



MEJORITY  
CAPITAL LIMITED

ANNUAL REPORT  
2020



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Mejority Capital reports the full year financial report of the consolidated entity (the "Group") consisting of Mejority Capital and its controlled entities for the year ending 30 June 2020.

The year has been a transformational period for the business amidst an overall challenging environment for financial services. This has seen the Company's profitability adversely impacted by the negative performance of the Company's Asian focused investment portfolios in the past 12 months.

Marked-to-market, the Asia portfolios declined significantly from March 2020 to 30 June 2020. Overall the final position was a fair value loss of A\$302,077.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Neil Sheather', written in a cursive style.

**Neil Sheather**  
**Executive Chairman and Director**  
Sydney, 25 September 2020

**MEJORITY CAPITAL LIMITED**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 30 JUNE 2020**

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Your directors present their report together with the consolidated financial statements of the Group comprising of Mejority Capital Limited (the 'Company') and its subsidiaries for the financial year ended 30 June 2020 and the auditor's report thereon.

**DIRECTORS**

The following persons were directors of the Company during the whole of the financial year and up to the date of this report unless otherwise indicated:

DIRECTORS	Mr. Neil Sheather (appointed 10 November 2014)
	Mr. Damion Ryan (appointed 15 June 2018)
	Mr. Jean Marc Li Kam Tin (appointed 23 March 2020)
	Mr. Simon Lill (appointed 18 May 2011, resigned 25 November 2019)
	Dato Soon Woei Wong (appointed 05 April 2016, resigned 24 March 2020)

**PRINCIPAL ACTIVITIES**

The Group is a diversified financial services firm with operations in Australia. The Group provides a wide range of financial services including corporate advisory, funds management and wealth management to retail, wholesale, and corporate clients.

The Group's key objective is to create and grow the wealth for all stakeholders, including our clients and shareholders. We seek to meet these objectives by delivering tailored financial solutions in an efficient, transparent and customer focused approach. A key target for the Group in achieving its stated aims in the coming twelve months is to expand its client base and improve its customer retention, through geographical expansion and key personnel appointments. It will also seek to grow its Corporate Authorised Representative base.

**FINANCIAL REVIEW**

The net loss after tax for the year ended 30 June 2020 was \$602,711 (2019: net loss of \$1,208,901).

The Group's revenues from core operations were \$2,134,544, a significant increase compared to the previous year (2019: \$2,030,986).

The Group maintained a commitment to its proprietary investment portfolios, by investing additional capital during the year. The portfolio performance in the second half of the year was disappointing, with the main contributors being increased volatility in a number of Asian markets along with stock specific factors.

The fair value loss in financial assets for the financial year was \$302,077 (2019: \$299,048).

**DIVIDENDS**

No dividend has been paid during the financial year and no dividend is recommended for the current year.

**SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

There were no significant changes in the state of affairs.

**LIKELY DEVELOPMENTS**

The Group continues to evaluate various opportunities to expand the revenue and earnings base through adding more advisers and advisory groups.

## **MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR**

Subsequent to 30 June 2020, the Company's listed investments recovered and increased significantly and as at 11<sup>th</sup> August 2020, the Company's NTA was approximately 3.80 cents per security.

On the 17<sup>th</sup> August 2020, the Company entered into a share purchase agreement to acquire 100% of the issued capital in Creative Capital Group Pty Ltd. The acquisition will enable the Company to provide financial services that are complementary to its existing activities, enabling the Company to expand its business within the financial sector. The acquisition is subject to shareholders' approval.

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity. We have taken a number of measures to monitor and mitigate the effects of COVID-19, such as safety and health measures for our people (including social distancing and working from home).

At this stage, the impact on our business and results has not been significant and based on our experience to date we expect this to remain the case. We will continue to follow the various government policies and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our people.

There was no other matter or circumstance that has arisen since 30 June 2020 that has significantly affected, or may significantly affect:

- (a) the Group's operations in future financial years, or
- (b) the results of those operations in future financial years, or
- (c) the Group's state of affairs in future financial years.

## **INFORMATION ON DIRECTORS**

### **CURRENT**

**MR. NEIL SHEATHER** *Executive chairman and director* Age 50

#### ***Experience and expertise***

Mr. Sheather has held senior positions in the stockbroking industry for over 20 years, including directorships, responsible executive and management roles. He has also more recently held portfolio management responsibilities. He has supplemented these roles with a Graduate Diploma of Applied Finance and a Masters of Business Administration from Newcastle University.

Mr. Sheather has run the Australian operations on behalf of the Group since inception and has been instrumental in the last 12 months in gradually re-structuring the financial outcomes of those operations.

#### ***Other current directorships***

<b>Company</b>	<b>Date Appointed</b>	<b>Date Ceased</b>
Siburan Resources Limited	28 July 2016	Continuing
XPD Soccer Gear	28 March 2018	Continuing

#### ***Former directorships in last 3 years***

None

#### ***Interests in shares and options as at the date of this report:***

Ordinary fully paid shares	5,636,155
Options over ordinary shares	-

**INFORMATION ON DIRECTORS (CONTINUED)**

**DAMION RYAN** *Executive director Age 49*

Damion Ryan has over 20 years of experience in financial services. He started in the industry in 1996 as a SEATS operator with CommSec.

Since then he has held numerous roles on the retail and institutional dealing desks from CSFB to CMC Markets Stockbroking. Most recently, he was the managing director at CMC Markets Stockbroking for 7 years, prior to which he had been acting as general manager.

***Other current directorships***

None

***Former directorships in last 3 years***

None

***Interests in shares and options as at the date of this report:***

Ordinary fully paid shares	Nil
Options over ordinary shares	Nil

**JEAN MARC LI KAM TIN** *Non- Executive director Age 43*

Jean Marc Li is a qualified chartered accountant, registered tax practitioner and a fellow member of the Tax Institute of Australia.

He has a Masters in Business Administration (Finance), a Masters of Professional Accounting, both from Griffith University and recently completed an entrepreneurship course from Harvard University.

Jean Marc Li started his career at KPMG in the audit and assurance division. He has also worked as Group Accountant, Financial Reporting Manager and Financial Controller for several ASX listed companies. In 2019, he also founded Lucas & Co which an award winning boutique accounting practice.

Jean Marc Li is also a director of AirAsia X Services Pty Ltd, a local subsidiary of the global airline, AirAsia X and acts as local agent for other multi-national companies operating in Australia as foreign branches.

***Other current directorships***

None

***Former directorships in last 3 years***

None

***Interests in shares and options as at the date of this report:***

Ordinary fully paid shares	Nil
Options over ordinary shares	Nil

**COMPANY SECRETARY**

Mr. Simon Lill.

**MEETING OF DIRECTORS**

The number of meetings of the Company's Board of Directors held in the 12 months to 30 June 2020 and the number of meetings attended by each Director were:

	<b>Directors Meetings</b>	
	<b>Eligible</b>	<b>Attended</b>
Simon Lill*	3	3
Neil Sheather	4	4
Soon Wong*	2	2
Damion Ryan	4	4
Jean Marc Li Kam Tin	1	1

\*resigned during the year

**SHARES UNDER OPTION**

No options have been granted since the end of the previous financial year (2019: nil). At the date of this report, the Company did not have any listed class options over unissued ordinary shares. There were no shares issued on the exercise of options during the financial year.

## **REMUNERATION REPORT (AUDITED)**

This report outlays the remuneration arrangements in place for the Directors of Mejority Capital Limited. The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

The following were key management personnel of the Group at any time during the year and unless otherwise indicated were key management personnel for the year:

Managing Director and Executive Chairman:	Mr. Neil Sheather
Executive Director	Mr Damion Ryan
Non-Executive Director*	Mr. Soon Wong
Non-Executive Chairman*	Mr. Simon Lill
Non-Executive Director**	Mr Jean Marc Li Kam Tin

\*Resigned during the year

\*\*Appointed during the year

### ***Remuneration philosophy – (Audited)***

The Board reviews the remuneration packages applicable to the executive and non-executive Directors on at least an annual basis. The broad remuneration policy is to ensure the remuneration package properly reflects the person's duties, responsibilities, and level of performance and that the remuneration is competitive in attracting, retaining, and motivating people of the highest quality. Independent advice on the appropriateness of remuneration packages is obtained, where necessary, although no such independent advice was sought during the financial year.

### ***Remuneration committee – (Audited)***

The Group does not have a formally constituted remuneration committee of the Board. The Directors consider that the Group is not currently of a size nor are its affairs of such complexity as to justify the formation of a Remuneration committee. The Board assesses the appropriateness of the nature and amount of remuneration of Directors and its senior managers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality board and management team.

### ***Remuneration policy objective and structure – (Audited)***

#### **Objective**

The Board seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

#### **Structure**

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive Directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The present limit of approved aggregate remuneration is \$400,000 per year.

The Board reviews the remuneration packages applicable to the non-executive Directors on an annual basis. The Board considers fees paid to non-executive directors of comparable companies when undertaking the annual review process.

It has been agreed that all non-executive Directors will be paid a fee of \$3,000 per month, with the Chairman paid a fee of \$5,000 per month. Non-executive Directors may also be remunerated for additional services performed at the request of the Board.

### ***Executive Directors remuneration – (Audited)***

#### **Objective**

The Group aims to reward the Executive Directors with a level of remuneration commensurate with their position and responsibilities within the Group so as to:

- align the interests of the Executive Directors with those of shareholders;
- link reward with the strategic goals and performance of the Group; and
- ensure total remuneration is competitive by market standards.



**REMUNERATION REPORT (AUDITED) (CONT'D)**

**Service agreements – (Audited)**

Mr. Sheather has a formal employment agreement which came into effect from 29 June 2015, the trigger being the Company's ASX reinstatement. The current agreement provides for monthly remuneration of \$20,000 per month, for which he provides management, Responsible Officer and Director services. The agreement is reviewed annually and has allowances for variable based performance increases to salary, payable on an annual basis.

Mr Damion Ryan has a formal employment agreement which came into effect from 1 November 2017. Mr Ryan was appointed as Director on 15 June 2018. The agreement provides for monthly remuneration of \$10,833.33 per month, for which he provides management and Responsible Officer services. An additional fee of \$3,000 per month is paid for his Director services to the Company.

The following tables outlines the remuneration arrangements in place for the Directors and key management personnel (KMP) of the Group both in 2020 and the prior year.

**(a) Details of remuneration – (Audited)**

<b>2019</b>						
<b>Name</b>	<b>Director Fees and Salaries</b>	<b>Short-term</b>		<b>Long-term</b>	<b>Total</b>	<b>Options as Percentage of Remuneration</b>
		<b>Consulting Fees</b>	<b>Cash Bonus</b>			
	\$	\$	\$		\$	%
<b>Directors</b>						
S Lill	60,000	-	-	-	60,000	0%
N Sheather	248,000	-	-	19,000	267,000	0%
S Wong	36,000	-	-	-	36,000	0%
D Ryan	166,000	-	-	12,350	178,350	0%
<b>Total</b>	<b>510,000</b>	<b>-</b>	<b>-</b>	<b>31,350</b>	<b>541,350</b>	
<b>2020</b>						
<b>Name</b>	<b>Director Fees and Salaries</b>	<b>Short-term</b>		<b>Long-term</b>	<b>Total</b>	<b>Options as Percentage of Remuneration</b>
		<b>Consulting Fees</b>	<b>Cash Bonus</b>			
	\$	\$	\$		\$	%
<b>Directors</b>						
S Lill <sup>1</sup>	10,500	-	-	-	10,500	0%
N Sheather	227,552	-	-	3,167	230,719	0%
S Wong <sup>1</sup>	18,000	-	-	-	18,000	0%
J Li <sup>2</sup>	9,000	-	-	-	9,000	0%
D Ryan	166,300	-	-	12,350	178,650	0%
<b>Total</b>	<b>431,352</b>	<b>-</b>	<b>-</b>	<b>15,517</b>	<b>446,869</b>	

<sup>1</sup> Resigned during the year.

<sup>2</sup> Appointed during the year.

**REMUNERATION REPORT (AUDITED) (CONT'D)**

**(b) Listed option-holdings of Key Management Personnel – (Audited)**

The movement during the reporting period, by number of options over ordinary shares in the Company held, directly, indirectly, or beneficially, by each key management person, including their related parties, is as follows:

<b>2020</b>				
<b>Name</b>	<b>Opening Balance 1 July 2019</b>	<b>Additions/ (option expired)</b>	<b>Other*</b>	<b>Closing Balance 30 June 2020</b>
<b>KMP</b>				
<b>Options over ordinary shares</b>	-	-	-	-
S Lill <sup>1</sup>	-	-	-	-
N Sheather	-	-	-	-
S Wong <sup>1</sup>	-	-	-	-
J Li <sup>2</sup>	-	-	-	-
D Ryan	-	-	-	-
<b>Total</b>	-	-	-	-

<sup>1</sup> Resigned during the year.

<sup>2</sup> Appointed during the year.

<b>2019</b>				
<b>Name</b>	<b>Opening Balance 1 July 2018</b>	<b>Additions/ (option expired)</b>	<b>Other*</b>	<b>Closing Balance 30 June 2019</b>
<b>KMP</b>				
<b>Options over ordinary shares</b>	-	-	-	-
S Lill	-	-	-	-
N Sheather	-	-	-	-
S Wong	-	-	-	-
D Ryan	-	-	-	-
<b>Total</b>	-	-	-	-

There were no Options issued to Directors during the year or previous years by way of remuneration.

**(c) Shareholdings of Key Management Personnel – (Audited)**

The movement during the reporting period in the number of ordinary shares in Mejority Capital Limited held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

<b>2020</b>				
<b>Name</b>	<b>Opening Balance 1 July 2019</b>	<b>Purchased</b>	<b>Other*</b>	<b>Closing Balance 30 June 2020</b>
<b>KMP</b>				
<b>Ordinary shares</b>				
S Lill*	10,000	-	(10,000)	-
N Sheather	5,636,155	-	-	5,636,155
S Wong*	2,500,000	-	(2,500,000)	-
J Li*	-	-	-	-
D Ryan	-	-	-	-
<b>Total</b>	<b>8,146,155</b>	<b>-</b>	<b>(2,510,000)</b>	<b>5,636,155</b>

\* Other changes represent shares held at the time the Director commenced or ceased to be a director of the Company.

<b>2019</b>				
<b>Name</b>	<b>Opening Balance 1 July 2018</b>	<b>Purchased</b>	<b>Other*</b>	<b>Closing Balance 30 June 2019</b>
<b>KMP</b>				
<b>Ordinary shares</b>				
S Lill	10,000	-	-	10,000
N Sheather	5,536,155	100,000	-	5,636,155
S Wong	2,500,000	-	-	2,500,000
J Li	-	-	-	-
D Ryan	-	-	-	-
<b>Total</b>	<b>8,046,155</b>	<b>100,000</b>	<b>-</b>	<b>8,146,155</b>

\* Other changes represent shares held at the time the Director commenced or ceased to be a director of the Company.

**(d) Share based compensation – (Audited)**

The Company has not granted any options over unissued ordinary shares or ordinary fully paid shares during or since the end of the financial year to any Directors or officers as part of their remuneration (2019: Nil).

There were no shares granted during the reporting period as compensation (2019: Nil).

**(e) Other transactions and balances with Key Management Personnel – (Audited)**

There were no director fees payable to Mr Neil Sheather as at balance date (2019: Nil).

There were no other transactions or balances with key management personnel, other than as reported within this report (2019: Nil).

***Shares Issued as a Result of Exercise of Options – (Audited)***

No shares of Mejority Capital Limited were issued during or since the end of the financial year ended 30 June 2020 as a result of the exercise of an option (2019: Nil).

***Voting at the 2019 Annual General Meeting – (Audited)***

At the 2019 AGM, over 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2019.

***Consequences of performance on shareholder wealth – (Audited)***

In considering the Group's performance and benefits for shareholder wealth, the Board of Directors have regard to the following indices in respect of the current financial year and the previous four financial years<sup>1</sup>:

	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
Profit/(loss) <sup>2</sup> attributable to owners of the Company (\$)	(602,711)	(1,071,940)	215,711	(810,272)	(3,120,775)
Dividends paid (cents)	Nil	Nil	Nil	Nil	Nil
Change in share price (\$ p/share)	(0.006)	(0.001)	0.007	(0.020)	(0.160)

<sup>1</sup> The Group commenced financial services trading operations during the financial year ended 30 June 2015, and on 29 June 2015, was reinstated to trading on the ASX.

<sup>2</sup> Profit or loss amounts have been calculated in accordance with Australian Accounting Standards (AASBs).

The overall level of key management personnel's compensation is assessed on existing remuneration agreements, level of underlying revenues provided by the KMP and financial performance of the Group.

**End of Remuneration Report (audited)**

**INDEMNIFICATION AND INSURANCE OF OFFICERS**

The Company's Constitution requires it to indemnify directors and officers of any entity within the Group against liabilities incurred to third parties and against costs and expenses incurred in defending civil or criminal proceedings, except in certain circumstances. An indemnity is also provided to the Company's auditors under the terms of their engagement.

The Directors and officers of the Group have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The insurance premium paid was \$52,882 and relates to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever the outcome;
- other liabilities that may arise from their position, with the exception of conduct involving a willful breach of duty or improper use of information or position to gain a personal advantage.

**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 other than as disclosed within this report.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.



#### **NON-AUDIT SERVICES**

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

The Board of Directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services are reviewed by the board to ensure they do not impact the impartiality 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*.

During the year the following fees were paid or payable for audit services provided by the auditor (Mazars Audit (QLD) and Crowe South QLD) of the Company, its related practices and non-related audit firms. There were no non-audit services provided by the auditor during the year.

	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Audit services</b>		
<b>Mazars Audit (QLD)</b>		
- Audit and review of financial reports	<b>40,000</b>	<b>-</b>
<b>Crowe South QLD</b>		
- Audit and review of financial reports	<b>19,500</b>	<b>78,000</b>

#### **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 on page 13, and forms part of the directors' report for the financial year ended 30 June 2020.

This report is made in accordance with a resolution of directors.



**Neil Sheather**  
**Chairman**

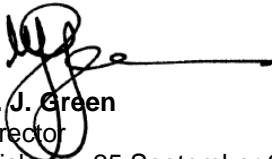
**Sydney, 25 September 2020**

## **Auditor's Independence Declaration to the Directors of Mejority Capital Limited**

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2020, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

**MAZARS AUDIT (QLD) PTY LIMITED**  
**AUTHORISED AUDIT COMPANY: 338599**



**M. J. Green**  
Director

Brisbane, 25 September 2020

**MEJORITY CAPITAL LIMITED**
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2020**

	NOTE	CONSOLIDATED 2020 \$	2019 \$
<b>Continuing Operations</b>			
<b>Revenue</b>			
Rendering of services	3	1,704,734	1,938,350
Gain on sale of investment		9,187	6,311
Interest income		430	395
Property rental income		18,000	12,924
Government assistance – Covid 19		55,518	-
Other income		411,810	79,712
		<b>2,144,161</b>	<b>2,037,692</b>
<b>Expenses</b>			
Product commissions		(544,488)	(613,610)
Audit fees		(59,500)	(78,000)
Corporate and professional expenses		(1,002,922)	(1,215,770)
Change in fair value of equity investments at fair value through profit or loss		(302,077)	(299,048)
Impairment of receivables		-	(139,414)
Depreciation expense	4	(34,474)	(26,875)
Depreciation expense – leases	4	(87,244)	-
Amortisation expense	4	(9,500)	(9,500)
Employee expenses		(521,908)	(160,390)
Restructuring expenses	4	-	(378,049)
Occupancy expenses		(79,378)	(211,055)
Interest & finance expenses	4	(93,520)	(91,791)
Other expenses		(11,861)	(23,091)
<b>LOSS BEFORE INCOME TAX</b>		<b>(602,711)</b>	<b>(1,208,901)</b>
Income tax benefit/(expense)		-	-
<b>(LOSS)/PROFIT AFTER TAX FOR THE YEAR</b>		<b>(602,711)</b>	<b>(1,208,901)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<i>Items that may be reclassified to profit or loss</i>			
Transfer of foreign currency translation to gain on disposal of subsidiary in profit or loss		-	-
<b>TOTAL OTHER COMPREHENSIVE (LOSS)/PROFIT</b>		<b>(602,711)</b>	<b>(1,208,901)</b>
<b>TOTAL COMPREHENSIVE (LOSS)/PROFIT FOR THE YEAR</b>		<b>(602,711)</b>	<b>(1,208,901)</b>
<b>(LOSS)/PROFIT ATTRIBUTABLE TO:</b>			
OWNERS OF THE PARENT		(535,099)	(1,071,940)
NON-CONTROLLING INTEREST		(67,612)	(136,961)
		<b>(602,711)</b>	<b>(1,208,901)</b>

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

**MEJORITY CAPITAL LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)**  
**FOR THE YEAR ENDED 30 JUNE 2020**

	NOTE	CONSOLIDATED 2020	2019
<b>COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO:</b>			
OWNERS OF THE PARENT		<b>(535,099)</b>	(1,071,940)
NON-CONTROLLING INTEREST		<b>(67,612)</b>	(136,961)
		<b>(602,711)</b>	(1,208,901)
<b>(LOSS)/EARNINGS PER SHARE</b>			
Basic and diluted (cents)	17	<b>(0.45)</b>	(0.99)
Basic and diluted (cents) – continuing operations	17	<b>(0.45)</b>	(0.99)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.



**MEJORITY CAPITAL LIMITED**
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2020**

	NOTE	CONSOLIDATED 2020	2019
		\$	\$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	373,692	248,415
Trade and other receivables	7	55,537	126,326
Other investments	8	3,004,232	3,309,862
Prepayments or other assets		59,411	54,400
<b>TOTAL CURRENT ASSETS</b>		<b>3,492,872</b>	<b>3,739,003</b>
<b>NON-CURRENT ASSETS</b>			
Trade and other receivables	7	50,260	24,136
Intangibles	10	76,000	85,500
Goodwill	10	241,429	241,429
Property, plant and equipment	12	1,156,327	1,117,087
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,524,016</b>	<b>1,468,152</b>
<b>TOTAL ASSETS</b>		<b>5,016,888</b>	<b>5,207,155</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	293,571	451,829
Provision for Annual leave		41,740	-
Leases	9	72,182	-
Contract liabilities		36,180	40,790
Loans and borrowings	14	295,316	1,055,360
<b>TOTAL CURRENT LIABILITIES</b>		<b>738,989</b>	<b>1,547,979</b>
<b>NON-CURRENT LIABILITIES</b>			
Loans and borrowings	14	947,026	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>947,026</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>1,686,015</b>	<b>1,547,979</b>
<b>NET ASSETS</b>		<b>3,330,873</b>	<b>3,659,176</b>
<b>EQUITY</b>			
Issued capital	15	8,989,941	8,715,533
Accumulated losses	16	(5,416,875)	(4,881,776)
<b>Total equity attributable to equity holders of the Company</b>		<b>3,573,066</b>	<b>3,833,757</b>
Non-controlling interest		(242,193)	(174,581)
<b>TOTAL EQUITY</b>		<b>3,330,873</b>	<b>3,659,176</b>

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

**MEJORITY CAPITAL LIMITED**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2020**

<b>CONSOLIDATED</b>	<b>ISSUED CAPITAL \$</b>	<b>RESERVES \$</b>	<b>ACCUMULATED LOSSES \$</b>	<b>NON- CONTROLLING INTERESTS \$</b>	<b>TOTAL \$</b>
<b>BALANCE AT 1 JULY 2018</b>	8,715,533	-	(3,809,836)	-	4,905,697
Loss attributable to members of the parent entity	-	-	(1,071,940)	(136,961)	(1,208,901)
Transfer of foreign currency translation reserve to gain on disposal of subsidiary in profit or loss	-	-	-	-	-
Total comprehensive loss for the year, net of tax	-	-	(1,071,940)	(136,961)	(1,208,901)
<i>Transactions with owners of the Company recognised directly in equity</i>					
Changes in ownership interests in subsidiaries	-	-	-	-	-
Acquisition of subsidiary with non-controlling interests	-	-	-	(37,620)	(37,620)
<b>BALANCE AS AT 30 JUNE 2019</b>	8,715,533	-	(4,881,776)	(174,581)	3,659,176

<b>CONSOLIDATED</b>	<b>ISSUED CAPITAL \$</b>	<b>RESERVES \$</b>	<b>ACCUMULATED LOSSES \$</b>	<b>NON- CONTROLLING INTERESTS \$</b>	<b>TOTAL \$</b>
<b>BALANCE AT 1 JULY 2019</b>	8,715,533	-	(4,881,776)	(174,581)	3,659,176
Loss attributable to members of the parent entity	-	-	(535,099)	(67,612)	(602,711)
Transfer of foreign currency translation reserve to gain on disposal of subsidiary in profit or loss	-	-	-	-	-
Total comprehensive loss for the year, net of tax	-	-	(535,099)	(67,612)	(602,711)
<i>Transactions with owners of the Company recognised directly in equity</i>					
Issue of shares	274,408	-	-	-	274,408
Changes in ownership interests in subsidiaries	-	-	-	-	-
Acquisition of subsidiary with non-controlling interests	-	-	-	-	-
<b>BALANCE AS AT 30 JUNE 2020</b>	8,989,941	-	(5,416,875)	(242,193)	3,330,873

The Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

**MEJORITY CAPITAL LIMITED**
**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 30 JUNE 2020**

	NOTE	CONSOLIDATED 2020 \$	2019 \$
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Receipts from customers		2,170,096	2,045,832
Payments to suppliers and employees		(2,322,870)	(2,354,908)
Interest income		430	395
Interest and other finance costs		(78,667)	(44,631)
Income tax paid		-	-
Net movement in client monies		-	(1,079)
Net cash (used)/provided in operating activities	25	(231,010)	(354,391)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payments for property, plant & equipment		(12,430)	(1,127,378)
Payments for listed equities		(956,806)	(385,399)
Payments for other investments		-	(230,000)
Payment for subsidiaries, net of cash acquired		-	(90,000)
Deposit paid for investments		-	-
Loan repayment from third party		-	100,000
Investment loan to third party		-	-
Proceeds from sale of other investments		965,685	240,000
Proceeds from sale of direct equity investments		10,000	191,989
Disposal of subsidiary, net of cash disposed of		-	-
Dividends		8,763	1,000
Net cash (used)/provided by investing activities		15,212	(1,299,788)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds of loan		200,000	1,100,000
Repayment of loan		(133,333)	(214,640)
Issue of shares		274,408	-
Net cash (used)/provided in financing activities		341,075	885,360
Net (decrease)/increase in cash held		125,277	(768,819)
Cash at beginning of year		248,415	1,017,234
Net foreign exchange differences		-	-
<b>Cash and cash equivalents at end of year</b>	6	<b>373,692</b>	<b>248,415</b>
<b>Cash and cash equivalents held by continuing operations</b>		<b>373,692</b>	<b>248,415</b>

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **GENERAL INFORMATION AND STATEMENT OF COMPLIANCE**

The consolidated general purpose financial statements for Mejority Capital Limited (the 'Company') and its subsidiaries (the 'Group') have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board ('IASB'). These financial statements have been prepared on an accruals basis on historical cost convention, except for the following items in the Consolidated Statement of Financial Position:

- Financial Investments – Equity based financial assets measured at fair value through profit or loss are measured at fair value.

Mejority Capital Limited is a for-profit entity for the purpose of preparing the financial statements. Its principal activity is the provision of broking, investment management and corporate services within the financial services sector in Australia.

Mejority Capital Limited is the Group's Ultimate Parent Company, and is a Public Company incorporated and domiciled in Australia.

### **FUNCTIONAL AND PRESENTATION CURRENCY**

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

### **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 Group's accounting policies. The areas involving a degree of judgement or complexity, or areas where assumptions and estimates have been made in the preparation of the financial statements are disclosed in Note 2.

### **SUMMARY ACCOUNTING POLICIES**

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

#### **(a) Going concern**

The financial report has been prepared on a going concern basis which assumes the commercial realisation of the future potential of the Group's assets and discharge of its liabilities in the normal course of business. The Group recorded a net loss of \$602,711 (2019: loss of \$1,208,901) for the year ended 30 June 2020, net operating cash outflow of \$116,977 (2019: \$354,391) and has cash and cash equivalents balance of \$373,692 (2019: \$248,415).

Notwithstanding the accumulated losses and operating cash outflows, the Directors believe that it is appropriate to prepare the financial statements on the going concern basis for the following reasons:

- (i) The projected business cash flows as at the date of this report suggests that the Group will generate sufficient revenues to meet its business and corporate running costs.
- (ii) The Group has financial assets totalling \$3,004,232 which can be converted to cash within 12 months.
- (iii) The Group also has the capacity to raise additional funds at an appropriate time in the future.

#### ***Implications of COVID-19 on our business***

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity. We have taken a number of measures to monitor and mitigate the effects of COVID-19, such as safety and health measures for our people (including social distancing and working from home).



**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(a) Going concern (Continued)**

***Implications of COVID-19 on our business (Continued)***

At this stage, the impact on our business and results has not been significant and based on our experience to date we expect this to remain the case. We will continue to follow the various government policies and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our people.

Depending on the duration of the COVID-19 crisis and continued negative impact on economic activity, the group might experience negative results, and liquidity restraints and incur additional impairments on its assets in 2020. The exact impact on our activities in the remainder of 2020 and thereafter cannot be predicted.

The Directors have reviewed the Group's overall position and outlook in respect of the matters identified above and are of the opinion that the use of the going concern basis is appropriate in the circumstances.

**(b) Basis of Consolidation**

The Group financial statements consolidate those of the Company and all of its subsidiaries as of 30 June 2020. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

**(c) Business combination**

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of: (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree, and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

**(d) Operating Segments**

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker(s) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(e) Revenue recognition**

The Group recognises revenue based on the assessment and allocation of transaction prices to performance obligations and the satisfaction of those performance obligations.

Revenue is recognised for the major business activities as follows:

*(i) Rendering of services*

Revenue arising from brokerage, commissions, fee income and corporate finance transactions are recognised by the Group on an accruals basis as and when performance obligations have been satisfied, which is usually the trade date of the transaction. Provision is made for uncollectible debts arising from such services.

*(ii) Interest income*

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

*(iii) Dividend income*

Dividends are recognised to account as revenue when the right to receive the payment is established.

*(iv) Education and administration income*

Revenue arising from education agreements and administration services are recognised by the Group on an accruals basis as and when services have been provided, which is deemed to be the trade date of the transaction. Provision is made for uncollectible debts arising from such services.

**(f) Income tax**

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

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

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and the tax base of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(g) Leases**

At inception of a contract, the Group considers the contract for existence of a lease arrangement, being a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In the event that the contract is considered to constitute a lease agreement the following accounting is applied:

*Right of Use Assets*

At the lease commencement, the Group recognised a right-of-use asset and associated lease liability for the lease term, including any extension periods where the Group considers it is reasonably certain that the option will be exercised. The right-of-use asset is measured using the cost model where cost on initial recognition comprises the lease liability, initial directors, prepaid lease payments, estimated cost of removal and restoration, less any lease incentives received. The right-of-use asset is depreciated over the lease term on a straight-line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

*Lease Liabilities*

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Group's incremental borrowing rate is used. Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g., CPI) or a change in the Group's assessment of the lease term. Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the measurement of is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

**(h) Impairment of assets**

Goodwill and 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 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. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**(i) Cash and cash equivalents**

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

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(j) Trade receivables**

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

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired.

The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the expected credit loss is recognised in profit or loss within other expenses. When a trade receivable for which an expected credit loss allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in profit or loss.

**(k) Property, plant and equipment**

Properties, office, IT and other equipment (comprising fittings and furniture) are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management.

Properties, office, IT other equipment are subsequently measured using the cost model, less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of properties, office, IT and other equipment. The following useful lives are applied:

- Properties: 25-50 years
- Office and IT equipment: 2-5 years
- Other equipment: 3-12 years

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.



**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(l) Financial instruments**

*Recognition and initial measurement*

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

*Classification of financial assets and financial liabilities*

AASB 9 replaces the ‘incurred loss’ model in AASB 139 with an ‘expected credit loss’ (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. Under AASB 9, credit losses are recognised earlier than under AASB 139.

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECL, except for the following, which are measured as 12-month ECL: – debt securities that are determined to have low credit risk at the reporting date; and – other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

## 1.0 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (I) Financial instruments (continued)

#### *Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

#### *Impairment*

##### *Financial instruments and contract assets*

AASB 9 replaces the 'incurred loss' model in AASB 139 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. Under AASB 9, credit losses are recognised earlier than under AASB 139.

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECL, except for the following, which are measured as 12-month ECL: – debt securities that are determined to have low credit risk at the reporting date; and – other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(m) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

**(n) Contributed equity**

Ordinary shares are classified as equity.

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

If the entity reacquires its own equity instruments, e.g. as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

**(o) Earnings per share**

*(i) Basic earnings per share*

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

*(ii) Diluted 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.

**(p) Goods and Services Tax (GST)**

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

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

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

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(q) Intangible assets**

*Recognition of intangible assets*

Financial markets trading rights and licences are capitalised on the basis of the costs incurred to acquire. These licences have an indefinite life and as such are not amortised but are subject to annual impairment testing.

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset, and is recognised in profit or loss within other income or other expenses.

**(r) Foreign currency transactions**

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation are recognised in profit or loss.

**(s) Assets held for sale and discontinued operations**

*Discontinued operations*

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations;
  - is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations;
- or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held-for-sale, if earlier.

When an operation is classified as a discontinued operation, the comparative Consolidated Statement of Profit or Loss and Other Comprehensive Income is re-presented as if the operation had been discontinued from the start of the comparative year.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(t) New Accounting Standards for Application in Future Periods**

The Company has adopted all standards which became effective for the first time at 30 June 2020. The adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Company or refer to Note 2 for details of the changes due to standards adopted.

**New accounting standards for Current Period**

**Leases**

The Group has adopted AASB 16 *Leases*. In accordance with the transition provisions in AASB 16 the new rules have been adopted retrospectively with the cumulative effect of initially applying the new standard on 1 July 2019. Comparatives for the 2019 financial year have not been restated.

On adoption of AASB 16, the Group recognised lease liabilities in relation to leases which had previously been classified as ‘operating leases’ under the principles of AASB 117 *Leases*. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group’s incremental borrowing rate as at 1 July 2019. The lessees incremental borrowing rate applied to the lease liabilities on 1 July 2019 was 10%.

	\$
Operating lease commitments disclosed as at 30 June 2019	149,921
Discounted using the company’s incremental borrowing rate of 10%	<u>(1,392)</u>
<b>Lease liability recognised as at 1 July 2019</b>	<b><u>148,529</u></b>

The associated rights-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 30 June 2019.

Property, plant and equipment increased by \$170,600 on 1 July 2019, lease liabilities by \$148,529.

In applying AASB 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- The exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

There are no other standards that are not yet effective and that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

## 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.

### *Intangible assets*

The fair value of customer relationships acquired in a business combination is based on the multi-period excess earnings method whereby the subject asset is valued after deducting a fair return on all other assets that are part of creating the related cash flows.

#### *i) Impairment*

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

#### *ii) Unrecognised deferred tax asset*

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.

#### *iii) Classification of borrowings*

The Group has entered into borrowing agreements for the provision of funding facilities. The borrowing facilities are documented in borrowing facility agreements, the interpretation of which is key to the classification of borrowings as either current or non-current. The Group has exercised judgement in the interpretation of the terms and conditions of the borrowing facility agreements in determining the classification of debt as current or non-current.



**MEJORITY CAPITAL LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2020**

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**3. RENDERING SERVICES INCOME**

The group derives the following types of services income:

	<b>CONTINUING OPERATIONS</b>		<b>TOTAL</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Trading commissions	<b>1,317,537</b>	1,481,691	<b>1,377,987</b>	1,481,691
Corporate transaction fees	<b>157,241</b>	175,189	<b>157,241</b>	175,189
Education and administration services	<b>229,956</b>	281,470	<b>229,956</b>	281,470
	<b>1,704,734</b>	1,938,350	<b>1,765,184</b>	1,938,350

**4. EXPENSES**

Profit/(Loss) before income tax includes the following specific expenses:

	<b>CONSOLIDATED 2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Depreciation	<b>34,474</b>	26,875
Depreciation – leases	<b>87,244</b>	-
Amortisation	<b>9,500</b>	9,500
Interest & finance expenses	<b>93,520</b>	91,791
Interest – Leases	<b>14,852</b>	-
Impairment of receivables - Deposit from Hong Kong lease	-	139,135
Restructuring costs	-	378,049

5. INCOME TAX

CONSOLIDATED

2020

2019

\$

\$

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Group at 27.5% (2018: 27.5%) and the reported tax expense in profit or loss are as follows:

(a) Tax expense comprises:

Current tax

Deferred income tax relating to origination and reversal of temporary differences:

Origination and reversal of temporary differences

-

-

-

-

-

-

Deferred tax expense relating to share issue costs

(b) Accounting profit/(loss) before tax

(602,711)

(1,208,901)

Prima facie tax payable on profit from ordinary activities before income tax at 27.5% (2018 – 27.5%)

(165,745)

(332,448)

Expenditure not allowed for income tax purposes – other

2,613

2,613

Movement in unrecognized deferred tax balances due to change in tax rate

-

-

Deferred tax asset losses not brought to account

163,133

(96,092)

Under provision in respect of prior years

-

425,927

Gain not recognized for income tax purposes

-

-

Income tax (benefit)/expense

-

-

(c) Recognised Deferred Tax Balances

Deferred tax asset

-

-

Deferred tax liability

-

-

(d) Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:

Unrecognised deferred tax asset - losses

895,744

701,168

Unrecognised deferred tax asset - other

34,973

63,965

930,717

765,133

5. INCOME TAX (CONTINUED)

(e) *Deferred Tax assets and liabilities*

Deferred taxes arising from temporary differences and unused tax losses can be summarised as follows:

2020			Recognised in Other Comprehen sive Income	
Consolidated Group	Opening Balance \$	Recognised in Profit or Loss \$		Closing Balance \$
<b>Deferred Tax liability</b>				
Fair value gain investments	-	-	-	-
Unrecognised DTL's – not brought to account	-	-	-	-
<b>Deferred Tax assets</b>				
Trade & other receivables	21,373	(21,373)	-	-
Accruals and provisions	39,641	(9,040)	-	30,601
Capital raising costs	2,952	(1,577)	-	1,375
ROU assets and lease liability	-	2,997	-	2,997
Unrealised FX losses	-	-	-	-
Unused tax losses	701,168	194,576	-	895,744
DTA to offset DTL	-	-	-	-
Unrecognised DTA's – not brought to account	(765,134)	(165,583)	-	(930,717)
	-	-	-	-
<b>2019</b>			Recognised in Other Comprehen sive Income	
Consolidated Group	Opening Balance \$	Recognised in Profit or Loss \$		Closing Balance \$
<b>Deferred Tax liability</b>				
Fair value gain investments	(62,359)	62,359	-	-
Unrecognised DTL's – not brought to account	62,359	(62,359)	-	-
	-	-	-	-
<b>Deferred Tax assets</b>				
Trade & other receivables	21,373	-	-	21,373
Accruals and provisions	22,522	17,118	-	39,640
Capital raising costs	28,276	(25,324)	-	2,952
Unrealised FX losses	85,241	(85,241)	-	-
Unused tax losses	766,172	(65,004)	-	701,168
DTA to offset DTL	(62,359)	62,359	-	-
Unrecognised DTA's – not brought to account	(861,225)	96,092	-	(765,133)
	-	-	-	-

Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Group can utilize these benefits.

## 6. CASH AND CASH EQUIVALENTS

	CONSOLIDATED 2020 \$	2019 \$
Cash at Bank (i)	373,692	248,415
Total cash and cash equivalents	373,692	248,415

(i) *Reconciliation to cash and cash equivalents at the end of the financial year:*

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

Balances as above	373,692	248,415
Balances per statement of cash flows	373,692	248,415

(ii) The prior year included an amount which is related to monies held on behalf of clients (2019: \$1,077). The corresponding liability is disclosed in Note 13.

## 7. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED 2020 \$	2019 \$
Current		
Trade receivables (i)	1,560	172,859
Impairment of receivables	-	(77,720)
Contract assets (accrued income)	49,977	-
Other	4,000	31,187
	55,537	126,326
Non-current		
Deposits	50,260	24,136

(i) *Classification as trade and other receivables*

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current.

(ii) *Fair values of trade and other receivables*

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

(iii) *Impairment and risk exposure*

All of the Group's receivables have been reviewed for indicators of impairment. Information about the impairment of receivables, their credit quality and the Group's exposure to credit risk, foreign currency risk and interest rate risk can be found in Note 18.

## 8. OTHER INVESTMENTS

Other investments are classified as financial assets at fair value through profit or loss as are all equity instruments held for trading. The investments comprised primarily of listed companies on the ASX and Malaysian Stock Exchange.

	CONSOLIDATED	
	2020	2019
	\$	\$
<b>Current</b>		
<i>Financial assets at fair value through profit or loss (level 1)</i>		
ASX Listed equity securities (i) (ii)	181,384	542,208
Listed equity securities portfolio (i) (ii)	2,822,848	2,767,654
	<b>3,004,232</b>	<b>3,309,862</b>
<i>Financial assets held at cost</i>		
Convertible notes in unlisted company (iii)	-	-
	<b>3,004,232</b>	<b>3,309,862</b>

### (i) Classification of financial assets at fair value through profit or loss

The Group classifies equity based financial assets at fair value through profit or loss if they are acquired principally for trading (i.e. selling in short-term). They are presented as current assets as they can be easily converted into cash in less than 12 months.

### (ii) Amounts recognised in profit or loss

Changes in the fair values of financial assets at fair value has been recorded through the profit or loss, and represent a loss of \$302,077 for the year (2019: \$299,048).

### (iii) Converting notes

The Group holds converting notes in an unlisted junior explorer company. These notes will convert to equity in the event of an IPO at the lower of either the IPO price or any previous capital raising price. Due to the fact that the issuing company is not listed, it is in the start-up stages of mining exploration and a reliable fair value estimate can not be made at 30 June 2020 the converting notes have been valued at \$nil.

9. LEASES

(i) *Amounts recognised in the balance sheet*

	CONSOLIDATED 30 June 2020	30 June 2019
<b>Right-of-use assets*</b>		
Lease – office rental	61,284	-
	<b>61,284</b>	-

\*included in the line item “Property, plant and equipment” in the statement of financial position.

<b>Lease liabilities</b>		
Current	72,182	-
Non-current	-	-
	<b>72,182</b>	-

*Amounts recognised in profit or loss*

<b>Depreciation charge of right-of-use assets</b>		
Lease – rental premises	87,244	-
	<b>87,244</b>	-
Interest expense	14,852	-
<b>Total</b>	<b>14,852</b>	-

The total cash outflow for leases for the period was \$91,200.

(ii) *The Group’s leasing activities and how these are accounted for:*

The Group leases an office in Sydney.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date, less any lease incentives received;
- Any initial direct costs, and
- Restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT-equipment and other small items.

# 10. INTANGIBLE ASSETS AND GOODWILL

## A. Reconciliation of carrying amount

2020	Goodwill	Customer list	Total
	\$	\$	\$
Balance at 1 July 2019	241,429	85,500	326,929
Acquisition through business combinations	-	-	-
Amortisation	-	9,500	9,500
Impairment loss	-	-	-
Balance at 30 June 2020	241,429	76,000	317,429

2019	Goodwill	Customer list	Total
	\$	\$	\$
Balance at 1 July 2018	-	-	-
Acquisition through business combinations	241,429	95,000	336,429
Amortisation	-	(9,500)	(9,500)
Impairment loss	-	-	-
Balance at 30 June 2019	241,429	85,500	326,929

## B. Amortisation

The amortisation of the customer list is over 10 years and is allocated to profit or loss.

### Useful life

Based on an assessment of the history of customer relationships.

Brokerage commissions and SMSF administration fees have historically been derived from recurring customers, which was noted is in a consistent customer base.

Management has determined an average customer life of 10 years as reasonable for the valuation of customer relationships.

## C. Impairment test

### Impairment testing for Cash Generating Unit (CGU) containing goodwill

For the purposes of impairment testing, goodwill has been allocated to Smart Money Company (SMC).

The recoverable amount of this CGU was based on value in use, estimated using discounted cash flows.

The key assumptions used in the estimation of the recoverable amount are set below.

The values assigned to the key assumptions have been taken from an independent report.

- Discounted rate 18%
- Terminal value growth rate 2%

# 10. INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

## C. Impairment test (continued)

The discounted rate was a pre-tax measure estimated based on the weighted-average cost of capital. The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on the expert valuation of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

The key assumptions used in the cash flow forecast that are sensitive and are as follows:

Valuation variable	Assumption
Future revenue	Actual revenue from the customer relationships for the 2020 financial year.
EBIT Margin	<p>Normalised EBIT margin of 38% based on an assessment of the average normalised EBIT margin for FY20.</p> <p>Although the SMSF administration and brokerage revenues were accounted for in separate legal entities, the costs of the operations were not accounted for separately (e.g. all S&amp;W incurred in SM Trading/Trysam). As such, we have assessed the future cash flows from these customer relationships at a combined Group level.</p>
Contributory assets	<p>The contributory assets and post-tax returns required to generate future income to be:</p> <ul style="list-style-type: none"> <li>- Net working capital 4.5%; and</li> <li>- Assembled workforce 11.8%.</li> </ul>
Discount Rate	At acquisition date, a discount rate range of 8.0% to 12.0% as appropriate for the valuation of customer relationships. A discount rate of 10.0% has been assumed.

## Sensitivity analysis

The below table shows the amount that these two assumptions are required to change individually in order for the estimated recoverable amount to be equal to the carrying amount.

	Change required for carrying amount to equal the recoverable amount	
	2020	2019
Pre-tax discount rate	43.0%	10%
Budgeted EBIT margin	13.5%	(6.5%)



## 11. ACQUISITION OF SUBSIDIARIES

### Smart Money Company Pty Ltd

In the prior financial year, the Group obtained control of Smart Money Company Pty Ltd, which was rebranded as Finexia SMSF Plus Pty Ltd (SMC), an education and retail brokering business by acquiring 60% of the shares and voting interests in the Company for cash consideration of \$180,000.

### Fair value of identifiable assets acquired and liabilities assumed

The following summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

	2020	2019
	\$	\$
Cash and cash equivalents	-	31,628
Intangible assets	-	95,000
Loans and borrowings	-	(170,000)
Trade and other payables	-	(55,677)
Total net identifiable assets	-	(99,049)

The fair value of intangible assets of SMC's customer relationships have been determined as \$95,000 following the engagement of an independent valuation.

### Goodwill

Goodwill arising from the acquisition has been recognised as follows:

	2020	2019
	\$	\$
Total consideration transferred	-	180,000
Non-controlling interests, based on their proportionate interest in the recognised amounts of the asset and liabilities of Smart Money Company Pty Ltd	-	(37,620)
Fair value of identifiable assets	-	99,049
Goodwill	-	241,429

The goodwill is attributable mainly to the skills and technical talent of the SMC's work force. None of the goodwill recognised is expected to be deductible for tax purposes.

## 11. ACQUISITION OF SUBSIDIARIES (CONTINUED)

### Pinnacle Adviser Services Pty Ltd

In the prior year, the Group obtained control of Roberts Bridges Pty Ltd and rebranded the acquired company to Pinnacle Adviser Services Pty Ltd (PAS), by acquiring 100% of the shares and voting interest in the Company for a cash consideration of \$60,000.

PAS has an AFSL license which allowed the Group to expand its network of financial advisors in Australia.

This transaction had been accounted for as an acquisition of assets rather than a business combination as Pinnacle Adviser Services Pty Ltd had no business operations or processes and its sole asset was its AFSL license.

PAS was sold on 11 June 2019 for \$70,000 to a third party.

The following summarises the recognised amounts of identifiable assets acquired and liabilities assumed at the acquisition date:

2020	Pre-acquisition carrying amounts \$	Fair value adjustments \$	Recognised fair value on acquisition \$
Cash	-	-	-
Intangible asset – AFSL licence	-	-	-
	-	-	-
2019	Pre-acquisition carrying amounts \$	Fair value adjustments \$	Recognised fair value on acquisition \$
Cash	1	-	1
Intangible asset – AFSL licence	-	59,999	59,999
	1	59,999	60,000

The fair value of the intangible asset has been determined as being the excess consideration paid over the acquisition date fair value of the identifiable assets and liabilities of Pinnacle Adviser Services Pty Ltd.

## 12. PROPERTY, PLANT & EQUIPMENT

During the period, the Group acquired a property at 19/33 Elkhorn Avenue, Surfers Paradise, Queensland for a purchase price, inclusive of acquisition costs of \$1,127,160. The building will be depreciated over a period of 40 years and now serves as the corporate head office for the Group.

	CONSOLIDATED	
	2020 \$	2019 \$
<b>Land and building</b>		
At cost	1,139,590	1,127,160
Less accumulated depreciation	(45,882)	(18,383)
	1,093,708	1,108,777
<b>Plant and equipment</b>		
At cost	13,646	36,268
Less accumulated depreciation	(12,311)	(27,958)
	1,335	8,310
<b>Right of use asset</b>	148,528	-
At cost	(87,244)	-
Less accumulated depreciation	61,284	-
<b>Balance at 30 June 2020</b>	<b>1,156,327</b>	<b>1,117,087</b>

## 12. PROPERTY, PLANT & EQUIPMENT (CONTINUED)

The Group intends to sub-let a portion of the office space to earn rental income, however as this is not able to be sold or leased out separately as a finance lease it has not been classified as an investment property.

The property is also held as security against the loan and borrowings of \$787,027.

	CONSOLIDATED	
	2020	2019
	\$	\$
Balance at 1 July 2019	1,117,087	16,584
Add additions	12,430	1,127,160
Add financial lease	148,528	-
Less depreciation expense	(118,111)	(26,657)
Less deconsolidation of de-registered entity	(3,607)	-
Balance at 30 June 2020	1,156,327	1,117,087

## 13. TRADE AND OTHER PAYABLES

	CONSOLIDATED	
	2020	2019
	\$	\$
Trade payables (i) (ii)	152,603	151,621
Other payables and accruals	140,968	300,208
	293,571	451,829

(i) Trade payables are unsecured and are usually paid within 30 days of recognition.

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

## 14. LOANS AND BORROWINGS

	CONSOLIDATED	
	2020	2019
	\$	\$
<b>Current liabilities</b>		
Unsecured loans from third parties	175,000	170,000
Secured loans – equities	120,316	-
Secured loans	-	885,360
	295,316	1,055,360
<b>Non-current liabilities</b>		
Unsecured loans from third parties	160,000	-
Secured loans – property	787,026	-
	947,026	-

#### 14. LOANS AND BORROWINGS (CONTINUED)

As part of the Smart Money Company acquisition, unsecured loans of \$135,000 have been consolidated in the accounts of the Group. The unsecured loan bears an interest of 10%. A new term is currently under negotiation with the lenders.

On 12 November 2018, the purchase of the commercial property was financed with an initial secured loan of \$1,000,000. The loan incurred an interest rate at 10% per annum and was for a 6-month term, expiring in April 2019.

On 1 July 2019, the Company extended the loan over a two-year term and reduced the loan liability to \$787,026. The interest rate is 10% and is for a two-year term, expiring on 1 July 2021. The lender has a first registered mortgage over the commercial property at 33 Elkhorn Avenue, Surfers Paradise, QLD 4217.

On 24 February 2020, the Company acquired 30,000 shares in a Company listed on the ASX via a margin account. The loan is secured by the shares and has an interest rate of 4%. The interest is calculated and billed at each month end.

On 18 June 2020, the Company obtained a loan from National Australia Bank for \$200,000. The loan is unsecured for a term for three years at 4.50%. The first monthly repayment is on 31 January 2021.

#### 15. ISSUED CAPITAL

	CONSOLIDATED			
	2020		2019	
	No. of shares.	\$	No. of shares.	\$
<b>(a) Ordinary shares fully paid</b>	<b>140,253,184</b>	<b>8,989,941</b>	<b>121,959,291</b>	<b>8,715,533</b>
<b>(b) Movement in ordinary shares on issue</b>				
Opening balance	121,959,291	8,715,533	121,959,291	8,715,533
Add: Issue of shares – 08 November 2019	18,293,893	274,408	-	-
Share issue costs	-	-	-	-
	<b>140,253,184</b>	<b>8,989,941</b>	<b>121,959,291</b>	<b>8,715,533</b>

#### (c) Fully Paid Ordinary Shares

Fully Paid Ordinary Shares - participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At a shareholder meeting each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

#### (d) Shares under Option

There are no shares under option.

#### 16. RESERVES AND ACCUMULATED LOSSES

	CONSOLIDATED	
	2020	2019
	\$	\$
<b>ACCUMULATED LOSSES</b>		
Accumulated losses at the beginning of the financial year	(4,881,776)	(3,809,836)
Net profit/(loss) after tax attributable to members of the Company	(535,099)	(1,071,940)
Accumulated losses at the end of the financial year	<b>(5,416,875)</b>	<b>(4,881,776)</b>

## 17. EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings per share has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding.

	30 JUNE 2020			30 JUNE 2019		
	CONTINUING OPERATIONS \$	DISCONTINUED OPERATION \$	TOTAL \$	CONTINUING OPERATIONS \$	DISCONTINUED OPERATION \$	TOTAL \$
Loss for the year	602,711	-	602,711	1,208,901	-	1,208,901

	2020 Number	2019 Number
Weighted average number of shares used as the denominator	133,372,148	121,959,291

## 18. FINANCIAL RISK MANAGEMENT

The Group's activities are or have been exposed to a variety of financial risk – market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Given the current size and scale of activities, risk management is overseen by the Board of Directors as a whole.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

### (a) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### *Foreign currency sensitivity*

Most of the Group's transactions are carried out in \$AUD. Exposures to currency exchange rates arise from transaction specific to overseas activities are primarily denominated in US-Dollars (\$USD). The Group ensures its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary for transaction specific cash-flows.

## 18. FINANCIAL RISK MANAGEMENT (CONTINUED)

### (a) Market risk (continued)

The following illustrates the sensitivity of profit and equity in regard to the Group's financial assets and financial liabilities and the \$USD/\$AUD exchange rate 'all other things being equal'.

It assumes a +/- 10% change for the \$AUD/\$USD exchange rate. The sensitivity analysis is based on the Group's foreign currency financial instruments held at the reporting date.

#### *Interest rate sensitivity*

At 30 June 2020, the Group is exposed to changes in market interest rates of money market funds (cash and cash equivalents). The weighted average interest rates received cash and cash equivalents was 0.19% (2019: 0.15%).

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates (all are variable rate instruments). All other variables are held constant.

CONSOLIDATED	Profit/(Loss) for the year		Increase/(decrease) in Equity Reserves	
	+1%	-1%	+1%	-1%
	\$	\$	\$	\$
<i>Cash and cash equivalents</i>				
<b>30 June 2020</b>	<b>2,246</b>	<b>(2,246)</b>	-	-
30 June 2019	2,672	(2,672)	-	-

18. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

*Other price risk sensitivity*

The Group is exposed to other price risk in respect of its listed equity securities, which are classified as financial assets at fair value through profit or loss.

All of the Group's listed equity investments are listed on the Australian Stock Exchange and/or the Malaysian Stock Exchange. The following table illustrates the sensitivity of profit or loss and equity to a reasonably possible change in the valuation of the listed, derivative and managed funds investment portfolio of +/- 5%.

CONSOLIDATED	Profit/(Loss) for the year		Increase/(decrease) in Equity Reserves	
	+5%	-5%	+5%	-5%
	\$	\$	\$	\$
<i>Financials Assets</i>				
<b>30 June 2020</b>	152,371	(152,371)	-	-
30 June 2019	165,493	(165,493)	-	-

(b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises in the normal course of conducting its business operations.

Management has a process in place to monitor its exposure to credit risk on an ongoing basis, with respect to selecting where to invest the Group's assets and, where applicable, that assessment takes into consideration market weightings, index membership, liquidity, volatility, dividend yield and/or industry sector.

The Group is exposed to this risk for various financial instruments and its maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2020	2019
	\$	\$
<b>Classes of financial assets</b>		
Cash and cash equivalents	373,692	248,415
Trade and other receivables	55,537	126,326
	<b>429,229</b>	<b>374,741</b>

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

The Group's management considers that all of the above financial assets that are not impaired are of good credit quality.

In respect of these trade receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

**18. FINANCIAL RISK MANAGEMENT (CONTINUED)**

**(b) Credit risk (Continued)**

The aging of trade and other receivables at the reporting date that were not impaired was as follows:

	2020	2019
	\$	\$
Neither past due nor impaired	1,560	63,959
Past due 1–30 days	-	8,800
Past due 31–90 days	-	11,832
Past due 91–120 days	-	10,548
	<b>1,560</b>	<b>95,139</b>

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

	2020	2019
	\$	\$
Balance at 1 July	77,720	100,429
Impairment loss recognised	-	-
Reversal of impairment loss	-	(22,709)
Amounts written off	(77,720)	-
	<b>-</b>	<b>77,720</b>

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

**(c) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group manages its liquidity needs by monitoring fund investments and redemptions, scheduled debt servicing payments for long-term financial liabilities (if any) as well as forecast cash inflows and outflows due in day-to-day business. Liquidity needs are monitored on a periodical basis on a month to month and annual outlook basis.

The Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised in the table below:

	2020		2019	
	CURRENT	NON-CURRENT	CURRENT	NON-CURRENT
	Within 6 months	1 – 3 years	Within 6 months	1 – 3 years
	\$	\$	\$	\$
Trade and other payables	293,571	-	451,829	-
Loan and borrowings	295,316	947,026	1,055,360	-
Leases	72,182	-	-	-
	<b>661,069</b>	<b>947,026</b>	<b>1,507,189</b>	<b>-</b>



## 18. FINANCIAL RISK MANAGEMENT (CONTINUED)

### (d) Capital Management

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern; and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group monitors and assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may as part of its strategy adjust its dividend policy (if and when applicable), return capital to shareholders, issue new shares, and/or sell assets to reduce debt.

## 19. FAIR VALUE MEASUREMENT

### *Fair value measurement of financial instruments*

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three (3) levels of a fair value hierarchy. The three (3) levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying value is a reasonable approximation of fair value.

	Level 1 (i)	Level 2	Level 3	TOTAL
	\$	\$	\$	\$
<b>2020</b>				
<b>Classes of financial assets</b>				
Listed equities	181,384	-	-	181,384
Listed equities portfolio	2,822,848	-	-	2,822,848
	<u>3,004,232</u>	<u>-</u>	<u>-</u>	<u>3,004,232</u>
<b>2019</b>				
<b>Classes of financial assets</b>				
Listed equities	542,208	-	-	542,208
Listed equities portfolio	2,767,654	-	-	2,767,654
	<u>3,309,862</u>	<u>-</u>	<u>-</u>	<u>3,309,862</u>

- (i) The fair value of level 1 financial instruments traded in active markets (such as publicly traded equities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the last closing price or unit (acquisition) strike price.

The fair value movement for the year is a net fair value loss of \$302,077 (2019: loss of \$299,048).

**MEJORITY CAPITAL LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**20. SEGMENT INFORMATION**

The directors have considered the requirements of AASB 8 – *Operating Segments* and the internal reports that are reviewed by the chief operating decision maker in allocating resources and have concluded that the Group operated in the financial services industry. Due to the acquisition of Smart Money Company in the year (see note 11) the directors have reassessed the operating segments of the Group and concluded that there are two operating segments – that relating to the Mejority Capital Limited trading business, and that related to the Smart Money Company trading business. For each of the operating segments the chief operating decision maker reviews internal management reports on a monthly basis.

The following summary describes the operations in each of the Group's reportable segments:

- *Mejority Capital* – includes brokerage and advisory services provided under the Mejority Capital name
- *Smart Money Company* – includes brokerage, SMSF and investor education services.

Although the two segments both contain brokerage services, these are monitored by the CODM separately in order to make decisions around the allocation of resources and assessing performance.

Information regarding the performance of each reportable segment is included below.

	<b>MEJORITY BROKERAGE AND ADVISORY</b>		<b>SMART MONEY COMPANY</b>		<b>UNALLOCATED</b>		<b>CONSOLIDATED</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>External revenue</b>	<b>1,947,038</b>	<b>1,736,592</b>	<b>623,480</b>	<b>457,148</b>	<b>-</b>	<b>-</b>	<b>2,404,186</b>	<b>2,193,740</b>
Gain on sale	-	-	-	-	<b>9,187</b>	6,311	<b>9,187</b>	6,311
Interest income	-	-	-	-	<b>430</b>	395	<b>430</b>	395
Rental income	-	-	-	-	<b>18,000</b>	12,924	<b>18,000</b>	12,924
Other income	-	-	-	-	-	-	-	-
<i>Other non-cash movements</i>								
Change in fair value of investments	-	-	-	-	<b>(302,077)</b>	(299,048)	<b>(302,077)</b>	(299,048)
<b>Segment profit/(loss) before income tax</b>	<b>1,051,963</b>	<b>530,429</b>	<b>178,668</b>	<b>(203,174)</b>	<b>(1,833,342)</b>	<b>(1,536,156)</b>	<b>(602,711)</b>	<b>(1,208,901)</b>
<b>Reportable segment assets</b>	<b>424,291</b>	<b>351,094</b>	<b>149,173</b>	<b>18,595</b>	<b>4,442,924</b>	<b>4,807,466</b>	<b>5,016,388</b>	<b>5,207,155</b>
<b>Reportable segment liabilities</b>	<b>(194,677)</b>	<b>(85,661)</b>	<b>(372,841)</b>	<b>(377,818)</b>	<b>(1,118,497)</b>	<b>(1,084,500)</b>	<b>(1,686,015)</b>	<b>(1,547,979)</b>

20. SEGMENT INFORMATION (CONTINUED)

**Reconciliations of reportable segment revenues and profit or loss**

	2020	2019
	\$	\$
<b>Revenues</b>		
Total revenue for reportable segments	2,404,186	2,193,740
Inter-company elimination	(287,642)	(175,678)
Unallocated revenues	27,617	19,630
Consolidated revenue	<u>2,144,161</u>	<u>2,037,692</u>

**Profit/(Loss)**

Total profit/(loss) for reportable segments	1,291,081	327,255
Unallocated amounts:		
Depreciation	(30,867)	(26,875)
Finance expenses	(93,520)	(91,791)
Impairment of receivables	-	(139,414)
Change in fair value of investments	(302,077)	(299,048)
Net other corporate expenses	(261,906)	(979,028)
Consolidated profit/(loss) before tax	<u>(602,711)</u>	<u>(1,208,901)</u>

**Assets**

Total assets for reportable segments	573,464	369,689
Unallocated assets	4,447,924	4,837,466
Consolidated total assets	<u>5,016,388</u>	<u>5,207,155</u>

**Liabilities**

Total liabilities for reportable segments	567,518	463,479
Unallocated liabilities	1,118,497	1,084,500
Consolidated total liabilities	<u>1,686,015</u>	<u>1,547,979</u>

## 21. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2020	2019
	\$	\$
<b>(a) Audit services</b>		
Mazars Audit (QLD)		
- Audit and review of financial reports	40,000	-
<b>Crowe South QLD</b>		
- Audit and review of financial reports	19,500	78,000
<b>(b) Non-audit services</b>		
- Tax compliance services	-	-
- Other services	-	-

## 22. COMMITMENTS & CONTINGENCIES

	2020	2019
	\$	\$
<b>(a) Operating leases – non-cancellable</b>		
<i>Minimum lease payments</i>		
Within one year	-	90,000
later than one year but not later than five years	-	59,921
later than five years	-	-
Aggregate lease expenditure contracted for at reporting date but not recognised as liabilities	-	149,921

No lease expenses were recognised in profit or loss during the year (2019: \$114,334).

### (a) Capital commitments

There are no capital commitments as at 30 June 2020 (2019: Nil).

### (b) Contingencies

There are no contingent liabilities as at 30 June 2020 (2019: Nil).

## **23. KEY MANAGEMENT PERSONNEL REMUNERATION**

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid to each member of the Group's key management personnel for the year ended 30 June 2020.

The totals of remuneration paid to key management personnel of the Group during the year are as follows:

	<b>2020</b>	2019
	\$	\$
Short-term employee benefits	<b>431,352</b>	510,000
Post-employment benefits	<b>15,517</b>	31,350
	<b>446,869</b>	541,350

## **24. RELATED PARTY TRANSACTIONS**

### **Transactions with key management personnel**

Mejority Money Pty Ltd, a subsidiary of the Group was acquired by an entity related to one of the directors. The director was ineligible to vote on the proposal and the Board assessed the consideration of \$10,000 to be a reasonable arm's length offer.

The Group uses Lucas and Co, a company controlled by one of the directors for accounting and taxation services. Amounts were billed based on market rates for such services and were due and payable under normal payment terms. For the year ended 30 June 2020, Lucas and Co billed \$88,900 excluding GST to the Group.

Other than those disclosed in Note 23 and above, there were no related party transactions for the year (2019: Nil).

## **25. CASH FLOW INFORMATION**

### **(a) Reconciliation of Operating Loss After Income Tax to Net Cash Flow from Operating Activities**

	<b>CONSOLIDATED</b>	
	<b>2020</b>	2019
	\$	\$
Operating profit/(loss) after income tax	<b>(602,711)</b>	(1,208,901)
<i>Non-cash items</i>		
Depreciation & amortisation	<b>118,112</b>	36,375
Impairment of receivables	-	139,414
Gain on sale of subsidiary	<b>(9,187)</b>	(6,311)
Change in fair value of investments at fair value through profit or loss	<b>302,077</b>	299,048
<i>Changes in assets and liabilities</i>		
Decrease/(Increase) in receivables	<b>35,153</b>	202,223
(Decrease)/Increase in payables	<b>(21,706)</b>	142,971
Increase in contract liability	<b>61,284</b>	40,790
Net cash used in operating activities	<b>(116,978)</b>	(354,391)

### **(b) Details of non-cash transactions**

There were no non-cash transactions arising during the financial year.

**MEJORITY CAPITAL LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**26. PARENT ENTITY AND SUBSIDIARIES**

As at, and throughout, the financial year ended 30 June 2020 the parent entity of the Group was Mejority Capital Limited.

	<b>Parent</b>	
	<b>2020</b>	2019
	\$	\$
<b>Assets</b>		
Current assets	168,839	612,370
Non-current assets	2,341,805	2,262,882
Total assets	<u>2,510,644</u>	<u>2,875,252</u>
<b>Liabilities</b>		
Current liabilities	251,627	154,712
Non-current liabilities	787,027	885,096
Total liabilities	<u>1,038,654</u>	<u>1,039,808</u>
<b>Equity</b>		
Issued capital	8,989,941	8,715,533
Accumulated losses	(7,517,950)	(6,880,089)
Total equity	<u>1,471,991</u>	<u>1,835,444</u>
Loss for the year	(1,741,200)	(1,585,625)
Other comprehensive loss	-	-
Total comprehensive loss for the year	<u>(1,741,200)</u>	<u>(1,585,625)</u>

	<b>Principal Activity</b>	<b>Country of Incorporation</b>	<b>Percentage owned (%)</b>	
			<b>2020</b>	2019
<i>Subsidiaries of Mejority Capital Limited:</i>				
Bridge Global Securities Pty Ltd <sup>3</sup>	Broking and financial services	Australia	-	100
Finexia Securities Pty Ltd <sup>1</sup>	Broking and financial services	Australia	100	100
Finexia Fund Management Pty Ltd	Broking and financial services	Australia	100	100
Strategic Investment Portfolios Pty Ltd	Broking and financial services	Australia	100	100
Finexia Super Plus Pty Ltd <sup>2</sup>	Broking and financial education services	Australia	60	60

<sup>1</sup> Mejority Securities Pty Ltd changed its name to Finexia Securities Ltd, subsequent to the end of the financial year, on the 19 of March 2020.

<sup>2</sup> Smart Money Education Pty Ltd, Smart Money Trading Pty Ltd and Smart Money Super Pty Ltd are 100% subsidiaries of Finexia Super Plus Pty Ltd.

<sup>3</sup> Bridge Global Securities Pty Ltd is deregistered.

**27. EVENTS SUBSEQUENT TO REPORTING DATE**

Subsequent to 30 June 2020, the Company's listed investments recovered and increased significantly and as at 11<sup>th</sup> August 2020, the Company's NTA was approximately 3.80 cents per security.

On the 17<sup>th</sup> August 2020, the Company entered into a share sale agreement to acquire 100% of the issued capital in Creative Capital Group Pty Ltd. The acquisition will enable the Company to provide financial services that are complementary to its existing activities, enabling the Company to expand its business within the financial sector. The acquisition is subject to shareholders' approval.

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity. We have taken a number of measures to monitor and mitigate the effects of COVID-19, such as safety and health measures for our people (including social distancing and working from home).

At this stage, the impact on our business and results has not been significant and based on our experience to date we expect this to remain the case. We will continue to follow the various government policies and advice and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our people.

There are no other matter or circumstance that has arisen which has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

**DIRECTORS' DECLARATION**

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1. In the opinion of the directors of Mejority Capital Limited (the Company):
  - (a) the consolidated financial statements and notes thereto, set out on pages 14 to 52, and the Remuneration Report in the Directors Report, as set out on pages 7 to 11, are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its performance for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*;
  - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the chief executive officer and chief financial officer for the financial year ended 30 June 2020.
3. The directors draw attention to note 1 of the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.



Neil Sheather  
DIRECTOR

Sydney  
25 September 2020



# Independent Auditor's Report to the Directors of Mejority Capital Limited

## Report on the Audit of the Financial Report

We have audited the accompanying financial report of Mejority Capital Limited, ("Company") and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of 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, the accompanying financial report of Mejority Capital Limited is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

## Basis for Opinion

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

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

## 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 we addressed the Key Audit Matter
<b>Revenue Recognition (Note 3)</b>	
<p>Included in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2020 is an amount for \$1,842,084 relating to revenue, split between return on investments, brokerage fees, and income received from sharemarket education and SMSF administration.</p> <p>Revenue related to investments and brokerage, representing 64% of the Group's total revenue, is recognised at point in time when transactions happened, while revenue related to share market education and SMSF administration is recognised over the period the service is provided, in accordance</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>▪ Obtaining an understanding of and evaluating the processes and controls associated with the treatment of revenue.</li> <li>▪ Performing analytical procedures for revenue and obtaining explanations from management.</li> <li>▪ Performing detailed testing of a sample of invoices to assess the revenue recognition policies for appropriateness and compliance with the recognition requirements of AASB 15.</li> <li>▪ Assessing the adequacy of the disclosures included within the financial report.</li> </ul>

Key Audit Matter	How we addressed the Key Audit Matter
<p>with the requirements of AASB 15 <i>Revenue from Contracts with Customers</i>.</p> <p>Due to the significance to the Group's financial report and the level of judgment involved in determining the stage of completion with reference to the services performed to date, we consider this to be a key audit matter.</p>	
<b>Valuation of Financial Assets Measured at Fair Value through Profit or Loss (Note 19)</b>	
<p>The Group held financial assets classified at fair value through profit and loss and values at \$3,004,232 at 30 June 2020. Management have valued these investments with reference to quoted equity prices at 30 June 2020, and therefore designated the measurement as Level 1 in the fair value hierarchy.</p> <p>This was a key audit matter because of the significance of financial assets to the Group's total assets, the significance of changes in fair value to the Group's profit before tax and the measurement of the fair value at the reporting date.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>▪ Obtaining third party confirmations directly from fund/portfolio managers to confirm valuations at 30 June 2020.</li> <li>▪ Performing an independent check of closing equity prices to externally available quoted pricing information and recalculating equity valuations and foreign currency translations at 30 June 2020.</li> <li>▪ Examining the application and disclosures for compliance with Australian Accounting Standards, including AASB 9 <i>Financial Instruments</i> and AASB 13 <i>Fair Value Measurement</i>.</li> </ul>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2020, 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 preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance

with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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 Group'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 Group'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 Group 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 entity to express an opinion on the group financial report. The auditor is responsible for the direction, supervision and performance of the group audit. The auditor remains solely responsible for the audit opinion.

The auditor communicates with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit finding, including any significant deficiencies in internal control that the auditor identifies during the audit.

The auditor also provides those charged with governance with a statement that the auditor has 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 the auditor's independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, the auditor determines 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. The auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstance, the auditor determines that a matter should not be communicated in the auditor's 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

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in page 7 to 11 of the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Mejority Capital Limited, for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

### *Responsibilities*

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

**MAZARS AUDIT (QLD)**  
**MAZARS AUDIT (QLD) PTY LIMITED**  
**AUTHORISED AUDIT COMPANY: 338599**

  
**M. J. Green**  
Director  
Brisbane, 25 September 2020

**MEJORITY CAPITAL LIMITED****ADDITIONAL ASX INFORMATION**

The shareholder information set out below was applicable as at 18 September 2020.

**A. Distribution of equity securities**

Analysis of numbers of equity security holders by size of holding

<b>No. of ordinary shares held</b>	<b>No. of holders</b>
1 - 1,000	108
1,001 - 5,000	2
5,001 - 10,000	106
10,001 - 100,000	74
100,001 and above	65
<b>Total</b>	<b>355</b>

**B. Equity Security Holders**

The 20 largest registered holders of each class of quoted security as at 18 September 2020 were:

***Fully paid ordinary shares***

1	Mr Shin Young Mark Chew	18,857,547	13.45%
2	Ace Solution Investments Limited	18,293,893	13.04%
3	TIG Asia Pty Limited	16,040,000	11.44%
4	Edition Capital Management Limited	15,290,152	10.90%
5	Wavet Fund No2 Pty Ltd	9,540,466	6.80%
6	J P Morgan Nominees Australia Pty Ltd	7,018,700	5.00%
7	AG Financial Ltd	5,400,000	3.85%
8	Eastern Words Pty Ltd	3,663,127	2.61%
9	Asiabio Capital Limited	3,088,660	2.20%
10	TIG Asia Pty Ltd	2,540,791	1.81%
11	Mr Wonf Soon Woei	2,500,000	1.78%
12	Mr Yeo Jia Wei	2,000,000	1.43%
12	Miss Joyce Leong	2,000,000	1.43%
13	Mr Kok Keong Leung	1,900,462	1.36%
14	Sage Fortunes Pty Ltd	1,763,028	1.26%
15	Mr Francesco Mario Napoli	1,624,434	1.16%
16	Mr Goh Sze-Wei Samuel	1,500,000	1.07%
17	Citicorp Nominees Pty Ltd	1,285,113	0.92%
18	RHL Capital Pty Ltd	1,230,000	0.88%
19	BNP Paribas Nominees Pty Ltd	1,210,037	0.86%
20	Ennox Group Ltd	1,137,474	0.81%

Total number of shares on issue as at 18 September 2020      **140,253,184**

**C. Voting Rights**

**The voting rights attaching to each class of equity securities are set out below:**

**Ordinary shares**

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

**Options**

No voting rights at meetings of members.

**CORPORATE DIRECTORY**

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**DIRECTORS**

**CURRENT**

Mr. Neil Sheather  
Mr Damion Ryan  
Mr Jean Marc Li

**COMPANY SECRETARY**

Simon Lill

**PRINCIPAL PLACE OF BUSINESS AND  
REGISTERED OFFICE**

Suite 1, Level 13  
49-51 York Street,  
Sydney, NSW 2000

**SHARE REGISTRY**

Automic  
Level 29, 201 Elizabeth Street  
Sydney, NSW 2000

+61 8 9315 2333

**AUDITOR**

Mazars Audit (Qld) Pty Ltd  
Level 11, 307 Queen Street  
Brisbane QLD 4000

**SOLICITOR**

Steinepreis Paganin  
Level 4, The Read Buildings  
16 Milligan Street  
Perth WA 6000

**STOCK EXCHANGE LISTINGS**

Mejority Capital Limited shares are listed on the Australian Stock  
Exchange. (ASX code: MJC)

**WEBSITE ADDRESS**

[www.mejoritycapital.com.au](http://www.mejoritycapital.com.au)





**MEJORITY**  
CAPITAL LIMITED

**Mejority Capital Limited**

ACN 106 760 148 | Level 13, 49 York Street Sydney, NSW  
Australia 2000

**Tel:** 1300 886 103