

1. Company details

Name of entity:	Sensera Limited
ABN:	73 613 509 041
Reporting period:	For the year ended 30 June 2022
Previous period:	For the year ended 30 June 2021

2. Results for announcement to the market

			US\$
Revenues from ordinary** activities	-	-	Nil
Profit from ordinary** activities after tax	up by	119% to	551,949
Profit for the year	up by	225% to	4,358,546

*** Ordinary activities also indicates continuing activities*

Explanatory comments

Refer to the Review of Operations section in the Directors' Report

3. Net tangible assets

	Reporting period US Cents	Previous period US Cents
Net tangible assets per ordinary security	1.10	(0.44)

4. Changes in controlled entities

On 4 January 2022 Sensera completed the sale of its MicroDevices business held within its wholly owned subsidiary Sensera, Inc. On 7 June 2022, Sensera, Inc. was dissolved (wound up).

Further details are set out in the attached Annual Report (refer to Note 6 Discontinued Operations to the Financial Statements)

There were no other changes during the year.

5. Other information required by Listing Rule 4.3A

a. Details of individual and total dividends or distributions and dividend or distribution payments:	N/A
b. Details of any dividend or distribution reinvestment plans:	N/A
c. Details of associates and joint venture entities:	N/A
d. Other information:	N/A

6. Audit qualification or review

The Financial Statements have been audited and an unqualified opinion has been issued. The Auditor's report contains a paragraph addressing a material uncertainty related to going concern.

7. Statement of comprehensive income together with notes to the statement

Please refer to the Audited Financial Statements contained in the attached Annual Report.

8. Statement of financial position together with notes to the statement

Please refer to the Audited Financial Statements contained in the attached Annual Report.

9. Statement of cash flows together with notes to the statement

Please refer to the Audited Financial Statements contained in the attached Annual Report.

10. Statement of changes in equity

Please refer to the Audited Financial Statements contained in the attached Annual Report.

11. Approval

The Board has approved the release of this document.

Sensera Limited

ABN 73 613 509 041

Annual Report - 30 June 2022

Sensera Limited
Corporate directory
30 June 2022

Directors

Mr Jonathan Tooth - Non-Executive Director and Board Chair
Mr Ralph Schmitt - Executive Director
Mr Camillo Martino - Non-Executive Director
Mr Simon Peeke - Non-Executive Director

Company secretary

Mr Mark Pryn

Registered office & principal place
of
business

C/- Baudin Consulting Pty Ltd
Level 14, 440 Collins Street
Melbourne VIC 3000

Share register

Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney NSW 2000
+61 (0)2 9290 9600

Auditor

Grant Thornton Audit Pty Ltd
Level 18, 145 Ann Street
Brisbane QLD 4000
+61 (0)7 3222 0200

Solicitors

McCullough Robertson
Level 11, Central Plaza Two, 66 Eagle Street
Brisbane QLD 4000 Australia
+61 (0)7 3233 8888

Bankers

National Australia Bank
330 Collins Street
Melbourne VIC 3000

Stock exchange listing

Sensera Limited shares are listed on the Australian Securities Exchange (ASX code: SE1)

Website

www.sensera.com

Sensera Limited
Directors' report
30 June 2022

Your directors present their report on the consolidated entity consisting of Sensera Limited and the entities it controlled during the year ended 30 June 2022. Throughout the report, the consolidated entity is referred to as the Group, Sensera or the Company.

Directors and Company Secretary

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

Mr Jonathan Tooth, Non-Executive Director and Board Chair
Mr Ralph Schmitt, Executive Director
Mr Camillo Martino, Non-Executive Director
Mr Simon Peeke, Non-Executive Director

Mr Mark Pryn is the Company Secretary.

Principal activities

On 23 December 2021, Sensera Limited shareholders approved the sale of the Group's main business undertaking, which was completed and settled on 4 January 2022. Sensera Limited is now seeking new investment opportunities. Previously the Group was an Internet of Things (IoT) sensor solution provider.

There were no other changes to the principal activities during the reporting period.

Dividends

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

Review of operations

In the Group's ASX Quarterly Activities Report dated 18 October 2021, Sensera advised that the Board has made the decision to explore strategic alternatives in order to drive shareholder value.

The MicroDevices business faced challenges including, customer demand reductions, customer order fulfilment adversely impacted by component shortages due to global supply chain constraints, competition for staff in a tight US labour market and on-going product specification issues.

Despite every effort over time to grow the MicroDevices business, the Group continuously ran into various headwinds, that ultimately prevented the Group from achieving its financial and strategic objectives.

The Board assessed several different options before determining that a proposal to acquire the MicroDevices business for US\$7,500,000 provided the highest value and the best outcome for shareholders.

Subsequently the Board looked at all expenses and reduced these to the extent possible. Concurrently attention has been focused on sourcing a new business with our attention now on one specific opportunity. During the year US\$157,539 was spent undertaking due diligence and preparation of documentation for a Reverse Takeover (RTO). After 30 June 2022 a further US\$58,682 was spent with further unbilled advisory time to come.

On 23 May 2022, trading in Sensera securities was suspended and will remain suspended until Sensera makes an announcement acceptable to ASX about its future.

For further information in relation to the status of the Reverse Takeover transaction, refer to the matters subsequent to the end of the financial year section below.

The profit for the Group after income tax amounted to US\$4,358,546 (2021: US\$3,476,469 loss).

The Group result comprises profits from discontinued operations of US\$3,806,597 (2021: US\$541,711 loss) and a profit from continuing operations US\$551,949 (2021: US\$2,934,758 loss).

The discontinued operations for the current year relate to the MicroDevices business and comprise a US\$5,628,667 gain on the disposal and a \$US1,822,070 operating loss. In the previous reporting period discontinued operations related to the Group's former German subsidiary nanotron Technologies GmbH which was sold in October 2020.

The continuing operations relate to the Australian parent entity Sensera Limited.

The profit from continuing operations includes a gain on the remeasurement of the warrant derivative of \$US1,253,700 (2021: \$US952,402 loss), non-recurring financing charges of US\$ nil (2021:US\$889,789) and operational and administrative expenses of US\$629,758 (2021:\$US913,608). Operational and administrative expenses include ESOP related share-based payments of US\$86,382 (2021: US\$308,802) and due diligence and preparation of documentation for a potential transaction totalling \$US157,539.

Correction of an error

The prior year comparatives have been restated to correct an error whereby the foreign currency translation reserve was overstated by US\$988,545 and the profit/(loss) on sale of nanotron Technologies GmbH which formed part of the loss after income tax from discontinued operations was understated by the amount.

The restatement had no impact on reported total equity, however, reserves were decreased by US\$988,545 with an offsetting adjustment to accumulated losses. The restatement had no impact of total comprehensive income, however the loss after income tax from discontinued operations was reduced by US\$988,545 with an offsetting adjustment to other comprehensive income.

Significant changes in the state of affairs

On 6 August 2021, the Group completed a share placement with 73,529,037 fully paid ordinary shares issued at A\$0.034 each and 55,146,781 fully vested unlisted options with an exercise price of A\$0.085 were issued to the placement investors and the Lead Manager. The increase in issued capital comprised share issue proceeds of US\$1,847,771 less lead manager and other costs of US\$130,301 less a share-based payment of US\$673,893 representing the fair value of the options issued to the Lead Manager.

On 22 November 2021, the Group announced, subject to shareholder approval, the sale its sole and main undertaking; the MicroDevices business for US\$7,500,000. On 23 December 2021, shareholders approved the sale which was completed and settled on 4 January 2022.

On 4 January 2022, the Group received US\$7,500,000 proceeds from the sale of the MicroDevices business from which US\$1,870,000 was used to extinguish an equipment lease liability. The transfer of the sale proceeds to Australia resulted in a withholding tax liability of US\$74,029 which was paid in June 2022.

On 17 February 2022, Jonathan Tooth replaced Camillo Martino as board Chair.

On 7 June 2022, Sensera, Inc. was dissolved. From this date, Sensera Limited had no subsidiaries or controlled entities.

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

Matters subsequent to the end of the financial year

On 31 August 2022, Sensera announced that following consultation with ASX and receipt of in-principle advice regarding elements of the transaction structure, Sensera has determined that it is unlikely that the current RTO opportunity (referred to in the review of operations above) will proceed. Accordingly, the Board of Sensera will also consider alternate RTO proposals against the option of returning funds to shareholders.

No other matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

Other than the information disclosed in the review of operations and activities preceding this directors', there are no likely developments or details on the expected results of operations that the Group has not disclosed.

Environmental regulation

The Group is not affected by any significant environmental regulation in respect of its operations.

Information on Directors

Name:	Mr Jonathan Tooth
Title:	Non-Executive Director (appointed as Board Chair 17 February 2022)
Held office as a director from:	July 2016
Experience and expertise:	Jonathan is an experienced director and provides strong corporate governance to the board. He is also chair of the Group's audit and risk committee. Mr Tooth is a director, corporate at Henslow. He has over 25 years' experience in corporate finance, capital raisings, placements and initial public offerings, corporate advice, and restructuring specifically in the small to middle market.
Other current directorships:	Jonathan holds a B. Arts (Economics and Financial Studies) from Macquarie University. None.
Former directorships (last 3 years):	Generation Development Group Limited (ASX: GDG), from 1 May 2012 up to 18 November 2021 and Vita Life Sciences Limited (ASX: VLS), from 26 July 2012 up to 28 May 2021.
Special responsibilities:	Board Chair Chair of the audit and risk committee Member of the remuneration and nomination committee
Name:	Mr Ralph Schmitt
Title:	Executive Director
Held office as a director from:	December 2017
Experience and expertise:	Ralph was previously an executive of Toshiba America Electronic Components, Inc. (TAEC), where he led the development of cognitive computing software and systems to leverage the Toshiba product portfolio which includes semiconductors and storage for industrial, telecommunications, healthcare, multimedia and transportation market applications.
	Prior to his appointment at Toshiba, Ralph built an extensive executive career including EVP of Sales, Marketing and Business Development at Cypress Semiconductor (NASDAQ: CY), where he oversaw the acquisition of multiple companies and managed the company's revenue growth to over US\$1.4 billion.
	In addition to his executive experience, Ralph has held multiple venture capital advisory and board roles in the hardware and software sectors over the past two decades. He holds a B. Science in Electrical Engineering from Rutgers University and is fluent in German.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None

Sensera Limited
Directors' report
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Name:	Mr Camillo Martino
Title:	Non-Executive Director (Board Chair up to 17 February 2022)
Held office as a director from:	July 2018
Experience and expertise:	Camillo is a board member and executive advisor to a number of other technology companies. Mr. Martino is currently the Chairman of the Board at Magnachip Semiconductor Corp (NYSE:MX) and has served on this board since August 2016. Mr. Martino also serves on the board at multiple privately-held companies, including VVDN Technologies and KeraCel.
	Mr Martino was the CEO and Director of Silicon Image, Inc. until it was acquired by Lattice Semiconductor in 2015. His semiconductor experience also includes the position of COO at Zoran Corporation, and earlier in his career, he served at National Semiconductor in four different countries including Japan and China over a nearly 14-year period.
	Camillo holds a B. Applied Science from the University of Melbourne and a Graduate Diploma in Digital Communication from Monash University, Australia.
Other current directorships:	Magnachip Semiconductor Corp (NYSE: MX), since August 2016.
Former directorships (last 3 years):	Kins Technology Group (Nasdaq: KINZ), since August 2020 MosChip Technologies Limited (BOM: 532407), resigned in May 2019, and Cypress Semiconductor (NASDAQ: CY), resigned in April 2020
Special responsibilities:	Nil.
Name:	Mr Simon Peeke
Title:	Non-Executive Director
Held office as a director from:	October 2020
Experience and expertise:	Simon has been working with Sensera since October 2019 in an investor relations capacity and supporting the finance team. Based in Melbourne, Simon has a strong financial background coupled with over 20 years of operating experience both at CFO and CEO levels. Earlier in his career he was the Regional Director of Metromedia Technologies which revolutionised the outdoor advertising industry with patented computer painting technology. He has been instrumental in several business turnaround projects and has significant experience in merger and acquisition transactions both acting as a buyer and seller. Simon founded his consulting business in 2015 aimed at providing strategic financial and structuring advice for small cap and privately owned businesses. He was a member of the CPA and received a Bachelor of Business from Monash University.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chair of remuneration and nomination committee Member of the audit and risk committee

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

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

Company secretary
Mr Mark Pryn

Mark Pryn is a Chartered Accountant and a member of the Governance Institute Australia with over 25 years' corporate experience in senior finance and governance roles, including 10 years as an ASX listed company secretary. Mark is now principal of Baudin Consulting Pty Ltd, a firm focused on providing governance, financial and regulatory compliance services to a broad client base. Mark has extensive board, governance and financial reporting experience within the corporate and not for profit sectors.

Meetings of Directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each Director were:

	Full Board		Remuneration and Nomination Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Mr Camillo Martino	18	19	-	-	-	-
Mr Ralph Schmitt	19	19	-	-	-	-
Mr Jonathan Tooth	19	19	-	-	2	2
Mr Simon Peeke	18	19	-	-	2	2

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

Aside from a circular resolution passed in July 2021, the Remuneration and Nomination Committee did not meet during the year due to the Board's focus on the sale of the MicroDevices business and investigating new business opportunities.

Remuneration report (audited)

The directors present the Sensera Limited, 2022 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

- (a) Key management personnel (KMP) covered in this report
- (b) Remuneration policy and link to performance
- (c) Elements of remuneration
- (d) Link between remuneration and performance
- (e) Details of remuneration
- (f) Service agreements
- (g) Share-based compensation
- (h) Additional disclosures relating to key management personnel

(a) Key management personnel covered in this report for the year ended 30 June 2022

Non-executive and executive directors

- Mr Jonathan Tooth, Non-Executive Director and Board Chair
- Mr Ralph Schmitt, Executive Director
- Mr Camillo Martino, Non-Executive Director
- Mr Simon Peeke, Non-executive Director

Other key management personnel

- Mr Mark Pryn, Company Secretary & Chief Financial Officer (CFO)
- Mr Tim Stucchi, Chief Operations Officer (resigned 4 January 2022)

(b) Remuneration policy and link to performance

Our remuneration and nomination committee is made up of non-executive directors, with executive participation by invitation. For the reasons noted above the Remuneration and Nomination Committee did not meet during the year. Normally, the Committee reviews and determines our remuneration annually to ensure it remains aligned to business needs and meets our remuneration principles. The Committee may also engage external remuneration consultants to assist with this review. In particular, the Board's aims are to ensure that remuneration practices are:

- competitive and reasonable, enabling the Group to attract and retain key talent,
- aligned to the Group's strategic and business objectives and the creation of shareholder value,
- transparent and easily understood, and
- acceptable to shareholders.

Executives (executive directors and other key management personnel) *

Element	Purpose	Performance metrics	Potential value
Fixed remuneration (FR)	Provide competitive market salary including superannuation and non-monetary benefits	Nil.	Positioned at the market rate
Short term incentive (STI)	Reward for in-year performance and retention	Nil.	Nil.
Long term incentive (LTI)	Alignment to long-term shareholder value	Nil.	Nil.

* The CFO and Company Secretary role is remunerated under contract with an external consulting firm. Further details are provided below under the heading (f) service agreements.

Non-executive directors

Element	Purpose	Performance metrics	Potential value
Fixed remuneration (FR)	Provide competitive market salary including superannuation and non-monetary benefits	Nil	Positioned at the market rate
Short term incentive (STI)	N/a	N/a	N/a
Long term incentive (LTI)	Alignment to long-term shareholder value	N/a	N/a

The LTI remuneration disclosed in section (e) relates to the fair value of options granted in prior periods being amortised over the option vesting period.

Assessing performance

The Remuneration and Nomination Committee is responsible for assessing performance and determining any STI and LTI to be paid. To assist in this assessment, the committee may elect to receive data from independently run surveys. For the reasons noted above, there was no formal performance assessment carried out during the year.

Share trading policy

Sensera Limited's securities trading policy applies to all directors and executives. See www.sensera.com and follow the link to the 'board charter'. It only permits the purchase or sale of company securities during certain periods.

(c) Elements of remuneration

(i) Fixed annual remuneration (FR)

Key management personnel may receive their fixed remuneration as cash, or cash with non-monetary benefits such as health insurance and car allowances. FR is reviewed annually, or on promotion. Historically, it has been benchmarked against market data for comparable roles in companies in a similar industry and with similar market capitalisation. The Committee aims to position executives at or near the median, with flexibility to take into account capability, experience, value to the organization and performance of the individual.

Non-executive directors receive their fixed remuneration in cash.

(ii) Short-term incentives (STI)

There were no STI arrangements in place during the year. Previously key management personnel were eligible to receive a short-term incentive (STI) as part of their total remuneration if they achieved certain performance indicators as set by the board. STI's can be paid either by cash, or a combination of cash and the issue of equity in the company, at the determination of the Remuneration and Nomination Committee and ultimately the Board.

(iii) Long-term incentives (LTI)

There were no new LTI arrangements made during the year. Key management personnel may also be provided with longer-term incentives through the Group's 'employee security ownership plan' (ESOP), that was approved by shareholders at the annual general meeting held on 9 December 2020. The aim of the ESOP is to allow Key management personnel to participate in, and benefit from, the growth of the Group as a result of their efforts and to assist in motivating and retaining those key employees over the long-term. Continued service is the condition attached to the vesting of the options. The Board at its discretion determines the total number of options to be granted.

(d) Link between remuneration and performance

Statutory performance indicators

The Board aims to align executive remuneration to strategic and business objectives and the creation of shareholder wealth. The table below shows measures of the Group's financial performance for the last 5 years. However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

	2022	2021	2020	2019	2018
Profit /(loss) for the year attributable to owners (US\$)	4,358,546	(3,476,469)	(8,330,555)	(9,535,057)	(6,769,702)
Basic earnings/(loss) per share (US\$ cents)	1.10	(1.10)	(2.71)	(4.03)	(4.51)
Share price at year end (A\$) **	0.01	0.04	0.03	0.12	0.19

** The quoted share price under the 2022 column represents last trading price prior to trading being suspended on 23 May 2022.

Principles used to determine the nature and amount of remuneration

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role.

ASX listing rules require the aggregate non-executive directors' remuneration (fee pool) to be determined periodically by a general meeting. Since listing in 2016, the maximum aggregate non-executive director remuneration has been set at a A\$300,000 per annum. For the year ended 30 June 2022, fees paid to non-executive directors were A\$110,067 being 37% of the maximum fee pool.

Voting and comments made at the Company's 23 December 2021 Annual General Meeting ('AGM')

At the 2021 AGM, 98.95% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

(e) Details of remuneration

Amounts of remuneration

The following tables show details of the remuneration expense recognised for the Group's key management personnel for the current and previous financial year measured in accordance with the requirements of the accounting standards.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total US\$
	Cash salary and fees US\$	Cash bonus US\$	Non-monetary US\$	Super-annuation US\$	Long service leave US\$	Options Equity-settled US\$	Shares Equity-settled US\$	
2022								
<i>Non-Executive Directors:</i>								
Mr Camillo Martino	30,972	-	-	-	-	30	-	31,002
Mr Jonathan Tooth	27,148	-	-	-	-	-	-	27,148
Mr Simon Peeke	21,777	-	-	-	-	-	-	21,777
<i>Executive Director</i>								
-Mr Ralph Schmitt	41,538	-	-	-	-	51,168	-	92,706
<i>Other Key Management Personnel:</i>								
Mr Mark Pryn	78,322	-	-	-	-	-	-	78,322
Mr Tim Stucchi *	128,644	-	-	-	-	15,912	-	144,556
	<u>328,401</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>67,110</u>	<u>-</u>	<u>395,511</u>

* Resigned 4 January 2022.

Sensera Limited
Directors' report
30 June 2022

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		Total US\$
	Cash salary and fees US\$	Cash bonus US\$	Non-monetary US\$	Super-annuation US\$	Long service leave US\$	Options Equity-settled US\$	Shares Equity-settled US\$	
2021								
<i>Non-Executive Directors:</i>								
Mr Camillo Martino	24,895	-	-	-	-	5,593	-	30,488
Mr Jonathan Tooth	22,404	-	-	-	-	-	-	22,404
Mr Simon Peeke	14,936	-	-	-	-	-	-	14,936
Mr Allan Brackin (resigned 20 October 2020)	-	-	-	-	-	5,221	-	5,221
<i>Executive Directors:</i>								
Mr Ralph Schmitt - CEO *	138,461	-	-	-	-	59,830	-	198,291
Mr Ralph Schmitt - Executive Director *	40,000	-	-	-	-	24,305	-	64,305
<i>Other Key Management Personnel:</i>								
Mr David Garrison***	206,108	-	-	-	-	46,617	-	252,725
Mr Mark Pryn **	46,096	-	-	-	-	-	-	46,096
Mr Tim Stucchi **	65,372	-	-	-	-	34,222	-	99,594
	<u>558,272</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>175,788</u>	<u>-</u>	<u>734,060</u>

* Managing Director & CEO (up to 22 February 2021), Executive Director (from 22 February 2021).

** From date of KMP appointment.

*** Resigned 7 January 2021

For the year ended 30 June 2021, the board reset non-executive remuneration levels with effect from 1 November 2020, the CFO resigned effective 6 January 2021 and the CEO transitioned to an executive director role effective 22 February 2021. For the year ended 30 June 2021, all available STI's were forfeited.

Sensera Limited
Directors' report
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The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2022	2021	2022	2021	2022	2021
<i>Non-Executive Directors:</i>						
Mr Camillo Martino	100%	82%	-	-	-	18%
Mr Jonathan Tooth	100%	100%	-	-	-	-
Mr Simon Peeke	100%	100%	-	-	-	-
Mr Allan Brackin	-	-	-	-	-	100%
<i>Executive Directors:</i>						
Mr Ralph Schmitt- CEO	-	70%	-	-	-	30%
Mr Ralph Schmitt- Executive Director	45%	62%	-	-	55%	38%
<i>Other Key Management Personnel:</i>						
Mr David Garrison	-	82%	-	-	-	18%
Mr Mark Pryn	100%	100%	-	-	-	-
Mr Tim Stucchi	89%	82%	-	-	11%	18%

(f) Service agreements

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

Name:	Mr Jonathan Tooth
Title:	Non-Executive Director and from 17 February 2022 Board Chair
Term of agreement:	Unspecified
Details:	Fixed remuneration: A\$50,000 per annum, effective 17 February 2022. Previously A\$30,000 per annum. Notice period: Unspecified
Name:	Mr Ralph Schmitt
Title:	Executive Director
Term of agreement:	Unspecified
Details:	Fixed remuneration: US\$120,000 per annum effective from 22 February 2021 to 22 November 2021 and thereafter US\$ nil. Notice period: Unspecified.
Name:	Mr Camillo Martino
Title:	Non-Executive Director an up to 17 February 2022 Board Chair
Term of agreement:	Unspecified
Details:	Fixed remuneration: A\$30,000 per annum, effective 17 February 2022. Previously A\$50,000 per annum. Notice Period: Unspecified.
Name:	Mr Simon Peeke
Title:	Non-Executive Director
Term of agreement:	Unspecified
Details:	Fixed remuneration: A\$30,000 per annum, effective 1 November 2020 Notice period: Unspecified
Name:	Mr Mark Pryn
Title:	Company Secretary and Chief Financial Officer
Term of agreement:	Unspecified
Details:	Services provided pursuant to an engagement letter with Baudin Consulting Pty Ltd. With effect from 11 March 2021 a base fee of A\$96,000 applies.

**Sensera Limited
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Name: Mr Tim Stucchi
 Title: Chief Operating Officer (COO) (resigned 4 January 2022)
 Term of agreement: Indefinite until terminated pursuant to termination clause.
 Details: Fixed remuneration: US\$190,000 per annum, effective 1 March 2021. Notice period is unspecified.

* *During the reporting period, executive director remuneration ceased on or about the time of the announcement of the sale of the MicroDevices business in November 2021. For the year ended 30 June 2021, the non-executive directors, executive director and other key management personnel agreed to be remunerated at lower levels than set out in their respective service agreements as a contribution towards organisational and operating cost restructuring.*

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

(g) Share-based compensation

Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2022.

Options

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

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price A\$	Fair value per option at grant date A\$
Mr Ralph Schmitt	750,000	30/11/2017	06/11/2017	29/11/2022	\$0.350	\$0.2328
Mr Ralph Schmitt	750,000	30/11/2017	06/11/2018	29/11/2022	\$0.350	\$0.2328
Mr Ralph Schmitt	750,000	30/11/2017	06/11/2019	29/11/2022	\$0.350	\$0.2328
Mr Ralph Schmitt	750,000	30/11/2017	06/11/2020	29/11/2022	\$0.350	\$0.2328
Mr Ralph Schmitt	1,333,334	24/09/2020	24/09/2021	23/09/2025	\$0.060	\$0.0491
Mr Ralph Schmitt	1,333,333	24/09/2020	24/09/2022	23/09/2025	\$0.060	\$0.0491
Mr Ralph Schmitt	1,333,333	24/09/2020	24/09/2023	23/09/2025	\$0.060	\$0.0491
Mr Camillo Martino	250,000	29/04/2019	02/07/2019	02/07/2023	\$0.150	\$0.0646
Mr Camillo Martino	250,000	29/04/2019	02/07/2020	02/07/2023	\$0.150	\$0.0646
Mr Camillo Martino	250,000	29/04/2019	02/07/2021	02/07/2023	\$0.150	\$0.0646
Mr Tim Stucchi *	666,667	24/09/2020	24/09/2021	04/04/2022	\$0.060	\$0.0491
Mr Tim Stucchi *	666,667	24/09/2020	24/09/2022	04/04/2022	\$0.060	\$0.0491
Mr Tim Stucchi *	666,666	24/09/2020	24/09/2023	04/04/2022	\$0.060	\$0.0491

* Resigned 4 January 2022.

Options granted carry no dividend or voting rights. Option vesting is subject to the holder remaining in office up to the vesting date. There are no performance conditions due to the board determining that no performance conditions were required.

(h) Additional disclosures relating to key management personnel

Shareholding

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

	Balance at the start of the year	Received as part of remuneration	Other additions *	Other disposals **	Balance at the end of the year
<i>Ordinary shares</i>					
Mr Jonathan Tooth	11,798,714	-	-	-	11,798,714
Mr Ralph Schmitt	3,009,228	-	-	-	3,009,228
Mr Camillo Martino	772,727	-	-	-	772,727
Mr Simon Peeke	76,693	-	-	-	76,693
Mr Mark Pryn	-	-	421,551	-	421,551
Mr Tim Stucchi (resigned 4 January 2022)	1,773,124	-	-	(1,773,124)	-
	<u>17,430,486</u>	<u>-</u>	<u>421,551</u>	<u>(1,773,124)</u>	<u>16,078,913</u>

* Other additions relate to KMP share placement participation during the year.

** Other disposals relate to KMP holdings on the date they ceased to be a KMP.

Option holding

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

	Balance at the start of the year	Granted as remuneration	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Options over ordinary shares</i>					
Mr Camillo Martino	750,000	-	-	-	750,000
Mr Ralph Schmitt	7,000,000	-	-	-	7,000,000
Mr Tim Stucchi (resigned 4 January 2022)	2,000,000	-	-	(2,000,000)	-
Mark Pryn (share placement participation)	-	-	-	105,384	105,384
	<u>9,750,000</u>	<u>-</u>	<u>-</u>	<u>(1,894,616)</u>	<u>7,855,384</u>

Other transactions with key management personnel and their related parties

On 7 October 2020, the Group fully repaid a US\$650,000 promissory note from a related entity of Director, Mr Jonathan Tooth. The promissory note was taken out during the 2019 financial year with an interest rate of 11.75% per annum payable quarterly.

This concludes the remuneration report, which has been audited.

Shares under option and warrants

(i) Unissued ordinary shares of Sensera Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price A\$	Number
30 November 2017	29 November 2022	\$0.350	3,000,000
29 April 2019	3 July 2023	\$0.150	750,000
24 September 2020	23 September 2025	\$0.060	4,000,000
2 August 2021	24 December 2023	\$0.085	55,146,781
			<u>62,896,781</u>

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

**Sensera Limited
Directors' report
30 June 2022**

(ii) Unissued ordinary shares of Sensera Limited subject to warrants at the date of this report are as follows:

Grant date	Expiry date	Exercise price A\$	Number
09/10/2019	08/10/2023	0.18	29,755,556
25/11/2019	24/11/2023	0.18	5,800,000
		Lower of \$0.03 or the TERP of any future capital raise to increase shares on issue by more than 15%	34,200,000
20/05/2020	19/05/2025		<u>69,755,556</u>

Shares issued on the exercise of options and/or warrants

There were no ordinary shares of Sensera Limited issued on the exercise of options or warrants during the year ended 30 June 2022 and up to the date of this report.

Insurance of officers

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

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

Indemnity of auditor

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

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

Proceedings on behalf of the Company

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

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former partners of Grant Thornton Audit Pty Ltd

There are no officers of the Company who are former partners of Grant Thornton Audit Pty Ltd.

Auditor's independence declaration

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

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

On behalf of the Directors



Mr Jonathan Tooth
Chairman

31 August 2022

Grant Thornton Audit Pty Ltd
King George Central
Level 18
145 Ann Street
Brisbane QLD 4000
GPO Box 1008
Brisbane QLD 4001
T +61 7 3222 0200

Auditor's Independence Declaration

To the Directors of Sensera Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Sensera Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



M S Bell
Partner – Audit & Assurance

Brisbane, 31 August 2022

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Corporate Governance Statement

Sensera Limited and the board are committed to achieving and demonstrating the highest standards of corporate governance. Sensera Limited has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (3rd edition) published by the ASX Corporate Governance Council.

The 2022 corporate governance statement was approved by the Board on 31 August 2022 and dated accordingly. It reflects the corporate governance practices in place throughout the 2022 financial year and up to the date of the statement. A description of the Group's current corporate governance practices is set out in the Group's corporate governance statement which can be viewed at [sensera.com](https://www.sensera.com).

Compliance note

In October 2020 Sensera Limited ("Sensera" or "Company") sold its wholly owned subsidiary, nanotron Technologies GmbH. In January 2022 Sensera completed the sale of its main undertaking being the MicroDevices business held within its wholly owned subsidiary, Sensera, Inc. Consequently the Board's focus from the announcement of the sale in November 2021 has been on investigating new business opportunities which would involve a merger with another company, most likely in the form of an RTO. The Executive Director managed the business up until its disposal on 4 January 2022. Thereafter the Chairman has responsibility to drive the merger/RTO process.

Given the focus on a merger/RTO, Sensera is not in a position to fully comply with the ASX Corporate Governance Principles and Recommendations.

Sensera Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2022

	Note	Consolidated 2022 US\$	2021 US\$ (Restated)
Interest revenue		-	306
Gain/(loss) on remeasurement of warrant derivative		1,253,700	(952,402)
Other gains/(losses) - net	3	2,036	(179,265)
Total other income / gains and losses		<u>1,255,736</u>	<u>(1,131,361)</u>
Operational and administrative expenses	4	(629,758)	(913,608)
Finance costs		-	(889,789)
Total operating expenses		<u>(629,758)</u>	<u>(1,803,397)</u>
Profit/(loss) before income tax expense from continuing operations		625,978	(2,934,758)
Income tax expense	5	(74,029)	-
Profit/(loss) after income tax expense from continuing operations		551,949	(2,934,758)
Profit/(loss) after income tax expense from discontinued operations	6	3,806,597	(541,711)
Profit/(loss) after income tax expense for the year		4,358,546	(3,476,469)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations - continuing operations		(178,739)	(687,112)
Exchange differences on translation of foreign operations - discontinuing operations		-	(361,629)
Other comprehensive income for the year, net of tax		<u>(178,739)</u>	<u>(1,048,741)</u>
Total comprehensive income for the year		<u>4,179,807</u>	<u>(4,525,210)</u>
Total comprehensive income for the year is attributable to:			
Continuing operations		373,210	(3,621,870)
Discontinued operations		3,806,597	(903,340)
		<u>4,179,807</u>	<u>(4,525,210)</u>
		US Cents	US Cents (Restated)
Earnings per share for profit/(loss) from continuing operations			
Basic earnings per share	31	0.1	(0.9)
Diluted earnings per share	31	0.1	(0.9)
Earnings per share for profit/(loss) from discontinued operations			
Basic earnings per share	31	0.9	(0.2)
Diluted earnings per share	31	0.9	(0.2)
Earnings per share for profit/(loss)			
Basic earnings per share	31	1.1	(1.1)
Diluted earnings per share	31	1.1	(1.1)

Refer to note 1 for detailed information on Restatement of comparatives.

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

Sensera Limited
Consolidated statement of financial position
As at 30 June 2022

	Note	Consolidated 2022 US\$	2021 US\$ (Restated)
Assets			
Current assets			
Cash and cash equivalents	7	4,866,863	787,266
Trade and other receivables	8	-	272,804
Inventories	9	-	394,608
Other current assets	11	12,533	115,730
Total current assets		<u>4,879,396</u>	<u>1,570,408</u>
Non-current assets			
Property, plant and equipment	12	-	394,936
Right-of-use assets	10	-	1,742,489
Intangible assets	13	-	78,428
Total non-current assets		<u>-</u>	<u>2,215,853</u>
Total assets		<u>4,879,396</u>	<u>3,786,261</u>
Liabilities			
Current liabilities			
Trade and other payables	14	51,228	1,145,094
Lease liabilities	10	-	779,260
Employee benefit obligations		-	85,106
Other liabilities	17	-	620,925
Total current liabilities		<u>51,228</u>	<u>2,630,385</u>
Non-current liabilities			
Lease liabilities	10	-	987,256
Warrant liabilities	15	281,235	1,605,346
Total non-current liabilities		<u>281,235</u>	<u>2,592,602</u>
Total liabilities		<u>332,463</u>	<u>5,222,987</u>
Net assets/(liabilities)		<u>4,546,933</u>	<u>(1,436,726)</u>
Equity			
Issued capital	18	33,435,605	32,392,028
Reserves	19	428,450	(1,231,901)
Accumulated losses		(29,317,122)	(32,596,853)
Total equity/(deficiency)		<u>4,546,933</u>	<u>(1,436,726)</u>

Refer to note 1 for detailed information on Restatement of comparatives.

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

Sensera Limited
Consolidated statement of changes in equity
For the year ended 30 June 2022

Consolidated	Issued capital US\$	Common control reserve US\$	Share-based payments reserves US\$	Foreign currency translation reserve US\$	Accumulated losses US\$	Total deficiency in equity US\$
Balance at 1 July 2020	31,173,047	(1,208,466)	1,053,625	278,402	(29,637,235)	1,659,373
Loss after income tax expense for the year	-	-	-	-	(3,476,469)	(3,476,469)
Other comprehensive income for the year, net of tax	-	-	-	(1,048,741)	-	(1,048,741)
Total comprehensive income for the year	-	-	-	(1,048,741)	(3,476,469)	(4,525,210)
<i>Transactions with owners in their capacity as owners:</i>						
Contributions of equity, net of transaction costs (note 18)	1,218,981	-	-	-	-	1,218,981
Share-based payments (employees) (note 18)	-	-	210,130	-	-	210,130
Lapsed options (note 18)	-	-	(516,851)	-	516,851	-
Balance at 30 June 2021	<u>32,392,028</u>	<u>(1,208,466)</u>	<u>746,904</u>	<u>(770,339)</u>	<u>(32,596,853)</u>	<u>(1,436,726)</u>

Refer to note 1 for detailed information on Restatement of comparatives.

Consolidated	Issued capital US\$	Common control reserve US\$	Share-based payments reserves US\$	Foreign currency translation reserve US\$	Accumulated losses US\$	Total equity US\$
Balance at 1 July 2021	32,392,028	(1,208,466)	746,904	(770,339)	(32,596,853)	(1,436,726)
Profit after income tax expense for the year	-	-	-	-	4,358,546	4,358,546
Other comprehensive income for the year, net of tax	-	-	-	(178,739)	-	(178,739)
Total comprehensive income for the year	-	-	-	(178,739)	4,358,546	4,179,807
Derecognise balances upon subsidiary wind up	-	1,208,466	-	-	(1,208,466)	-
<i>Transactions with owners in their capacity as owners:</i>						
Contributions of equity, net of transaction costs (note 18)	1,043,577	-	673,893	-	-	1,717,470
Share-based payments (employees) (note 29)	-	-	86,382	-	-	86,382
Lapsed options (note 18)	-	-	(129,651)	-	129,651	-
Balance at 30 June 2022	<u>33,435,605</u>	<u>-</u>	<u>1,377,528</u>	<u>(949,078)</u>	<u>(29,317,122)</u>	<u>4,546,933</u>

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

Sensera Limited
Consolidated statement of cash flows
For the year ended 30 June 2022

	Note	Consolidated 2022 US\$	2021 US\$
Cash flows from operating activities			
Receipts from customers and others		1,774,853	4,260,187
Payments to suppliers and employees		(4,231,827)	(6,456,123)
		(2,456,974)	(2,195,936)
Government assistance - COVID-19		-	620,925
Income taxes paid		(74,029)	-
Net cash used in operating activities	21	(2,531,003)	(1,575,011)
Cash flows from investing activities			
Payments for property, plant and equipment	12	(76,294)	(77,694)
Proceeds from disposal of subsidiary (net of cash disposed)		-	7,444,073
Proceeds from disposal of business assets	6	7,500,000	-
Proceeds from early settlement of receivable from disposal of subsidiary		-	465,830
Net cash from investing activities		7,423,706	7,832,209
Cash flows from financing activities			
Proceeds from issue of shares	18	1,847,771	395,403
Share issue transaction costs	18	(130,301)	-
Interest and other finance costs paid		(980,580)	(711,100)
Repayment of borrowings		-	(5,745,269)
Principal payment for lease liability		(1,300,847)	(819,023)
Net cash used in financing activities		(563,957)	(6,879,989)
Net increase/(decrease) in cash and cash equivalents		4,328,746	(622,791)
Cash and cash equivalents at the beginning of the financial year		787,266	1,395,057
Effects of exchange rate changes on cash and cash equivalents		(249,149)	15,000
Cash and cash equivalents at the end of the financial year	7	<u>4,866,863</u>	<u>787,266</u>

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

Sensera Limited
Notes to the consolidated financial statements
30 June 2022

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Note 1. Restatement of comparatives

Correction of error

The prior year comparatives have been restated to correct an error whereby the foreign currency translation reserve was overstated by US\$988,545 and the profit/(loss) on sale of nanotron Technologies GmbH (refer note 6 'Discontinued operations') was understated by the amount.

The restatement had no impact on reported total equity, however, reserves were decreased by US\$988,545 with an offsetting adjustment to accumulated losses. The restatement had no impact of total comprehensive income, however the loss after income tax from discontinued operations was reduced by US\$988,545 with an offsetting adjustment to other comprehensive income. The restatement details are set out in the tables below.

Statement of profit or loss and other comprehensive income

Extract	Consolidated		
	2021 US\$ Reported	US\$ Adjustment	2021 US\$ Restated
Loss after income tax expense from continuing operations	(2,934,758)	-	(2,934,758)
Profit/(loss) after income tax expense from discontinued operations	(1,530,256)	988,545	(541,711)
Other comprehensive income			
Exchange differences on translation of foreign operations - discontinuing operations	626,916	(988,545)	(361,629)
Other comprehensive income for the year, net of tax	(60,196)	(988,545)	(1,048,741)
Total comprehensive income for the year	(4,525,210)	-	(4,525,210)
Total comprehensive income for the year is attributable to:			
Continuing operations	(3,621,870)	-	(3,621,870)
Discontinued operations	(903,340)	-	(903,340)
	(4,525,210)	-	(4,525,210)
	US Cents Reported	US Cents Adjustment	US Cents Restated
Earnings per share for profit/(loss) from continuing operations			
Basic earnings per share	(0.9)	-	(0.9)
Diluted earnings per share	(0.9)	-	(0.9)
Earnings per share for profit/(loss) from discontinued operations			
Basic earnings per share	(0.5)	0.3	(0.2)
Diluted earnings per share	(0.5)	0.3	(0.2)
Earnings per share for profit/(loss)			
Basic earnings per share	(1.4)	0.3	(1.1)
Diluted earnings per share	(1.4)	0.3	(1.1)

Note 1. Restatement of comparatives (continued)

Statement of financial position

Extract	Consolidated	
	2021 US\$ Reported	2021 US\$ Restated
Equity		
Reserves	(243,356)	(1,231,901)
Accumulated losses	(33,585,398)	(32,596,853)
Total deficiency in equity	(1,436,726)	(1,436,726)

Note 2. Operating segments

Description of segments and principal activities

Management has determined the operating segments based on reports reviewed by the full board and management that are used to make strategic decisions, assess performance and determine the allocation of resources.

From 6 October 2020, the Group had only one segment being the MicroDevices business based in Boston, Massachusetts, United States. On 4 January 2022, the Group completed the sale of the MicroDevices business and the Group continues to investigate new business opportunities.

Note 3. Other gains/(losses) - net

	Consolidated	
	2022 US\$	2021 US\$
Foreign exchange gains/(losses)	2,036	9,393
Early settlement discount applied to purchaser holdback on subsidiary sale proceeds (refer note 6 'Discontinued operations')	-	(184,496)
Other	-	(3,914)
	2,036	(179,017)

Note 4. Operational and administrative expenses

	Consolidated	
	2022 US\$	2021 US\$
Non executive director remuneration (employment)	79,897	62,234
Corporate overheads	463,479	542,572
Share-based payments	86,382	308,802
	629,758	913,608

Sensera Limited
Notes to the consolidated financial statements
30 June 2022

Note 5. Income tax

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
<i>Income tax expense</i>		
Tax paid	74,029	-
Aggregate income tax expense	<u>74,029</u>	<u>-</u>
Income tax expense is attributable to:		
Profit/(loss) from continuing operations	74,029	-
Aggregate income tax expense	<u>74,029</u>	<u>-</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit/(loss) before income tax expense from continuing operations	625,978	(2,934,758)
Profit/(loss) before income tax expense from discontinued operations	3,806,597	(541,711)
	<u>4,432,575</u>	<u>(3,476,469)</u>
Tax at the statutory tax rate of 25% (2021: 26%)	1,108,144	(903,882)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Net impact of amounts not deductible (taxable)	<u>(315,364)</u>	<u>(86,847)</u>
	792,780	(990,729)
Difference in overseas tax rates	30,453	3,951
Tax losses and other timing differences for which no deferred tax asset is recognised	209,365	986,778
Recoupment of tax losses not previously recognised	<u>(958,569)</u>	<u>-</u>
Income tax expense	<u>74,029</u>	<u>-</u>
	Consolidated	
	2022	2021
	US\$	US\$
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	5,998,650	20,156,301
Potential tax benefit @ 25%	1,499,663	5,039,075

The above potential tax benefit for tax losses has not been recognised in the statement of financial position as utilisation is subject to satisfying either the continuity of ownership test or the similar business test and the Company deriving taxable income.

As at 30 June 2022, the potential tax benefits available relate solely to the Australian tax jurisdiction. The prior period potential tax benefits include unused tax losses for Sensera, Inc. which operated in the United States tax jurisdiction until it was dissolved on 7 June 2022. Unused tax losses for the prior period include Sensera, Inc. tax losses totalling \$16,289,333 (gross) with a potential tax benefit of \$4,072,333.

Note 6. Discontinued operations

Discontinued during the year ended 30 June 2022

On 23 December 2021 shareholders approved the sale of the US based MicroDevices business for US\$7,500,000 to the Group's major customer. The sale, which was completed and settled 4 January 2022, comprised MicroDevices assets and certain liabilities held by the US subsidiary Sensera, Inc. Subsequently, Sensera, Inc. was dissolved on 7 June 2022.

Note 6. Discontinued operations (continued)

Discontinued during the year ended 30 June 2021

On 6 October 2020 the Group sold its wholly owned subsidiary, nanotron Technologies GmbH ("nanotron") entity as well as individual assets of the IoT Solutions division located in the United States.

Under the terms of the transaction, US\$750,000 of sales proceeds were subject to 'holdback' terms to cover transaction representations, warranties and completion clauses. In February 2021, the Group agreed to an early settlement of the purchaser holdback for US\$465,830 resulting in a loss of US\$184,496. Refer to note 3 for further information.

Aggregated Financial performance information

The financial information below relates to the period up to the date of disposal.

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
Revenue from contracts with customers	1,387,602	4,225,936
Cost of sales	(866,553)	(2,048,429)
	<u>521,049</u>	<u>2,177,507</u>
Other income	788,174	803,756
Other gains/(losses) - net	120	23,214
Total other income	<u>788,294</u>	<u>826,970</u>
Operational and administrative expenses	(1,699,698)	(3,512,472)
Research and development expenses	-	(40,851)
Selling and marketing expenses	(1,391)	(9,106)
Restructuring expenses	-	19,994
Depreciation and amortisation expense	(449,744)	(1,054,884)
Finance costs	(980,580)	(177,479)
Total expenses	<u>(3,131,413)</u>	<u>(4,774,798)</u>
Loss before income tax expense	(1,822,070)	(1,770,321)
Income tax expense	-	-
Loss after income tax expense	<u>(1,822,070)</u>	<u>(1,770,321)</u>
Gain / (Loss) on disposal before income tax	5,628,667	1,228,610
Income tax expense	-	-
Gain on disposal after income tax expense	<u>5,628,667</u>	<u>1,228,610</u>
Profit/(loss) after income tax expense from discontinued operations	<u><u>3,806,597</u></u>	<u><u>(541,711)</u></u>

Refer to note 34 for significant estimates and judgements relating to the determination of the profit/loss after income tax from discontinued operations.

Sensera Limited
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Note 6. Discontinued operations (continued)

Discontinued financial performance information by business unit

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
Loss after income tax (<i>MicroDevices business</i>) ^(a)	(1,822,070)	(1,780,102)
Gain on disposal before income tax (<i>MicroDevices business</i>)	5,628,667	-
Gain after income tax (<i>nanotron Technologies GmbH</i>) ^(b)	-	9,781
Gain on disposal before income tax (<i>nanotron Technologies GmbH</i>)	-	1,228,610
	<u>3,806,597</u>	<u>(541,711)</u>
Profit / (loss) after income tax expense from discontinued operations	<u>3,806,597</u>	<u>(541,711)</u>

- (a) Relates to the period from 1 July 2021 to 4 January 2022 in the 2022 column and for the financial year ended 30 June 2021 in the 2021 column.
(b) Relates to the period from 1 July 2020 to 6 October 2020 in the 2021 column.

Aggregated cash flow information

	Consolidated	
	2022	2021
	US\$	US\$
Net cash used in operating activities	(1,812,418)	(623,679)
Net cash from/(used in) investing activities	7,423,706	(104,477)
Net cash from/(used in) financing activities	(6,293,327)	366,870
	<u>(682,039)</u>	<u>(361,286)</u>
Net decrease in cash and cash equivalents from discontinued operations	<u>(682,039)</u>	<u>(361,286)</u>

Carrying amounts of asset and liability disposals:

- The 2022 amounts relate to the sale of *MicroDevices* on 4 January 2022.
- The 2021 amounts relate to the sale of *nanotron Technologies GmbH* on 6 October 2020.

	Consolidated	
	2022	2021
	US\$	US\$
Cash and cash equivalents	-	342,005
Trade and other receivables	65,376	1,221,510
Inventories	461,031	762,312
Other current assets	-	157,852
Property, plant and equipment	409,075	432,799
Intangibles	76,051	3,481,545
Right-of-use assets	1,357,275	216,511
Total assets	<u>2,368,808</u>	<u>6,614,534</u>
Trade and other payables	31,806	1,155,711
Provisions	-	546,404
Lease liability	465,669	214,018
Total liabilities	<u>497,475</u>	<u>1,916,133</u>
Net assets	<u>1,871,333</u>	<u>4,698,401</u>

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Note 6. Discontinued operations (continued)

The net assets remaining as at 30 June 2022 were \$ nil (2021 : \$ nil).

Details of the disposal

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
Total sale consideration**	7,500,000	8,422,865
Carrying amount of net assets disposed	(1,871,333)	(4,698,401)
Derecognition of foreign currency translation reserve (Restated)	-	657,617
Derecognition of goodwill	-	(4,073,789)
Derecognition of deferred tax liability	-	920,318
	<hr/>	<hr/>
Gain on disposal before income tax	5,628,667	1,228,610
Income tax expense	-	-
	<hr/>	<hr/>
Gain on disposal after income tax	<u>5,628,667</u>	<u>1,228,610</u>

** Total sale consideration comprised:

	Consolidated	
	2022	2021
	US\$	US\$
Cash proceeds from asset sale	7,500,000	-
Cash proceeds from sale of subsidiary	-	7,786,078
Purchaser holdback	-	750,000
Less purchaser holdback discount to fair value	-	(113,213)
	<hr/>	<hr/>
	<u>7,500,000</u>	<u>8,422,865</u>

Note 7. Cash and cash equivalents

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current assets</i>		
Cash at bank	<u>4,866,863</u>	<u>787,266</u>

Reconciliation to cash and cash equivalents at the end of the financial year

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	<u>4,866,863</u>	<u>787,266</u>
Balance as per statement of cash flows	<u>4,866,863</u>	<u>787,266</u>

The Group does not have any unused credit facilities at year end. (2021:Nil)

Note 8. Trade and other receivables

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current assets</i>		
Trade receivables	-	285,378
Less: Allowance for expected credit losses	-	(15,000)
	-	270,378
Other receivables	-	2,426
	-	272,804

(i) Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are generally due for settlement in accordance with the milestones specified in the non-recurring engineering (NRE) contracts with customers, and settlement for goods delivered to customers, which are both typically less than 12 months and therefore classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 22 (Financial risk management) section b (credit risk).

(ii) Fair value of trade and other receivables

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

(iii) Impairment and risk exposure

Trade receivable balances written off / impaired during the year were US\$222,584 (2021: US\$51,231). The balance includes the full impairment of a US\$206,800 receivable from NanoDX relating to a MEMS-based solution for rapid COVID testing project which was terminated. The impairment was booked as at 31 December 2021 and based on subsequent external advice the Board resolved not to pursue recovery.

Further information about the impairment of trade receivables and the Group's exposure to credit risk and foreign currency risk can be found in note 22 Financial risk management.

Note 9. Inventories

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current assets</i>		
Raw materials and stores	-	294,129
Work in progress	-	77,487
Finished goods	-	22,992
	-	394,608

Note 10. Right-of-use assets

(a) Amounts recognised in the statement of financial position

	Consolidated	
	2022	2021
	US\$	US\$
<i>Non-current assets</i>		
Land and buildings - right-of-use	-	768,470
Less: Accumulated depreciation	-	(120,078)
	-	648,392
Plant and equipment - right-of-use	-	1,094,097
Total lease right-of-use assets	-	1,742,489
Additions to right-of-use assets during the year were US\$ nil.		
<i>Lease liability</i>		
Current lease liability	-	779,260
Non-current lease liability	-	987,256
Total lease liability	-	1,766,516
Maturity analysis - contractual undiscounted cash flows		
Less than one year	-	990,348
One to five years	-	1,040,232
Total undiscounted lease liabilities	-	2,030,580

(b) Amounts recognised in the statement of profit or loss and other comprehensive income

	Consolidated	
	2022	2021
	US\$	US\$
Finance costs - discontinued operations	980,580	177,273
Lease depreciation expense - discontinued operations	385,213	912,641
	1,365,793	1,089,914
Total	1,365,793	1,089,914

Upon completion of the sale of the MicroDevices business, the Right of Use assets were transferred to the purchaser. The equipment was transferred unencumbered as the equipment lease was paid out in full from the proceeds of sale. Refer to note 6 'Discontinued operations'.

The right-of-use asset was depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

	Straight line
Leasehold property	2.75 years
Plant and equipment	2 years

Note 10. Right-of-use assets (continued)

(c) Description of leases and term

Equipment lease

The equipment lease related the fabrication plant and equipment housed at Woburn, Massachusetts, USA. The lease payments were discounted at the Group's incremental borrowing rate of 10% (2021:10%).

Property lease

- The lease related to property occupied in Woburn, Massachusetts, USA.
- Monthly rental was US\$35,029.
- The lease term adopted was from 1 March 2021 to 1 March 2023. The contractual arrangements are a 12 month lease with options for a 12 month extension. The Group was virtually certain the 12 month extension would be adopted.
- The lease payments were discounted at the Group's incremental borrowing rate of 10% (2021:10%).

(d) Lease payments not recognised as a liability

The Group elected not to recognise a lease liability for short-term leases or leases of low value assets.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the profit or loss. Short-term leases are leases with a lease term of 12 months or less. The lease expense, relating to lease payments not included in the measurement of the lease liability is shown below. These costs are included in note 6 'Discontinued operations' under the headings of operation, overheads and administrative expenses.

	Consolidated	
	2022	2021
	US\$	US\$
Short-term leases	25,221	300,565
Low value leases	-	-
	<u>25,221</u>	<u>300,565</u>

Note 11. Other current assets

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current assets</i>		
Prepayments	12,533	80,674
Deposits and other items	-	35,056
	<u>12,533</u>	<u>115,730</u>

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Note 12. Property, plant and equipment

	Consolidated 2022 US\$	2021 US\$
<i>Non-current assets</i>		
Leasehold improvements - at cost	-	185,375
Less: Accumulated depreciation	-	(77,762)
	-	107,613
Fixtures and fittings - at cost	-	23,312
Less: Accumulated depreciation	-	(18,654)
	-	4,658
R&D equipment - at cost	-	455,003
Less: Accumulated depreciation	-	(204,219)
	-	250,784
Other fixed assets - at cost	-	82,064
Less: Accumulated depreciation	-	(50,183)
	-	31,881
	-	394,936

Consolidated	R&D equipment US\$	Furniture and fittings US\$	Leasehold improvements US\$	Other fixed assets US\$	Total US\$
Balance at 1 July 2020	305,168	19,142	59,632	437,772	821,714
Additions	19,800	-	81,348	(23,454)	77,694
Disposal of subsidiary. Refer note 6.	-	(7,879)	1,440	(426,360)	(432,799)
Reclassification from intangibles	-	-	-	52,296	52,296
Exchange differences	-	(1,943)	(4,540)	20,003	13,520
Depreciation expense - discontinuing operations. Refer note 6.	-	-	-	(21,372)	(21,372)
Depreciation expense	(74,184)	(4,662)	(30,267)	(7,004)	(116,117)
Balance at 30 June 2021	250,784	4,658	107,613	31,881	394,936
Additions	-	-	-	76,294	76,294
Sale of MicroDevices business. Refer note 6.	(212,867)	(2,326)	(89,075)	(104,808)	(409,076)
Depreciation expense - discontinuing operations. Refer note 6.	(37,917)	(2,332)	(18,538)	(3,367)	(62,154)
Balance at 30 June 2022	-	-	-	-	-

(i) Depreciation methods and useful lives

Property, plant and equipment is recognised at historical cost less depreciation.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

R&D equipment	6 years
Furniture and fixtures	5 years
Leasehold improvements	5 years
Other fixed assets	3 - 10 years

Note 12. Property, plant and equipment (continued)

Refer note 33 'Summary of significant accounting policies' for the other accounting policies relevant to property, plant and equipment.

Note 13. Intangible assets

	Consolidated	
	2022	2021
	US\$	US\$
<i>Non-current assets</i>		
Patents	-	89,124
Less: Accumulated amortisation	-	(10,696)
	<u>-</u>	<u>78,428</u>

Reconciliations

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

	Goodwill	Patents	Capitalised development costs	Software	Total
	US\$	US\$	US\$	US\$	US\$
Consolidated					
Balance at 1 July 2020	4,073,789	135,478	2,979,795	474,967	7,664,029
Disposal of subsidiary. Refer note 6.	(4,073,789)	-	(2,983,084)	(498,461)	(7,555,334)
Exchange differences	-	-	3,289	23,494	26,783
Reclassifications	-	(52,296)	-	-	(52,296)
Amortisation expense	-	(4,754)	-	-	(4,754)
	<u>-</u>	<u>(4,754)</u>	<u>-</u>	<u>-</u>	<u>(4,754)</u>
Balance at 30 June 2021	-	78,428	-	-	78,428
Amortisation expense - discontinuing operations. Refer note 6.	-	(2,377)	-	-	(2,377)
Disposal of MicroDevices business. Refer note 6.	-	(76,051)	-	-	(76,051)
	<u>-</u>	<u>(76,051)</u>	<u>-</u>	<u>-</u>	<u>(76,051)</u>
Balance at 30 June 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Note 14. Trade and other payables

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current liabilities</i>		
Trade payables	22,493	822,898
Accrued expenses	28,735	245,302
Other payables	-	76,894
	<u>51,228</u>	<u>1,145,094</u>

Refer to note 22 for further information on financial risk management.

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Note 14. Trade and other payables (continued)

Trade payables are unsecured and are usually paid within 30 to 60 days of recognition.

Trade payables as at 30 June 2022 includes US\$ Nil (2021: US\$27,855) due to key management personnel of the Group.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short- term nature.

Note 15. Warrant liabilities

	Consolidated	
	2022	2021
	US\$	US\$
<i>Non-current liabilities</i>		
Warrant derivative	<u>281,235</u>	<u>1,605,346</u>

Details are set out below.

Tranche (Grant date)	Warrants	Expiry date	Exercise price A\$	Fair value as at 30 June 2022 US\$
Tranche I (9/10/2019)	29,755,556	08/10/2023	0.18	10,249
Tranche II (25/11/2019)	5,800,000	24/11/2023	0.18	2,397
			Lower of \$0.03 or the theoretical ex-rights price TERP of any future capital raise to increase shares on issue by more than 15%	
Tranche III (20/05/2020)	<u>34,200,000</u>	19/05/2025		<u>268,589</u>
	<u>69,755,556</u>			<u>281,235</u>

Movements in warrants

	Tranche I Number of warrants	Tranche II Number of warrants	Tranche III Number of warrants	Total Number of warrants
Balance as at 1 July 2020	29,755,556	5,800,000	51,200,000	86,755,556
Warrants exercised (25 May 2021)	-	-	(17,000,000)	(17,000,000)
Balance as at 30 June 2021	<u>29,755,556</u>	<u>5,800,000</u>	<u>34,200,000</u>	<u>69,755,556</u>
Balance as at 1 July 2021	29,755,556	5,800,000	34,200,000	69,755,556
Warrants exercised	-	-	-	-
Balance as at 30 June 2022	<u>29,755,556</u>	<u>5,800,000</u>	<u>34,200,000</u>	<u>69,755,556</u>

All warrants are held by PURE Asset Management Pty Ltd and Altor Capital Management Pty Ltd. Tranche I and Tranche II were granted as part of secured loan facilities. Tranche III was granted as part of subsequent refinancing of the secured loan facilities which were repaid in full if the prior financial year.

The fair value of the warrants as at the respective grant dates was determined using the Black-Scholes pricing model that takes into account the exercise price, term of the warrant, security price at grant date and expected price volatility of the underlying security (or similar securities), the expected dividend yield and the risk-free interest rate for the term of the security.

The warrants are considered to be derivative financial instruments, revalued to fair value at the end each reporting period.

The fair value of the warrants were initially treated as costs associated with arranging and the subsequent refinancing of the secured loan facility referred to above. Any gain or loss arising as a result of fair value revaluations subsequent to grant date are recognised in the statement of profit or loss and other comprehensive income under the heading of Gain/(loss) on remeasurement of warrant derivatives.

Note 15. Warrant liabilities (continued)

Refer to note 22 for further information on financial risk management.

Refer to note 16 for further information on recognised fair value measurements.

Note 16. Recognised fair value measurements

Fair value hierarchy

The following table provides the fair values of the Group's financial instruments measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Consolidated - 2022	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
<i>Financial liabilities</i>				
Warrant derivatives	-	-	281,235	281,235
Total liabilities	-	-	281,235	281,235
Consolidated - 2021	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
<i>Financial liabilities</i>				
Warrant derivatives	-	-	1,605,346	1,605,346
Total liabilities	-	-	1,605,346	1,605,346

There were no transfers between levels of the hierarchy for recurring fair value measurements during the year ended 30 June 2022 or the year ended 30 June 2021.

Note 17. Other liabilities

	Consolidated	
	2022	2021
	US\$	US\$
<i>Current liabilities</i>		
Government assistance received in advance	-	620,925

The prior period liability relates to the US Payroll Protection Program which provided financial assistance to corporate entities during the COVID-19 pandemic. During the reporting period, US Government via its agents confirmed that the grant conditions were satisfied and the amount shown a liability as at 30 June 2021 was recognised as income within discontinued operations, (note 6). Refer note 34 (Critical estimates and judgements).

Note 18. Issued capital

	2022 Shares	2021 Shares	Consolidated 2022 US\$	2021 US\$
Ordinary shares - fully paid	<u>413,996,443</u>	<u>340,467,406</u>	<u>33,435,605</u>	<u>32,392,028</u>

Movements in ordinary share capital

Details	Date	Number of shares	US\$
Balance	1 July 2020	322,125,055	31,173,047
Issued at deemed issue price of A\$0.07 to A\$0.11 per share (average of A\$0.10) pursuant to ESOP	17 August 2020	1,342,351	98,672
Shares issued on conversion of warrants	31 May 2021	<u>17,000,000</u>	<u>1,120,309</u>
Balance	30 June 2021	340,467,406	32,392,028
Shares issued pursuant to a share placement *	6 August 2021	<u>73,529,037</u>	<u>1,043,577</u>
Balance	30 June 2022	<u><u>413,996,443</u></u>	<u><u>33,435,605</u></u>

* The Group completed a share placement with 73,529,037 fully paid ordinary shares issued at A\$0.034 each and 55,146,781 fully vested unlisted options with an exercise price of A\$0.085 were issued to the placement investors and the Lead Manager. The increase in issued capital comprised share issue proceeds of US\$1,847,771 less lead manager and other costs of US\$130,301 less a share-based payment of US\$673,893 representing the fair value of the options issued to the Lead Manager.

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Every member present at a meeting in person or by proxy shall have one vote for each share held where a poll is taken.

Ordinary shares have no par value and the company does not have a limited amount of authorised capital.

Options

Details of options issued, exercised and lapsed during the year and options outstanding at the end of the reporting period, is set out below.

Movements in options

	Number of options	US\$
Balance at 1 July 2020	8,800,000	1,053,625
Lapse of unlisted options	(5,550,000)	(516,851)
Grant of ESOP** unlisted options A\$0.06 each (24/09/2020)	9,200,000	-
Option fair value amortisation (share-based payment)	<u>-</u>	<u>210,130</u>
Balance at 30 June 2021	<u><u>12,450,000</u></u>	<u><u>746,904</u></u>

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Note 18. Issued capital (continued)

	Number of options	US\$
Balance at 1 July 2021	12,450,000	746,904
Lapse of unlisted options (ESOP**)	(4,700,000)	(129,651)
Unlisted and fully vested options issued to share placement investors. Exercise price is A\$0.085 and the expiry date is 24/12/2023.	18,382,262	-
Unlisted and fully vested options issued to the share placement lead manager. Exercise price is A\$0.085 and the expiry date is 24/12/2023.	36,764,519	673,893
Option fair value amortisation (Share-based payment)	-	86,382
Balance at 30 June 2022	<u>62,896,781</u>	<u>1,377,528</u>

****ESOP refers to Employee Security Ownership Plan. Refer note 29 'Share-based payments'.**

Options outstanding at the end of the reporting period.

Grant date	Expiry date	Exercise price A\$	Number of options	Number vested	Issued pursuant to**:
30/11/2017	29/11/2022	\$0.35	3,000,000	3,000,000	ESOP
29/04/2019	03/07/2023	\$0.15	750,000	750,000	ESOP
24/09/2020	23/09/2025	\$0.06	4,000,000	1,333,334	ESOP
02/08/2021	24/12/2023	\$0.085	55,146,781	55,146,781	Share Placement
			<u>62,896,781</u>	<u>60,230,115</u>	

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1.54 years (2021 : 3.11 years).

Note 19. Reserves

	Consolidated 2022 US\$	Consolidated 2021 US\$ (Restated)
Common control reserve	-	(1,208,466)
Foreign currency translation reserve	(949,078)	(770,339)
Share-based payments reserve	1,377,528	746,904
	<u>428,450</u>	<u>(1,231,901)</u>

(i) Nature and purpose of reserves

Common control

The common control reserve recognised differences arising from the business combination between Sensera Limited and Sensera, Inc. under the pooling of interest method. Effective 7 June 2022, Sensera, Inc. was wound up.

Foreign currency translation

Exchange differences arising on translation of operations into United States dollars are recognised in other comprehensive income as described in note 33 (Summary of significant accounting policies) and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed.

Share-based payments

The share-based payment reserve records items recognised as expenses on valuation of share options issued to key management personnel, other employees and eligible contractors.

Note 20. Dividends

Dividends

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

Franking credits

	Consolidated	
	2022	2021
	US\$	US\$
Franking credits available for subsequent financial years based on a tax rate of 25% (2021: 26%)	-	-

Note 21. Cash flow information

(a) Reconciliation of profit/(loss) after income tax to net cash inflow from operating activities

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
Profit/(loss) after income tax expense for the year	4,358,546	(3,476,469)
Adjustments for:		
Depreciation and amortisation	449,744	1,054,884
Share-based payments	86,382	308,802
Foreign exchange differences	-	(15,000)
Finance costs	980,580	1,179,373
(Gain)/loss on remeasurement of warrant derivative	(1,253,700)	952,402
Gain on sale of subsidiary / business	(5,628,667)	(1,228,610)
Loss on derecognition of proceeds held back from disposal of a subsidiary	-	184,496
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	205,002	(92,420)
Decrease/(increase) in inventories	(66,423)	102
Decrease/(increase) in other operating assets	105,623	(82,497)
Decrease in trade and other payables	(1,062,059)	(8,970)
Decrease in other provisions	(85,106)	(351,104)
Decrease in deferred income	(620,925)	-
Net cash used in operating activities	<u>(2,531,003)</u>	<u>(1,575,011)</u>

(b) Non-cash investing and financing activities

During the year ended 30 June 2022 the lead manager of the share placement completed in August 2021 was issued options for no cash consideration. In the previous financial year shares were issued to employees under the employee security ownership plan (ESOP) for no cash consideration. Refer to note 18 (Issued capital).

Note 22. Financial risk management

Financial risk management objectives

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

Note 22. Financial risk management (continued)

Risk	Exposure arising from	Measurement	Management's assessment and control
Market risk - foreign exchange	The Group's transactions denominated in A\$.	Cash flow forecasting	As at and for the years ended 30 June 2022 and 2021, there were no open forward exchange contracts.
Credit risk	Receivables from NRE contracts collectible only on completion of milestones specified in these contracts	Cash flow forecasting	Following the completion of the MicroDevices business sale in January 2022, this risk was eliminated. Prior to the sale management worked closely with its key customers to ensure that milestones are achieved in a timely manner in order to receive payments for services provided
Liquidity risk	Ability to repay creditors when payments are due	Cash flow forecasting	Following the completion of the MicroDevices business sale in January 2022 and the resultant increase in cash balances this risk has been reduced significantly. Management continue to review the Group's cash position and spending run rate (versus budget) on a monthly basis to ensure payments are made when they fall due.

The Group's risk management is carried out by the Board through its Audit and Risk Committee in conjunction with the Chief Financial Officer to identify, evaluate and hedge financial risks (if required). This process includes reviewing the effectiveness of internal controls relating to market risk, credit risk and liquidity risk.

(a) Market risk

(i) Foreign exchange risk

Amounts recognised in profit or loss and other comprehensive income

During the year, the following foreign exchange related amounts were recognised in profit or loss and other comprehensive income:

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
Amounts recognised in profit or loss:		
Net foreign exchange gain/(loss) included in other gains/(losses)	2,036	9,393
Net gain/(losses) recognised in other comprehensive income (note 19 Reserves):		
Translation of foreign currency operations (continuing)	(178,739)	(687,112)
Translation of foreign currency operations (discontinued)	-	(361,629)
	<u>(176,703)</u>	<u>(1,039,348)</u>

Sensitivity

The sensitivity of the profit or loss to changes in the exchange rates arises mainly from A\$ and up to 6 October 2020 EUR denominated financial instruments and the impact on other components of equity arises from the translation of foreign currency financial statements into US\$.

Note 22. Financial risk management (continued)

	Impact on loss for the period 2022 US\$	Impact on loss for the period 2021 US\$	Impact on other components of equity 2022 US\$	Impact on other components of equity 2021 US\$
US\$/A\$ exchange rate - change by 1.8% (2021 : 1.8%)*	81,619	29,606	21,011	13,009

* Holding all other variables constant

(b) Credit risk

Credit risk arises from cash and cash equivalents with banks and financial institutions. Prior to the sale of the MicroDevices business in January 2022, the Group also had credit exposures arising from customer receivables from public and private organisations in the technology industry. As at 30 June 2022 the Group's trade (customer) receivable balances were US\$ nil.

(i) Risk management

Credit risk is minimised through investing surplus funds in financial institutions that maintain a high credit rating.

The Group's customer base consisted of public listed companies in the United States and large and reputable private entities. Management maintained a close relationship with their customers' executives and senior management to ensure that milestones specified in the contracts are met in a timely manner. Management updated its cost forecasts on a regular basis for all on-going contracts.

Credit risk was managed through the maintenance of procedures (such as the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring the financial stability of significant customers and counterparties), ensuring to the extent possible that customers and counterparties to transactions are of sound credit worthiness. Such monitoring was used in assessing receivables for impairment.

(ii) Impairment of financial assets

Prior to the sale of the MicroDevices business in January 2022, the Group had one type of financial asset subject to the expected credit loss (ECL) model being trade receivables for sales of inventory and from the provision of engineering services. Thereafter the ECL model was no longer applicable and the recovery of residual trade receivables was assessed on a customer by customer basis. Where there was no reasonable expectation of recovery the residual trade receivables were written off. Indicators that there is no reasonable expectation of recovery included, amongst others, the failure of a debtor to engage in a repayment plan, and a failure to make contractual payments for a period of greater than 121 days past due.

Trade receivable balances written off / impaired during the year were US\$222,584 (2021: US\$51,231). These losses are included under the heading of Operational and administrative expenses in note 6 'Discontinued operations'.

(c) Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward looking cash flow analyses in relation to its operating, investing and financing activities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- investing cash and cash equivalents and deposits at call with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

Note 22. Financial risk management (continued)

(i) Maturities of financial liabilities

The amounts disclosed in the table below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not material.

Contractual maturities of financial liabilities

	Weighted average interest rate %	1 year or less US\$	Between 1 and 2 years US\$	Between 2 and 5 years US\$	Over 5 years US\$	Remaining contractual maturities US\$
Consolidated - 2022						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	22,493	-	-	-	22,493
Total non-derivatives		22,493	-	-	-	22,493
Consolidated - 2021						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	822,898	-	-	-	822,898
Total non-derivatives		822,898	-	-	-	822,898

Note 23. Capital management

Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

As at 30 June 2022, the Group had credit facility capacity of US\$ Nil (2021: US\$ Nil).

Note 24. Contingent liabilities

The Group had no contingent liabilities at 30 June 2022 (30 June 2021: US\$ nil).

Note 25. Commitments

The Group had no commitments at 30 June 2022 (30 June 2021: US\$ nil).

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Note 26. Interests in other entities

The Group's principal subsidiaries as at 30 June 2022 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name	Principal place of business / Country of incorporation	Ownership interest	
		2022 %	2021 %
Sensera, Inc.*	United States	-	100.00%

* On 7 June 2022, Sensera, Inc. was dissolved.

Note 27. Events after the reporting period

On 31 August 2022, Sensera announced that following consultation with ASX and receipt of in-principle advice regarding elements of the transaction structure, Sensera has determined that it is unlikely that the current RTO opportunity (referred to in the review of operations above) will proceed. Accordingly, the Board of Sensera will also consider alternate RTO proposals against the option of returning funds to shareholders.

No other matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Note 28. Related party transactions

(a) Subsidiaries

Interests in subsidiaries are set out in note 26.

(b) Key management personnel compensation

	Consolidated	
	2022 US\$	2021 US\$
Short-term employee benefits	328,401	558,272
Share-based payments	67,110	175,788
	<u>395,511</u>	<u>734,060</u>

Detailed remuneration disclosures are provided in the remuneration report.

(c) Loans to/from related parties

	Consolidated	
	2022 US\$	2021 US\$
Loans from director related entity		
Beginning of the year	-	673,150
Loans repayments made	-	(650,000)
Interest charged	-	20,506
Interest paid	-	(43,656)
End of year	<u>-</u>	<u>-</u>

Note 28. Related party transactions (continued)

(d) Terms and conditions

On 22 February 2019, the Group entered into a US\$650,000 unsecured promissory note loan arrangement with an entity controlled by Mr Jonathan Tooth, a director of Sensera Limited. This loan facility was repaid in full on 7 October 2020.

Note 29. Share-based payments

(a) Reconciliation of share based payments

	Consolidated 2022 US\$	Consolidated 2021 US\$
Statement of profit or loss and other comprehensive income		
Shares issued under ESOP (b)	-	98,672
Fair value amortisation of options issued under ESOP (b)	86,382	210,130
	<u>86,382</u>	<u>308,802</u>
Included in equity as capital raising costs		
Options issued to the share placement lead manager (c)	673,983	-
	<u>760,365</u>	<u>308,802</u>

(b) Employee security ownership plan (ESOP)

The 'employee security ownership plan' (ESOP) was last approved by shareholders at the 2020 annual general meeting. The plan is designed to provide long-term incentives for employees (including directors) and consultants to deliver long-term shareholder returns.

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

	Number of options 2022	Weighted average exercise price A\$ 2022	Number of options 2021	Weighted average exercise price A\$ 2021
Outstanding at the beginning of the financial year	12,450,000	\$0.140	8,800,000	\$0.290
Granted during the year	-	\$0.000	9,200,000	\$0.060
Lapsed during the year	<u>(4,700,000)</u>	\$0.060	<u>(5,550,000)</u>	\$0.260
Outstanding at the end of the financial year	<u>7,750,000</u>	\$0.180	<u>12,450,000</u>	\$0.140
Vested and exercisable at the end of the financial year *	<u>5,083,334</u>	\$0.240	<u>4,000,000</u>	\$0.290

* Option vesting is subject to the holder remaining in office and or employment up to the vesting date. There are no other vesting conditions.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Refer to note 18 'Issued capital' for further information on issued options.

Note 29. Share-based payments (continued)

(c) Options issued to the share placement Lead Manager

During the year ended 30 June 2022, 36,764,519 options were granted to the share placement Lead Manager. Refer to note 18 'Issued capital'.

The assessed fair value of options at grant date was determined using the Black-Scholes option pricing model that takes into account the exercise price, term of the option, security price at grant date and expected price volatility of the underlying security or similar securities, the expected dividend yield, the risk-free interest rate for the term of the security and certain probability assumptions. The model inputs for these options included:

Grant date	Expiry date	Share price at grant date A\$	Exercise price A\$	Expected volatility	Dividend yield	Risk free interest rate	Fair value at grant date A\$
02/08/2021	24/09/2023	\$0.030	\$0.085	162%	-	0.80%	\$0.0248

Note 30. Remuneration of auditors

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

	Consolidated 2022 US\$	2021 US\$
<i>Audit services - Grant Thornton Audit Pty Ltd</i>		
Audit or review of the financial statements	57,867	146,097

Note 31. Profit / (Loss) per share

(a) Reconciliation of loss used in calculating loss per share

	Consolidated 2022 US\$	2021 US\$
<i>Earnings per share for profit/(loss) from continuing operations</i>		
Profit/(loss) after income tax	551,949	(2,934,758)
	US Cents	US Cents
Basic earnings per share	0.1	(0.9)
Diluted earnings per share	0.1	(0.9)
	Consolidated 2022 US\$	2021 US\$ (Restated)
<i>Earnings per share for profit/(loss) from discontinued operations</i>		
Profit/(loss) after income tax	3,806,597	(541,711)
	US Cents	US Cents (Restated)
Basic earnings per share	0.9	(0.2)
Diluted earnings per share	0.9	(0.2)

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Note 31. Profit / (Loss) per share (continued)

Basic and diluted loss per share

	Consolidated	
	2022	2021
	US\$	US\$
		(Restated)
<i>Earnings per share for profit/(loss)</i>		
Profit/(loss) after income tax	<u>4,358,546</u>	<u>(3,476,469)</u>
	US Cents	US Cents
		(Restated)
Basic earnings per share	1.1	(1.1)
Diluted earnings per share	1.1	(1.1)

(b) Weighted average number of shares used as the denominator

	Number	Number
<i>Weighted average number of ordinary shares</i>		
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted loss per share	<u>406,744,264</u>	<u>324,738,391</u>

On the basis of the Group's losses, the outstanding options and warrants at 30 June 2022 and 30 June 2021 were considered to be anti-dilutive and therefore were excluded from the diluted weighted average number of ordinary shares calculation.

Note 32. Parent entity information

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

Statement of profit or loss and other comprehensive income

	Parent	
	2022	2021
	US\$	US\$
Profit/(loss) after income tax	<u>4,428,709</u>	<u>(4,260,660)</u>
Total comprehensive income	<u>4,428,709</u>	<u>(4,260,660)</u>

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Note 32. Parent entity information (continued)

Statement of financial position

	Parent	
	2022 US\$	2021 US\$
Total current assets	4,879,396	119,949
Total assets	4,879,396	290,721
Total current liabilities	51,228	144,638
Total liabilities	332,463	1,749,984
Equity		
Issued capital	33,435,605	32,392,028
Foreign currency translation reserve	(949,078)	(722,713)
Share-based payments reserve	1,377,528	746,904
Accumulated losses	(29,317,122)	(33,875,482)
Total equity/(deficiency)	<u>4,546,933</u>	<u>(1,459,263)</u>

On 7 June 2022, Sensera, Inc. was dissolved and from that date Sensera Limited has no subsidiaries or controlled entities.

Following the dissolution of Sensera, Inc. all intercompany loan and investment balances which were already fully impaired were written off.

During the year Sensera Limited recognised an intercompany loan impairment reversal of US\$5,340,628 (2021: US\$2,019,930 loss). The impairment reversal is largely attributable to Parent receiving an intercompany loan repayment from the MicroDevices business sale proceeds net of share placement funds advanced to the US subsidiary earlier in the year.

Intercompany investment impairment losses recognised during the year were US\$ Nil (2021: US\$1,498,058).

(b) Guarantees entered into by the parent entity

A guarantee provided by the parent entity over its subsidiary Sensera, Inc.'s in equipment lease arrangements expired in January 2022 when the lease was fully paid out upon completion of the MicroDevices business sale.

(c) Contingent liabilities of the parent entity

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

(d) Contractual commitments for the acquisition of property, plant or equipment

The parent entity has not entered into any contractual commitments for the acquisition of property, plant or equipment in the year ended 30 June 2022 (2021: nil).

(e) Determining the parent entity financial information

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except as set out below.

(f) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 33. Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Sensera Limited and its subsidiaries.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. Sensera Limited is a for-profit entity for the purpose of preparing the financial statements.

(i) Compliance with IFRS

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

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, and derivative financial instruments.

(iii) Going concern

The annual report has been prepared on a going concern basis.

For the year ended 30 June 2022, the Group had a net loss from continuing operations after adjusting for the gain on remeasurement of warrants of US\$701,751 and operating cash outflows of US\$2,531,003. As at 30 June 2022, the Group's cash and cash equivalents balance was US\$4,866,863. ASX trading in the Group's listed securities have been suspended since 23 May 2022. These conditions indicate a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Sensera is actively considering new business opportunities.

The Board is satisfied that sufficient funds are available for the Group to pay its debts as and when they fall due for at least 12 months from the date of this report.

(iv) New or amended Accounting Standards and Interpretations adopted

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

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Sensera Limited ('Company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. Sensera Limited and its subsidiaries together are referred to in these financial statements as the 'Group', Sensera or consolidated entity. As at 30 June 2022 no subsidiaries existed.

(i) Subsidiaries

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

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

Note 33. Summary of significant accounting policies (continued)

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

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

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. This has been identified as the Executive Director.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US dollars (US\$), which is Sensera Limited's presentation currency, as prior to the sale of its MicroDevices business in January 2022, a significant portion of its operations were located in the United States. The functional currency of the parent is the Australian dollar (A\$), which is different to its presentation currency of US dollars.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income are recognised in other comprehensive income.

(iii) Translation to presentation currency

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that consolidated statement of financial position
- income and expenses for each consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Note 33. Summary of significant accounting policies (continued)

(e) Revenue recognition

Sale of goods

Revenue from the sale of microelectromechanical systems (MEMS) and location awareness products are recognised at a point in time. The performance obligation is satisfied when the customer has access and thus control of the product. This occurs at the time of delivery of goods to the customer. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Rendering of services

Revenue from the provision of engineering services is recognised over time in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, because the customer receives and uses the benefits simultaneously. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Some contracts include multiple deliverables. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

In the case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

If the contract includes an hourly fee, revenue is recognised in the amount to which the Group has a right to invoice. Customers are invoiced on a monthly basis and consideration is payable when invoiced.

Critical judgments in allocating the transaction price

Revenue relating to the provision of services is recognised based on managements' best estimate of forecast final costs required to complete the service and the forecast final margin. Management reviews these forecasts on a regular basis and adjusts revenue recognised when there are material changes.

Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(f) Government grants

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate and when the conditions of the grant have been met. Refer to note 17 (Other liabilities - government).

(g) Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Note 33. Summary of significant accounting policies (continued)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(h) Discontinued operations

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

(i) Leases

Right of use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Note 33. Summary of significant accounting policies (continued)

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(j) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life and intangible assets not yet ready for use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

(l) Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

See note 8 'Trade and other receivables' for further information about the Group's accounting for trade receivables and note 22 'Financial risk management' for a description of the Group's impairment policies.

(m) Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Note 33. Summary of significant accounting policies (continued)

(n) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through Other comprehensive income (OCI) or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(o) Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The depreciation methods and periods used by the Group are disclosed in note 12 Property, plant and equipment.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Refer to note 33(h) (Summary of significant accounting policies).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(p) Intangible assets

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Note 33. Summary of significant accounting policies (continued)

(q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(r) Provisions

Provisions for service warranties and other obligations are recognised when the Group has present service obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

(s) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Share-based payments (refer (t) below)

Share-based compensation benefits are provided via the 'employee security ownership plan' (ESOP).

(t) Share-based payments

Equity-settled and cash-settled share-based compensation benefits may be provided.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees and external suppliers in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees or external suppliers to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

Note 33. Summary of significant accounting policies (continued)

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group, employee or external supplier the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group employee or external supplier and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

(u) Contributed equity

Ordinary shares are classified as equity.

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

(v) Profit / (loss) per share

(i) Basic profit / (loss) per share is calculated by dividing:

- the profit /(loss) attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted profit /(loss) per share

Diluted profit /(loss) per share adjusts the figures used in the determination of basic loss per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(w) Rounding of amounts

The company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with the instrument to the nearest dollar.

(x) Goods and Services Tax (GST)

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

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

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

(y) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Note 33. Summary of significant accounting policies (continued)

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by AASB 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in AASB 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(z) Derivative financial instruments

Initial recognition and subsequent measurement

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Derivative financial assets / liabilities are designated upon initial recognition as at fair value through profit or loss.

(aa) New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2022. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 34. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information about the basis of calculation for each affected line item in the financial statements.

Significant estimates and judgements

The areas involving significant estimates or judgements are:

- The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required to determine the provision for income tax or the level of income tax losses available. There may be transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The ability to utilise unrecognised income tax losses in various jurisdictions is subject to future profits together with continuity of ownership and the same business tests. Refer to note 5 'Income tax'.

- Judgement was used to determine that sufficient income tax losses were available in the US jurisdiction to absorb the gain arising on the disposal of the MicroDevices business during the year. Refer to note 5 'Income tax' and note 6 'Discontinued operations'. All tax jurisdictions have been considered, when considering any possible tax exposures. The Group's tax return lodgements are up to date including the final tax return for Sensera, Inc. which is due for lodgement. This judgement includes determining whether tax losses are available under the US continuity of ownership test to offset taxable gains on the sale of business.
- Judgement was used to determine withholding tax payable upon payments against inter-entity loans following the sale of the MicroDevices business during the year. Refer to note 5 'Income tax'.
- Judgement was used to determine the amounts included in the disposal of assets and liabilities associated with discontinued operations. Refer to note 6 'Discontinued operations'.
- Determination of incremental borrowing rate and the inclusion of lease extension options. Refer to note 10 'Right-of-use assets'.
- Estimated useful lives to determine amortisation. Refer to note 13 'Intangible assets'.
- Estimate of property, plant and equipment useful lives. Refer to note 12 'Property, plant and equipment'.
- Estimation of the valuation of warrant derivatives. Refer to note 15 'Warrant liabilities'.
- Assessing whether or not the assistance conditions had been fully satisfied for the US Payroll Protection Program funding received. Refer to note 17 'Other liabilities'.
- Estimation of share-based payments. Refer to note 29 'Share-based payments'.
- Evaluation of going concern. Refer to note 33 'Summary of significant accounting policies'.
- The impact of Coronavirus (COVID-19) pandemic is ongoing and it is not practicable to determine the potential impact positive or negative after the reporting date.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Sensera Limited
Directors' declaration
30 June 2022

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 33 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations by the Chief Executive Officer and the Chief Financial Officer required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of Directors.

On behalf of the Directors

A handwritten signature in blue ink, appearing to read 'Jonathan Tooth', with a horizontal line extending from the end of the signature.

Mr Jonathan Tooth
Chairman

31 August 2022

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Independent Auditor's Report

To the Members of Sensera Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Sensera Limited (the Company) and its subsidiaries during the year (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

- a giving a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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Material uncertainty related to going concern

We draw attention to Note 33 (a) (iii) in the financial statements, which indicates that the Group incurred a net loss from continuing operations, after adjusting for the gain on remeasurement of warrants of US\$701,751 and operating cash outflows of US\$2,531,003 for the year ended 30 June 2022. The Group's shares have been suspended from trading on the ASX since 22 May 2022. As stated in Note 33 (a) (iii), these events or conditions, along with other matters as set forth in Note 33 (a) (iii), indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of matter

We draw attention to Note 1 in the financial statements, which indicates that the Group restated the 30 June 2021 comparatives to correct a prior period error. Our opinion is not modified in respect of this matter.

Key audit matters

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

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

Key audit matter

How our audit addressed the key audit matter

Discontinued operations (note 6)

The Group disposed of its remaining business interests during the year.

This area is a key audit matter due to materiality and the estimates and judgements required in determining the accounting requirements in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Our procedures included, amongst others:

- Reviewing the sale agreement;
- Agreeing the proceeds on sale to the bank statement;
- Recalculating the gain on sale by comparing the carrying value of the assets and liabilities disposed to the consideration received less the cost to sell;
- Considering the Group's assessment of the taxation impact of the sale including the application of net operating losses;
- Evaluating whether the disclosures were consistent with the requirements of Australian Accounting Standards.

Information other than the financial report and auditor's report thereon

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

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

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

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

Responsibilities of the Directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 6 to 13 of the Directors' report for the year ended 30 June 2022.

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

Responsibilities

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



Grant Thornton Audit Pty Ltd
Chartered Accountants



M S Bell
Partner – Audit & Assurance
Brisbane, 31 August 2022

Sensera Limited
Shareholder information
30 June 2022

The shareholder information set out below was applicable as at 22 August 2022.

Equity securities on issue

	Holders No.	Securities issued No.
Fully paid ordinary shares (<i>quoted - SE1</i>)	1,457	413,996,443
Share warrants (<i>unquoted - SE1AC</i>)	2	69,755,556
Options expiring at various dates with various exercise prices (<i>unquoted - SE1AB</i>)	63	58,896,781
Options expiring at 23 September 2025 with an exercise price of A\$0.06 (<i>unquoted - SE1AB</i>)	1	4,000,000

Distribution of quoted equity securities

	Ordinary shares	
	Number of holders	% of total shares issued
1 to 1,000	66	-
1,001 to 5,000	49	0.04
5,001 to 10,000	159	0.32
10,001 to 100,000	733	7.66
100,001 and over	450	91.98
	<u>1,457</u>	<u>100.00</u>
Holding less than a marketable parcel	<u>666</u>	<u>2.43</u>

Sensera Limited
Shareholder information
30 June 2022

Twenty largest quoted equity security holders

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

	Ordinary shares	
	% of total	
	shares	
	issued	
	Number held	
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	82,915,784	20.03
GUERILLA NOMINEES PTY LTD < TOOTH RETIREMENT PLAN A/C >	11,798,714	2.85
CITICORP NOMINEES PTY LIMITED	11,225,764	2.71
MR FINTAN PATRICK LALOR	8,103,242	1.96
MR DARREN VLATKO OZEBEK	6,630,632	1.60
MR JIANJUN ZHOU	5,450,000	1.32
MR SCOTT MURRAY CLOTHIER	5,021,484	1.21
MOTTE & BAILEY PTY LTD < BAILEY SUPER FUND A/C >	5,000,000	1.21
BUMPY BRIDGE PTY LTD < RGB INVESTMENT A/C >	4,440,000	1.07
BNP PARIBAS NOMINEES PTY LTD < IB AU NOMS RETAILCLIENT DRP >	4,330,666	1.05
MR ARTHUR BROMIDIS	4,000,000	0.97
CAITESS PTY LTD < SIAN KELLY FAMILY A/C >	4,000,000	0.97
MRS JENNIFER SUSAN BOULDEN	3,400,000	0.82
DR STUART LLOYD PHILLIPS & MRS FIONA JANE PHILLIPS < SL & FJ PHILLIPS S/F A/C >	3,105,000	0.75
DYLIDE PTY LTD	3,000,000	0.72
CAPPAFIELD PTY LTD < CAPPAFIELD SUPER A/C >	3,000,000	0.72
MR PETER SCARF & MRS IDA SCARF < SCARF SUPER FUND ACCOUNT >	3,000,000	0.72
SUPER RLS PTY LTD < RPLS SUPER FUND A/C >	2,949,057	0.71
BAAUER PTY LTD < THE BAAUER FAMILY A/C >	2,923,572	0.71
MR RALPH SCHMITT	2,809,228	0.68
	<u>177,103,143</u>	<u>42.78</u>

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	% of total	
	shares	
	issued	
	Number held	
Capital H Management Pty Ltd	46,438,394	11.22
PURE Asset Management Pty Ltd ATF < The Income and Growth Fund >	36,477,390	8.81

Voting rights

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

Ordinary shares

Every member present at a meeting in person or by proxy shall have one vote for each share held where a poll is taken.

There are no other classes of equity securities that hold voting rights.