



## Appendix 4D – Half Year Report

(ASX Listing rule 4.2A)

Company Name: Carly Holdings Limited (the **Company**)  
ABN: 60 066 153 982  
Reporting Period: Half year ended 31 December 2020  
Previous Reporting Period: Half year ended 31 December 2021

### Result for Announcement to the Market

The results of Carly Holdings Limited for the half year ended 31 December 2021 are as follows:

Revenue	Up	5.6%	to	\$521,346
Loss from continuing operations	Down	3.0%	to	(\$1,709,589)
Net loss for the period attributable to members	Down	3.0%	to	(\$1,709,589)

### Dividends

No dividends have been paid or declared by the Company since the beginning of the current reporting period. No dividends were paid for the previous reporting period.

### Net Tangible Assets per Share

	31 December 2021	31 December 2020
Net Tangible Assets per Share (cents)	0.75	0.03

### Explanation of results

Carly Holdings Limited recorded operating revenue of \$521,346 for the half year ended 31 December 2021 (2020: \$493,782), being an increase of 5.6% compared to the prior year period. The loss from continuing operations for the half year was \$1,709,589 (2020: \$1,762,478) and the net loss for the period attributable to members was \$1,709,589 (2020: \$1,762,478).

For further details on the current half year results, refer to the Review of Operations contained within this document.

### Interim review of accounts

The interim financial statements have been reviewed by the Group's independent auditor. The review report is included within the interim financial report which accompanies this Appendix 4D.

The independent auditor's review report contains an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the interim financial report and states that the factors described in that going concern note to the interim financial statements, indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

In Note 1(b), the Directors confirm their belief that the factors described in that note to the interim financial statements demonstrate that the Group will be able to pay its debts as and when they become due and payable and continue as a going concern.



Carly Holdings Limited

ACN 066 153 982

**INTERIM FINANCIAL REPORT  
31 DECEMBER 2021**



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## CORPORATE DIRECTORY

### Directors

Mr Adrian Bunter - Non-Executive Chairman  
Mr Chris Noone - Chief Executive Officer and Executive Director  
Mr Stephen Abolakian - Non-Executive Director  
Mr Robert (Robbie) Blau - Non-Executive Director  
Mr Todd Hunter - Non-Executive Director  
Mrs Michelle Vanzella - Non-Executive Director  
Mr Kevin Wundram - Alternate Director for Mr Blau

### Company Secretary

Ms Karen Logan

### Registered Office and Principal Place of Business

Suite 3, Level 7  
189 Kent Street  
Sydney NSW 2000  
Telephone: +61 2 8889 3641  
Email: [shareholder@carly.co](mailto:shareholder@carly.co)  
Website: [www.carly.co/investors](http://www.carly.co/investors)

### Share Registry

Automic Registry Services  
Level 5, 126 Phillip Street  
Sydney NSW 2000  
Telephone: 1300 288 664 / +61 2 9698 5414  
Email: [hello@automic.com.au](mailto:hello@automic.com.au)  
Website: [www.automic.com.au](http://www.automic.com.au)

### Auditor

HLB Mann Judd  
Level 4, 130 Stirling Street  
Perth WA 6000

### Securities Exchange

Australian Securities Exchange  
Level 40, Central Park  
152-158 St George's Terrace  
Perth WA 6000  
ASX Code: CL8

### Bankers

National Australia Bank  
Level 14, 100 St George's Terrace  
Perth WA 6000

The Directors present the interim financial report of the consolidated entity consisting of Carly Holdings Limited (the **Company** or **Parent Entity**) and its controlled entities (the **consolidated entity** or **Group**) for the half year ended 31 December 2021 and the independent auditor's review report thereon.

### **Directors and Company Secretary**

The following persons held office as Directors of the Company during or since the end of the half year period ended 31 December 2021 until the date of this report. Directors were in office for the entire period unless stated otherwise.

<b>Name</b>	<b>Position</b>
Mr Chris Noone	Chief Executive Officer and Executive Director
Mr Adrian Bunter	Non-Executive Director
Ms Michelle Vanzella	Non-Executive Director
Mr Stephen Abolakian	Non-Executive Director
Mr Robert (Robbie) Blau	Non-Executive Director
Mr Todd Hunter	Non-Executive Director
Mr Kevin Wundram	Alternate Director to Mr Blau

The following person held office as Company Secretary of the Company during the half year ended 31 December 2021 until the date of this report.

Ms Karen Logan	Company Secretary
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### **Results**

The net loss after tax of the Group for the half-year was \$1,709,589 (2020: loss of \$1,762,478).

The Group's gross revenue from continuing operations increased by 5.6% to \$521,346 in this half year, and gross profit from continuing operations decreased by 30% to \$135,098. The net loss from continuing operations decreased by 3.0% to \$1,709,589. Net assets decreased by 36.4% to \$1,781,344.

### **Review of Operations**

Carly Holdings Limited continued to deliver strong growth in the car subscription business in H1 FY22 with subscriptions comprising 92% of total rental and subscription receipts (H1 FY21: 59%) and Subscription Transaction Value growing to \$1.26m, an increase of 32% vs H1 FY21. This delivers on Carly's strategic objective to transition focus and resources away from the more volatile car rental and rideshare rental revenue streams to the higher potential car subscription opportunity. This strategy has helped Carly deliver revenue growth while navigating economic uncertainty and lockdowns caused by the Covid-19 pandemic.

In response to the global vehicle supply restrictions caused by Covid-19 issues and microchip shortages, Carly implemented a new vehicle strategy with considerable success in H1 FY22. Whereas Carly previously relied exclusively on an asset light model - accessing under-utilised vehicles owned by automotive dealers, manufacturers and fleet managers, Carly adopted a hybrid supply model in H1 FY22 and commenced purchasing and leasing vehicles to gain more control over fleet size and composition in a tight supply environment. A new subsidiary of Carly Holdings was established in late May 2021 to control vehicles, via owning and financing, to provide a more reliable source of vehicles.

The performance of the owned/leased fleet improved significantly throughout H1 FY22. Throughout the period, new vehicles were delivered each month, reaching a total fleet size of 46 vehicles by 31 December 2021. In the early months a high proportion of new vehicles were delivered, which require an initial period to become subscribed, consequently Carly Revenue and utilisation were lower. By December 2021, only a small proportion of new vehicles were received and the number of subscribed vehicles had improved substantially resulting in the owned/leased fleet achieving utilisation and revenue beyond initial modelling. The performance of the owned/leased fleet in December 2021 provides an indication of the contribution that can be expected from an owned/leased fleet at scale and on an ongoing basis.

- In December 2021, Carly Revenue for owned/leased vehicles per subscribed day was 36% higher than asset light vehicles and utilisation reached 87%.
- The revenue for the month of December 2021 for owned/leased vehicles was 58% higher than the average monthly revenue recognised for the entire December 2021 Quarter.
- While Carly revenue from owned/leased vehicles increased by 440% in the December 2021 Quarter versus the September 2021 Quarter, the quarterly results alone do not fully reflect the rapid growth in revenue and utilisation that was attained by the month of December 2021.
- Owned/leased vehicles contributed 28% of Total Carly Revenue during the December 2021 Quarter, increasing from 8% in the September 2021 Quarter (H1 FY21: 0%).

In light of the higher utilisation, higher revenue and higher profit from owned/leased vehicles, management expects to significantly scale up the fleet in this manner.

As announced on 6 August 2021 Carly Holdings Limited proposed to undertake the selective buy-back and cancellation of 800,000 fully paid ordinary shares (on a post-consolidation basis) (**Collateral Shares**) issued under the controlled placement deed with Acuity Capital (**CPD**), the details of which were announced on 10 January 2019. Under the CPD with Acuity Capital, the Company had access to up to \$3,000,000 of equity over a 30-month period. The CPD expired on 31 July 2021 and in accordance with the terms of the CPD, the Company and Acuity Capital entered into a buy-back agreement in order for the Company to buy-back and cancel the Collateral Shares for nil consideration (**Buy-Back**). Shareholder approval was received at the annual general meeting (**AGM**) held on 18 November 2021 and the buy-back was completed on 19 November 2021.

On 3 December 2021 Carly Holdings Limited issued 8,185,125 fully paid ordinary shares and 2,728,374 quoted options exercisable at \$0.16 per option, with an expiry date of 31 May 2023 raising \$0.65 million under the Tranche 2 Placement. Shareholder approval was received at the AGM for major shareholders of the Company, SG Fleet Management Pty Limited and Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust, to participate in the Tranche 2 Placement.

In H2 FY22 Carly Holdings continues to focus on the growth of the car subscription revenue stream, with a major emphasis on vehicle supply from multiple sources to meet the level of demand from consumers and businesses.

#### **Auditor's independence declaration under Section 307C of the Corporations Act 2001**

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the Directors of the Company with an Independence Declaration in relation to the review of the interim financial report. This Independence Declaration is set out on page 5 and forms part of this Directors' Report for the half-year ended 31 December 2021.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to section 306(3) of the Corporations Act 2001.



**Chris Noone**  
**CEO and Executive Director**

Dated at Sydney, New South Wales, this 25<sup>th</sup> day of February 2022.

## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Carly Holdings Limited for the half-year ended 31 December 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the review;  
and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia  
25 February 2022



**M R Ohm**  
Partner

**hlb.com.au**

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HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.



**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME  
FOR THE HALF-YEAR ENDED 31 DECEMBER 2021**

	Notes	Consolidated	
		31 Dec 2021	31 Dec 2020
		\$	\$
Revenue from continuing operations	3	521,346	493,782
Cost of sales		(386,248)	(300,094)
<b>Gross profit</b>		<b>135,098</b>	<b>193,688</b>
Other income		28,794	197,015
Corporate and administrative expenses		(1,328,175)	(1,587,383)
Research and development expenses		(551,543)	(543,808)
		(1,850,924)	(1,934,176)
<b>Results from continuing activities</b>		<b>(1,715,826)</b>	<b>(1,740,488)</b>
Finance income		7,425	3,789
Finance costs		(1,188)	(25,779)
<b>Net financing costs</b>		<b>6,237</b>	<b>(21,990)</b>
<b>Loss before income tax</b>		<b>(1,709,589)</b>	<b>(1,762,478)</b>
Income tax benefit/(expense)		-	-
<b>Loss from continuing operations</b>		<b>(1,709,589)</b>	<b>(1,762,478)</b>
Other comprehensive income		-	-
<b>Total comprehensive result for the period</b>		<b>(1,709,589)</b>	<b>(1,762,478)</b>
<b>Loss per share from continuing operations:</b>			
Basic loss per share (cents per share)	13	(1.55)	(3.55)
Diluted loss per share (cents per share)	13	(1.55)	(3.55)

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



**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2021**

	Notes	Consolidated	
		31 Dec 2021 \$	30 Jun 2021 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		2,095,526	3,734,729
Trade and other receivables	4	91,567	44,098
Other current assets	5	100,454	72,629
<b>Total Current Assets</b>		<b>2,287,547</b>	<b>3,851,456</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	6	290,184	70,540
Right of use asset (office and vehicle leases)	9(a)	902,055	367,791
Intangible assets		7,967	7,967
Other non-current assets	5	200,000	-
<b>Total Non-Current Assets</b>		<b>1,400,206</b>	<b>446,298</b>
<b>TOTAL ASSETS</b>		<b>3,687,753</b>	<b>4,297,754</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	7	802,483	886,269
Lease liabilities (office and vehicle leases)	9(b)	298,472	149,613
Other current liabilities	8	157,514	206,316
<b>Total Current Liabilities</b>		<b>1,258,469</b>	<b>1,242,198</b>
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	9	617,678	233,199
Other non-current liabilities	8	30,262	23,512
<b>Total Non-current Liabilities</b>		<b>647,940</b>	<b>256,711</b>
<b>TOTAL LIABILITIES</b>		<b>1,906,409</b>	<b>1,498,909</b>
<b>NET ASSETS</b>		<b>1,781,344</b>	<b>2,798,845</b>
<b>EQUITY</b>			
Issued capital	10	23,534,881	22,912,551
Reserves		874,275	838,571
Accumulated losses	12	(22,627,812)	(20,952,277)
<b>TOTAL EQUITY</b>		<b>1,781,344</b>	<b>2,798,845</b>

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

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE HALF YEAR ENDED 31 DECEMBER 2021**

	Notes	Issued Capital \$	Reserves \$	Accumulated losses \$	Total \$
<b>Balance at 1 July 2020</b>		16,751,048	989,426	(17,867,904)	(127,430)
Loss for the period		-	-	(1,762,478)	(1,762,478)
<b>Total comprehensive loss for the period</b>		-	-	(1,762,478)	(1,762,478)
Issue of share capital	10	2,354,725	-	-	2,354,725
Share issue costs	10	(47,470)	-	-	(47,470)
Share-based payment expense	11	-	55,776	-	55,776
Transfer for reserves on conversion/ lapse of options	12	-	(272,207)	272,207	-
<b>Balance at 31 December 2020</b>		19,058,303	772,995	(19,358,175)	473,123
<b>Balance at 1 July 2021</b>		22,912,551	838,571	(20,952,277)	2,798,845
Loss for the period		-	-	(1,709,589)	(1,709,589)
<b>Total comprehensive loss for the period</b>		-	-	(1,709,589)	(1,709,589)
Issue of share capital	10	654,810	-	-	654,810
Share issue costs	10	(32,480)	-	-	(32,480)
Share-based payment expense	11	-	69,758	-	69,758
Transfer for reserves on conversion/ lapse of options	12	-	(34,054)	34,054	-
<b>Balance at 31 December 2021</b>		23,534,881	874,275	(22,627,812)	1,781,344

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



**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE HALF YEAR ENDED 31 DECEMBER 2021**

	Note	Consolidated	
		31 Dec 2021 \$	31 Dec 2020 \$
<b>Cash flows from operating activities</b>			
Receipts from customers		1,405,017	1,493,705
Payments to suppliers and employees		(3,027,618)	(3,022,000)
Interest received		7,055	3,058
Interest paid on lease liability – office and vehicles	9(c)	(21,836)	(7,579)
Payments for short term leases		(18,528)	(31,052)
Finance costs		(969)	-
Government grants received		-	192,500
<b>Net cash used in operating activities</b>		<b>(1,656,879)</b>	<b>(1,371,368)</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	6	(265,457)	-
Transfer to vehicle lease security guarantee account		(200,000)	-
<b>Net cash used in investing activities</b>		<b>(465,457)</b>	<b>-</b>
<b>Cash flows from financing activities</b>			
Payment of principal amounts on lease liabilities – office and vehicles		(99,873)	(79,138)
Proceeds from issue of shares	10	654,810	1,378,943
Payment of share issue costs	10	(71,804)	(37,112)
<b>Net cash provided by financing activities</b>		<b>483,133</b>	<b>1,262,693</b>
<b>Net (decrease) in cash held</b>		<b>(1,639,204)</b>	<b>(108,675)</b>
Cash and cash equivalents at the beginning of the period		3,734,729	1,433,953
<b>Cash and cash equivalents at the end of the period</b>		<b>2,095,526</b>	<b>1,325,278</b>

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 1. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Reporting entity

Carly Holdings Limited (formerly Collaborate Corporation Limited) the **(Company or Parent Entity)** is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The consolidated financial statements of the Company for the half-year ended 31 December 2021 comprise the Company and its subsidiaries (**Consolidated Entity or Group**). The Company is domiciled in Australia.

The annual financial report of the consolidated entity for the year ended 30 June 2021 is available upon request from the Company's registered office or may be viewed on the Company's website, [www.carly.co/investors](http://www.carly.co/investors).

#### (b) Basis of Preparation

##### Statement of Compliance

The consolidated interim financial statements are general purpose financial statements which have been prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

The interim financial statements were authorised for issue by the Board on 25 February 2022.

The interim financial report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the group as in the full financial report.

It is recommended that this interim financial report be read in conjunction with the annual financial report for the year ended 30 June 2021 and considered together with any public announcements made by the Company during the half-year ended 31 December 2021 in accordance with the continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

##### Basis of measurement

The interim financial statements have been prepared on the accruals basis and the historical cost basis. All amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim financial statements, the half-year has been treated as a discrete reporting period.

##### Going concern

These financial statements have been prepared on a going concern basis which assumes the Group realising its assets and extinguishing its liabilities in the normal course of business. The Directors acknowledge that stakeholders may be concerned regarding the ability of the Group to continue as a going concern due to the Group having incurred a net loss of \$1,709,589 during the half year (December 2020: loss of \$1,762,478).

The Directors are of the opinion that there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- The Group held cash and cash equivalents of \$2,095,526 as at 31 December 2021;
- The Directors remain committed to the long-term business plan, including ongoing review of current products and the potential introduction of new products that are anticipated to contribute to improved results as the business units progress;
- The plans and forecasts reviewed by the Directors for the next twelve months anticipate the business will continue to produce improved results;

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- The Group has a demonstrated ability to access various capital raising mechanisms as and when required. These capital funding mechanisms are available via existing shareholders of the Group as well as potential new shareholders. For example, the Company raised:
  - (a) \$4,846,925 before costs through a renounceable rights issue and placement in May 2021, which was supported by a lead manager and corporate adviser;
  - (b) \$2,354,725 before costs (including offset of an \$850,000 related party financing facility and accrued interest) through a non-renounceable entitlement issue in October 2020, which was partly underwritten by existing shareholders and officers of the Company;
  - (c) \$2,205,730 via an investment from a strategic investor in November 2019;
  - (d) \$507,875 from the exercise of employee and unquoted options in November 2019 and January 2020;
  - (e) \$1,598,491 before costs (including offset of a \$150,000 advance) through a non-renounceable entitlement issue in August 2019, which was partly underwritten by existing shareholders and officers of the Company.

The Directors believe that the above indicators demonstrate that the Group will be able to pay its debts as and when they become due and payable and to continue as a going concern. Accordingly, the Directors also believe that it is appropriate to adopt the going concern basis in the preparation of the financial statements. Should the Group not be successful in generating sufficient funds from the above initiatives, there will exist a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should it not continue as a going concern.

### Significant accounting judgements, estimates and assumptions

The preparation of the interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this consolidated interim financial report, the significant judgments made by management in applying the consolidated entity's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 30 June 2021, except for the impact of the new standards and interpretations effective from 1 July 2021 as described below.

### Significant accounting policies

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

#### *(i) Adoption of new and revised standards*

The Group has adopted new and revised Accounting Standards that are mandatory for the current reporting period.

#### *(ii) Standards and interpretations in issue not yet adopted*

The Directors have also reviewed new and revised standards and interpretations in issue not yet adopted that are relevant to the Group and effective for the reporting periods beginning on or after 1 January 2022. The Directors have determined that there is no material impact of the new and revised standards and interpretations in issue not yet adopted and therefore no material change is necessary to the Group's accounting policies.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 2. SEGMENT INFORMATION

The Group operates predominantly in one business segment being the car subscription and rental services business. Accordingly, only one operating segment has been identified and no further disclosure is required in the financial statements.

### 3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives its revenue from the provision of services over time in the following major category.

	Six months to 31 Dec 2021 \$	Six months to 31 Dec 2020 \$
<i>Timing of recognition</i>		
Revenue from vehicle subscription and rental services over time	521,346	493,782
<b>Total revenue</b>	<b>521,346</b>	<b>493,782</b>

The Group recognised an impairment loss on receivables from customers in cost of sales in the condensed consolidated statement of profit or loss and other comprehensive income, amounting to \$56,320 for the six months ended 31 December 2021 (2020: \$21,630).

	31 Dec 2021 \$	30 Jun 2021 \$
<b>4. TRADE AND OTHER RECEIVABLES</b>		
Trade receivables	64,366	38,981
Other receivables	27,201	5,117
	<b>91,567</b>	<b>44,098</b>

### 5. OTHER ASSETS

#### Current

Prepayments	29,496	2,041
Office lease deposit	53,908	52,838
Other deposits	17,050	17,750
	<b>100,454</b>	<b>72,629</b>

#### Non-Current

Vehicle lease security guarantee account	200,000	-
	<b>200,000</b>	<b>-</b>

6. PROPERTY, PLANT AND EQUIPMENT	Motor Vehicles \$	Furniture and Fittings \$	Leasehold Improvements \$	Total \$
Cost	292,446	72,375	41,874	406,695
Accumulated depreciation	(19,444)	(63,729)	(33,338)	(116,511)
<b>Net book value at 31 December 2021</b>	<b>273,002</b>	<b>8,646</b>	<b>8,536</b>	<b>290,184</b>
Cost	49,909	70,957	41,874	162,740
Accumulated depreciation	(287)	(59,794)	(32,119)	(92,200)
<b>Net book value at 30 June 2021</b>	<b>49,622</b>	<b>11,163</b>	<b>9,755</b>	<b>70,540</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 6. PROPERTY, PLANT AND EQUIPMENT (continued)

The reconciliation of the carrying amounts of each class of property, plant and equipment and leasehold improvements at the beginning and the end of the reporting period:

	Motor Vehicles \$	Furniture and Fittings \$	Leasehold Improvements \$	Total \$
<b>31 December 2021</b>				
Opening net book value at 1 July	49,622	11,163	9,755	70,540
Additions during the year	242,537	1,417	-	243,954
Depreciation expense	(19,157)	(3,934)	(1,219)	(24,310)
<b>Closing net book value at 31 December</b>	<b>273,002</b>	<b>8,646</b>	<b>8,536</b>	<b>290,184</b>
<b>30 June 2021</b>				
Opening net book value at 1 July	-	8,847	13,007	21,854
Additions during the year	49,909	8,958	-	58,867
Depreciation expense	(287)	(6,642)	(3,252)	(10,181)
<b>Closing net book value at 30 June</b>	<b>49,622</b>	<b>11,163</b>	<b>9,755</b>	<b>70,540</b>

There was no impairment loss relating to property, plant and equipment during the interim period (2020: nil).

### 7. TRADE AND OTHER PAYABLES

	31 Dec 2021 \$	30 Jun 2021 \$
Trade payables	272,834	264,940
Deposits held	44,094	50,296
Other payables and accruals	485,555	571,033
	<b>802,483</b>	<b>886,269</b>

### 8. OTHER LIABILITIES

#### Current

Annual leave liability	127,088	130,520
Provision for long service leave	21,968	60,481
Deferred revenue	8,458	15,315
	<b>157,514</b>	<b>206,316</b>

#### Non-current

Provision for long service leave	30,262	23,512
	<b>30,262</b>	<b>23,512</b>

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of the provision, the probability of long service leave being taken is based on managements' expectations of employee retention.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

9. LEASES	Vehicle Leases \$	Office Lease \$	Total Leases \$
<b>31 December 2021</b>			
<b>(a) Right of use assets</b>			
Balance at 1 July	-	367,791	367,791
Additions to right-of-use assets	649,122	-	649,122
Depreciation charge for the period	(36,046)	(78,812)	(114,858)
<b>Balance at 31 December 2021</b>	<b>613,076</b>	<b>288,979</b>	<b>902,055</b>
<b>(b) Lease liabilities</b>			
Current	137,592	160,880	298,472
Non-Current	466,922	150,756	617,678
<b>Balance at 31 December 2021</b>	<b>604,514</b>	<b>311,636</b>	<b>916,150</b>
<b>(c) Amounts recognised in profit or loss</b>			
Interest on lease liabilities	9,329	12,507	<b>21,836</b>
Depreciation on right-of-use assets	36,046	78,812	<b>114,858</b>
<b>30 June 2021</b>			
<b>(a) Right of use assets</b>			
Balance at 1 July	-	52,382	52,382
Additions to right-of-use assets	-	472,874	472,874
Depreciation charge for the period	-	(157,465)	(157,465)
<b>Balance at 30 June 2021</b>	<b>-</b>	<b>367,791</b>	<b>367,791</b>
<b>(b) Lease liabilities</b>			
Current	-	149,613	149,613
Non-Current	-	233,199	233,199
<b>Balance at 30 June 2021</b>	<b>-</b>	<b>382,812</b>	<b>382,812</b>
<b>(c) Amounts recognised in profit or loss</b>			
Interest on lease liabilities	-	22,876	<b>22,876</b>
Depreciation on right-of-use assets	-	157,465	<b>157,465</b>
<b>(d) Lease liabilities (contractual maturity)</b>			
	<b>Carrying amount \$</b>	<b>&lt; 12 months \$</b>	<b>&gt; 12 months \$</b>
<b>31 December 2021</b>			
Office lease	317,733	171,157	146,576
Vehicle leases	479,761	163,091	316,670
<b>Balance at 31 December 2021</b>	<b>797,494</b>	<b>334,248</b>	<b>463,246</b>
<b>30 June 2021</b>			
Office lease	382,812	149,613	233,199
Vehicle leases	-	-	-
<b>Balance at 30 June 2021</b>	<b>382,812</b>	<b>149,613</b>	<b>233,199</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9. LEASES (continued)

#### New Office Lease – from 1 November 2020

The Group measures the right-of-use asset and lease liability for the lease on office premises using a 6.47% discount rate (based on commercial borrowing rate at the time of renewal of the office lease) over a 3-year lease term commencing 1 November 2020.

#### Previous Office Lease – to 31 October 2020

The Group measured the right-of-use asset and lease liability for the lease on office premises using a 4% discount rate (based on contractual rental increase rate) over a 3-year lease term to 31 October 2020.

#### Warehouse Lease

The Group applies the practical expedient in AASB 16 Appendix C, C10 which allows the Group to account for the warehouse lease in the same way as short-term leases. The Group recognised \$31,052 (2019: \$32,888) of leasing expense in the current period in relation to the warehouse premises.

#### Vehicle Leases

The Group measures the right-of-use assets and lease liabilities for the vehicle leases using a 6.47% discount rate (based on commercial borrowing rate at the time of entering into the leases) over 4-year lease terms. As of 31 December 2021, the Group was leasing 30 vehicles (30 June 2021: nil).

### 10. ISSUED CAPITAL

116,321,978 (30 June 2021: 108,936,853) fully paid ordinary shares

31 Dec 2021	30 Jun 2021
\$	\$
<b>23,534,881</b>	<b>22,912,551</b>

#### (a) Ordinary shares

The following movements in issued capital occurred during the period:

At beginning of financial period  
 Buyback of collateral shares under controlled placement deed  
 Issue of shares at \$0.08 each: Tranche 2 Placement  
 Less: transaction costs arising from share issues  
 At end of financial period

Six months to 31 December 2021	
Number of Shares	\$
108,936,853	22,912,551
(800,000)	-
8,185,125	654,810
-	(32,480)
<b>116,321,978</b>	<b>23,534,881</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 10. ISSUED CAPITAL (continued)

#### (b) Options

The following options were issued during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	13 July 2024	\$0.0913	5,530
Employee Options	1 September 2024	\$0.0750	1,498,815
Quoted Options <sup>1</sup>	31 May 2023	\$0.1600	3,055,779
Executive Options	18 November 2026	\$0.1000	1,250,000
Executive Options	18 November 2026	\$0.1800	1,250,000
Executive Options	18 November 2026	\$0.2400	1,250,000
Executive Options	18 November 2026	\$0.3000	1,250,000

The following options expired during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	3 September 2021	\$0.5215	53,931

The following options lapsed in accordance with the terms of the Company's Incentive Option Plan during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	7 May 2022	\$0.3100	40,000
Employee Options	7 May 2022	\$0.3800	40,000
Employee Options	1 September 2023	\$0.2500	59,909
Employee Options	1 January 2024	\$0.2400	43,720
Employee Options	13 July 2024	\$0.0913	5,530
Employee Options	1 September 2024	\$0.075	81,697

There were no options exercised during the period.

As at the end of the period, options on issue were as follows:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	1 February 2022	\$0.4075	10,401
Employee Options	2 September 2022	\$0.2500	70,021
Employee Options	1 January 2023	\$0.5000	13,980
Employee Options	16 March 2023	\$0.2500	60,000
Employee Options	11 May 2023	\$0.2500	120,000
Employee Options	1 September 2023	\$0.2500	157,607
Tranche 2 Unquoted Options	31 October 2022	\$0.3750	2,093,063
Executive Options	19 November 2025	\$0.3750	1,620,000
Quoted CL8OB Options	31 May 2023	\$0.1600	22,618,982
Employee Options	1 September 2024	\$0.0750	1,417,118
Executive Options	18 November 2026	\$0.1000	1,250,000
Executive Options	18 November 2026	\$0.1800	1,250,000
Executive Options	18 November 2026	\$0.2400	1,250,000
Executive Options	18 November 2026	\$0.3000	1,250,000
<b>Total number of options</b>			<b>33,181,172</b>

Notes to the tables of options:

1. Subscribers under the Tranche 2 Placement received free-attaching Quoted Options on a 1-for-3 basis.

Other than the Quoted Options, none of these options are quoted.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. SHARE BASED PAYMENTS

The following share-based payment arrangements were entered into during the period:

Class of Option	Grant date	Expiry date	Exercise Price	Balance at the start of the year	Granted <sup>1</sup>	Exercised/ Lapsed/ Consolidation	Vested during the period	Balance at the end of the period
Employee	13 Jul 2021	13 Jul 2024	\$0.0913	-	5,530	(5,530)	5,530	-
Employee	1 Sep 2021	1 Sep 2024	\$0.0750	-	1,498,815	(81,697)	1,498,815	1,417,118
Executive	18 Nov 2021	18 Nov 2026	\$0.1000	-	1,250,000	-	-	1,250,000
Executive	18 Nov 2021	18 Nov 2026	\$0.1800	-	1,250,000	-	-	1,250,000
Executive	18 Nov 2021	18 Nov 2026	\$0.2400	-	1,250,000	-	-	1,250,000
Executive	18 Nov 2021	18 Nov 2026	\$0.3000	-	1,250,000	-	-	1,250,000
Quoted	3 Dec 2021	31 May 2023	\$0.1600	-	2,096,057	-	2,096,057	2,096,057

The inputs used to determine the fair value of options at the date of grant are outlined below:

Item	Employee Options	Employee Options	Lead Manager Options
Grant date	13 July 2021	1 September 2021	3 December 2021
Share price at grant date	\$0.073	\$0.060	\$0.053
Expiry date	13 July 2024	1 September 2024	31 May 2023
Exercise price <sup>1</sup>	\$0.0913	\$0.0750	\$0.1600
Valuation methodology	Black Scholes option pricing model (internal)		
Expected volatility <sup>1</sup>	75%	75%	80%
Risk-free rate	0.17%	0.19%	0.55%
Dividend yield	Nil	Nil	Nil
Number of options	5,530	1,498,815	327,405
Valuation per option	\$0.03125	\$0.02568	\$0.00543
Valuation of options	\$173	\$38,494	\$1,778

Item	Executive Options – Tranche A	Executive Options – Tranche B	Executive Options – Tranche C	Executive Options – Tranche D
Grant date	18 November 2021	18 November 2021	18 November 2021	18 November 2021
Share price at grant date	\$0.054	\$0.054	\$0.054	\$0.054
Expiry date	18 November 2026	18 November 2026	18 November 2026	18 November 2026
Exercise price	\$0.100	\$0.180	\$0.240	\$0.300
Valuation methodology	Black Scholes option pricing model			
Expected volatility <sup>1</sup>	75%	75%	75%	75%
Risk-free rate	0.8536%	0.8536%	0.8536%	0.8536%
Dividend yield	Nil	Nil	Nil	Nil
Number of options	1,250,000	1,250,000	1,250,000	1,250,000
Valuation per option	\$0.0259	\$0.0193	\$0.0163	\$0.0141
Valuation of options	\$32,375	\$24,125	\$20,375	\$17,625

Notes to the share-based payments tables:

- The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. SHARE BASED PAYMENTS (continued)

#### Employee Options

The fair value of the Employee Options was calculated internally using a Black-Scholes valuation model and fully expensed in the reporting period. Total expense recognised in corporate and administrative expenses during the period was \$38,667 (2020: \$17,259) in respect of Employee Options granted and vested.

#### Executive Options

##### 2021 financial year

Following receipt of shareholder approval at the annual general meeting held on 19 November 2020, the Company issued to Mr Chris Noone, CEO and Executive Director, 40,500,000 Executive Options (1,620,000 on a post-consolidation basis) as set out in the tables above.

Each Executive Option entitles the holder to subscribe for one share as follows (on a post-consolidation basis):

Executive Options Tranche	Exercise Price	Vesting Date	Expiry Date	Number of Executive Options
Tranche 1	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2023	19 November 2025	135,000

The Executive Options have a cashless exercise mechanism and will vest upon achievement of performance conditions linked to growth in the market price of CL8 shares as follows (on a post-consolidation basis):

Executive Options Tranche	Number of Executive Options	Performance condition
Tranche 1	540,000	None
Tranche 2	540,000	Volume weighted average market price (VWAP) of \$0.625 for CL8 Shares as traded on ASX for a continuous 20-day period
Tranche 3	540,000	VWAP of \$0.75 for CL8 Shares as traded on ASX for a continuous 20-day period

The fair value of the Executive Options was calculated by an independent expert using the valuation methodologies and inputs described above. The vested portions of the Executive Options were fully expensed in the reporting period. Total expense recognised in corporate and administrative expenses during the period was \$27,844 (2020: \$38,517) in respect of Executive Options granted and vested.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. SHARE BASED PAYMENTS (continued)

#### Executive Options (continued)

##### 2022 financial year

Following receipt of shareholder approval at the annual general meeting held on 18 November 2021, the Company issued to Mr Chris Noone, CEO and Executive Director, 5,000,000 Executive Options as set out in the tables above.

Once vested, each Executive Option entitles the holder to subscribe for one Share as follows:

Executive Options Tranche	Exercise Price	Vesting Date	Expiry Date	Number of Executive Options
Tranche A	\$0.10	18 November 2022	18 November 2026	250,000
Tranche A	\$0.10	18 November 2023	18 November 2026	250,000
Tranche A	\$0.10	18 November 2024	18 November 2026	375,000
Tranche A	\$0.10	18 November 2025	18 November 2026	375,000
Tranche B	\$0.18	18 November 2022	18 November 2026	250,000
Tranche B	\$0.18	18 November 2023	18 November 2026	250,000
Tranche B	\$0.18	18 November 2024	18 November 2026	375,000
Tranche B	\$0.18	18 November 2025	18 November 2026	375,000
Tranche C	\$0.24	18 November 2022	18 November 2026	250,000
Tranche C	\$0.24	18 November 2023	18 November 2026	250,000
Tranche C	\$0.24	18 November 2024	18 November 2026	375,000
Tranche C	\$0.24	18 November 2025	18 November 2026	375,000
Tranche D	\$0.30	18 November 2022	18 November 2026	250,000
Tranche D	\$0.30	18 November 2023	18 November 2026	250,000
Tranche D	\$0.30	18 November 2024	18 November 2026	375,000
Tranche D	\$0.30	18 November 2025	18 November 2026	375,000

The Executive Options have a cashless exercise mechanism.

The fair value of the Executive Options was calculated by an independent expert using the valuation methodologies and inputs described above. The vested portions of the Executive Options were fully expensed in the reporting period. Total expense recognised in corporate and administrative expenses during the period was \$3,740 (2020: nil) in respect of Executive Options granted and vested.

#### Lead Manager Options

On 31 March 2021, the Company entered into a mandate with Mahe Capital Pty Ltd (**Mahe Capital**) to act as lead manager of the 2021 Rights Issue (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate and upon completion of Tranche 2 of the Follow-on Placement, the Company issued 327,405 Quoted CL8OB Options to Mahe Capital (**Lead Manager Options**).

#### Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year as part of corporate and administrative expenses were as follows:

	Six months to 31 Dec 2021	Six months to 31 Dec 2020
Employee Options	\$ 38,667	\$ 17,259
Executive Options	31,584	38,517
	<b>70,251</b>	<b>55,776</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 11. SHARE BASED PAYMENTS (continued)

#### Share-based payment transactions recognised in share issue costs

Total share-based payment transactions recognised during the year as part of share issue costs were as follows:

	Six months to 31 Dec 2021 \$	Year to 30 June 2021 \$
Lead Manager Options	1,778	-
	<b>1,778</b>	<b>-</b>

#### Movements during the year

The following options granted to executives and employees expired and lapsed during the financial year:

Options	Issue Date	Expiry Date	Exercise Price \$	Number Expired	Number Lapsed
Employee Options	3-Sep-18	3-Sep-21	\$0.5215	(53,931)	-
Employee Options	7-May-19	7-May-22	\$0.3125	-	(40,000)
Employee Options	7-May-19	7-May-22	\$0.3750	-	(40,000)
Employee Options	4-Sep-20	1-Sep-23	\$0.2500	-	(59,909)
Employee Options	4-Feb-21	1-Jan-24	\$0.2438	-	(43,720)
Employee Options	12-Oct-21	13-Jul-24	\$0.0913	-	(5,530)
Employee Options	12-Oct-21	1-Sep-24	\$0.0750	-	(81,697)

### 12. ACCUMULATED LOSSES

*Movement in accumulated losses were as follows:*

	Six months to 31 Dec 2021 \$	Year to 30 June 2021 \$
Accumulated losses at beginning of the year	(20,952,277)	(17,867,904)
Transfer from reserves	34,054	272,207
Loss for the period	(1,709,589)	(3,356,580)
Accumulated losses at end of the period	<b>(22,627,812)</b>	<b>(20,952,277)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 13. LOSS PER SHARE

#### Basic loss per share

The calculation of basic loss per share at 31 December 2021 was based on the loss attributable to ordinary shareholders of \$1,709,589 (2020: \$1,762,478) and a weighted average number of ordinary shares of 109,999,807 (2020: 49,615,768) calculated as follows:

	Consolidated Group	
	Six months to 31 Dec 2021 \$	Six months to 31 Dec 2020 \$
<b>Loss attributable to ordinary shareholders (basic)</b>		
Loss attributable to the ordinary shareholders	(1,709,589)	(1,762,478)
	<b>2021 Number</b>	<b>2020 Number</b>
Weighted average number of ordinary shares for the purpose of basic earnings per share	109,999,807	49,615,768
Weighted average number of ordinary shares for the purpose of diluted earnings per share	109,999,807	49,615,768
	<b>2021</b>	<b>2019</b>
Basic and diluted loss per share from continuing operations (cents per share)	(1.55)	(3.55)

### 14. FINANCIAL INSTRUMENTS

The Group has a number of financial instruments which are not measured at fair value on a recurring basis. The carrying amounts of these financial instruments approximate their fair value.

### 15. EVENTS SUBSEQUENT TO REPORTING DATE

The impact of the Coronavirus (COVID-19) pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and Carly alike. It is not practicable to estimate the potential impact of the COVID-19 pandemic, positive or negative, on the consolidated entity after the reporting date. The situation is ongoing and is also dependent on the efficacy and long-term performance of COVID-19 vaccines and measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

Other than the matters described above, there has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

## DIRECTORS' DECLARATION

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1. In the opinion of the Directors of Carly Holdings Limited:
  - (a) the accompanying interim financial statements and notes are in accordance with the *Corporations Act 2001* including:
    - (i) giving a true and fair view of the Group's financial position as at 31 December 2021 and of its performance for the half-year then ended; and
    - (ii) complying with Australian Accounting Standards, the *Corporations Regulations 2001*, professional reporting requirements and other mandatory requirements.
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
  - (c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the *Corporations Act 2001*.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to section 303(5) of the *Corporations Act 2001*.

A handwritten signature in black ink, appearing to read 'Chris Noone', with a stylized flourish at the end.

**Chris Noone**  
**CEO and Executive Director**

Dated at Sydney, New South Wales this 25<sup>th</sup> day of February 2022.

## **INDEPENDENT AUDITOR'S REVIEW REPORT**

To the members of Carly Holdings Limited

### **Report on the Condensed Half-Year Financial Report**

#### *Conclusion*

We have reviewed the accompanying half-year financial report of Carly Holdings Limited ("the company") which comprises the condensed consolidated statement of financial position as at 31 December 2021, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration, for the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Carly Holdings Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2021 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

#### *Basis for conclusion*

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's responsibilities for the review of the financial report* section of our report. We are independent of the company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

#### *Material uncertainty related to going concern*

We draw attention to Note 1 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

#### *Responsibility of the directors for the financial report*

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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*Auditor's responsibility for the review of the financial report*

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the consolidated entity's financial position as at 31 December 2021 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

*HLB Mann Judd*

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**25 February 2022**



**M R Ohm**  
**Partner**