Complii FinTech Solutions Ltd

ANNUAL REPORT **FY23**

ABN 71 098 238 585

FY23 Highlights

Complii

AFSL clients
125

New capital raised in FY23
$10.4b

Complii's Adviser Bid

Since launch in 2015

Deals facilitated by the platform
13,000+

Access to dealers
3,600+

Funds raised since launch
$28.9bn

PRIMARYMARKETS.com a Complii Company

Investor network
110,000+

Trading value
$50m

Trading opportunities at end Q4 FY23
100

registry direct

Registry
768

Holdings
115,000+

ESS
45

Corporate directory

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**, **Group** or **the Company**) – a leading end-to-end compliance and risk management SaaS (**Software as a Service**) platform for equity capital markets participants– is pleased to provide its Annual Report for the year ending 30 June 2023 (FY23).

ABN	71 098 238 585
Registered Office	6.02 56 Pitt Street Sydney NSW 2000 6.02 56 Pitt Street Sydney NSW 2000 +61 (02) 9235 0028 info@complii.com.au www.complii.com.au
Auditors	**Hall Chadwick WA Audit Pty Ltd** 283 Rokeby Road Subiaco WA 6008 +61 (08) 9426 0666
Share Registry	**Registry Direct** Level 6, 56 Pitt Street, Sydney NSW 2000 PO Box 572, Sandringham VIC 3191 1300 55 66 35 www.registrydirect.com.au
Solicitors to the Company	**Grillo Higgins** 114 William Street Melbourne VIC 3000
Securities Exchange	**Australian Securities Exchange** Level 40, Central Park, 152-158 St Georges Terrace Perth WA 6000 www.asx.com.au
ASX Code	**CF1**

Corporate Governance

The Company has prepared a Corporate Governance Statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company. In accordance with ASX Listing Rule 4.10.3, the Corporate Governance Statement will be available for review on the Company's website www.complii.com.au/for-shareholders/corporate-governance and will be lodged with ASX at the same time that this Annual Report is lodged with ASX.

Current Directors

Craig Mason

Executive Chairman

Alison Sarich

Managing Director

Steuart Roe

Executive Director

Appointed 31 August 2022

Greg Gaunt

Non-Executive Director

Nick Prosser

Non-Executive Director

Company Secretary

Karen Logan

Contents

Strategic progress

The 2023 financial year (FY23) started with the acquisition of Registry Direct, continuing to build our unique, integrated ecosystem, becoming the "backbone" of Australian equity markets.

Overall, the Complii group has been continuing to invest behind building a differentiated, end-to-end ecosystem and the required go-to-market capabilities, positioning itself for more cross-selling opportunities. The focus going forward will be to further decrease the cost of acquisition whilst increasing customer ARR and lifetime value, to accelerate organic growth profitably.

Over the past few years, we have been building a very strong business, financially-sound, with improving unit economics and -most importantly- a unique and differentiated offer.

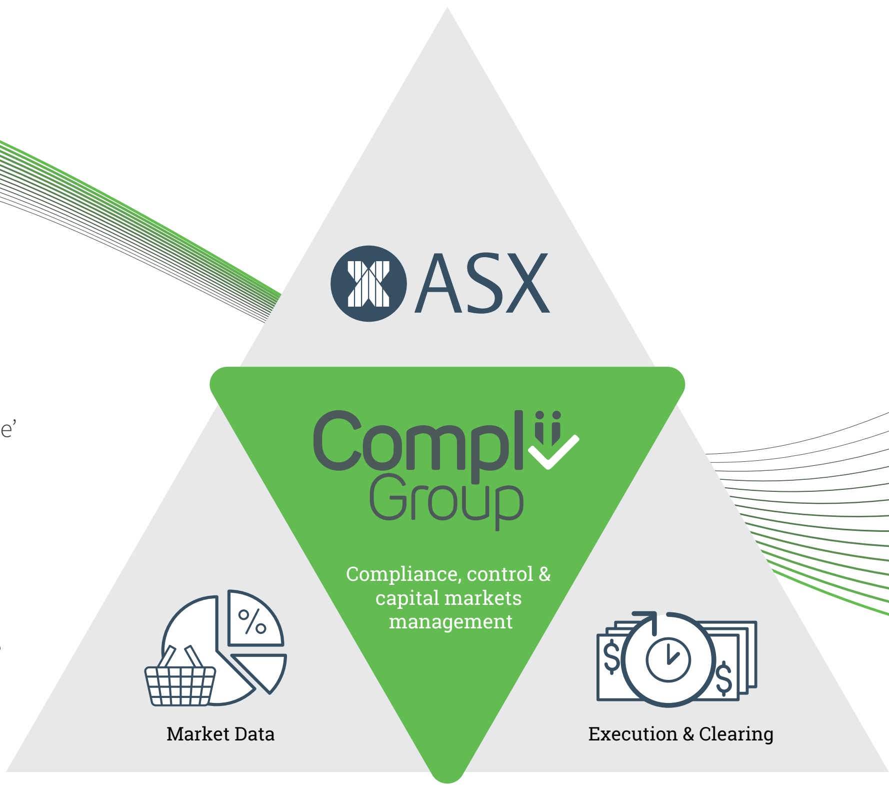
As a result, we have a very strong base of loyal customers, many of which are also shareholders in the company, acknowledging the value of our suite of products and services. We have also built a fantastic team and operational capabilities to ensure we are executing better every year. We think we are in a great position and can deliver on our strategy and financial objectives in FY24 and beyond.

We want to thank our shareholders, customers and partners for their support.

Complii: the "backbone" of Equity Capital Markets

Strategic positioning as "the compliant 'Backbone' to the Equity Capital Markets"

- Significant depth of customers
- The future of the Capital markets is tech and compliance focused
- Addressing the fast-moving tech, compliance and efficiency requirements



Operating and financial review

The Company retained cash reserves (cash at bank including term deposits) of $5.796m at the end of FY23. The group remains debt free with significant cash at bank.

The group experienced net cash outflows from operating activities of $1,710,216 (2022: cash inflow $995,853).

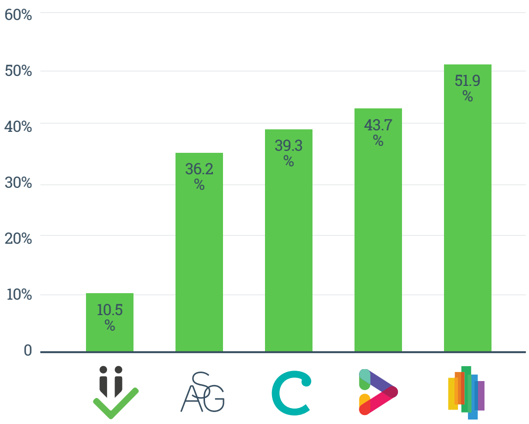
Group revenue has fallen by 8.2% to $7,934,160 in the year ended 30 June 2023, down from $8,642,969 in the prior year, driven mainly by the decrease in PrimaryMarkets' transactional revenue due to the poor general global financial market conditions.

As a SaaS business, Annual recurring revenue (ARR) is a key metric for us. ARR has grown by 62.4% to $3,819,295 in the year ended 30 June 2023, up from $2,351,451 in the prior year.

Increases in ARR across the main subsidiaries is set out below:

- Complii up 10.5% on FY22
- PrimaryMarkets up 51.9% on FY22
- Registry Direct up 43.7% on FY22 (Note FY22 is pre acquisition)
- ThinkCaddie up 39.3% on FY22
- Advisor Solutions Group up 36.2% on FY22

Growth of Annual Recurring Revenue FY22 to FY23



Key milestones

2020

Listed on the ASX: CF1

2021

Develop Risk Management, Financial Crimes, Staff Trading and Complaints modules in partnership with NRI-AUSIEX

2021

Acquisition of PrimaryMarkets

2022

Acquisition of registry direct

2023

Develop a new CRM in partnership with NRI-AUSIEX

Operating and financial review

Principal activities

Complii Group is Australia's first fully integrated corporate and adviser management platform which serves as the backbone of equity capital markets, enabling new levels of operating efficiencies and competitive advantage for AFSL holders and their thousands of licenced users.

Established in 2007, Complii Group offers technology solutions to the Australian financial services sector. The Company delivers premium, end-to-end Software as a Service (SaaS) based technology solutions for Australian Financial Services License (AFSL) entities, from dealers / brokers, financial advisers, financial planners, wealth advisers, to listed and unlisted companies and investors.

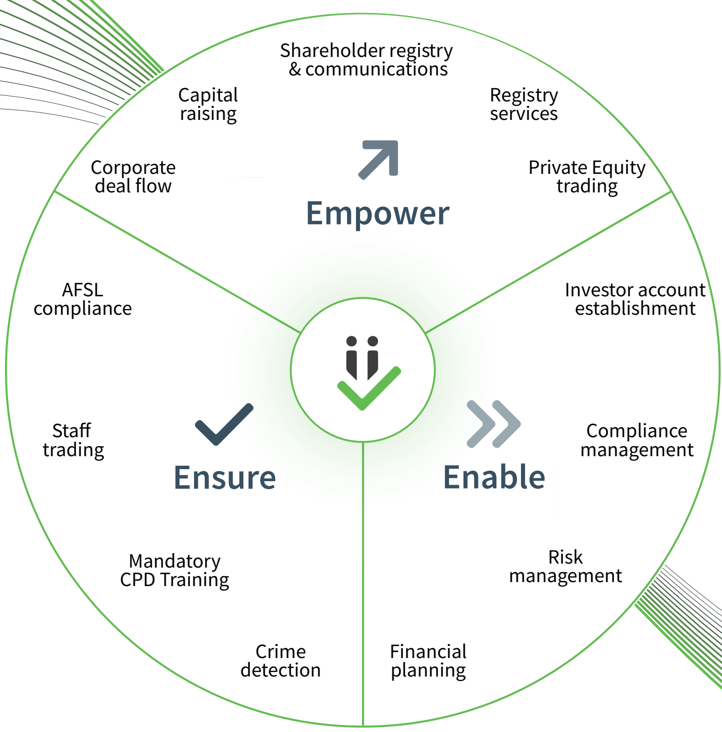
Within the highly regulated financial services industry, registered users benefit from compliance modules for their capital raising and operational needs; as well as a global trading platform for securities of unlisted companies and funds; and registry services for both listed and unlisted companies and funds.

Through innovative research and development (R&D) and complementary business acquisitions, Complii Group has built Australia's only integrated, modular SaaS platform for managing compliance, control and capital markets engagement.

Complii Group modules include registry services from inception of a corporation or trust, trading facilities whilst unlisted (pre-IPO), new capital raising (pre-IPO rounds + IPO listing + placements post listing), administration tools and shareholder services plus all the compliance controls required for those AFSL holders and their registered users dealing for and in capital markets.

Complii Group client entities and their users extend across AFSL holders dealing with listed and unlisted issuers, retail, professional, sophisticated, and institutional investors.

Through ThinkCaddie, our CPD management platform, the Group also provides specialised e-learning solutions for Financial Advisers, Financial Planners, Wealth Managers, BAS and tax agents and other financial services professionals.



The Group offering: a modular, end-to-end platform

Covering the whole corporate lifecycle from inception to unicorn

- Registry services at inception of a corporation
- Unlisted trading facilities (pre-IPO)
- Capital raising (seed round + IPO listing) administration tools
- Shareholder services (post listing)
- Compliance controls required for those dealing for and in capital markets
- Online learning and CPD management

Operating and financial review

Growth

Overall, the Group continued to grow the customer base across the financial services sector and winning mandates from new, high-profile customers such as Wilsons Advisory. The established product and service offerings continued to perform, showing solid increase in recurring revenue through the combination of new sales and additional module subscriptions to existing and new clients. The Group is expected to continue this growth trajectory with new modules and enhanced workflow capabilities in development and to be released to clients in FY24.

Partnerships

As announced on 31 January 2023 Complii is expanding its relationship with Australian Investment Exchange (AUSIEX) by implementing a new Customer Relationship Management (CRM) System. This project is in progress.

Research & Development (R&D)

Throughout FY23, the Group continued its ongoing R&D investment in new products and services. Several new modules have been developed, and comprehensive enhancements and product updates have been delivered during the year, increasing further the customer and user experience.

There have also been significant updates on the PrimaryMarkets platform since acquisition.

Sales & Marketing

Our commercial capabilities have been revamped, with the hiring of a new Group Head of Marketing (February 2023) and the building of account-based marketing strategy supported by new martech stack and the appointment of expert partner agencies.

Across the Group, the sales and marketing team is focused on increasing our brand awareness and lead-generation cost-effectively, as well as cross-selling all Group products and services.

FY24 will continue re-engaging with existing clients, potential clients, new segments, shareholders and investors. The cross-sell continues to produce ARR growth across our product suit, endorsing our acquisition and growth strategy to date. Through our ecosystem of solutions, we are steadily growing our total addressable market (TAM) as well as increasing the potential share of wallet through cross-selling of our solutions, as most companies want to work with end-to-end vendors instead of a roster, as it is both simpler and more cost-effective. This makes our offer both differentiated and sticky. We continue to build on the group's ambition to become the backbone for equity capital markets, with a unique offering covering cost-effective capital raising, absolute compliance assurance, operating risk mitigation and customer servicing efficiency. Integrating our other business units' solutions, the Complii group offers the only end-to-end platform for managing corporate activity from inception of a Company, pre-IPO trading/liquidity, new capital raising efficiencies through to registry services, as well as providing compliance and efficiency tools along each step of the journey, whether it be from the company or a broker. Complii is continuing to focus its Group marketing and resources to realise this opportunity.

The Complii booth at SIAA 2023 in Sydney (Stockbrokers and Investment Advisers Association's flagship conference)

Stockbrokers and Investment Advisers Association
Serving the interests of investors

Operating and financial review

Snapshot of our broad, growing client base

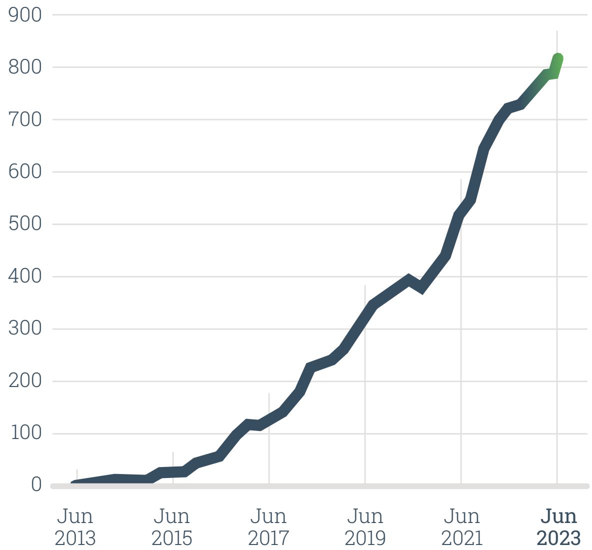
Operating and financial review

Registry Direct acquisition

The Complii group concluded the acquisition of the Registry Direct business in August 2022, completing a substantial step towards assembling Australia's first end-to-end platform covering capital raise to risk and compliance.

Registry Direct is an online share and unique registry with a growing base of clients to companies and funds.

Fee paying registers



Registry Direct complements perfectly our PrimaryMarkets' and Complii's Corporate Highway capital raising offering.

The business continued to develop its platform based on client feedback to improve functionality and sales appeal.

Complii Group in-housed its share registry services using Registry Direct from the 6th February 2023.

Complii

In FY23, $10.4bn new capital funds were raised on the Complii platform across 3082 unique offerings, using our Adviser Bid and Corporate Highway capital raising offering.

Complii group signed several new AFSL clients over the year and started generating incremental revenue from new clients.

Complii is continuing custom work with our larger customers on future major enhancements and developments, which will then be standardised and offered to our broader customer base.

PrimaryMarkets

PrimaryMarkets had a challenging year due to economic conditions and lower appetite for investing. This is consistent with the current very difficult IPO market. We expect this to change as the market situation returns to a more favourable state and have seen increasing enquiries from private companies seeking liquidity and capital raising solutions.

Over FY23, PrimaryMarkets has grown from 50 investment opportunities at the end of Q4 FY22 to over 100 at the end of Q4 FY23, comprising a mixture of secondary trading, trading hubs, unicorns, capital raises and investor centres.

Capital raising continues to be an important part of the PrimaryMarkets ecosystem with 39 companies closing capital raisings this year and trading value remaining strong with $50M traded through the fiscal year. Further broadening of the network of sophisticated and institutional investors through more robust marketing efforts. The total number of sophisticated investors verified through the PrimaryMarkets Platform has increased 40% year-on-year.

Mergers and Acquisitions (M&A)

Post the acquisition of Registry Direct, the Group's growth strategy remains primarily organic, although the Board is continuing to assess a number of strategic and complementary acquisition opportunities.

Complii is ready and remains committed to look for synergistic, complimentary acquisition and partnership opportunities which complements the Group's organic growth strategy.

Real world solutions

EMPOWER

110,000+

Global investors

ENABLE

160%

Improved efficiency reported by users

ENSURE

100%

Legal success

Complii 2023 Conference

The Complii Group organised a very successful conference on The Future of Compliance in Sydney for customers, partners, prospects and media. The event was attend by circa 120 participants and extremely well received, helping to raise our profile as a thought-leader and generate interest from potential customers.

Partners:

præmium

PRIMARY MARKETS.com a Complii Company

52 Risks®

registry direct

AUSIEX

Caddie

Executive Chair and Managing Director's summary

We continue to build a unique ecosystem, delivering strong ARR growth and strong cash flow for all activities, supported by solid cash at bank.

Having invested to build a unique ecosystem, we will continue to drive organic growth through new products and partnerships, increasing our share of our addressable market.

We also continue to explore synergistic acquisitions, and this will remain a broad focus building upon the success of our aggregations of both PrimaryMarkets and Registry Direct.

This will help both increase the size of our addressable market as well as increase opportunities for cross-selling.

Our Group's cross-selling capabilities provide an expected upside for organic growth within our Group.

We are also focused on improving efficiency in our operations, particularly our go-to-market.

Complii is well positioned to give our shareholders a strong trajectory into FY24.

The Complii Group has built a unique, differentiated and hard-to-imitate, end-to-end platform delivering a whole suite of solutions for equity capital markets participants. After strong investment in building our ecosystem, we are now switching gear to focus more on monetisation.

- A growing market
- A unique offer
- A clear growth path
- Expanded marketing
- Expanded sales efforts
- Cross-sell expansion
- Group integration efficiencies

Operationally, the Complii group has grown into a substantial player within the capital markets Regtech industry, recognised for leadership, customer service and innovation. We have established ourselves as the "go-to" vendor thanks to our integrated platform, the only one of its kind.

We have the capabilities, skills and resources to turbo-charge the impact of our investments and deliver strong results, developing and managing increasingly integrated and customised SaaS solutions for a wide range of client types.

We strengthened our executive team with the appointment of a full-time CFO (5 Sept 2022) who joined from Automic Group and a full-time Group Head of Marketing (1 Feb 2023).

The quality of customer relationships and service satisfaction levels remain a top priority, as is our ability to understand users' operating needs and resolve their pain points, driving enduring loyalty. This supports cross-selling solutions to our existing client base. FY23 has also seen a renewed focus on building our sales and marketing capabilities, aiming at delivering new opportunities at lower cost of acquisition, and increase our customers' lifetime value to the group: If H1 FY23 was still focused on product development and integration, H2 FY23 saw an additional stream of work focused on new clients acquisition supported by a strong marketing presence and capabilities.

Our aim is to accelerate further our market penetration, both organically and through partnerships and acquisitions when relevant.

In summary, our operational capabilities have been strengthened and will support our growth efforts, driven increasingly by new client acquisitions alongside the extension of products and services update by existing clients.

Mr Craig Mason
Executive Chairman

Ms Alison Sarich
Managing Director

Directors' report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or 'Group') consisting of Complii FinTech Solutions Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2023.

Directors

The following persons were Directors of Complii FinTech Solutions Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Craig Mason	Executive Chairman
Alison Sarich	Managing Director
Gavin Solomon	Executive Director (Ceased 1 March 2023)
Steuart Roe	Executive Director (Appointed 31 August 2022)
Greg Gaunt	Non-Executive Director
Nick Prosser	Non-Executive Director

Principal activities

Complii FinTech Solutions Limited (Complii) is Australia's first fully integrated Corporate & Adviser management platform which serves as the "backbone" of equity capital markets, enabling new levels of operating efficiencies and competitive advantage for AFSL holders and their thousands of licenced users.

Complii's range of products covers the whole corporate lifecycle with a focus on capital raise, corporate deal flow services, and risk and compliance management technology, including:

Divisional brand	Product offers
Complii FinTech	Compliance
	Financial crimes
	Risk management
	Complaints
	Online Portfolio
	Advisor bid
	Account Fast
Primary Markets.com (a Complii Company)	Unlisted share trading, capital raise, investor hubs
registry direct	Share and unit registry, shareholder communications, Employee Share Schemes (ESS)
boom	SOA client portfolio, account administration and para-planning
Caddie	E-learning, CPD management and professional development

Directors' report

Business units

The Complii Group is comprised of the below five distinct business units, each operating under its own management reporting to Group management, and each responsible for its own P&L.

Each of Complii's business units has the overlay of Group activities such as common Directors, back-office, accounting, marketing, investor relations and cross-selling activities.

Complii FinTech	Catering to AFSL holders and providing mainly compliance modules and corporate deal flow services	Corporate Highway	Whereby all trading and investment opportunities will be able to be accessed and cross promoted to all of Complii's AFSL client firms.
		Adviser Bid	During the year ended 30 June 2023, $10.4Bn of new capital funds was raised on the Complii platform across 3,082 unique offerings from numerous AFSL client firms using Adviser Bid -Complii's proprietary Capital Raising System, an online, seamless process of offering documentation, bidding, scale backs, subscription documentation, e-signature, manage flow of funds from subscribers to issuers supplemented with fulsome broker management and reporting tools.
		Retail Compliance	Investors can be profiled using electronic KYC and investor risk profiling, with compliance documentation being issued based on the clients profile, ensuring Complii Customer's clients base are compliant.
		Risk Management	A new, bank-grade module to identify, manage and control operational workflow risks across entire organisations
		Account Fast	A module that AFSL client firms use via a distinctly branded client portal to onboard, establish and manage their global client base for AML/KYC/CTF regimes and client accounts.
		Other modules	Include complaints, financial crimes, online portfolio, and staff trading.
boom	Enables AFSL client financial planners and wealth managers to manage their client information and undertake para-planning activities online.		
Caddie	Provides mandatory training to enable AFSL client firms and their registered users plus their registered clients and individuals to satisfy and maintain their individual required professional accreditations.		
registry direct	Provides a complete, online shareholder registry and communications service for both issuers and investors across both listed and unlisted corporations and funds + corporate employee share schemes management services.		
Primary Markets.com a Complii Company	Provides new capital raising and online trading platform for securities in unlisted companies and funds connecting unlisted companies and funds to a global investor network of over 110,000.		

Directors' report

Dividends

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

Review of operations

The Complii group has worked on integrating the various business units to drive synergies and cost savings as well as deliver an integrated offer working seamlessly from one business unit to another. We have been harmonising technologies and centralising certain functions and capabilities at group level to avoid duplication. A significant portion of our development activities have been classified as R&D activities which enabled the Group to again be the recipient of significant government grants for FY22 activities.

During the year, the Company has completed a takeover of Registry Direct Ltd ("Registry Direct"). Registry Direct provides share and unit registry services to Australian and international companies and trusts operating in Australia. Registry Direct has created and developed arguably Australia's only fully featured software-as-a-service (SaaS) registry management platform, which is designed to better manage shareholder data and communications. On completion of the Registry Direct takeover on 31 August 2022, the Company appointed Steuart Roe as an Executive Director.

Additionally, Complii plans to continue to look for complementary strategic opportunities throughout FY24 and beyond.

Main business units

Complii

Complii completed upgrades of several existing modules and completed one new distinct SaaS module build during the year, which have been upsold and delivered into 4 existing AFSL client environments. As announced on 31 January 2023, Complii has also commenced working on a new Customer Relationship Management ('CRM') system for the Australian Investment Exchange ('AUSIEX'). All these new and improved modules are being rolled out enhancing the revenue opportunity for the Group.

Complii has also commenced work with our larger customers on future major enhancements and developments to the broader offering, which will assist them in growing their businesses in conjunction with Complii, further becoming industry standard.

Registry Direct

During the year the Company completed the Registry Direct acquisition which has seen a strong uptick in Registry Direct revenue numbers. The acquisition of Registry Direct has proven the Group's breadth in the market and solidified the growth of a company once it has the power of the Group behind it, versus being on its own. The Registry Direct revenue numbers and new business on the horizon has clearly shown this upward trend. Complii is continuing to focus its Group marketing and resources to realise this opportunity.

PrimaryMarkets

During the year the IT development and support of the PrimaryMarkets Trading Platform was brought in house with further trading opportunities added to the platform. Development of the integration of PrimaryMarkets into the Complii Corporate Highway project continues whereby all trading and investment opportunities will be able to be accessed and cross promoted to AFSL client firms.

Directors' report

Options and Performance Rights

Complii had positive take up of the majority of its $0.05 options which had an expiry date of 31 December 2022. This shows strong commitment and support from its Board and shareholders backing the Company. On 31 December 2022, a number of Company unlisted Options each with an exercise price of $0.05 were exercised resulting in cash receipts of $1,152,291 during the year.

Operating Results

The group has a strong balance sheet with cash at bank (including Term Deposits) at 30 June 2023 being $5.796m with no debt and no new equity placements since December 2020.

The group experienced net cash outflows from operating activities of $1,710,216 (2022: cash inflow $995,853).

The loss for the consolidated entity after providing for income tax amounted to $5,448,706 (30 June 2022: profit of $114,937).

Group revenue has fallen by 8.2% to $7,934,160 in the year ended 30 June 2023, down from $8,642,969 in the prior year driven mainly by the decrease in PrimaryMarkets' transactional revenue which was expected due to the poor general global financial market conditions.

During the year the Group received a Research & Development grant for FY22 activities of $2.4 million. The Group is currently preparing its Research & Development tax incentive application for submission to AusIndustry. We anticipate receiving a R&D grant of circa $1.17m for FY23 activities in FY24.

During the year ended 30 June 2023 the Group incurred $17.6 million (2022: $9.8 million) in expenses, this included several one-off and non-cash expenses.

30 June 2023 Expense Category	30 June 2023 $	30 June 2022 $	Change $	Change %
Consulting fees	999,806	268,711	731,095	272%
Corporate secretarial fees	105,009	134,024	(29,015)	(22%)
Employee benefits expense	7,908,350	4,790,200	3,118,150	65%
Legal expenses	211,376	519,775	(308,399)	(59%)
Depreciation and amortisation expense	1,598,739	211,703	1,387,036	655%
Impairment of assets	1,816,050	-	1,816,050	-
Licensing fees	1,154,368	1,456,254	(301,886)	(21%)
Other expenses	2,283,308	1,155,798	1,127,510	98%
Finance costs	42,023	15	42,008	280053%
Cost of sales	63,829	-	63,829	-
Occupancy	46,838	33,595	13,243	39%
Professional fees	140,383	254,262	(113,879)	(45%)
Share based payments expense	756,199	627,959	128,240	20%
Other employment expenses	440,634	319,100	121,534	38%
Travel and Entertainment	83,068	25,190	57,878	230%
Total Expenses	**17,649,980**	**9,796,586**	**7,853,394**	

Directors' report

Consultancy fees were $1.0m (30 June 2022: $0.27m), an increase of $0.73m (272%) on the prior year. The increase is due to new contractors hired to complete development work as a result of winning new clients and expanding relationships with current clients. These expenses have shown a solid increase in ARR in FY23 which will continue in FY24 and beyond.

Employee benefit expenses were $7.91m (30 June 2022: $4.79m), an increase of $3.12m (65%) on the prior year. This was mainly driven by additional staff taken on through the Registry Direct acquisition completed during the year ($1.40m), a full year of staff costs for PrimaryMarkets versus 8 months of costs in FY22 ($0.86m (2023: $1.65m v 2022: $0.79m)), a one-off payout in relation to Director termination ($0.14 million), a one-off Annual Leave cash out ($0.06m), recruitment and termination/resignation expenses ($0.20m) and the investment in new hires tasked to drive business.

Legal fees decreased by $0.31m (59%) on the prior year. FY22 legal fees were mainly in relation to the acquisition of Registry Direct business completed in FY23.

Depreciation and amortisation of $1.60m (30 June 2022: $0.21m) reflects the investment in Property Plant and Equipment, Intangibles and Right of Use assets of the Group.

Impairment expense of $1.82m (2022 $nil) reflects the impairment of the PrimaryMarket acquisition. See note 13 for additional information.

Other expenses have increased $1.13m in FY23. This increase was driven by costs associated with the Registry Direct acquisition, increased insurance premiums and increased marketing costs.

The Group also incurred costs of $0.44m in relation to the acquisition of Registry Direct during the year. These costs have been expensed against several categories in FY23 including Legal expenses and Consulting fees.

The increase in expenses in FY23 is driven by investments both in acquisition and organic growth and are expected to deliver an incremental ARR and a positive ROIC. Across the Group, the sales and marketing team is focused on increasing our brand awareness and lead-generation cost-effectively, as well as cross-sell all Group products and services.

Set out below is a proforma Profit and Loss for the year ended 30 June 2023 removing material one-off and non-cash expenses the adjusted loss after providing for income tax is ($323,413).

	2023 $
Loss after providing for income tax benefit	**(5,448,706)**
Add back	-
Depreciation and amortisation expense	1,598,741
Impairment of assets	1,816,050
Share based payments expense	756,199
Registry Direct acquisition costs	442,292
Costs in relation to cessation of Director (Wages + Legal costs)	162,981
Director cash out of Annual Leave	58,780
Tax consolidation advice following Primary Markets and Registry Direct acquisitions	21,500
Exercise of Unquoted Options	10,280
Vendor out of Escrow	12,823
Other staff costs (Recruitment costs/ termination and resignation payments	198,097
Registry Direct costs as a result of acquisition	47,550
Adjusted Loss after providing for income tax benefit	**(323,413)**

Significant changes in the state of affairs

Other than the acquisition mentioned above, there were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

On 26 July 2023, the Company issued 698,290 fully paid ordinary shares to Non-Executive Director Nick Prosser under the Director Fee Plan in lieu of cash payment for director's fees owed to Mr Prosser for the year ended 30 June 2023. An additional 52,255 fully paid ordinary shares were also issued on 26 July 2023 for the period 1 January 2022 to 30 June 2022 as his director's fees increased with effect from 1 January 2022.

On 27 July 2023, the Company issued 500,000 fully paid ordinary shares on the exercise of unquoted Performance Rights that vested in accordance with the Company's Incentive Performance Rights Plan.

On 1 August 2023, the Company issued 1,000,000 fully paid ordinary shares in lieu of cash payment for services provided by a consultant.

Directors' report

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments, prospects and business strategies

Likely developments, future prospects and business strategies of the operations of the Group and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Group.

Environmental, social and Governance

Our environmental commitment

Complii is committed to being a responsible and sustainable business.

Although the consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth State of Territory law, the Company is seeking to undertake in the future, an analysis of Company objectives that can reduce its environmental footprint.

Corporate Governance

Complii's Board of Directors is responsible for the corporate governance of Complii FinTech Solution Ltd. The Board guides and monitors the business affairs of the Group on behalf of stakeholders and its activities are governed by the Constitution.

Our Corporate Governance Statement is founded on the ASX Corporate Governance Council's principles and recommendations. The statement is periodically reviewed and, if necessary, revised to reflect the challenging nature of the industry.

The responsibilities of the Board of Directors and those functions reserved to the Board, together with the responsibilities of the Managing Director are set out in our board Charter. To assist with governance Complii has established relevant policies and procedures.

For copies of policies, procedures and charters, please visit the Complii website and navigate to For Shareholders > Corporate Governance.

Material Business Risks

There are various internal and external risks that may have a material impact on the Group's future financial performance and economic sustainability. The Group makes every effort to identify material risks and to manage these effectively.

From a sustainability perspective, the Company's ability to provide resilient operations requires disciplined long-term risk management and a commitment to operating as a responsible corporate citizen.

The Company's disciplined approach to long-term risk management is a critical component in the resilience of our day-to-day operations, as it reduces the impact and likelihood of negative outcomes. While we are unable to guarantee there will never be negative outcomes, the Company is committed to continually improving its risk management practices and embedding a risk management culture as we strive to minimise their occurrence.

Long-term resilience also comes from the adoption of responsible business practices. While technology and society continue to evolve, doing the right thing remains a constant in business.

The expected results from those operations in future financial years have not been included because they depend on factors such as general economic conditions, the risks outlined below and the success of the Company's strategies, some of which are outside the control of the Group.

The material business risks affecting the Company are set out below. In addition to these risks, the Company may also face a range of other risks from time to time in conducting its business activities.

Customer retention and revenue growth

The Company's growth strategy is largely dependent on maintaining and increasing the number of customers that use the Complii, PrimaryMarkets and Registry Direct platforms and each of the various service modules along with the acquisition of synergised products. The Company's ability to retain customers may fluctuate as a result of a number of factors including their satisfaction with the Platforms, customer support services, prices, competitor prices, broker consolidation and new feature releases. If customers do not renew their existing licences or renew on less favourable terms (i.e. with a reduced number of service modules), the Company's revenue may decline or grow less quickly than anticipated, which may impact its operations.

Directors' report

Complii is mitigating this risk as much as possible, by increasing customer relationship meetings, striving for exceptional client service, maintaining competitive pricing whilst providing a unique configurable experience to each customer. Complii has also an expanded its sales and marketing effort to increase market share and revenue growth.

Competition

The industry in which the Company is involved is subject to domestic and global competition.

Whilst similar offerings to components of the Complii Platform may exist internationally, Complii is not aware of any direct competitors operating in Australia who provide the full range of modules offered by the Complii Platform. Complii is aware of competitors who provide services in respect of some of the modules offered i.e. the ThinkCaddie and Capital Raising service modules. The Company is also aware of direct competitors who provide services similar to that of the PrimaryMarkets, Registry Direct, Shroogle and ASG businesses.

The Company faces the potential loss of its competitive or market position as a result of potential product innovation by existing competitors or new entrants to the market, which the Company many not anticipate or respond to with sufficient speed to maintain its market position.

Other competitive risks faced by the Company include price competition, competitor marketing campaigns, and mergers or acquisitions by competitors and possible new entrants to the Company's industry. The risks may have a negative impact on the Company's growth and financial performance.

To lessen these risks, Complii continues to innovate its product offering, listen to its customers and develop enhancements to its platforms that will benefit the customer base. Complii also continues to either develop or acquire business units that increase its offering to its existing and new potential customer base, making it a broader solution within the one ecosystem, which is increasing its value proposition to customers.

Changes in technology

The Company operates in an industry in which technology is evolving rapidly with the frequent introduction of new technologies, products and innovations. Customers behaviours, preferences and trends are also consistently changing upon the onset of new methods of communication and digital platforms. The Company must continue to evolve and adapt its products and service offerings to maintain its competitive position. There is a risk that the Company will not be able to introduce new and superior products and services at the rate seen by other competitors in the market generally.

The Company ensures that it continues to evolve and adapt its products and service offerings on an ongoing basis to offer new functions and to comply with new regulatory obligations. The Company understands the success of any enhancement or new feature depends on several factors, including the Company's understanding of market demand, timely execution, successful introduction, and market acceptance, and based on this understanding will mitigate risk of not being forefront on technology and regulatory changes.

Cyber and security risks

The Company stores data in its own systems and networks and also with a variety of third-party service providers. Breaches of security including hacking, denial of service attacks, malicious software use, internal intellectual property theft, data theft or other external or internal security threats could put the integrity and privacy of customers' data and business systems used by the Company at risk which could impact technology operations and ultimately customer satisfaction with the Company's products and services, leading to lost customers and revenue.

The impact of loss or leakage of customer or business data could include costs for potential service disruptions, litigation and brand damage which may potentially have a material adverse impact on the Company's reputation as well as its profitability. Furthermore, any such historical and public security breaches could impact the Company's ability to acquire future customers and revenue. In addition, substantial costs may be incurred in order to prevent the occurrence of future security breaches.

Whilst the Company has established risk management systems to prevent cyber-attacks and any potential data security breaches, including firewalls, encryption of customer data (storage and transmission) and a privacy policy, there are inherent limitations on such systems, including the possibility that certain risks have not been identified. There can be no guarantee that the measures taken by the Company will be sufficient to detect or prevent data security breaches.

However, the Company continues to lessen this risk by working with gold standard Cyber-security experts to implement and maintain appropriate Information Security Management Systems (ISMS), aligns itself, its operations, practices, policies and procedures to the industry standards and ensures that appropriate penetration testing and auditing is carried out continuously.

Directors' report

Reliance on third party IT suppliers

The Company relies on certain contracts with third party suppliers, to maintain and support its IT infrastructure and software, which underpin its core business activities. In particular, the Company relies on Microsoft Azure and Amazon Web Services (AWS) to maintain continuous operation of its technology platforms, servers and hosting services and the cloud based environment in which it provides its products. The Company's reliance on such third parties to provide key services decreases its control over the delivery of these services and the quality and reliability of the services provided. There is a risk that these third party systems may be adversely affected by various factors such as damage, faulty or aging equipment, power surges or failures, computer viruses, or misuse by staff or contractors. Other factors such as hacking, denial of service attacks, or natural disasters may also adversely affect these systems and cause those services to become unavailable. Any delay, disruption or deterioration in the level of services by a third party provider could impair the Company's ability to provide services to its customers at all or to the service levels the Company and its clients expect. This could lead to a loss of revenue while the Company is unable to provide its services, as well as adversely affecting its reputation.

The company has appropriate data loss prevention policies and procedures as well as data failover procedures in place to ensure that this risk is minimised as much as possible.

Loss of key personnel or skilled workers

The Group's ability to be productive, profitable and competitive and to implement planned growth initiatives depends on the continued employment and performance of senior executives and management. The Group's performance is also depends on its ability to attract and retain skilled workers with the relevant industry and technical experience. The loss of a number of key personnel or the inability to attract additional personnel may have an adverse impact on the Group's financial and operating performance. The Company continues to employ, cross train and empower staff to grow and learn to be the next leaders within the firm and industry. The Company also adopts a culture designed to keep staff engaged, happy and ultimately retain its staff.

Regulatory risk

The Company's Platforms and service modules are the subject of continuous development and need to be updated on an ongoing basis in order to ensure that the products and services comply with the current financial laws and regulations. There are no guarantees that the Company will be able to undertake such development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

In addition, the introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern The Company's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of the Company and its Shares. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

The Company has a number of service agreements to work closely with firms which provide Compliance professional services, allowing it to maintain an understanding and keep up to date with any regulatory changes coming up. The Company also works with Compliance professionals working within our customers firms, which helps mitigate risk and ensure the Company is on the front foot of any technology changes required for any upcoming regulatory changes.

Directors' report

Information on Directors

Mr Craig Mason
Executive Chairman

Qualifications	MSAA
Experience and expertise	Craig has over 35 Years' experience in the finance industry in various capacities and has been involved in many major changes which have taken place and shaped the industry over this time. He has worked with ASX, ASIC and APRA in the areas of custody, third party trade execution and clearing associated services
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	35,700,000 Ordinary Shares
Interests in options	5,220,527 Tranche 2 Unquoted Options
Interests in rights	25,000,000 Performance Rights

Ms Alison Sarich
Managing Director

Qualifications	AICD
Experience and expertise	Alison has over 20 years' experience in the finance industry, including Custody, Corporate actions and client relationship management. Including positions based in Australia and the United Kingdom.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	18,338,432 Ordinary Shares
Interests in options	3,852,250 Tranche 2 Unquoted Options Ex $0.10 – Exp 31/12/23
Interests in rights	9,000,000 Performance Rights

Directors' report

Information on Directors

Mr Steuart Roe

Executive Director (Appointed 31 August 2022)

Qualifications	B.Sc., MAppFin
Experience and expertise	Steuart is an experienced business professional with over 30 years in financial services and information technology. Steuart has also issued many first to market financial products on the ASX. Over Steuart's career, he has been a proprietary trader, hedge fund manager, a fund manager and been the CEO and director of two ASX listed companies.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	14,079,812 Ordinary Shares
Interests in options	5,804,383 Tranche 2 Registry Direct Options
Interests in rights	4,000,000 Performance Rights

Mr Greg Gaunt

Non-Executive Director

Qualifications	B.Juris and LL.B
Experience and expertise	Greg is a former Executive Chairman of the law firms Lavan and HHG Legal Group and possesses longstanding experience in the management of law firms where he attained broad business experience across many different sectors.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Member of Nomination and Remuneration Committee
Interests in shares	1,500,000 Ordinary Shares
Interests in options	Nil
Interests in rights	Nil

Directors' report

Information on Directors

Mr Nick Prosser

Non-Executive Director

Qualifications	Dip Sec and Risk, AICD
Experience and expertise	Nick is an experienced fintech specialist with over 20 years' experience in the internet, communications and telecommunications (ICT) industry. He has a Diploma in Security (Risk Management) from the Canberra Institute of Technology and is a member of the Australian Institute of Company Directors.
Other current directorships	Advanced Health Intelligence (ASX: AHI) (NASDAQ: AHI) since 18 April 2018 and appointed interim Non-Executive Chairman of the Advanced Health Intelligence Board effective from 15 February 2022.
Former directorships (last 3 years)	Nil
Special responsibilities	Member of Nomination and Remuneration Committee
Interests in shares	11,226,023 Ordinary Shares
Interests in options	2,889,020 Tranche 2 Unquoted Options Ex $0.10 – Exp 31/12/23
Interests in rights	Nil

Mr Gavin Solomon

Executive Director (Ceased 1 March 2023)

Qualifications	FAICD, B.Comm/LLB
Experience and expertise	Gavin has over 40 years' experience in the Australian, Asian and USA Equity Capital Markets. Gavin was the Founder and Executive Director of PrimaryMarkets Pty Limited and is the Founder of Helmsec Global Capital Pty Ltd, a pan-Asian ECM house that has participated in new capital raisings of over A$1.7B.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	26,816,291 Ordinary Shares
Interests in options	4,116,496 Tranche 1 PM Unquoted Options Ex $0.075 – Exp 3/11/2023 5,402,900 Tranche 2 PM Unquoted Options Ex $0.10 – Exp 03/11/2023
Interests in rights	Nil

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

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

Directors’ report

Information on company secretary

Ms Karen Logan

Company secretary

Karen Logan has held the position of Company Secretary (BComm, Grad Dip AppCorpGov, FCG, FGIA, GAICD) since the beginning of the reporting period, to the date of this report. Ms Logan was appointed 10 December 2020.

Meetings of Directors

The number of meetings of the Company’s Board of Directors (‘the Board’) and of each Board committee held during the year ended 30 June 2023, and the number of meetings attended by each Director were:

	Full Board		Nomination and Remuneration Committee	
	Attended	**Held**	**Attended**	**Held**
Craig Mason	8	8	-	-
Alison Sarich	8	8	-	-
Gavin Solomon (Ceased 1 March 2023)	5	5	-	-
Steuart Roe (Appointed 31 August 2022)	7	7	-	-
Greg Gaunt	8	8	2	2
Nick Prosser	8	8	2	2

Held: represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

Meetings of Audit and Risk Committee

Due to the size of the organisation the functions of this committee are performed by the entire Board.

Remuneration report (audited)

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

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors. In this report "Executive KMP" refers to members of the Executive team that are KMP and includes Mr Ian Kessell (Chief Operating Officer), Mr Marcus Ritchie (Managing Director - PrimaryMarkets) (Resigned 12 May 2023), Mr James Green (Chairman - PrimaryMarkets) and Ms Karla Mallon (Chief Financial Officer) (Appointed 5 September 2022).

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

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

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's Executive KMP reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns Executive KMP reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that Executive KMP reward satisfies the following key criteria for good reward governance practices:

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage / alignment of executive compensation
- Transparency
- Capital management

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its Directors and KMP. The performance of the consolidated entity depends on the quality of its Directors and Executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The reward framework is designed to align Executive KMP reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- Having economic profit as a core component of plan design;
- Focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- Attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- Rewarding capability and experience;
- Reflecting competitive reward for contribution to growth in shareholder wealth; and
- Providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive Director is separate.

Non-Executive Directors remuneration

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role. Non-Executive Directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The Chairman is not present at any discussions relating to the determination of his own remuneration. Non-Executive Directors do not receive share options or other incentives.

Remuneration report (audited)

ASX listing rules require the aggregate Non-Executive Directors' remuneration be determined periodically by a general meeting. As approved by shareholders at the annual general meeting held on 30 November 2016, the aggregate remuneration of Non-Executive Directors has been set at an amount not to exceed $300,000 per annum.

Executive KMP remuneration

The consolidated entity aims to reward Executive KMP based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The Executive remuneration and reward framework has four components:

- Base pay and non-monetary benefits;
- Short-term performance incentives;
- Share-based payments; and
- Other remuneration such as superannuation and long service leave.

The combination of these comprises the Executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation, and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits where it does not create any additional costs to the consolidated entity and provides additional value to the Executive KMP.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of Executive KMP. STI is an annual "at risk" opportunity awarded to Executive KMP based on specific annual targets and key performance indicators ('KPI's') being achieved. Performance conditions are clearly defined and measurable and designed to support the financial and strategic direction of the business and in turn translate to shareholder return. STI is currently awarded to Executive KMP in 100% cash.

The long-term incentives ('LTI') include long service leave and share-based payments. Options and Performance Rights are awarded to Executive KMP over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Details of remuneration

Amounts of remuneration

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

The key management personnel of the consolidated entity consisted of the following Directors and key management personnel of Complii FinTech Solutions Ltd:

- Craig Mason
  Executive Chairman
- Alison Sarich
  Managing Director
- Gavin Solomon
  Executive Director
  (Ceased 1 March 2023)
- Steuart Roe
  Executive Director
  (Appointed 31 August 2022)
- Greg Gaunt
  Non-Executive Director
- Nick Prosser
  Non-Executive Director
- Ian Kessell
  Chief Operating Officer
- Marcus Ritchie
  Managing Director - PrimaryMarkets
  (Resigned 12 May 2023)
- James Green
  Chairman - PrimaryMarkets
- Karla Mallon
  Chief Financial Officer
  (Appointed 5 September 2022)

Remuneration report (audited)

30 June 2023		Short-term benefits Cash salary and fees $	Cash bonus $	Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity settled $	Total $
Non-Executive Directors	Greg Gaunt	40,000	-	-	4,200	-	-	44,200
	Nick Prosser*****	-	-	-	3,801	-	36,199	40,000
Executive Directors	Craig Mason*****	337,500	-	-	-	-	352,783	690,283
	Alison Sarich	262,500	-	-	27,563	-	125,407	415,470
	Gavin Solomon*	226,079	-	-	21,468	-	(13,294)	234,253
	Steuart Roe**	228,537	-	-	23,996	-	163,188	415,721
Other Key Management Personnel	Ian Kessell	238,100	-	-	25,000	-	15,833	278,933
	Marcus Ritchie***	212,645	-	-	21,137	-	(43,723)	190,059
	James Green	240,947	-	-	25,299	-	27,537	293,783
	Karla Mallon****	160,735	-	-	16,877	-	23,924	201,536
		1,947,043	**-**	**-**	**169,341**	**-**	**687,854**	**2,804,238**

* Ceased 1 March 2023 and forfeited his performance rights and STI. Any share based payment expense previously recognised under AASB 2 in respect of the performance rights have been reversed.

** Appointed 31 August 2022.

*** Resigned 12 May 2023 and forfeited his performance rights and STI. Any share based payment expense previously recognised under AASB 2 in respect of the performance rights have been reversed.

**** Appointed 5 September 2022.

***** Included in the director's remuneration are amounts payable in respect of accrued salary package.

30 June 2022		Short-term benefits Cash salary and fees $	Cash bonus $	Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity settled $	Total $
Non-Executive Directors	Greg Gaunt	32,118	-	-	3,219	-	-	35,337
	Nick Prosser	31,818	-	-	3,182	-	-	35,000
Executive Directors	Craig Mason*	303,437	-	-	-	-	255,212	558,649
	Alison Sarich	215,000	-	-	21,500	-	98,670	335,170
	Gavin Solomon	120,000	-	-	12,000	-	13,294	145,294
Other Key Management Personnel	Ian Kessell	185,000	-	-	18,500	-	58,510	262,010
	Marcus Ritchie	153,939	-	-	15,394	-	126,223	295,556
	James Green	153,939	-	-	15,394	-	13,294	182,627
		1,195,251	**-**	**-**	**89,189**	**-**	**565,203**	**1,849,643**

* Included in the director's remuneration are amounts payable in respect of accrued salary package

Remuneration report (audited)

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

		Fixed remuneration		At risk - STI		At risk - LTI	
		30 June 2023	30 June 2022	30 June 2023	30 June 2022	30 June 2023	30 June 2022
Non-Executive Directors	Greg Gaunt	100%	100%	-	-	-	-
	Nick Prosser	9%	100%	-	-	91%	-
Executive Directors	Craig Mason	49%	54%	-	-	51%	46%
	Alison Sarich	70%	71%	-	-	30%	29%
	Gavin Solomon	106%	91%	-	-	(6%)	9%
	Steuart Roe	61%	-	-	-	39%	-
Other Key Management Personnel	Ian Kessell	94%	78%	-	-	6%	22%
	Marcus Ritchie	123%	57%	-	-	(23%)	43%
	James Green	91%	93%	-	-	9%	7%
	Karla Mallon	88%	-	-	-	12%	-

Service agreements

Remuneration and other terms of employment for Executive KMP are formalised in service agreements. Details of these agreements are as follows:

Mr Craig Mason

Executive Chairman

Agreement commenced	10 December 2020
Term of agreement	The agreement has no fixed term and may be terminated with a six months' notice by either party, other than for cause.
Details	i A fee of $350,000 effective from 1 January 2023 (exclusive of GST). ii Entitlement to 18,500,000 Performance Rights, issued on 10 December 2020. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Ms Alison Sarich

Managing Director

Agreement commenced	10 December 2020
Term of agreement	**Termination by Company** The Company must either give Ms Sarich three months' written notice and, at the end of that notice period, make a payment to Ms Sarich equal to her salary over a three-month period; or otherwise may terminate Ms Sarich's employment with immediate effect by paying her the equivalent of her salary over a six month period. **Termination by Ms Sarich** Ms Sarich may terminate her employment if the Company commits a serious breach of the agreement and does not remedy that breach within 28 days of receipt of written notice from Ms Sarich to do so; or, otherwise, by providing three months written notice to the Company.
Details	i A base salary of $250,000, increased to $275,000 effective from 1 January 2023 (exclusive of superannuation). ii 6,750,000 Performance Rights issued on 10 December 2020. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Remuneration report (audited)

Mr Steuart Roe

Executive Director

Agreement commenced	1 September 2022
Term of agreement	**Termination by Company** The Company must either give Mr Roe three months' written notice and, at the end of that notice period, make a payment to Mr Roe equal to his salary over a three month period; or otherwise may terminate Mr Roe's employment with immediate effect by paying him the equivalent of his salary over a six month period. **Termination by Mr Roe** Mr Roe may terminate his employment by providing three months written notice to the Company.
Details	i A base salary of \$250,000 (exclusive of superannuation). ii 4,000,000 Performance Rights issued on 2 November 2022. The milestone attaching to 2,000,000 of these Performance Rights has been met at 30 June 2023. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Mr Ian Kessell

Chief Operation Officer

Agreement commenced	1 August 2020
Term of agreement	**Termination** Each party must give four weeks written notice to terminate the agreement, other that for cause.
Details	i A salary of \$240,000 (exclusive of superannuation). ii 4,000,000 Performance Rights issued on 31 March 2021. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Mr Gavin Solomon

Executive Director (Ceased 1 March 2023)

Agreement commenced	3 November 2021
Term of agreement	**Termination by Company** The Company must either give Mr Solomon's three months' written notice and, at the end of that notice period, make a payment to Mr Solomon's equal to his salary over a three month period; or, otherwise may terminate Mr Solomon's employment with immediate effect by paying him the equivalent of his salary over a six month period. **Termination by Mr Solomon** Mr Solomon may terminate his employment if the Company commits a serious breach of the agreement and does not remedy that breach within 21 days of receipt of written notice from Mr Solomon to do so; or, otherwise, by providing three months written notice to the Company.
Details	i A base salary of \$180,000 (exclusive of directors' fees and superannuation).Mr Solomon will not receive directors' fees for the first 12 months after the Commencement Date, at which time the Board shall determine the directors' fees payable to Mr Solomon. ii 1,800,000 Performance Rights issued on 3 November 2021. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Mr James Green

Chairman – Primary Markets

Agreement commenced	3 November 2021
Term of agreement	**Termination by Company** The Company must either give Mr Green three months' written notice and, at the end of that notice period, make a payment to Mr Green's equal to his salary over a six month period; or otherwise may terminate Mr Green's employment with immediate effect by paying him the equivalent of his salary over a nine month period. **Termination by Mr Green** Mr Green may terminate his employment if the Company commits a serious breach of the agreement and does not remedy that breach within 21 days of receipt of written notice from Mr Green to do so; or, otherwise, by providing three months written notice to the Company.
Details	i A salary of $255,000 (exclusive of directors' fees and superannuation). ii 1,800,000 Performance Rights issued on 3 November 2021. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Mr Marcus Ritchie

CEO – Primary Markets (Resigned 12 May 2023)

Agreement commenced	3 November 2021
Term of agreement	**Termination by Company** The Company must either give Mr Ritchie three months' written notice and, at the end of that notice period, make a payment to Mr Ritchie's equal to his salary over a three-month period; or otherwise may terminate Mr Ritchie's employment with immediate effect by paying him the equivalent of his salary over a six month period. **Termination by Mr Ritchie** Mr Ritchie may terminate his employment if the Company commits a serious breach of the agreement and does not remedy that breach within 21 days of receipt of written notice from Mr Ritchie to do so; or, otherwise, by providing three months written notice to the Company.
Details	i A salary of $230,910 (exclusive of superannuation). ii 4,500,000 Performance Rights issued on 3 November 2021. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Remuneration report (audited)

Ms Karla Mallon

Chief Financial Officer

Agreement commenced	5 September 2022
Term of agreement	Termination Each party must give four weeks written notice to terminate the agreement, other than for cause.
Details	i A salary of $195,000 (exclusive of superannuation). ii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

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

The Constitution of the Company provides that the remuneration of Non-Executive Directors will not be more than the aggregate fixed sum determined by a general meeting of Shareholders or, until so, by the Directors. The aggregate remuneration of Non-Executive Directors approved by Shareholders at the annual general meeting held on 30 November 2016 has been set at an amount not to exceed $300,000 per annum.

The Company has entered into a Non-Executive Director letter agreement with Mr Greg Gaunt effective from 26 February 2019. The Company has agreed to pay Mr Gaunt a director fee of $40,000 including superannuation per year for services provided to the Company as Non-Executive Director from 1 January 2022. From 1 July 2023, the Company has agreed to pay Mr Gaunt a director fee of $40,000 excluding superannuation per year.

The Company has entered into a Non-Executive Director letter agreement with Mr Nick Prosser effective from 1 July 2021. The Company has agreed to pay Mr Prosser a director fee of $40,000 including superannuation per year for services provided to the Company as Non-Executive Director from 1 January 2022. From 1 July 2023, the Company has agreed to pay Mr Prosser a director fee of $40,000 excluding superannuation per year.

Remuneration report (audited)

Share-based compensation

Issue of shares

During the year ended 30 June 2023 392,197 fully paid ordinary shares were issued to Non-Executive Director Nick Prosser under the Director Fee Plan in lieu of Director's fees owed to Mr Prosser for the year ended 30 June 2022. There were no shares issued to Directors and Executive KMP as part of compensation during the year ended 30 June 2022.

Options

There were no options over ordinary shares issued to Directors and other Executive KMP as part of compensation that were outstanding as at 30 June 2023.

There were no options over ordinary shares granted to or vested by Directors and Executive KMP as part of compensation during the year ended 30 June 2023.

Performance rights

Performance rights over ordinary shares issued to Directors and Executive KMP as part of compensation that were outstanding as at 30 June 2023 are as follows:

Issued in the year ended 30 June 2023

Craig Mason	16,000,000 performance rights in October 2022 (4,000,000 Class J, 4,000,000 Class K, 4,000,000 Class L, 4,000,000 Class M)
Alison Sarich	6,000,000 performance rights in October 2022 (1,500,000 Class J, 1,500,000 Class K, 1,500,000 Class L, 1,500,000 Class M)
Steuart Roe	4,000,000 performance rights in October 2022 (2,000,000 Class N, 2,000,000 Class O)
Ian Kessell	1,500,000 performance rights in October 2022 (750,000 Class J, 750,000 Class K)
James Green	1,500,000 performance rights in October 2022 (500,000 Class J, 500,000 Class L, 500 000 Class P)
Marcus Ritchie	1,500,000 performance rights in October 2022 (1,500,000 Class P). 1,500,000 performance rights were forfeited on 12 May 2023 upon resignation.
Karla Mallon	2,000,000 performance rights in April 2023 (500,000 Tranche 1, 500,000 Tranche 2, 500,000 Class J, 500,000 Class K)

Issued in the year ended 30 June 2022

Gavin Solomon	1,800,000 performance rights in November 2021 (900,000 Class F, 900,000 Class G). 1,800,000 performance rights were forfeited on 1 March 2023 upon cessation as Executive Director.
James Green	1,800,000 performance rights in November 2021 (900,000 Class F, 900,000 Class G)
Marcus Ritchie	4,500,000 performance rights in November 2021 (750,000 Class F, 750,000 Class G, 1,500,000 Class H, 1,500,000 Class I). 1,500,000 Class H performance rights were exercised during FY23. 3,000,000 performance rights were forfeited on 12 May 2023 upon resignation.

Issued during the year ended 30 June 2021

Craig Mason	18,500,000 performance rights in September 2020 (1,500,000 Class A, 2,000,000 Class B, 3,000,000 Class C, 3,000,000 Class D, 3,000,000 Class E, 3,000,000 Class F, 3,000,000 Class G). 1,500,000 Class A Performance Rights were exercised during FY22. 2,000,000 Class B, 3,000,000 Class C and 3,000,000 Class E performance rights were exercised during FY23.
Alison Sarich	6,750,000 performance rights in September 2020 (750,000 Class A, 1,000,000 Class B, 1,000,000 Class C, 1,000,000 Class D, 1,000,000 Class E, 1,000,000 Class F, 1,000,000 Class G). 750,000 Class A Performance Rights were exercised during FY22. 1,000,000 Class B, 1,000,000 Class C and 1,000,000 Class E performance rights were exercised during FY23.
Ian Kessell	4,000,000 performance rights in March 2021 (800,000 Tranche 1, 800,000 Tranche 2, 400,000 Class A, 500,000 Class B, 500,000 Class D, 500,000 Class F, 500,000 Class G). 2,000,000 Performance Rights (800,000 Tranche 1, 800,000 Tranche 2 and 400,000 Class A) were exercised during FY22. 500,000 Class B performance rights were exercised during FY23.

Remuneration report (audited)

Additional information

The earnings of the consolidated entity for the four years to 30 June 2023 are summarised below:

	2023 $	2022 $	2021 $	2020 $
Sales revenue	7,934,160	8,642,969	2,024,663	1,169,875
Profit/(loss) after income tax	(5,448,706)	114,937	(4,194,240)	(3,959,691)

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

	2023	2022	2021	2020
Share price at financial year end ($)	0.04	0.08	0.06	-
Basic earnings per share (cents per share)	(1.05)	0.03	(2.38)	(18.72)
Diluted earnings per share (cents per share)	(1.05)	0.02	-	-

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each Director and Executive KMP of the consolidated entity, including their personally related parties, is set out below:

Ordinary shares	Balance at the start of the year	Received as part of remuneration	Received on exercise of options or performance rights during the year	Other changes during the year	Balance at the end of the year
Craig Mason	25,000,000	-	10,105,002	594,998	35,700,000
Alison Sarich	12,306,750	-	6,031,682	-	18,338,432
Gavin Solomon * (Ceased 1 March 2023)	27,014,502	-	-	(198,211)	26,816,291
Steuart Roe (Appointed 31 August 2022)	-	-	-	14,079,812	14,079,812
Greg Gaunt	1,500,000	-	-	-	1,500,000
Nick Prosser	8,667,061	392,197	2,166,765	-	11,226,023
Ian Kessell	1,000,000	-	500,000	(126,666)	1,373,334
James Green	13,728,210	-	-	-	13,728,210
Marcus Ritchie * (Resigned 12 May 2023)	526,799	-	1,500,000	-	2,026,799
Karla Mallon (Appointed 5 September 2022)	-	-	-	-	-
	89,743,322	392,197	20,303,449	14,349,933	124,788,901

* Shareholdings at time of cessation/resignation

Remuneration report (audited)

Option holding

The number of options over ordinary shares in the Company held during the financial year by each Director and Executive KMP of the consolidated entity, including their personally related parties, is set out below:

Options over ordinary shares	Balance at the start of the year	Granted as part of remuneration	Exercised	Expired/ forfeited/other	Balance at the end of the year
Craig Mason	7,325,539	-	(2,105,002)	-	5,220,537
Alison Sarich	6,741,438	142,494	(3,031,682)	-	3,852,250
Gavin Solomon * (Ceased 1 March 2023)	9,519,396	-	-	-	9,519,396
Steuart Roe (Appointed 31 August 2022)	-	-	-	5,804,383	5,804,383
Nick Prosser	5,055,785	-	(2,166,765)	-	2,889,020
Greg Gaunt	-	-	-	-	-
Ian Kessell	-	24,445	-	-	24,445
James Green	4,837,559	-	-	-	4,837,559
Marcus Ritchie * (Resigned 12 May 2023)	185,634	-	-	-	185,634
Karla Mallon (Appointed 5 September 2023)	-	-	-	-	-
	33,665,351	166,939	(7,303,449)	5,804,383	32,333,224

* Shareholdings at time of cessation/resignation

Performance rights

The number of performance rights over ordinary shares in the company held during the financial year by each Director and Executive KMP of the consolidated entity, including their personally related parties, is set out below:

Performance rights over ordinary shares	Balance at the start of the year	Granted as remuneration	Exercised	Expired/ forfeited/other	Balance at the end of the year
Craig Mason	17,000,000	16,000,000	(8,000,000)	-	25,000,000
Alison Sarich	6,000,000	6,000,000	(3,000,000)	-	9,000,000
Gavin Solomon * (Ceased 1 March 2023)	1,800,000	-	-	(1,800,000)	-
Steuart Roe (Appointed 31 August 2022)	-	4,000,000	-	-	4,000,000
Greg Gaunt	-	-	-	-	-
Nick Prosser	-	-	-	-	-
Ian Kessell	2,000,000	1,500,000	(500,000)	-	3,000,000
James Green	1,800,000	1,500,000	-	-	3,300,000
Marcus Ritchie * (Resigned 12 May 2023)	4,500,000	1,500,000	(1,500,000)	(4,500,000)	-
Karla Mallon (Appointed 5 September 2022)	-	2,000,000	-	-	2,000,000
	33,100,000	32,500,000	(13,000,000)	(6,300,000)	46,300,000

* Shareholdings at time of cessation/resignation

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of Complii FinTech Solutions Ltd under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
10 December 2020	31 December 2023	$0.10	14,999,575
10 December 2020	31 December 2023	$0.05	7,500,000
10 December 2020	31 December 2023	$0.10	26,293,351
22 January 2021	31 December 2023	$0.10	40,409
3 November 2021	3 November 2023	$0.075	16,000,000
3 November 2021	3 November 2023	$0.10	21,000,000
31 August 2022	31 August 2024	$0.125	28,191,026
31 August 2022	31 August 2024	$0.125	2,775,413
			116,799,774

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.

23,045,823 options were exercised during the financial year, raising the Company $1,152,291. (2022: 4,501,464 options were exercised raising the Company $241,740). No options have been exercised since the end of the financial year.

Shares under performance rights

Unissued ordinary shares of Complii FinTech Solutions Ltd under performance rights at the date of this report are as follows:

Class	Grant date	Expiry date	Exercise price	Number under rights
Class D	18 September 2020	17 September 2025	$0.05	4,000,000
Class D	30 March 2021	30 March 2026	$0.05	500,000
Class F	18 September 2020	17 September 2025	$0.05	4,000,000
Class F	30 March 2021	30 March 2026	$0.05	500,000
Class F	3 November 2021	31 December 2023	$0.00	1,350,000
Class G	18 September 2020	17 September 2025	$0.05	4,000,000
Class G	30 March 2021	30 March 2026	$0.05	500,000
Class G	3 November 2021	31 December 2023	$0.00	1,350,000
Class J	26 October 2022	25 October 2027	$0.062	6,750,000
Class J	19 April 2023	17 April 2028	$0.04	500,000
Class K	26 October 2022	25 October 2027	$0.062	6,250,000
Class K	19 April 2023	17 April 2028	$0.04	500,000
Class L	26 October 2022	25 October 2027	$0.036	6,000,000
Class M	26 October 2022	25 October 2027	$0.031	5,500,000
Class N	26 October 2022	25 October 2027	$0.062	2,000,000
Class O	26 October 2022	25 October 2027	$0.062	2,000,000
Class P	26 October 2022	25 October 2027	$0.062	500,000
Tranche 1 + Tranche 2	19 April 2023	17 April 2028	$0.04	500,000
Employee Performance Rights	16 September 2021	16 September 2023	$0.00	516,225
Employee Performance Rights CF1PR1	21 September 2022	21 September 2024	$0.00	1,630,502
				48,846,727

No person entitled to exercise the performance rights 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.

Remuneration report (audited)

Shares issued on the exercise of options

The following ordinary shares of Complii FinTech Solutions Ltd were issued up to the date of this report on the exercise of options granted:

Date options granted	Exercise Price	Number of shares issued
10 December 2020	$0.05	23,045,823

Shares issued on the exercise of performance rights

The following ordinary shares of Complii FinTech Solutions Ltd were issued up to the date of this report on the exercise of performance rights granted:

Performance rights grant date	Exercise Price	Number of shares issued
18 September 2020	$0.00	11,000,000
30 March 2021	$0.00	500,000
16 September 2021	$0.00	830,186
3 November 2021	$0.00	1,500,000
19 April 2023	$0.00	500,000
		14,330,186

Indemnity and insurance of officers

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

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

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the Company

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

Remuneration report (audited)

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

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

The Directors are of the opinion that the services as disclosed in note 30 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

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

Officers of the Company who are former partners of Hall Chadwick WA Audit Pty Ltd

There are no officers of the Company who are former partners of Hall Chadwick WA 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.

Auditor

Hall Chadwick WA Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the Directors

Mr Craig Mason
Executive Chairman

18 August 2023

To the Board of Directors

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Complii Fintech Solutions Ltd for the financial year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully,

Hall Chadwick
HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis
MARK DELAURENTIS CA
Director

Dated this 18th day of August 2023
Perth, Western Australia

Financial report

Financial report

General information

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

Complii FinTech Solutions Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

6.02 56 Pitt Street
Sydney NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 18 August 2023. The Directors have the power to amend and reissue the financial statements.

Corporate Governance Statement

The Corporate Governance Statement is available of the Company's website at www.complii.com.au

Financial report

Statement of profit or loss and other comprehensive income

for the year ended 30 June 2023

		Note	Consolidated 2023 $	Consolidated 2022 $
Revenue and other income	Revenue	4	7,934,160	8,642,969
	Research and development grant		2,386,298	942,080
	Other income	5	411,788	326,474
Expenses	Consulting fees		(999,806)	(268,711)
	Corporate secretarial fees		(105,009)	(134,024)
	Employee benefits expense	6	(7,908,350)	(4,790,200)
	Legal expenses		(211,376)	(519,775)
	Depreciation and amortisation expense	6	(1,598,739)	(211,703)
	Impairment of assets	13	(1,816,050)	-
	Licensing fees		(1,154,368)	(1,456,254)
	Other expenses	6	(2,283,308)	(1,155,798)
	Finance costs	6	(42,023)	(15)
	Cost of sales		(63,829)	-
	Occupancy		(46,838)	(33,595)
	Professional fees		(140,383)	(254,262)
	Share based payments expense	6	(756,199)	(627,959)
	Other employment expenses		(440,634)	(319,100)
	Travel and Entertainment		(83,068)	(25,190)
Profit/(loss) before income tax benefit			**(6,917,734)**	**114,937**
Income tax benefit		7	1,469,028	-
Profit/(loss) after income tax benefit for the year attributable to the owners of Complii FinTech Solutions Ltd		24	(5,448,706)	114,937
Other comprehensive loss	Items that will not be reclassified subsequently to profit or loss			
	Loss on equity instruments at fair value through other comprehensive income, net of tax		(33,618)	(86,756)
	Other comprehensive loss for the year, net of tax		(33,618)	(86,756)
	Total comprehensive (loss)/income for the year attributable to the owners of Complii FinTech Solutions Ltd		**(5,482,324)**	**28,181**
			Cents	**Cents**
Earnings per share	Basic earnings per share	36	(1.05)	0.03
	Diluted earnings per share	36	(1.05)	0.02

Financial report

Statement of financial position

as at 30 June 2023

			Note	Consolidated 2023 $	Consolidated 2022 $
Assets	Current assets	Cash and cash equivalents	8	5,796,052	5,736,421
		Trade and other receivables	9	443,831	183,448
		Other assets	10	299,676	333,371
		Total current assets		6,539,559	6,253,240
	Non-current assets	Financial assets		74,704	73,748
		Property, plant and equipment	11	49,682	36,608
		Right-of-use assets	12	451,572	643,854
		Intangible assets	13	11,596,686	6,220,682
		Deposits	14	226,992	-
		Total non-current assets		12,399,636	6,974,892
	Total assets			**18,939,195**	**13,228,132**
Liabilities	Current liabilities	Trade and other payables	15	1,210,236	912,703
		Lease liabilities	16	277,077	266,678
		Provisions	17	664,333	331,818
		Financial Liabilities	18	172,697	242,155
		Total current liabilities		2,324,343	1,753,354
	Non-current liabilities	Lease liabilities	19	197,376	384,458
		Provisions	21	150,364	125,958
		Total non-current liabilities		347,740	510,416
	Total liabilities			**2,672,083**	**2,263,770**
Net assets				**16,267,112**	**10,964,362**
Equity		Issued capital	22	30,325,617	20,427,265
		Reserves	23	2,557,911	1,704,807
		Accumulated losses	24	(16,616,416)	(11,167,710)
	Total equity			**16,267,112**	**10,964,362**

Financial report

Statement of changes in equity

for the year ended 30 June 2023

		Issued capital $	Share Based Payments Reserve $	Financial Assets at FVOCI Reserve $	Accum-ulated losses $	Total equity $
Balance at 1 July 2021		14,382,790	507,551	-	(11,282,647)	3,607,694
Profit after income tax expense for the year		-	-	-	114,937	114,937
Other comprehensive loss for the year, net of tax		-	-	(86,756)	-	(86,756)
Total comprehensive (loss)/income for the year		-	-	(86,756)	114,937	28,181
Transactions with owners in their capacity as owners:	Shares issued during the year	6,075,000	-	-	-	6,075,000
	Options granted during the year	-	848,900	-	-	848,900
	Options exercised during the year	241,740	(16,666)	-	-	225,074
	Performance Rights issued during the year	176,181	(176,181)	-	-	-
	Share Buy Back	(126,979)	-	-	-	(126,979)
	Transaction costs	(321,467)	-	-	-	(321,467)
	Share Based Payment Expense	-	627,959	-	-	627,959
Balance at 30 June 2022		20,427,265	1,791,563	(86,756)	(11,167,710)	10,964,362

		Issued capital $	Share Based Payments Reserve $	Financial Assets at FVOCI Reserve $	Accum-ulated losses $	Total equity $
Balance at 1 July 2022		20,427,265	1,791,563	(86,756)	(11,167,710)	10,964,362
Loss after income tax expense for the year		-	-	-	(5,448,706)	(5,448,706)
Other comprehensive loss for the year, net of tax		-	-	(33,618)	-	(33,618)
Total comprehensive loss for the year		-	-	(33,618)	(5,448,706)	(5,482,324)
Transactions with owners in their capacity as owners:	Performance Rights exercised during the year	697,500	(697,500)	-	-	-
	Share-based payments (note 37)	-	756,199	-	-	756,199
	Shares issued during the year in lieu of director fees	27,149	-	-	-	27,149
	Shares issued during the year on the exercise of options	1,152,291	-	-	-	1,152,291
	Shares issued during the year as part of the Registry Direct acquisition	7,896,412	-	-	-	7,896,412
	Options issued during the year as part of the Registry Direct acquisition	-	828,023	-	-	828,023
	Shares issued as consideration to MST Financial Services Pty Ltd for Registry Direct acquisition	125,000	-	-	-	125,000
Balance at 30 June 2023		30,325,617	2,678,285	(120,374)	(16,616,416)	16,267,112

Financial report

Statement of cash flows

for the year ended 30 June 2023

		Note	Consolidated 2023 $	Consolidated 2022 $
Cash flows from operating activities	Receipts from customers (inclusive of GST)		8,555,287	8,946,993
	Payments to suppliers and employees (inclusive of GST)		(13,045,649)	(8,895,126)
	Research and development tax incentive		2,386,298	942,080
	Interest received		146,971	1,906
	Interest and other finance costs paid		(28,123)	-
	Chess Replacement Partnership Program Rebate		275,000	-
	Net cash from/(used in) operating activities	35	**(1,710,216)**	**995,853**
Cash flows from investing activities	Acquisition of subsidiary, net of cash acquired	32	1,452,041	663,642
	Payments for investments		(1,593)	-
	Payments for property, plant and equipment	11	(39,669)	(24,335)
	Payments for term deposits		(5,442,087)	-
	Interest and other finance costs paid		-	(98,800)
	Proceeds from disposal of business		1	-
	Proceeds from release of term deposits		5,268,786	-
	Net cash from investing activities		**1,237,479**	**540,507**
Cash flows from financing activities	Proceeds from issue of shares	22	-	225,073
	Proceeds from exercise of options (net of costs)		1,128,683	-
	Proceeds from borrowings		-	242,155
	Payments for share buy-backs		(18,362)	(70,203)
	Interest and other finance costs paid		(424)	-
	Repayment of borrowings		(290,776)	(7,885)
	Repayment of lease liabilities		(282,650)	(187,259)
	Net cash from financing activities		**536,471**	**201,881**
Net increase in cash and cash equivalents			63,734	1,738,241
Cash and cash equivalents at the beginning of the financial year			5,736,421	3,998,180
Effects of exchange rate changes on cash and cash equivalents			(4,103)	-
Cash and cash equivalents at the end of the financial year		8	**5,796,052**	**5,736,421**

Notes to the financial statements

for the year ended 30 June 2023

Note 1 Significant accounting policies

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

New or amended Accounting Standards and Interpretations adopted

There have been no impact to the financial statements arising from 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.

Going concern

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

The Group has incurred a loss before income tax benefit of $6,917,734 (2022: profit of $114,937) and experienced net cash outflows from operating activities of $1,710,216 (2022: inflows of $995,853). As at 30 June 2023, the Group had cash and cash equivalents of $5,796,052 (2022: $5,736,421).

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, 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, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 31.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Complii FinTech Solutions Ltd ('Company' or 'parent entity') as at 30 June 2023 and the results of all subsidiaries for the year then ended. Complii FinTech Solutions Ltd and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

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

Operating segments

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

Revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step process outlined in AASB 15 which is as follows:

Step 1 Identify the contract with a customer;

Step 2 Identify the performance obligations in the contract and determine at what point they are satisfied;

Step 3 Determine the transaction price;

Step 4 Allocate the transaction price to the performance obligations;

Step 5 Recognise revenue as the performance obligations are satisfied.

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Revenue is recognised when or as a performance obligation in the contract with customer is satisfied, i.e. when the control of the goods or services underlying the particular performance obligation is transferred to the customer. A performance obligation is a promise to transfer a distinct goods or service (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Group's customary business practices.

The Company provides software to support the Financial services industry under agreed fee based contracts and the provision of Digital Registry services. Revenue is recognised based on the actual service provided to the end of the reporting period. Revenue is recognised in the amount to which services have been rendered at a point in time. Customers are invoiced monthly and consideration is payable when invoiced.

If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract. Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The control of the promised goods or services may be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

i the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

ii Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

Government Grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attaching to the grant and that the grant will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which grants are intended to compensate. If the grant relates to expenses or losses already incurred by the entity, or to provide immediate financial support to the entity with no future related costs, the income is recognised in the period in which it becomes receivable.

Interest

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

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

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

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

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

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

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

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

Complii FinTech Solutions Ltd (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Notes to the financial statements

for the year ended 30 June 2023

Cash and cash equivalents

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

Trade and other receivables

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

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Notes to the financial statements

for the year ended 30 June 2023

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.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Leasehold improvements	2.5 years
Plant and equipment	2-3 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

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 consolidated entity 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 consolidated entity 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.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

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

Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Platform & Software Development

Software development costs are capitalised when incurred. They have a finite life and are carried at cost less any accumulated amortisation and impairment. Software development costs are amortised over 4 years and are assessed for impairment when an impairment trigger event occurs.

Customer relationships

Customer relationships for customers of PrimaryMarkets at date of acquisition are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Licence Establishment

Significant costs associated with AFSL Licence are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 4 years.

Impairment of non-financial assets

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

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

Trade and other payables

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

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 consolidated entity'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.

Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees 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 consolidated entity receives the services that entitle the employees 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.

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 consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee 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.

Fair value measurement

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

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

Issued capital

Ordinary shares are classified as equity.

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

Business combinations

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

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

Notes to the financial statements

for the year ended 30 June 2023

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

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

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

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

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

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

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

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2 Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Fair value measurement hierarchy

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; **Level 2**: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and **Level 3:** Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets

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

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Notes to the financial statements

for the year ended 30 June 2023

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

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

Recovery of deferred tax assets

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

Employee benefits provision

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Business combinations

As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

Notes to the financial statements

for the year ended 30 June 2023

Note 3 Operating segments

Identification of reportable operating segments

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. Operating segments are presented in a manner consistent with the internal reporting provided to the chief operating decision makers (CODM). The CODM is responsible for the allocation of resources to operating segments and assessing their performance and has been identified as the Board Directors of the Company. For the current reporting period, the Group operated in four segments, being the 'Complii' segment, financial technology platform sector, the 'PrimaryMarkets' segment, trading platform sector, the 'Advisor Solutions Group' the AFSL sector and the 'Registry Direct' segment, the share register sector.

The financial information presented in the consolidated statement of comprehensive income and the consolidated statement of financial position is the same as that presented to the chief operating decision maker.

Operating segment information

Consolidated - 30 June 2023		Complii $	Primary Markets $	Advisor Solutions Groups $	Registry Direct $	Total $
Revenue and other income	Revenue from contracts with customers	2,858,481	3,281,869	196,299	1,207,933	7,544,582
	Other revenue	348,606	2,197	150	38,853	389,806
	Sundry income	15,000	(1,593)	-	250,000	263,407
	Interest income	146,413	1,667	-	73	148,153
	Total revenue and other income	**3,368,500**	**3,284,140**	**196,449**	**1,496,859**	**8,345,948**
Assets	Segment assets	6,717,544	5,835,483	190,154	3,996,689	16,739,870
	Intersegment eliminations					2,199,325
	Total assets					**18,939,195**
Liabilities	Segment liabilities	8,644,603	(4,392,498)	119,498	4,457,409	8,829,012
	Intersegment eliminations					(6,156,929)
	Total liabilities					**2,672,083**

Consolidated - 30 June 2022		Complii $	Primary Markets $	Advisor Solutions Group $	Total $
Revenue and other income	Revenue from contracts with customers	2,364,364	6,127,745	150,860	8,642,969
	Sundry income	313,560	-	12,914	326,474
	Total revenue and other income	**2,677,924**	**6,127,745**	**163,774**	**8,969,443**
Assets	Segment assets	9,827,204	3,084,543	316,385	13,228,132
	Total assets				**13,228,132**
Liabilities	Segment liabilities	1,669,642	359,547	234,581	2,263,770
	Total liabilities				**2,263,770**

Notes to the financial statements

for the year ended 30 June 2023

Note 4 Revenue

		Consolidated	
		30 June 2023 $	30 June 2022 $
Revenue from contracts with customers	Licence fees (recurring)	2,033,376	1,839,659
	Service fees (recurring and trading)	5,511,206	6,803,310
		7,544,582	8,642,969
Other revenue		389,578	-
Total Revenue		7,934,160	8,642,969

Note 5 Other income

	Consolidated	
	30 June 2023 $	30 June 2022 $
Other income	263,634	324,568
Interest income	148,154	1,906
	411,788	326,474

Notes to the financial statements

for the year ended 30 June 2023

Note 6 Expenses

		Consolidated	
		30 June 2023	30 June 2022
Profit/(loss) before income tax includes the following specific expenses:		$	$
Depreciation	Leasehold improvements	165	161
	Plant and equipment	27,484	19,697
	Right-of-use assets	273,174	177,732
	Total depreciation	**300,823**	**197,590**
Amortisation	Platform & Software Development	1,140,863	6,904
	Customer relationships	149,844	-
	Licence Establishment	7,209	7,209
	Total amortisation	**1,297,916**	**14,113**
	Total depreciation and amortisation	**1,598,739**	**211,703**
Impairment	Goodwill	1,798,446	-
	Platform and Software Development	17,604	-
	Total impairment	1,816,050	-
Employee benefits expense	Directors fees	345,218	272,572
	Increase in employee benefits provisions	103,932	119,641
	Superannuation expenses	679,463	350,751
	Wages and salaries	6,267,683	3,763,922
	Payroll tax expense	346,642	132,752
	Other employment related costs	165,412	150,562
		7,908,350	4,790,200
Other expenses	Professional advisor and legal costs	638,252	-
	Advertising and promotion	506,932	151,423
	Computer expenses	-	93,802
	Software and development	358,349	-
	Bad debt	27,616	25,538
	Loss on disposal of Helmsec Global Capital Pty Ltd	317	-
	Insurance	328,390	140,346
	Rebate commissions	-	167,894
	Other	423,452	576,795
		2,283,308	1,155,798
Finance costs	Interest and finance charges paid/payable on lease liabilities	28,842	-
	Interest expense on insurance funding	7,184	15
	Other finance costs	5,997	-
	Finance costs expensed	42,023	15
Share-based payments expense		756,199	627,959

Note 7 Income tax benefit

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Income tax (benefit)	Deferred tax - origination and reversal of temporary differences	(1,469,028)	-
	Aggregate income tax (benefit)	(1,469,028)	-
Deferred tax included in income tax (benefit) comprises	Decrease in deferred tax liabilities (note 20)	(1,469,028)	-

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Numerical reconciliation of income tax benefit and tax at the statutory rate	Profit/(loss) before income tax benefit	(6,917,734)	114,937
	Tax at the statutory tax rate of 25%	(1,729,434)	28,734
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:	Impairment of goodwill	454,012	-
	Non-deductible expenses	303,425	159,965
	Non-assessable income	(596,574)	(235,521)
	Temporary differences not recognised	99,543	46,822
Income tax (benefit)		(1,469,028)	-

Deferred tax assets not recognised		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Deferred tax assets not recognised comprises temporary differences attributable to:	Employee benefits	248,438	114,420
	Accrued expenses	50,748	18,322
	Other provisions	6,875	448
	Right of use asset/AASB 16 lease liability	3,919	(2,382)
	Capital raising costs	13,472	19,832
	Tax losses	7,903,438	6,357,376
Total deferred tax assets not recognised		8,226,890	6,508,016
Set-off deferred liabilities pursuant to set-off provisions		1,385,797	80,760
Less deferred tax assets not recognised		6,841,094	6,427,257
Net deferred tax assets		-	-

Note 7 Income tax benefit continued

Deferred tax liabilities not recognised		Consolidated 30 June 2023 $	30 June 2022 $
The balance comprises temporary differences attributable to:	Plant and equipment	(166,422)	(1,100)
	Prepayments	74,919	81,859
	Accrued Income	8,272	-
	DTL in relation to acquisition of intangibles	1,469,028	-
Total deferred tax liabilities		1,385,797	80,759
Set-off deferred tax liabilities pursuant to set-off provisions		1,385,797	80,759
Net deferred tax liabilities		-	-

Potential deferred tax assets attributable to tax losses have not been brought to account at 30 June 2023 because the Directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time, These benefits will only be obtained if:

i The Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;

ii The Company continues to comply with conditions for deductibility imposed by law; and

iii No changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the loss.

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of the Directors. These estimates consider both the financial performance and position of the Company as they pertain to current income tax legislation. The current income tax position represents that Directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

The Group has accumulated tax losses of $31,613,751 (2022: $25,429,505) which may be available for offset against future taxable profits of the Group in which the losses arose. The recoupment of these losses is subject to assessment by the Australian Taxation Office.

Notes to the financial statements

for the year ended 30 June 2023

Note 8 Current assets – cash and cash equivalents

	Consolidated	
	30 June 2023 $	30 June 2022 $
Cash at bank	1,796,052	5,467,644
Term deposit	4,000,000	268,777
	5,796,052	5,736,421

Term deposits have maturity dates of less than 3 months.

Note 9 Current assets - trade and other receivables

	Consolidated	
	30 June 2023 $	30 June 2022 $
Trade receivables	427,911	122,800
Other receivables	10,333	33,521
Accrued Revenue	31,904	28,919
Provision for Doubtful Debts	(27,500)	(1,792)
Interest receivable	1,183	-
	443,831	183,448

Allowance for expected credit losses

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Consolidated	
	30 June 2023 $	30 June 2022 $
Not overdue	272,485	-
0 to 3 months overdue	87,622	111,684
3 to 6 months overdue	67,804	9,174
Over 6 months overdue	-	1,942
	427,911	122,800

Note 10 Current assets - other

	Consolidated	
	30 June 2023 $	30 June 2022 $
Prepayments	299,676	327,436
Other current assets	-	5,935
	299,676	333,371

Notes to the financial statements

for the year ended 30 June 2023

Note 11 Non-current assets – property, plant and equipment

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Leasehold improvements - at cost	6,628	6,628
Less: Accumulated depreciation	(659)	(494)
	5,969	6,134
Plant and equipment - at cost	178,696	109,131
Less: Accumulated depreciation	(134,983)	(78,657)
	43,713	30,474
	49,682	36,608

Reconciliations

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

Consolidated	Leasehold improvements $	Plant and equipment $	Total $
Balance at 1 July 2022	6,134	30,474	36,608
Additions	-	36,642	36,642
Additions through business combinations (note 32)	-	4,081	4,081
Depreciation expense	(165)	(27,484)	(27,649)
Balance at 30 June 2023	5,969	43,713	49,682

Note 12 Non-current assets – right-of-use assets

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Right-of-use asset	793,438	712,546
Less: Accumulated depreciation	(341,866)	(68,692)
	451,572	643,854

The consolidated entity leases 3 offices under agreements of between 2 to 3 years with options to extend. The leases terminate 30 September 2023, 30 September 2024 and 31 March 2025.

The consolidated entity leases a fourth office space on a month to month rolling basis. This lease is short-term, so has been expensed as incurred and not capitalised as right-of-use assets.

Reconciliations

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

Consolidated	Right-of-use asset $	Total $
Balance at 1 July 2022	643,854	643,854
Additions	80,892	80,892
Depreciation expense	(273,174)	(273,174)
Balance at 30 June 2023	451,572	451,572

Notes to the financial statements

for the year ended 30 June 2023

Note 13 Non-current assets – intangibles

	Consolidated	
	30 June 2023 $	30 June 2022 $
Goodwill - at cost	8,155,690	6,205,528
Less: Impairment	(1,798,446)	-
	6,357,244	6,205,528
Platform and Software Development - at cost	9,150,286	1,473,695
Less: Accumulated amortisation	(4,649,666)	(1,472,960)
Less: Impairment	(17,604)	-
	4,483,016	735
Customer relationships - at cost	899,061	-
Less: Accumulated amortisation	(149,844)	-
	749,217	-
Licence Establishment- at cost	28,837	28,837
Less: Accumulated amortisation	(21,628)	(14,418)
	7,209	14,419
	11,596,686	6,220,682

Reconciliations

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

Consolidated	Goodwill $	Platform & Software Development $	Customer Relationships $	Licence Establishment $	Total $
Balance at 1 July 2022	6,205,528	735	-	14,419	6,220,682
Additions through acquisition of Registry Direct	6,357,244	663,699	-	-	7,020,943
Additions through acquisition of PrimaryMarkets	-	4,977,049	899,061	-	5,876,110
Reallocation of intangibles	(5,876,110)	-	-	-	(5,876,110)
Impairment of assets	(1,798,446)	(17,604)	-	-	(1,816,050)
Deferred tax liability on PrimaryMarkets acquisition	1,469,028	-	-	-	1,469,028
Amortisation expense	-	(1,140,863)	(149,844)	(7,210)	(1,297,917)
Balance at 30 June 2023	6,357,244	4,483,016	749,217	7,209	11,596,686

Notes to the financial statements

for the year ended 30 June 2023

Note 13 Non-current assets – intangibles continued

Impairment testing

Goodwill acquired through business combinations have been allocated to the following cash-generating units:

	Consolidated	
	30 June 2023 $	30 June 2022 $
PrimaryMarkets	-	6,205,528
Registry Direct	6,357,244	-
	6,357,244	**6,205,528**

The recoverable amount of the consolidated entity's goodwill for PrimaryMarkets has been determined by a value-in-use calculation using a discounted cash flow model, based on a 1 year projection period approved by management and extrapolated for a further 4 years using a steady rate, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for PrimaryMarkets:

- 13% pre-tax discount rate;
- FY24 per projected revenue and FY25 to FY28 3% per annum projected revenue growth rate;
- FY24 per projected revenue and FY25 to FY28 3% per annum increase in operating costs and overheads.

The discount rate of 13% pre-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, the risk free rate and the volatility of the share price relative to market movements.

Management believes the projected 3% revenue growth rate is prudent and justified, based on the general slowing in the market.

There were no other key assumptions.

Based on the above, an impairment charge of $1,816,050 has been applied as the carrying amount of goodwill exceeded its recoverable amount for the intangible assets of PrimaryMarkets. This has been allocated against Goodwill, with the excess allocated against Platform & Software Development.

As the acquisition of Registry Direct has been provisionally accounted for, Registry Directs goodwill has not been reviewed for impairment.

Note 14 Non-current assets – Deposits

	Consolidated	
	30 June 2023 $	30 June 2022 $
Security Deposit	226,992	-

Security deposits represent four security deposits for office spaces rented along with security deposits for outsourced contractors through HR platforms. On termination or cancellation of the rental contracts and contractor agreements the deposits will be refunded.

Note 15 Current liabilities – trade and other payables

	Consolidated	
	30 June 2023 $	30 June 2022 $
Trade payables	382,099	454,712
Employment related payables	403,623	241,428
Accruals	243,398	130,065
Unearned revenue	59,975	29,167
Other payables	121,141	57,331
	1,210,236	912,703

Refer to note 26 for further information on financial instruments.

Notes to the financial statements

for the year ended 30 June 2023

Note 16 Current liabilities – lease liabilities

	Consolidated 30 June 2023 $	30 June 2022 $
Lease liability	277,077	266,678

Refer to note 26 for further information on financial instruments.

The consolidated entity leases 3 offices under agreements of between 2 to 3 years with options to extend. The leases terminate 30 September 2023, 30 September 2024 and 31 March 2025.

Note 17 Current liabilities – employee benefits

	Consolidated 30 June 2023 $	30 June 2022 $
Annual leave	523,341	298,432
Long service leave	140,992	33,386
	664,333	331,818

Note 18 Current liabilities – financial liabilities

	Consolidated 30 June 2023 $	30 June 2022 $
Premium Funding	172,697	242,155

Note 19 Non-current liabilities – lease liabilities

	Consolidated 30 June 2023 $	30 June 2022 $
Lease liability	197,376	384,458

Refer to note 26 for further information on financial instruments.

Note 20 Non-current liabilities – deferred tax

		Consolidated 30 June 2023 $	30 June 2022 $
Movements	Opening balance	-	-
	Additions through business combinations (note 32)	1,469,028	-
	Offset against unrecognised DTA's to profit and loss (note 7)	(1,469,028)	
Closing balance		-	-

The amount represents the deferred tax liability on the acquisition of PrimaryMarkets. For more information see note 32.

Note 21 Non-current liabilities – employee benefits

	Consolidated 30 June 2023 $	30 June 2022 $
Long service leave	150,364	125,958

Notes to the financial statements

for the year ended 30 June 2023

Note 22 Equity – issued capital

	Consolidated			
	30 June 2023 Shares	30 June 2022 Shares	30 June 2023 $	30 June 2022 $
Ordinary shares - fully paid	549,492,575	417,411,157	30,325,617	20,427,265

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2022	417,411,157		20,427,265
Shares issued as part of Registry Direct takeover (note 32)	31 August 2022	84,572,835	$0.09	7,188,691
Shares issued in lieu of Director Fees	1 September 2022	392,197	$0.07	27,149
Shares issued on exercise of Performance Rights	1 September 2022	13,000,000	$0.05	653,500
Shares issued on exercise of Performance Rights	23 September 2022	830,186	$0.05	44,000
Shares issued as part of Registry Direct takeover (note 32)	5 October 2022	8,326,135	$0.09	707,721
Shares issued to MST Financial Services Pty Ltd as fee for Registry Direct takeover	5 October 2022	1,914,242	$0.07	125,000
Shares issued on exercise of Options	7 December 2022	1,002,372	$0.05	50,119
Shares issued on exercise of Options	13 December 2022	2,450,101	$0.05	122,505
Shares issued on exercise of Options	22 December 2022	3,600,969	$0.05	180,048
Shares issued on exercise of Options	29 December 2022	8,791,992	$0.05	439,600
Shares issued on exercise of Options	30 December 2022	7,200,389	$0.05	360,019
Balance	30 June 2023	549,492,575		30,325,617

Options

Details	Date	Options	Issue price	$
Balance	1 July 2022	114,831,874		1,083,046
Options expired during the year		(7,341,606)	$0.00	-
Options exercised during the year		(23,045,823)	$0.00	-
Shareholder options issued on takeover of Registry Direct (note 32)	31 August 2022	1,388,890	$0.03	41,667
Shareholder options issued on takeover of Registry Direct (note 32)	31 August 2022	28,191,026	$0.03	715,878
Shareholder options issued on takeover of Registry Direct (note 32)	5 October 2022	2,775,413	$0.03	70,478
Balance	30 June 2023	116,799,774		1,911,069

Note 22 Equity – issued capital continued

Performance Rights

Details	Date	Performance Rights	$
Balance	1 July 2022	35,346,411	708,517
Exercised during the year		(13,830,186)	(697,500)
Forfeited during the year		(6,460,000)	(107,050)
Performance Rights issued under employee incentive scheme	21 September 2022	1,790,502	89,599
Performance Rights issued to Directors	26 October 2022	26,000,000	272,327
Performance Rights issued to Key Management Personnel	26 October 2022	4,500,000	13,364
Performance Rights issued to Key Management Personnel	19 April 2023	2,000,000	23,924
Share based payments expense		-	464,035
Balance	**30 June 2023**	**49,346,727**	**767,216**

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.

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

Share buy-back

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

Capital risk management

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

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

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

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

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

Note 23 Equity – reserves

	Consolidated	
	30 June 2023 $	30 June 2022 $
Share-based payments reserve	767,216	708,517
Options reserve	1,911,069	1,083,046
Fair value through OCI	(120,374)	(86,756)
	2,557,911	**1,704,807**

Financial assets at fair value through other comprehensive income reserve

The reserve is used to recognise increments and decrements in the fair value of financial assets at fair value through other comprehensive income.

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Options reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration as part of their compensation for services. It is also used to recognise the value of equity benefits issued to advisors.

Movements in reserves

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

Consolidated	Share-based payments reserve $	Options reserve $	Fair Value through OCI $	Total $
Balance at 1 July 2022	708,517	1,083,046	(86,756)	1,704,807
Foreign currency translation	-	-	(14,574)	(14,574)
Impairment of investment	-	-	(19,044)	(19,044)
Shareholder options issued on takeover of Registry Direct	-	828,023	-	828,023
Performance rights exercised during the year	(697,500)	-	-	(697,500)
Share-based payment expense	756,199	-	-	756,199
Balance at 30 June 2023	**767,216**	**1,911,069**	**(120,374)**	**2,557,911**

Note 24 Equity – accumulated losses

	Consolidated	
	30 June 2023 $	30 June 2022 $
Accumulated losses at the beginning of the financial year	(11,167,710)	(11,282,647)
Profit/(loss) after income tax benefit for the year	(5,448,706)	114,937
Accumulated losses at the end of the financial year	**(16,616,416)**	**(11,167,710)**

Note 25 Equity – dividends

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

Note 26 Financial instruments

Financial risk management objectives

The Board of directors has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring and managing risks for the Group and setting appropriate risk limits and controls. The Group is not of a size nor is its affairs of such complexity to justify the establishment of a formal system for risk management and associated controls.

The carrying amounts presented in the statement of financial position relate to the following categories of financial assets and liabilities:

		Consolidated	
		30 June 2023 $	30 June 2022 $
Financial assets	Cash and cash equivalents	5,796,052	5,736,421
	Other receivables and other assets	443,831	183,448
		6,239,883	5,919,869
Financial liabilities	Trade and other payables	1,210,236	912,703
	Lease liabilities	474,453	651,136
	Financial liabilities	172,697	242,155
		1,857,386	**1,805,994**

Market risk

Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group has no material exposure to foreign exchange risk.

Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The consolidated entity is not exposed to any significant price risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash held on term deposit. A sensitivity analysis was performed and the assessment determined that a movement in interest rates is not considered to be material to the Group's profit and loss.

Notes to the financial statements

for the year ended 30 June 2023

Note 26 Financial instruments continued

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group does not have significant credit risk exposure to any single counterparty at the reporting date.

The credit risk on liquid cash funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available. The consolidated entity has assessed the expected credit losses to trade receivables and concluded that no allowance is required.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

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

			Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
			%	$	$	$	$	$
Consolidated - 30 June 2023 **Non-derivatives**	Non-interest bearing	Trade payables	-	382,099	-	-	-	382,099
		Other payables	-	828,137	-	-	-	828,137
	Interest-bearing - variable	Lease liability	-	277,077	197,376	-	-	474,453
		Insurance funding	-	172,697	-	-	-	172,697
	Total non-derivatives			1,660,010	197,376	-	-	1,857,386
Consolidated - 30 June 2022 **Non-derivatives**	Non-interest bearing	Trade payables	-	454,712	-	-	-	454,712
		Other payables	-	457,991	-	-	-	457,991
	Interest-bearing - variable	Lease liability	-	274,049	336,681	-	-	610,730
		Insurance funding	-	242,155	-	-	-	242,155
	Total non-derivatives			1,428,907	336,681	-	-	1,765,588

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

Fair value of financial instruments

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

Note 27 Key management personnel disclosures

Directors

The following persons were Directors of Complii FinTech Solutions Ltd during the financial year:

Craig Mason	Executive Chairman
Alison Sarich	Managing Director
Gavin Solomon	Executive Director (Ceased 1 March 2023)
Steuart Roe	Executive Director (Appointed 31 August 2022)
Gregory Gaunt	Non-Executive Director
Nick Prosser	Non-Executive Director

Other key management personnel

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

Ian Kessell	Chief Operating Officer
Marcus Ritchie	Managing Director – PrimaryMarkets (Resigned 12 May 2023)
James Green	Chairman – PrimaryMarkets
Karla Mallon	Chief Finance Officer (Appointed 5 September 2022)

Compensation

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

	Consolidated	
	30 June 2023 $	30 June 2022 $
Short-term employee benefits	1,947,043	1,195,251
Post-employment benefits	169,341	89,189
Share-based payments	687,854	565,203
	2,804,238	1,849,643

Note 28 Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Hall Chadwick WA Audit Pty Ltd, the auditor of the Company:

		Consolidated	
		30 June 2023 $	30 June 2022 $
Audit services			
Hall Chadwick WA Audit Pty Ltd	Audit or review of the financial statements	70,286	59,856
Other services			
Hall Chadwick WA Audit Pty Ltd	Other services	-	5,566
		70,286	65,422

Note 29 Contingent liabilities

There are no contingent liabilities as at the date of signing this report.

Notes to the financial statements

for the year ended 30 June 2023

Note 30 Related party transactions

Parent entity

Complii FinTech Solutions Ltd is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 33.

Key management personnel

Disclosures relating to key management personnel are set out in note 27 and the remuneration report included in the Directors' report.

Transactions with related parties

Mr Craig Mason is one of the ultimate controlling parties of CK Consulting Services.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company have been eliminated on consolidation and are not disclosed in this note.

The following transactions occurred with related parties:

		Consolidated	
		30 June 2023 $	30 June 2022 $
Payment for goods and services	Payment/Accrual to CK Consulting Services for consulting services and Director fees	368,753	310,963

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

		Consolidated	
		30 June 2023 $	30 June 2022 $
Current payables	CK Consulting Services	31,243	27,362

Loans to/from related parties

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

Terms and conditions

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

Note 31 Parent entity information

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

Statement of profit or loss and other comprehensive income	Parent	
	30 June 2023 $	30 June 2022 $
Loss after income tax	(802,724)	(361,747)
Total comprehensive loss	(802,724)	(361,747)

Statement of financial position	Parent	
	30 June 2023 $	30 June 2022 $
Total current assets	164,747	453,196
Total assets	164,747	453,196
Total current liabilities	356,535	110,898
Total liabilities	356,535	110,898
Equity	(191,788)	342,207
Total equity	**(191,788)**	**342,207**

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

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2023 and 30 June 2022.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2023 and 30 June 2022.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

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

Note 32 Business combinations

PrimaryMarkets Limited

On 3 November 2021, Complii FinTech Solutions Limited acquired 100% of the ordinary shares of PrimaryMarkets Limited (PrimaryMarkets) as detailed in the bidder's statement lodged with the ASX on 22 September 2021. As consideration for the acquisition Complii issued the following securities:

- 105,000,000 ordinary shares;
- 16,000,000 unquoted options each exercisable at $0.075 on or before 3 November 2023; and
- 21,000,000 unquoted options each exercisable at $0.10 each on or before 3 November 2023.

The initial accounting for the acquisition of PrimaryMarkets was provisionally determined as at 30 June 2022. During the half-year in accordance with the requirements of AASB 3 Business Combinations, the necessary valuations have been finalised with the assistance of an independent valuation expert. The assessment resulted in the recognition of separately identifiable intangible assets being technology of $4,977,049, and Customer Relationships of $899,061.

The fair value of the consideration has been determined with reference to the fair value of the issued shares of PrimaryMarkets Limited immediately prior to the acquisition and has been determined to be $6,623,900, based on 105,000,000 shares based on a value of $0.055 per share and 16,000,000 options based on a value of $0.0251 per option and 21,000,000 options based on a value of $.0213, being the issue price under the Offer. As a result, goodwill of $1,798,446 have been determined being the difference between the consideration and the fair value of net assets of PrimaryMarkets Limited as at the acquisition date.

Details of the acquisition are as follows:

		Fair value $
Cash and cash equivalents		663,642
Trade receivables		17,355
Prepayments		11,368
Plant and equipment		1,167
Investments		61,704
Technology		4,977,049
Customer relationships		899,061
Trade payables		(201,977)
Deferred tax liability		(1,469,028)
Employee benefits		(128,967)
Liabilities		(5,920)
Net assets acquired		4,825,454
Goodwill		1,798,446
Acquisition-date fair value of the total consideration transferred		**6,623,900**
Representing	Complii FinTech Solutions Ltd shares issued to vendor	5,775,000
	Complii FinTech Solutions Ltd options issued to vendor	848,900
		6,623,900

Note 32 Business combinations continued

Registry Direct Limited

On 31 August 2022, Complii FinTech Solutions Limited acquired 91.04% of the ordinary share capital of Registry Direct Limited (Registry Direct) as detailed in the bidder's statement lodged with the ASX on 4 July 2022. On 5 October 2022 following completion of the compulsory acquisition process, Complii FinTech Solutions Limited acquired the remaining 8.96% of the Ordinary share capital of Registry Direct.

Registry Direct provides share and unit registry software and services. Registry Direct is highly complementary to Complii as it will provide access and engagement to ~100,000+ holdings with investors, advisers and companies.

Registry Direct has ~700+ listed and unlisted companies and trusts, which complements Complii's PrimaryMarkets with providing stockholders with future liquidity and Private Trading Hub opportunities when these companies look to stay private longer whilst still offering liquidity for shareholders, raise new capital, undertake sell downs and/or progress towards an ASX listing.

Acquisition of Registry Direct enhances Complii's aim to facilitate T+0 execution and settlement of secondary trading of securities in unlisted companies and funds.

On completion of the acquisition, the Company has issued to the accepting shareholders: (a) 84,572,835 fully paid ordinary shares in the capital of the Company; and (b) 28,191,026 unlisted options exercisable at $0.125 each and expiring 31 August 2024. In addition to the issues of securities under the Takeover Offer, the Company issued 4.5 unquoted options for every one Registry Direct option held. Consequently, the Company has issued 1,388,890 unlisted options exercisable at $0.0675 each and expiring 31 May 2023 under the Company's 15% placement capacity under Listing Rule 7.1.

The fair value of the consideration paid has been determined with reference to the fair value of the issued shares of Registry Direct Limited immediately prior to the acquisition and has been determined to be $8,639,491, based on 84,572,835 shares based on a value of $0.0850 per share, 8,326,135 shares based on a value of $0.0850 per share, 30,966,439 options on a value of $0.0254 per option and 1,388,890 options based on a value of $0.030 per option, being the issue price under the Offer. As a result, goodwill of $6,357,244 has been determined being the difference between the consideration and the fair value of net assets of Registry Direct Limited as at the acquisition date. The acquisition has been provisionally accounted for.

Details of the acquisition are as follows:

		Fair value $
Cash and cash equivalents		1,945,397
Trade receivables		121,752
Prepayments		29,703
Plant and equipment		4,081
Software Development		663,699
Trade payables		(63,347)
Other payables		(36,554)
Contract liabilities		(215)
Employee benefits		(263,868)
Accrued expenses		(33,457)
Net assets acquired		2,367,191
Goodwill		6,357,244
Acquisition-date fair value of the total consideration transferred		**8,724,435**
Representing	Complii FinTech Solutions Ltd shares issued to vendor	7,896,412
	Complii FinTech Solutions Ltd options issued to vendor	828,023
		8,724,435
Cash used to acquire business, net of cash acquired:	Acquisition-date fair value of the total consideration transferred	(484,156)
	Less: cash and cash equivalents	1,936,197
	Net cash used	**1,452,041**

Impact of acquisition on the results of the Group

Included in the loss for the year is a loss of $459,639 attributable to Registry Direct Limited. Revenue for the year includes $1,246,786 in respect of Registry Direct Limited.

Had the acquisition of Registry Direct Limited been effected at 1 July 2022, the revenue of the Group from continuing operations for the 12 months ended 30 June 2023 would have been $8,161,144, and the loss for the year from continuing operations would have been $7,167,476. The directors of the Group consider these 'pro-forma' numbers to represent an approximate measure of the performance of the combined group on a yearly basis and to provide a reference point for comparison in future years.

Notes to the financial statements

for the year ended 30 June 2023

Note 33 Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 30 June 2023 %	Ownership interest 30 June 2022 %
Complii Pty Ltd	Australia	100	100
Intiger Asset Management Limited	Australia	100	100
Shroogle Pty Ltd	Australia	100	100
ThinkCaddie Pty Ltd	Australia	100	100
SCS Credit Services Pty Ltd	Australia	100	100
PrimaryMarkets Ltd	Australia	100	100
Helmsec Global Capital Pty Ltd	Australia	-	100
PrimaryLedger Pty Ltd	Australia	100	100
Adviser Solutions Group Pty Ltd	Australia	100	100
Lion2 Business Process, Inc	Philippines	100	100
Registry Direct Pty Ltd	Australia	100	-

Helmsec Global Capital Pty Ltd was sold for $1 on 15 May 2023.

Note 34 Events after the reporting period

On 26 July 2023, the Company issued 698,290 fully paid ordinary shares to Non-Executive Director Nick Prosser under the Director Fee Plan in lieu of cash payment for director's fees owed to Mr Prosser for the year ended 30 June 2023. An additional 52,255 fully paid ordinary shares were also issued on 26 July 2023 for the period 1 January 2022 to 30 June 2022 as his director's fees increased with effect from 1 January 2022.

On 27July 2023, the Company issued 500,000 fully paid ordinary shares on the exercise of unquoted Performance Rights that vested in accordance with the Company's Incentive Performance Rights Plan.

On 1 August 2023, the Company issued 1,000,000 fully paid ordinary shares in lieu of cash payment for services provided by a consultant.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Notes to the financial statements

for the year ended 30 June 2023

Note 35 Reconciliation of profit/(loss) after income tax to net cash from/(used in) operating activities

		Consolidated	
		30 June 2023 $	**30 June 2022 $**
Profit/(loss) after income tax expense for the year		(5,448,706)	114,937
Adjustments for	Depreciation and amortisation	1,325,565	33,971
	Impairment of intangibles	1,816,050	-
	Share-based payments	756,199	627,959
	Right of use assets	273,174	177,733
	Bad debts	-	25,538
	Net loss on disposal of Helmsec Global Capital Pty Ltd	317	-
	Consulting fees paid in shares	125,000	-
	Other non-cash items	(205,003)	-
	Registry Direct acquisition costs	(486,521)	-
Change in operating assets and liabilities	Increase in trade and other receivables	(136,160)	(20,544)
	Decrease/(increase) in prepayments	14,572	(261,441)
	Increase in trade and other payables	120,557	178,058
	Increase in employee benefits	103,931	119,642
	Increase in deferred income	30,809	-
Net cash from/(used in) operating activities		(1,710,216)	995,853

Note 36 Earnings per share

	Consolidated	
	30 June 2023 $	**30 June 2022 $**
Profit/(loss) after income tax attributable to the owners of Complii FinTech Solutions Ltd	(5,448,706)	114,937
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	517,577,408	374,021,992
Adjustments for calculation of diluted earnings per share: Options over ordinary shares	-	114,831,874
Weighted average number of ordinary shares used in calculating diluted earnings per share	517,577,408	488,853,866
	Cents	**Cents**
Basic earnings per share	(1.05)	0.03
Diluted earnings per share	(1.05)	0.02

As at 30 June 2023 the Group has 116,799,774 unissued shares under options (30 June 2022: 114,831,874) and 49,346,727 Performance Rights on issue (30 June 2022: 35,346,411). The Group does not report diluted earnings per share on losses generated by the Group. During the year ended 30 June 2023 the Group's unissued shares under option and partly-paid shares were anti-dilutive.

Notes to the financial statements

for the year ended 30 June 2023

Note 37 Share-based payments

During the year ended 30 June 2023 Complii issued 1,388,890 Unlisted Options in August 2022 to Registry Direct shareholders as part of the Registry Direct acquisition with an exercise price of $0.0675 and an expiry date of 31 May 2023. The Unlisted Options have been valued using the Black Scholes Model. The Black Scholes Valuation is $0.03 per Unlisted Option which is $41,667 recognised during the year ended 30 June 2023 as part of Share-based payments.

During the year ended 30 June 2023 Complii issued 28,191,026 Unlisted Options in August 2022 and 2,775,413 Unlisted Options in October 2022 to Registry Direct shareholders as part of the Registry Direct acquisition with an exercise price of $0.13 and an expiry date of 31 August 2024. The Unlisted Options have been valued using the Black Scholes Model. The Black Scholes Valuation is $0.025 per Unlisted Option which is $786,356 recognised during the year ended 30 June 2023 as part of Share-based payments.

During the year ended 30 June 2023 Complii issued 6,750,000 Performance Rights (Class J) in October 2022 to Directors and KMP with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 20% and an expense of $19,243 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 6,250,000 Performance Rights (Class K) in October 2022 to Directors and KMP with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 20% and an expense of $17,818 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 6,000,000 Performance Rights (Class L) in October 2022 to Directors and KMP with nil exercise price. The rights have been valued with reference to market price and an expense of $45,093 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to market-based conditions being achieved.

During the year ended year ended 30 June 2023 Complii issued 5,500,000 Performance Rights (Class M) in October 2022 to Directors and KMP with nil exercise price. The rights have been valued with reference to market price and an expense of $36,445 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 2,000,000 Performance Rights (Class N) in October 2022 to Directors with nil exercise price. The rights have been valued with reference to market price and an expense of $124,000 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 2,000,000 Performance Rights (Class O) in October 2022 to Directors with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 90% and an expense of $39,187 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended year ended 30 June 2023 Complii issued 2,000,000 Performance Rights (Class P) in October 2022 to KMP with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 20% and an expense of $3,905 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 1,790,502 Performance Rights (Class Employee Performance Rights CF1PR2) in September 2022 to employees with nil exercise price. The rights have been valued with reference to market price and an expense of $79,199 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 500,000 Performance Rights (Class J) in April 2023 to KMP with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 20% and an expense of $322 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 500,000 Performance Rights (Class K) in April 2023 to KMP with nil exercise price. The rights have been valued with reference to market price, adjusted for probability of vesting of 20% and an expense of $322 has been recognised during the year ended

Note 37 Share-based payments continued

30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 500,000 Performance Rights (Tranche 1) in April 2023 to KMP with nil exercise price. The rights have been valued with reference to market price and an expense of $20,000 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 Complii issued 500,000 Performance Rights (Tranche 2) in April 2023 to KMP with nil exercise price. The rights have been valued with reference to market price and an expense of $3,280 has been recognised during the year ended 30 June 2023 as part of Share-based payments. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

During the year ended 30 June 2023 6,460,000 Performance Rights were cancelled relating to Directors, KMP and employees who left the Company and did not meet the vesting conditions.

During the year ended 30 June 2023 13,830,186 Performance Rights were exercised relating to Directors, KMP and employees meeting the vesting conditions.

During the year ended 30 June 2023 $380,607 was recognised as a share based payment expense related to Performance Rights issued in 2021 to Directors, KMP and employees.

During the year ended 30 June 2023 $121,884 was recognised as a share based payment expense related to Performance Rights issued in 2022 to Directors, KMP and employees.

Set out below are summaries of options movements during the year ended:

30 June 2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/other	Balance at the end of the year
10/12/2020	31/12/2022	$0.05	28,968,232	-	(23,045,823)	(5,922,409)	-
10/12/2020	31/12/2023	$0.10	41,292,926	-	-	-	41,292,926
10/12/2020	31/12/2023	$0.05	7,500,000	-	-	-	7,500,000
22/01/2021	31/12/2022	$0.05	30,307	-	-	(30,307)	-
22/01/2021	31/12/2023	$0.10	40,409	-	-	-	40,409
03/11/2021	03/11/2023	$0.08	16,000,000	-	-	-	16,000,000
03/11/2021	03/11/2023	$0.10	21,000,000	-	-	-	21,000,000
31/08/2022	31/05/2023	$0.07	-	1,388,890	-	(1,388,890)	-
31/08/2022	31/08/2024	$0.13	-	28,191,026	-	-	28,191,026
05/10/2022	31/08/2024	$0.13	-	2,775,413	-	-	2,775,413
			114,831,874	32,355,329	(23,045,823)	(7,341,606)	116,799,774
Weighted average exercise price			$0.08	$0.13	$0.05	$0.06	$0.10

The weighted average remaining contractual life of options outstanding at the end of the financial year was 0.65 years (2022: 1.35 years).

Note 37 Share-based payments continued

Set out below are summaries of performance rights movements during the year ended:

30 June 2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/other	Balance at the end of the year
18/09/2020	17/09/2025	$0.00	23,000,000	-	(11,000,000)	-	12,000,000
30/03/2021	30/06/2026	$0.00	2,000,000	-	(500,000)	-	1,500,000
16/09/2021	16/09/2023	$0.00	1,346,411	-	(830,186)	-	516,225
03/11/2021	31/12/2023	$0.00	6,000,000	-	-	-	6,000,000
03/11/2021	03/11/2026	$0.00	3,000,000	-	(1,500,000)	-	1,500,000
21/09/2022	21/09/2023	$0.00	-	1,790,502	-	(160,000)	1,630,502
26/10/2022	25/10/2027	$0.00	-	30,500,000	-	(6,300,000)	24,200,000
19/04/2023	17/04/2028	$0.00	-	2,000,000	-	-	2,000,000
			35,346,411	34,290,502	(13,830,186)	(6,460,000)	49,346,727

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 2.33 years (2022: 2.86 years).

For the performance rights granted during the current financial year, a black scholes model was used to calculate the fair value of performance rights with a market-based condition, using a volatility rate of % and the share price and risk-free rate at grant date. The classes with non-market based conditions were valued based on the share price at the date of issue and the probability of the vesting conditions being met.

The valuation model inputs used to determine the fair value at the grant date, are as follows:

Class	Grant date	Expiry date	Share price at grant date	Probability of vesting %	Risk-free interest rate %	Fair value at grant date
Class J	26/10/2022	25/10/2027	0.085	20	3.62	0.062
Class K	26/10/2022	25/10/2027	0.085	20	3.62	0.062
Class L	26/10/2022	25/10/2027	0.085	-	3.62	0.035
Class M	26/10/2022	25/10/2027	0.085	-	3.62	0.031
Class N	26/10/2022	25/10/2027	0.085	100	3.62	0.062
Class O	26/10/2022	25/10/2027	0.085	90	3.62	0.062
Class P	26/10/2022	25/10/2027	0.085	20	3.62	0.620
Employee performance rights CF1PR2	21/09/2022	21/09/2023	0.065	100	-	0.065
Class J	19/04/2023	17/04/2028	0.040	20	3.26	0.040
Class K	19/04/2023	17/04/2028	0.040	20	3.26	0.040
Tranche 1	19/04/2023	17/04/2028	0.040	100	3.26	0.040
Tranche 2	19/04/2023	17/04/2028	0.040	100	3.26	0.040

Note 37 Share-based payments continued

Performance Rights Vesting Conditions

The vesting conditions for the Performance Rights are:

Class D	The VWAP of the Company's fully paid ordinary shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than $0.10.
Class F	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than $0.15.
Class G	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than $0.20.
Class I	PrimaryMarkets' audited revenue is greater than $3,150,000 for the financial year ending on 30 June 2023.
Class J	The Group recording revenue of $20,000,000 or more in any of the financial years ending 30 June 2023 or 30 June 2024 or 30 June 2025, as independently verified by the Company's auditors.
Class K	The Group recording positive EBITDA of $4,000,000 or more in any of the financial years ending 30 June 2023, or 30 June 2024 or 30 June 2025, as independently verified by the Company's auditors.
Class L	The 20 day VWAP of the Company's Shares being equal to or greater than $0.25.
Class M	The 20 day VWAP of the Company's Shares being equal to or greater than $0.30.
Class N	Registry Direct's revenue is $1,350,000 or more for the financial year ending 30 June 2023, as independently verified by the Company's auditors.
Class O	Registry Direct's revenue is $1,500,000 or more for the financial year ending 30 June 2024, as independently verified by the Company's auditors.
Class P	PrimaryMarkets' revenue is $6,000,000 or more for the financial year ending 30 June 2024, as independently verified by the Company's auditors.
Employee performance rights CF1PR2	The performance rights will vest subject to 1 year of continuous employment by the holder commencing upon the date of issuance of the performance rights.
Tranche 1	Performance Rights will vest at the earlier of 1 July 2023 and on termination by the Company, except for cause.
Tranche 2	Performance Rights will vest at the earlier of 1 July 2024 and on termination by the Company, except for cause.

Directors declaration

In the Directors' opinion:

- The attached financial statements and notes comply with the Corporations Act 2001, the 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 1 to the financial statements;
- The attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the Directors

Mr Craig Mason
Executive Chairman

18 August 2023

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF COMPLII FINTECH SOLUTIONS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Complii FinTech Solutions Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:

   (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2023 and of its financial performance for the year then ended; and

   (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

b. the financial report also complies with International Financial Reporting Standards as disclosed in note 1.

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 Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue Recognition	
During the year ended 30 June 2023, the Consolidated Entity generated revenue of $7,934,160 (2022: $8,642,969). Revenue recognition is considered a key audit matter due to its financial significance.	Our procedures amongst others included: • reviewing the Consolidated Entity's revenue accounting policy and their contracts with customers and assessing compliance with *AASB 15 Revenue from Contracts with Customers*; • Performing audit procedures on a sample basis by verifying revenue to relevant supporting documentation including verification of contractual terms of the relevant transaction, verification of receipts and ensuring the revenue was recognised at the appropriate time and classified correctly; • Performing cut off procedures to assess whether revenue is recorded in the correct period; and • Assessment of the appropriateness of the disclosures included in Notes 4 to the financial report.
Business Combination	
As disclosed in note 32 of the financial report, on 31 August 2022, the Consolidated Entity acquired Registry Direct Limited for consideration of $8,724,435 via the issue of shares and options. The acquisition constitutes a business combinations in accordance with *AASB 3 Business Combinations*. The acquisition has been provisionally accounted for during the year. Accounting for the acquisition constituted a key audit matter due to: • The size and nature of the acquisition; • The complexities inherent in such a transaction; and • The judgement required in determining the value of the consideration transferred.	Our procedures amongst others included: • Review of the acquisition agreement to understand the key terms and conditions of the transaction; • Assessment of the fair value of consideration transferred with reference to the terms of the acquisition agreement; • Verification of the acquisition date balance sheet of the acquiree to underlying supporting documentation; and • Assessment of the appropriateness of the disclosures included in Note 32 to the financial report

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment Assessment	
As disclosed in note 13 to the financial statements, the Consolidated Entity had intangible assets with a carrying amount of $11,596,686 as at 30 June 2023. An impairment loss of $1,816,050 was recognised. The impairment assessment of the Consolidated Entity's intangible assets is a Key Audit Matter due to: • The significance of the balance to the Consolidated Entity's financial position; and • The presence of impairment indicators and judgement required in assessing the value in use of the cash generating units ("CGU's") to which the intangible assets relate.	Our procedures included the following: • Assessed the Consolidated Entity's determination of CGU's; • Assessed management's value in use calculations including analysis of key assumptions and inputs such as discount rates and assessing the reasonableness of the forecasts prepared; and • Assessment of the appropriateness of the disclosures included in note 13 to the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2023 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 accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other 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 note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 Consolidated Entity or to cease operations, or has 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2023. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Auditor's Opinion

In our opinion, the Remuneration Report of Complii FinTech Solutions Limited, for the year ended 30 June 2023, complies with section 300A of the Corporations Act 2001.

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 18th day of August 2023
Perth, Western Australia

Additional information for ASX listed companies

The following additional information is required under the ASX Listing Rules and is current as of 31 July 2023.

Capital structure

Security	Number
Fully paid ordinary shares	550,743,115
Options exercisable at $0.075 each on or before 3 November 2023 (T1 PrimaryMarkets Options)	16,000,000
Options exercisable at $0.10 each on or before 3 November 2023 (T2 PrimaryMarkets Options)	21,000,000
Options exercisable at $0.05 each on or before 31 December 2023 (Convertible Note Options)	7,500,000
Options exercisable at $0.10 each on or before 31 December 2023 (Tranche 2 Complii Options)	41,333,335
Options exercisable at $0.125 each on or before 31 August 2024 (Tranche 2 Registry Direct Options)	30,966,439
Performance rights	48,846,727

Top Holders

The 20 largest registered holders of fully paid ordinary shares were:

Rank	Holder Name	Number	%
1	Kylie Mason	35,700,000	6.48
2	Tony Cunningham	27,728,708	5.03
3	BNP Paribas Nominees Pty Ltd <Ib Au Noms RetailClient Drp>	24,506,693	4.45
4	Magenta City Pty Ltd <Emery Super Fund A/C>	24,000,000	4.36
5	H&G High Conviction Limited	20,335,927	3.69
6	Jason Peterson	20,109,712	3.65
7	Alison Sarich	18,338,432	3.33
8	Gavin Solomon	16,282,045	2.96
9	National Nominees Limited	14,655,250	2.66
10	Steuart Roe	14,079,812	2.56
11	NCMAO Investments Pty Ltd <NCMAO Investments Trust>	11,976,563	2.17
12	Praemium Ltd	11,956,568	2.17
13	Mr Maxwell James Green	11,372,192	2.06
14	River Properties Pty Ltd <Vaux No 3 A/C>	6,564,207	1.19
15	Bomat Holdings Pty Ltd <Milarm Family A/C>	5,375,000	0.98
16	Teragoal Pty Ltd <Gray Family A/C>	5,286,993	0.96
17	Mr Michael Stanley Carter <The Carter Family A/C>	4,624,673	0.84
18	Zenix Nominees Pty Ltd	4,187,500	0.76
19	Nagarit Pty Limited <The Nagarit A/C>	4,137,648	0.75
20	Nelcan Pty Ltd <Nelcan Retirement Fund A/C>	3,993,872	0.73
	Total	285,211,795	51.78

Additional information for ASX listed companies

Distribution Schedule

Fully paid ordinary shares

Range	Holders	Units	%
1 – 1,000	125	30,882	0.01
1,001 – 5,000	120	323,373	0.06
5,001 – 10,000	194	1,459,865	0.26
10,001 – 100,000	507	18,862,878	3.42
100,001 – and over	376	530,066,117	96.25
	1322	**550,743,115**	**100.00**

Tranche 1 PrimaryMarkets Options
(exercisable at $0.075 each on or before 3 November 2023)

Range	Holders	Units	%
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	1	6,801	0.04
10,001 – 100,000	52	2,170,702	13.57
100,001 – and over	37	13,822,497	86.39
	90	**16,000,000**	**100.00**

Tranche 2 PrimaryMarkets Options
(exercisable at $0.10 each on or before 3 November 2023)

Range	Holders	Units	%
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	1	8,927	0.04
10,001 – 100,000	48	2,410,397	11.48
100,001 – and over	41	18,580,676	88.48
	90	**21,000,000**	**100.00**

Tranche 2 Complii Options
(exercisable at $0.10 each on or before 31 December 2023)

Range	Holders	Units	%
1 – 1,000	-	-	-
1,001 – 5,000	1	3,574	0.01
5,001 – 10,000	1	7,147	0.02
10,001 – 100,000	47	2,193,335	5.30
100,001 – and over	47	39,129,279	94.67
	96	**41,333,335**	**100.00**

Tranche 2 Registry Direct Options
(exercisable at $0.125 each on or before 31 August 2024)

Range	Holders	Units	%
1 – 1,000	51	31,546	0.10
1,001 – 5,000	83	225,772	0.73
5,001 – 10,000	38	282,255	0.91
10,001 – 100,000	86	3,264,161	10.54
100,001 – and over	51	27,162,705	87.72
	309	**30,966,439**	**100.00**

Substantial Shareholders

The names of substantial shareholders and the number of shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in substantial shareholding notices given to the Company, are set out below:

Holder Name	Number of Shares
Kylie Mason	35,700,000
Tony Cunningham	27,728,708

Unmarketable Parcels

There were 514 shareholders holding less than a marketable parcel of shares (being 12,821 shares), comprising a total of 2,690,543 shares.

Additional information for ASX listed companies

Unquoted Securities

Unquoted securities on issue were:

Performance Rights

Class	Expiry Date	Number of Rights	Number of holders
FY22 Employee Performance Rights	16 September 2023	516,225	3
FY23 Employee Performance Rights	21 September 2024	1,630,502	17
Class D, F and G Performance Rights	10 December 2025	12,000,000	2
Class D, F and G Performance Rights	30 March 2026	1,500,000	1
Class F and G Performance Rights	3 November 2026	2,700,000	2
Class J Performance Rights	26 October 2027	6,750,000	4
Class K Performance Rights	26 October 2027	6,250,000	3
Class L Performance Rights	26 October 2027	6,000,000	3
Class M Performance Rights	26 October 2027	5,500,000	2
Class N Performance Rights	26 October 2027	2,000,000	1
Class O Performance Rights	26 October 2027	2,000,000	1
Class P Performance Rights	26 October 2027	500,000	1
Tranches 1 and 2 and Class J and K Performance Rights	2 May 2028	1,500,000	1

The holders of the Tranches 1 and 2 and Class D to P Performance Rights are disclosed in the Remuneration Report contained in the Directors' Report. The Performance Rights are subject to vesting conditions and were issued under the Complii Performance Rights Plan.

Options

Class	Expiry Date	Exercise Price	Number of Options	Number of holders
Convertible Note Options	31 December 2023	$0.05	7,500,000	4
Tranche 2 Complii Options	31 December 2023	$0.10	41,333,335	96
T1 PrimaryMarkets Options	3 November 2023	$0.075	16,000,000	90
T2 PrimaryMarkets Options	3 November 2023	$0.10	21,000,000	90
T2 Registry Direct Options	31 August 2023	$0.125	30,966,439	309

Additional information for ASX listed companies

Tranche 2 Complii Options

The top 20 holders of the Tranche 2 Complii Options were as follows:

Rank	Holder Name	Number	%
1	Tony Cunningham	6,131,301	14.83
2	Jason Peterson	5,473,130	13.24
3	Kylie Mason	5,220,527	12.63
4	Alison Sarich	3,852,250	9.32
5	NCMAO Investments Pty Ltd <NCMAO Investments Trust>	2,889,020	6.99
6	Mr Michael Stanley Carter <The Carter Family A/C>	1,846,715	4.47
7	Mr Andrew David Wilson <Wilson Family A/C>	1,846,715	4.47
8	Magenta City Pty Ltd <Emery Super Super Fund A/C>	1,660,920	4.02
9	Chelsee Larmer	1,036,316	2.51
10	Zetta Group Limited	935,669	2.26
11	Sobol Capital Pty Ltd <BOC Investment A/C>	615,572	1.49
12	Mr Kyle Bradley Haynes	615,572	1.49
13	Simone Hetherington	427,150	1.03
14	Nelcan Pty Ltd <Nelcan Retirement Fund>	345,439	0.84
15	Mr Robert Evans & Ms Ann Hadden <R A Evans Super Fund A/C>	345,439	0.84
16	Mrs Suzannah Jane Quay	333,006	0.81
17	RACT Super Pty Ltd <Rand Super Fund A/C>	323,849	0.78
18	Zachary Larmer	310,487	0.75
19	Steven Robert Carroll	264,462	0.64
20	Sasha Marie Lincoln	260,893	0.63
	Total	**34,734,432**	**84.04**

Convertible Note Options

The holders of the Convertible Note Options were as follows:

Rank	Holder Name	Number	%
1	Lollywatch Pty Ltd <PST Super A/C>	4,500,000	60.00
2	Windamurah Pty Ltd <Atkins Super Fund A/C>	1,000,000	13.33
3	Mr Adam Stuart Davey <The Davey Investment A/C>	1,000,000	13.33
4	Peters Investments Pty Ltd	1,000,000	13.33
	Total	**7,500,000**	**100.00**

Additional information for ASX listed companies

Tranche 1 PrimaryMarkets Options

The top 20 holders of the Tranche 1 PrimaryMarkets Options were as follows:

Rank	Holder Name	Number	%
1	Gavin Solomon	4,105,869	25.66
2	Mr Maxwell James Green	1,732,905	10.83
3	River Properties Pty Ltd <Vaux No 3 A/C>	1,000,260	6.25
4	Richardson Property Management Services Pty Ltd <A J Richardson No 3 A/C>	595,638	3.72
5	Linqto Inc	586,161	3.66
6	Maxwell James Green <The Green Super Fund A/C>	359,012	2.24
7	Apollan Pty Ltd <The Hopetoun A/C>	355,189	2.22
8	Beeton Enterprises Pty Ltd <Scott & Sally Beeton Fam A/C>	334,604	2.09
9	Novus Capital Limited	334,604	2.09
10	Pamiro Pty Limited	322,170	2.01
11	Langney Pty Limited	318,807	1.99
12	Sapsford Financial Services Pty Ltd <Sapsford Investment A/C>	265,673	1.66
13	Alimold Pty Ltd	250,953	1.57
14	Dordaze Pty Ltd <RAS Superannuation Fund A/C>	209,247	1.31
15	Mr Richard Douglas Berry	207,704	1.30
16	Mr Paul Maxwell Bide	196,981	1.23
17	Gailforce Marketing & Pr Pty Ltd <Hale Agency Pty Ltd S/F A/C>	167,302	1.05
18	Rimoyne Pty Ltd	167,302	1.05
19	Mr John Glenn Crane	160,362	1.00
20	Muhlbauer Investments Pty Ltd <The Muhlbauer Family A/C>	159,404	1.00
	Total	11,830,147	73.93

Additional information for ASX listed companies

Tranche 2 PrimaryMarkets Options

The top 20 holders of the Tranche 2 PrimaryMarkets Options were as follows:

Rank	Holder Name	Number	%
1	Gavin Solomon	5,388,952	25.66
2	Mr Maxwell James Green	2,274,438	10.83
3	River Properties Pty Ltd <Vaux No 3 A/C>	1,312,841	6.25
4	Richardson Property Management Services Pty Ltd <A J Richardson No 3 A/C>	781,775	3.72
5	Linqto Inc	769,336	3.66
6	Maxwell James Green <The Green Super Fund A/C>	471,204	2.24
7	Apollan Pty Ltd <The Hopetoun A/C>	466,185	2.22
8	Novus Capital Limited	439,168	2.09
9	Beeton Enterprises Pty Ltd <Scott & Sally Beeton Fam A/C>	439,168	2.09
10	Pamiro Pty Limited	422,848	2.01
11	Langney Pty Limited	418,434	1.99
12	Sapsford Financial Services Pty Ltd <Sapsford Investment A/C>	348,695	1.66
13	Alimold Pty Ltd	329,376	1.57
14	Dordaze Pty Ltd <RAS Superannuation Fund A/C>	274,637	1.31
15	Mr Richard Douglas Berry	272,611	1.30
16	Mr Paul Maxwell Bide	258,538	1.23
17	Gailforce Marketing & Pr Pty Ltd <Hale Agency Pty Ltd S/F A/C>	219,584	1.05
18	Rimoyne Pty Ltd	219,584	1.05
19	Mr John Glenn Crane	210,476	1.00
20	Nandaroo Pty Ltd	209,217	1.00
	Total	15,527,067	73.93

Additional information for ASX listed companies

Tranche 2 Registry Direct Options

The top 20 holders of the Tranche 2 Registry Direct were as follows:

Rank	Holder Name	Number	%
1	Steuart Roe	5,804,383	18.74
2	Texson Pty Ltd	1,970,478	6.36
3	Nagarit Pty Limited <The Nagarit A/C>	1,379,216	4.45
4	Nagarit Pty Limited <Nagarit Super Fund A/C>	1,320,884	4.27
5	Appwam Pty Ltd	1,148,149	3.71
6	Catalyst 3 Pty Ltd <Monticone Family A/C>	987,655	3.19
7	Mr Peter Runge + Mrs Noela Runge	987,655	3.19
8	MHM Super Pty Ltd <Malchel Invest Super A/C>	888,889	2.87
9	Mr Donald Evan McLay	761,581	2.46
10	Jentleview Pty Ltd <Lawry Super Fund A/C>	740,741	2.39
11	Ms Sheelagh Hare	740,741	2.39
12	Mr Darryl Thomas Smith + Mrs Lynette Ruby Smith <D & L Smith Sf A/C>	556,371	1.80
13	Saayman Investments Pty Ltd	548,149	1.77
14	Dropmill Pty Ltd <Russell Glenn Super A/C>	518,519	1.67
15	Ms Margaret Jean Delbridge + Mr David Elwood Sherar	513,581	1.66
16	Manly Lane Pty Ltd <Scott & Sally Beeton S/F>	493,828	1.59
17	Netwealth Investments Limited <Wrap Services A/C>	460,965	1.49
18	A E I Australia Pty Ltd <Rg Ladd Super Fund No 2 A/C>	444,445	1.44
19	Mr Rupert George Lewi	444,445	1.44
20	Mr Rodney Bruce Ebsworth	382,362	1.23
	Total	**21,093,037**	**68.11**

Additional information for ASX listed companies

Securities subject Voluntary Escrow

Fully paid ordinary shares

Number	Escrow period
1,914,242	Voluntary escrow until 5 October 2023
6,000,000	Voluntary escrow until 3 November 2023

Voting rights

The voting rights attached to each class of equity security are as follows:

- Ordinary shares: each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- Options: options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the options are exercised and subsequently registered as ordinary shares.
- Performance rights: performance rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the performance rights are vested and converted and subsequently registered as ordinary shares.

On-Market Buy-Back

There is no current on-market buy-back.

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