at fair value through profit or loss

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Investments at fair value through profit or loss valued as at last capital raise or liquidity event	-	-	4,467,899	4,467,899
Investments at fair value through profit or loss valued using observable quoted prices	-	-	-	-
Total financial assets measured at fair value through profit or loss	-	-	4,467,899	4,467,899

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

25 Financial Instruments (continued)

As at 30 June 2019

Financial assets designated at fair value through profit or loss

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Investments at fair value through profit or loss valued as at last capital raise or liquidity event	-	-	7,045,110	7,045,110
Investments at fair value through profit or loss valued using observable quoted prices	496,058	-	-	496,058
Total financial assets measured at fair value through profit or loss	496,058	-	7,045,110	7,541,168

Fair values of financial assets valued using level one inputs are determined by reference to quoted prices in an active market.

The below table provides information about how the fair values of financial assets valued using level three inputs have been determined.

Valuation methodology	Total value	Key inputs	Unobservable inputs	Sensitivity analysis
Price of recent investment supported by other qualitative and quantitative factors including milestone analysis	4,467,899	Price of recent investment, milestone achievement, impairment assessment, qualitative factors	Management's assessment of performance against milestones, impairment assessment where there are indicators of impairment and market and qualitative factors.	Any interrelationships between unobservable inputs will be analysed to the extent that they may effect the fair value measurement.

The table below shows a reconciliation of fair value movements in Level 3 financial instruments.

Investments at fair value through profit and loss

	2020 \$	2019 \$
Opening balance	7,045,110	10,928,677
Total unrealised fair value gains recognised in profit or loss	1,996,001	379,691
Total unrealised fair value losses recognised in profit or loss	(1,028,381)	(3,160,947)
Transfers to investments classified as level one in the fair value hierarchy	-	-
Total fair value of investments purchased	277,507	382,931
Total fair value of convertible notes converted to equity	40,000	515,353
Total fair value of short term loans converted to equity	-	-
Total fair value of trade debtors converted to equity	12,000	-
Total fair value of investments acquired on restructuring	-	42,223
Total fair value of investments disposed	(3,874,337)	(2,042,818)
Closing value	4,467,899	7,045,110

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

25 Financial Instruments (continued)

(g) Liquidity risk

The following table sets out the contractual, undiscounted cash flows for non-derivative financial assets and liabilities.

	On Demand	Not later than one month	Later than one month and not later than three months	Later than three months and not later than one year	Later than one year	Total
	\$	\$	\$	\$	\$	\$
As at 30 June 2020						
Financial assets						
Cash and cash equivalents	1,369,715	-	-	-	-	1,369,715
Trade and other receivables	-	6,715	-	-	-	6,715
Convertible notes in portfolio companies	-	-	-	-	-	-
Investments	-	-	-	-	4,467,899	4,467,899
Total financial assets	1,369,715	6,715	-	-	4,467,899	5,844,329
Financial liabilities						
Trade and other payables	-	21,308	51,875	290	-	73,473
Convertible notes	-	-	-	-	-	-
Total financial liabilities	-	21,308	51,875	290	-	73,473
As at 30 June 2019						
Financial assets						
Cash and cash equivalents	122,594	-	-	-	-	122,594
Trade and other receivables	-	23,184	-	-	-	23,184
Convertible notes in portfolio companies	-	-	-	-	40,000	40,000
Investments	-	-	-	-	7,541,168	7,541,168
Total financial assets	122,594	23,184	-	-	7,581,168	7,726,946
Financial liabilities						
Trade and other payables	-	72,381	50,227	3,179	-	125,787
Convertible notes	-	-	-	2,214,764	-	2,214,764
Total financial liabilities	-	72,381	50,227	2,217,943	-	2,340,551

26 Leases

This Note provides information for leases where the Company is a lessee.

(i) The Company's leasing activities as a lessee

Until 30 June 2019 leases of property, plant and equipment were classified as either a finance lease or an operating lease, see Note 1(i) for details. From 1 July 2019 leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company.

The new standard allows for an exemption for payments associated with short term leases, those with a term of 12 months or less, and leases of low-value assets, which can be recognised on a straight line basis as an expense in the profit or loss.

Assets and liabilities arising from a lease are initially measured on a present value basis. The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset or similar value to the right of use asset in a similar economic environment with similar terms, security and conditions.

Given the Company has no external debt, an incremental borrowing rate of 6.00% has been applied.

The Company is exposed to potential future increases in lease payments based on market rates, which are not included in the lease liability until they take effect. When adjustments to the lease payments take effect, the lease liability will be reassessed and adjusted against the right of use asset.

Right of use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Statement of Financial Position immediately before the date of initial application.

Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets and an interest expense on the recognised lease liabilities. The finance costs is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right of use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight line basis.

(a) Amounts recognised in the Statement of Financial Position.

The Statement of Financial Position shows the following amounts relating to leases:

	2020	2019
	\$	\$
Right of use assets		
Office space	14,169	-
	<u>14,169</u>	<u>-</u>
	2020	2019
	\$	\$
Lease liabilities		
Office space	15,992	-
	<u>15,992</u>	<u>-</u>

(b) Amounts recognised in the Statement of Comprehensive Income

The Statement of Comprehensive Income shows the following amounts relating to leases:

	2020	2019
	\$	\$
Depreciation charge of right of use assets	15,457	-
Interest expense	1,574	-
	<u>17,031</u>	<u>-</u>

Powerhouse Ventures Limited
Notes to the Financial Statements
For the year ended 30 June 2020

27 Covid-19

On March 11, 2020, the World Health Organisation declared the outbreak of COVID-19 (a novel Coronavirus) a pandemic. While the disruption is currently expected to be temporary, it has led to future global economic uncertainty and has resulted in significantly increased volatility in capital markets. This could impact the ability of the company to favourably and readily exit existing Investments. Having said this, the company has successfully completed a Rights Issue entitlement capital raise post year end and, is in the process of completing a further shortfall capital raise. This indicates little impact on the company's ability to raise capital.

28 Subsequent Events

As noted in the recent announcements to the ASX:

On 24 July 2020, the Company sold its entire stake in its portfolio company Hapai Transfer Systems Limited, receiving \$230k cash proceeds making a realised profit of \$30k.

On 17 July 2020, non-renounceable entitlement offer of 1 fully paid ordinary share in the capital of the Company was offered at a price of \$A0.05 per Share to Australian shareholders and at a price of \$NZ0.053 per Share to New Zealand shareholders. This is together with 1 free-attaching unlisted option to acquire a Share (Option) for each Share subscribed for and issued (Offer). The Options will be exercisable at \$A0.07 each on or before 31 December 2023.

On the 13th August, a total of 9,694,426 shares and 9,694,426 options were issued raising a capital amount of AUD \$463,187 and NZD \$22,827.

8,821,049 shares and attaching options were issued as entitlement shares and 873,377 shares and attaching options were issued under the shortfall offer.

On the 27th August, an EGM was held in which shareholders approved the issue of shortfall shares as follows: 2,000,000 shortfall shares and 2,000,000 attaching options (\$A0.07, 31 December 2023) to PVL Director Russell Yardley. 2,000,000 shortfall shares and 2,000,000 attaching options (\$A0.07, 31 December 2023) to PVL Director Geoff Gander. 16,000,000 shortfall shares and 16,000,000 attaching options (\$A0.07, 31 December 2023) with clients of PAC Partners Securities Pty Ltd (PAC Partners). Bringing a further capital raise of AUD \$1,000,000.

Independent Auditor's Report

To the Shareholders of Powerhouse Ventures Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Powerhouse Ventures Limited on pages 5 to 39 which comprise the statement of financial position as at 30 June 2020, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Powerhouse Ventures Limited as at 30 June 2020 and of its financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) issued by the New Zealand Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the Company.

Key Audit Matters

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

We have determined the matter described below to be a key audit matter that should be communicated in our report. For the matter below, our description of how our audit addressed the matter is provided in that context. We consider the disclosures around the valuation of investments in portfolio companies to be appropriate and the procedures performed provide the basis for our opinion on the accompanying financial statements.

Valuation of unlisted investments in portfolio companies:

Why the audit matter is significant	How our audit addressed the key audit matter
<p>The Company's accounting policy for investments in portfolio companies is outlined at Note 1(e) and details of the various investments at Notes 23 and 24 to the financial statements. The Company's investments in portfolio companies represent approximately 76% of the Company's total assets at 30 June 2020.</p> <p>The investments are carried at fair value, established using the International Private Equity and Venture Capital Valuation Guidelines</p> <p>While the fair value of the unlisted investments in portfolio companies is based on the best information available, there is a high degree of uncertainty about that value due to the early stage nature of the investments and the absence of quoted market prices. This uncertainty could have a material effect on the Company's Statement of comprehensive income and its statement of financial position.</p>	<p>In obtaining sufficient appropriate audit evidence we performed the following procedures in respect of this matter:</p> <ul style="list-style-type: none"> • For portfolio company funding rounds in the current year, we obtained third party evidence of the round and considered whether the participants in the funding round were sufficiently independent for the transaction price to be deemed arm's length. • Where there were no portfolio company funding rounds in the current year, we assessed whether the price of recent investment in the portfolio company is supported by other qualitative and quantitative inputs including milestone analysis and therefore representative of fair value. • We reviewed new shares issued by portfolio companies to identify if additional funding rounds had occurred but were not recorded or considered for revaluation of the investment in the portfolio company. • We considered whether there were any other indicators for impairment for individual portfolio companies, relevant to the nature and stage of the investment. • We assessed the adequacy of the disclosures made by the Directors in the financial statements regarding the valuation of investments and the impact of Covid-19 and how best to bring the uncertainty that surrounds these investments to the attention of users of these financial statements.

Other Information

The Directors are responsible for the Annual Report which will include information other than the financial statements and auditor's report. The other information contained in the Annual Report, except for the Directors' Responsibility Statement, is expected to be made available to us after the date of the issuance of this auditor's report.

Our opinion on the financial statements does not cover any of the other information that has been provided and we do not and will not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have received, we conclude that there is a material misstatement of this other information, we are required to report that fact.



When we read the other information in the Annual Report, including the Directors' Responsibility Statement, if we conclude there is a material misstatement therein, we will be required to communicate the matter to those charged with governance and, if uncorrected, to take appropriate action to bring the matter to the attention of users for whom our auditor's report was prepared.

Directors' responsibilities for the Financial Statements

The Directors are responsible on behalf of the Company for the preparation and fair presentation of the financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards issued by the New Zealand Accounting Standards Board, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible on behalf of the Company for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 ISAs (NZ) 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 these financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located on the External Reporting Board's website at: <https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-2/>

Restriction on use of our report

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state to the Company's shareholder, as a body those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinion we have formed.

Grant Thornton New Zealand Audit Partnership

M Stewart
Partner
Christchurch

27 August 2020

Statutory Information

Twenty Largest Shareholders As at 06 October 2020

Shareholder	Fully paid shares held	Percentage of capital
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	10,647,702	16.48
UNITED WORLD GROUP PTY LTD <UNITED WORLD GROUP PTY LTD>	5,858,576	9.07
PARMELIA PTY LTD <REILLY FAMILY SUPER FUND A/C>	3,551,887	5.50
JUN HONG SHENG (AUST) LIMITED	3,120,000	4.83
THE RAMSAY FINANCIAL GROUP PTY LTD <RAMSAY SUPER FUND A/C>	3,000,000	4.64
YARDLEY FAMILY SUPER FUND P/L <YARDLEY FAMILY S/F A/C>	2,499,942	3.87
PISTACHIO PTY LTD <THE PECAN SUPERANNUATION A/C>	2,091,060	3.24
GEOFFREY ANTHONY GANDER <THE GANDER SUPER A/C>	2,000,000	3.09
MR JOHN COLIN LOOSEMORE + MRS SUSAN MARJORY LOOSEMORE <LOOSEMORE SUPER FUND A/C>	1,800,000	2.79
RAVEN INVESTMENT HOLDINGS PTY LTD <RAVEN INVESTMENT A/C>	1,800,000	2.79
MR ERROL BOME + MRS MELANIE BOME <BOME SUPERANNUATION FUND A/C>	1,000,000	1.55
GREENFIELD INVESTMENT MANAGEMENT PTY LTD <GREENFIELD INVESTMENTS A/C>	1,000,000	1.55
MICHLANGE PTY LTD <WARBURTON SELF ADMIN S/F A/C>	1,000,000	1.55
MX NOMINEES PTY LTD	899,100	1.39
RAVEN INVESTMENT HOLDING PTY LTD <THE RAVEN SUPERFUND A/C>	832,883	1.29
RAVEN INVESTMENT HOLDING PTY LTD <THE RAVEN SUPERFUND A/C>	800,000	1.24
MR STEPHEN PETER HAMPSON	751,980	1.16
MS JI WANG	686,612	1.06
CITICORP NOMINEES PTY LIMITED	609,653	0.94
DR PHILLIP GEORGE VAN ZANDEN	580,000	0.90
Top 20 holders of Ordinary Fully Paid (TOTAL)	44,529,395	68.91

Powerhouse Venture Managers Limited holds shares in trust for certain individuals. Voting rights are attached to shares held in trust as though they were held outright by the beneficiaries. Therefore, Powerhouse Venture Managers Limited as an entity does not have any voting rights and therefore does not have any control over Powerhouse Ventures Limited.

Limitations on the acquisition of securities

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act 2001 (Australia) dealing with the acquisition of shares including substantial holdings and takeovers.

Limitations on the acquisition of the securities imposed by the jurisdiction in which the Company is incorporated (New Zealand) are:

- a) In general, securities in the Company are freely transferable and the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating to takeovers, overseas investment and competition.
- b) The New Zealand Takeovers Code creates a general rule under which the acquisition of 20% or more of the voting rights in the Company or the increase of an existing holding of 20% or more of the voting rights of the Company can only occur in certain permitted ways. These include a full takeover offer in accordance with the Takeovers Code, a partial takeover offer in accordance with the Takeovers Code, an acquisition approved by an ordinary resolution, an allotment approved by an ordinary resolution, a creeping acquisition (in certain circumstances) or compulsory acquisition if a shareholder holds 90% or more of the shares of the Company.
- c) The New Zealand Overseas Investment Act 2005 and Overseas Investment Regulations 2005 (New Zealand) regulate certain investments in New Zealand by overseas persons. In general terms, the consent of the New Zealand Overseas Investment Office is likely to be required where an "overseas person" acquires shares in the Company that amount to 25% or more of the shares issued by the Company, or if the overseas person already holds 25% or more, the acquisition increases that holding.
- d) The New Zealand Commerce Act 1986 is likely to prevent a person from acquiring shares in the Company if the acquisition would have, or would be likely to have, the effect of substantially lessening competition in the market.

Substantial shareholders as at 06 October 2020

As at 06 October 2020, Powerhouse had received notice that the following were substantial shareholders in accordance with s671B of the Corporations Act (Australia).

Date of last disclosure notice before 06 October 2020	Name of substantial holder	Relevant interest in number of shares	% held as at the date of notice
19 August 2019	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	10,647,702	16.48%
19 August 2019	UNITED WORLD GROUP PTY LTD	5,858,576	9.07%
15 August 2019	PARMELIA PTY LTD	3,551,887	5.50%

Distribution of ordinary shares and shareholders as at 06 October 2020

Range	Number of holders	Number of ordinary shares	% of issued capital
1 – 1,000	16	6,343	0.01
1,001 – 5,000	145	493,964	0.76
5,001 – 10,000	85	677,604	1.05
10,001 – 100,000	186	7,066,424	10.93
100,001 and over	76	56,379,131	87.24
Total	508	64,623,466	100.00

As at 06 October 2020, the total number of shares on issue was 64,623,466.

A total of 54,679,311 ordinary shares were held by 205 shareholders resident in Australia. One shareholder who held 87,739 shares is a resident in the United Kingdom, and one shareholder who held 42,050 shares is a resident of the Netherlands. All other shareholders were residents of New Zealand.

There were 198 shareholders holding less than a marketable parcel of shares as defined in the ASX Listing Rules (based on the closing price of A\$0.06 per share on 06 October 2020). The ASX Listing Rules define a marketable parcel of shares as a “parcel of not less than AU\$500”.

As at 06 October 2020 the Company had two classes of securities being fully paid ordinary shares and listed options as outlined below.

Equity Class	Number of Holders	Total on issue
Fully paid ordinary shares	508	64,623,466
Listed options	97	40,311,733

All ordinary shares carry one vote per share. Each Shareholder is entitled to receive notice of and attend and vote at general meetings of the Group. At a general meeting, every Shareholder present in person or by proxy, will have one vote on a show of hands and on a poll, one vote for each share held.

Interests Register

Pursuant to section 140(2) of the Companies Act 1993, the Directors named below have disclosed the following current entries in the interest register during the accounting period as at 30 June 2020. Where changes in the interests register were notified during the year, or subsequently, they have been indicated below.

Russell Yardley	Alannah and Madeline Foundation	Board Member
(Robert McEwan Russell Yardley)	Algonquin Investments Pty Limited	Chair
- appointed 28 February 2017	Ferronova Pty Ltd	Board Member
	Australian Research Data Commons	Board Member
	Victorian Government Purchasing Board	Board Member
Geoff Gander	Jupiter Energy Limited	Chair / CEO
(Geoffrey Anthony Gander)		
- appointed 15 September 2018		
Ian Lothian	Meeting Point Limited	Director
(Ian James Love Lothian)	Hapai Transfer Systems Limited (resigned 24 July 2020)	Director
- appointed 2 April 2019	Mahaanui Kurataiao Limited	Director
	Presbyterian Church of Aotearoa NZ	Chair Audit and Risk Committee
	Presbyterian Support Services Upper South Island	Board Member and Chair of Finance Audit & Risk Committee
	YHA New Zealand	Board Member
	Inhibit Coatings	Board Member
Richard Symon	Jun Hong Sheng (Aust) Limited	Director
(Bruce Richard Sydney Symon)	Fiscus Capital Pty Limited	Executive Director
- appointed 8 October 2019	Financial Services Foundation Limited	Chair
	Fiscus Capital Trade Finance Fund Pty Limited	Director
	Symon Financial Services Pty Limited	Director
Nick Young	United World Group Pty Limited	Director
(Shuyu Yang)		
- appointed 8 October 2019		

Powerhouse Directory

As at 30 June 2020

Registered Office of the Company

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External Auditor

Grant Thornton New Zealand Audit
Partnership
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Christchurch 8041

Share Registry

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<https://www-au.computershare.com/Investor/>

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