

**SECURITY MATTERS LIMITED**

**ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2019**

**SECURITY MATTERS LIMITED**

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
Corporate Directory	1-2
Directors' report	3-17
Auditor's independence declaration	18
Consolidated statement of profit or loss and other comprehensive income	19
Consolidated statement of financial position	20
Consolidated statement of changes in equity	21-22
Consolidated statement of cash flows	23
Notes to the financial statements	24-52
Directors' Declaration	53
Independent Auditor's Report	54-57
Corporate Governance Statement	58-70
Additional ASX information	71-73

The amounts are stated in U.S dollars

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## CORPORATE DIRECTORY

### Corporate Directory

#### Directors of the Company

Everardus (Ed) Hofland (Executive Chairman)

Jovanka Naumoska (Non-Executive Director)

Dr Gregory J Clark AC (Non-Executive Director)

David Rosenblatt (Executive Director)

Amir Bader (Non-Executive Director)

Haggai Alon (Chief Executive Officer and Executive Director)

#### Company Secretary

c/- Mertons Corporate Services Pty Ltd

Mark Licciardo

Level 7, 330 Collins Street

Melbourne VIC 3000

Australia

Ph: + 61 3 8689 9997

#### Registered Office

c/- K&L Gates

Level 25, 525 Collins Street

Melbourne, Victoria 3000, Australia

#### Company Contact Details

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Email: [info@securitymattersltd.com](mailto:info@securitymattersltd.com)

Web: <https://www.securitymattersltd.com/>

#### Auditors

BDO East Coast Partnership

Collins Square, Tower Four

Level 18, 727 Collins Street

Melbourne VIC 3008 Australia

#### Legal Advisor

K&L Gates

Level 25, 525 Collins Street

Melbourne, Victoria 3000, Australia

#### Israel Legal Advisor

Afik & Co

103 Ha'Hashmona'im St. ·

P.O.B 20144

Tel-Aviv Israel 6120101

**SECURITY MATTERS LIMITED, ABN 78626192998**

**ANNUAL REPORT 31 DECEMBER 2019**

**CORPORATE DIRECTORY**



**Share Registry**

Boardroom Pty Limited ABN 14 003 209 836  
Level 12, 225 George Street  
Sydney NSW 2000

**Stock exchange listing**

Security Matters Limited shares are listed on the Australian Securities  
Exchange (ASX code: SMX)

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

**Directors' Report**

Security Matters Limited ACN 626 192 998

The directors present their report, together with the financial statements, of the consolidated entity (referred to as the 'consolidated entity' or the 'Group') consisting of Security Matters Limited (referred to as the 'Company') and the entities it controlled during the year ended 31 December 2019.

**Directors**

The name of the directors in office of the Company at any time during or since the end of the financial year, update to the date of this report, are:

Name	Role	Appointed	Resigned
Mr. Everardus (Ed) Hofland	Executive Chairman	24 July 2018	
Ms. Jovanka Naumouska	Non-Executive Director	24 July 2018	
Dr. Gregory Clark	Non-Executive Director	24 July 2018	
Mr. David Rosenblatt	Executive Director	24 July 2018	
Mr. Amir Bader	Non-Executive Director	24 July 2018	
Mr. Haggai Alon	Chief Executive Officer & Executive Director	24 July 2018	

**Principal Activities**

The principal continuing activities of the Group during the year was the development and commercialisation of track and trace technology for a wide variety of industries.

The Group owns and has commenced commercialising the technology (Licensed from the Israeli Atomic Agency) to permanently and irrevocably mark any object either solid, liquid or gas, allowing identification, proof of authenticity, tracking supply chain movements, quality assurance & enabling sustainability for countless products in virtually every industry.

Security Matters' vision is to become the global record for physical goods through its unique technology for asset tracking and its ability to create a "Physical to Digital Twin".

Security Matters' technology comprises a chemical-based hidden "barcode" system, alongside a unique reader to identify these codes, and a blockchain record to store and protect ownership data. Security Matters offers a B2B, "white-label" solution that serves market leaders' needs for authentication, supply chain integrity and quality assurance.

The Company has generated initial sales in 2018 and 2019 and is expecting to advance commercialisation of the technology in 2020. Main sectors of activity for 2019 are: plastics, electronics, precious stones and minerals, fashion and agriculture.

**Significant changes in state of affairs**

During April 2019 the Company issued a total of 12,410,000 shares in a placement of shares at a price per share of A\$0.5 (US\$0.35-0.36 per share).

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

**Dividend paid or recommended**

No dividends were paid or declared during the financial period.

**Review of operations**

Loss after income tax for the period totaled \$4,531,456 compared to a loss of \$4,032,794 in 2018.

SMX is at the point of creating demand and adoption for its tech among the biggest brands, while creating a strong standing on our commercial and IP rights. This is expected to transform into revenue and payments during 2020. Most of receipts from our partners during 2019 are their contribution in POC's and pilots and are not classified as revenues. During the year the Company recorded Revenues of US\$12,542 as well as Receipts and Receivables from Proof of Concept projects (POC's) and paid pilots of US\$208,360. The Company treated the funds received from POC's and paid pilots as a reduction of R&D costs and not as revenues.

SMX's activity over a variety of segments shows for the great demand from the market to SMX's solutions. The increase in expenses during the current period was due to the growth in activity. The

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

increase in General and Administrative costs and Legal and Consultants' expenses was a result of commencement of operations in Australia over a full year (compared to 2.5 months in 2018). The growth in the number of the Company's employees lead to an increase in Wages and Salaries costs (mainly for R&D). Selling and Marketing costs grew as the Company's efforts shifted towards generating revenues. These results are expected for a young technology company that requires intensive R&D and is in the transition to commercial scale deployment.

The Company targets leading brands and manufacturers (instead of targeting direct consumers) in order to create a new market standard for brand authentication and supply chain integrity.

The Company has two main features of its business model:

The Company as a business to business company; and

The Company offers a 'white label' solution.

**Likely Developments and Expected Results of Operations**

The Company's principal continuing activity is the development and commercialisation of track and trace technology. The Company's future developments, prospects and business strategies are to continue to develop and commercialise this technology. The Company is primarily focused on the following industries: Plastics, electronics, agriculture, fashion and ethical mining & conflict minerals. The short-term goal for the Company is to focus on supplying services to worldwide market leaders in these industries, based mainly on the engagements already in place. The long term strategy of the Company is to utilise market leader adoption to become the industry standard for track and trace solutions, and later also to promote regulatory adoption.

Projects with industry leaders usually consist of three phases: (a) Initial consultations to determine the needs of the customer and tailor a solution to its requirements; (b) Marker implementation as part of the production process, including software; (c) Ongoing Marking, identification and support services.

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

**Operating result**

The revenues and profit of the Company for the period amounted to:

	2019 US\$	2018 US\$	Increase/ (decrease) %	Amount change US\$
Revenues from ordinary activities	12,542	40,382	(69%)	(27,840)
Loss from ordinary activities after tax attributable to members	(4,531,456)	(4,032,794)	12%	(498,662)
<b>Net loss for the year attributable to members</b>	<b>(4,531,456)</b>	<b>(4,032,794)</b>	12%	(498,662)

**Indemnity and insurance of officers**

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

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

**Indemnity and insurance of auditor**

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

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

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

**Proceedings on behalf of the Company**

No person has applied for leave of court to bring proceedings on behalf of the Company or 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 any part of those proceedings.

The Company was not a party to any such proceedings during the year.

**Non-Audit Services**

The Board of Directors is satisfied that the provision of non-audit services during the period is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the Board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: *Code of Ethics for Professional Accountants* set by the Accounting Professional and Ethical Standards Board.

There were no fees paid or payable to BDO for non-audit services provided during the year ended 31 December 2019. The following fees were paid or payable to BDO for non-audit services provided during the year ended 31 December 2018:

	2019 US\$	2018 US\$
Investigating Accountant's Report (BDO East Coast Partnership) – Australia	--	28,988
International and local tax support (BDO Ziv Haft) – Israel	--	24,000
<b>Total</b>	--	<b>52,988</b>

**Auditor's independence declaration**

The Auditor's independence declaration for the period ended 31 December 2019 has been received and can be found on page 18 of the financial report.

**Environmental regulation**

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law. Security Matters Ltd. (Israel) is subject to some environmental regulations. The Company holds a permit for the use of X-ray devices from the Israeli Ministry of environmental protection. The permit is required for the work conducted with the Reader. The permit must be renewed annually or whenever a new X-ray based reader is purchased and must include an annexure of all of the devices in use by the Company. The permit was last renewed in May 2019 and is valid until May 2020. The Company is in compliance with the requirements of the ISO 9001:2015 standard for quality management and quality assurance. The ISO organisation promotes worldwide proprietary, industrial and commercial standards. The Company is examined annually to verify that it complies with the ISO standards of excellence, safety, quality, process management and risks management.

**Directors' interest in securities**

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

The directors' interest in the consolidated entity's securities as at 31 December 2019 are as follows:

Name	Shares	Options			
	Number of shares	Number of Options	Exercise price	Vesting date	Expiry date
<i>Executive Directors</i>					
Mr. Everardus (Ed) Hofland <sup>i</sup>	11,624,124	5,000,000	A\$0.2 (US\$ 0.14)	14/10/2022 <sup>v</sup>	14/10/2023
Mr. Haggai Alon <sup>ii</sup>	5,135,949	5,000,000	A\$0.2 (US\$ 0.14)	14/10/2022 <sup>v</sup>	14/10/2023
Mr. David Rosenblatt <sup>iii</sup>	9,675,149	5,000,000	A\$0.2 (US\$ 0.14)	14/10/2022 <sup>v</sup>	14/10/2023
<i>Non-Executive Directors</i>					
Dr. Gregory Clark	--	755,035	A\$0.2 (US\$ 0.14)	50% 14/10/2019, 50% 14/10/20	14/10/2023
Dr. Gregory Clark	--	250,000	A\$0.31 (US\$ 0.22)	50% 3/6/2020, 50% 3/6/2021	4/6/2024
Mr. Amir Bader <sup>iv</sup>	10,667,898	1,382,322	A\$0.2 (US\$ 0.14)	Vested	14/10/2023

<sup>i</sup> Constitutes shares held by Kibbutz Ketura. Ed Hofland is a member of Kibbutz Ketura. Kibbutz Ketura holds 50% of Energy Ketura Cooperative Agricultural Society Ltd. And holds shares directly as well

<sup>ii</sup> Haggai Alon's securities are held by Benguy Escrow Company Ltd. (as escrow agent)

<sup>iii</sup> David Rosenblatt controls Security Matters Investment LLC (a private company incorporated in the United States) and holds 50% of Energy Ketura Cooperative Agricultural Society Ltd;

<sup>iv</sup> Constitutes shares held by Degania A Business ACS. Amir Bader is a member of Kibbutz Degania A which owns Degania A Business Agricultural Cooperative Society Ltd;

<sup>v</sup> Vesting depends on achieving the milestones described in the remuneration report (page 12) and can be at an earlier date

## Directors' Meetings

The number of meetings of the company's directors held during the year ended 31 December 2019, and the number of meetings attended by each director were:

Director	Number of meetings held while a director	Number of meetings attended
Everardus Hofland	3	3
Haggai Alon	3	3
Amir Bader	3	3
Gregory John Clark	3	2
Jovanka Naumoska	3	3
David Rosenblatt	3	2



**ANNUAL REPORT 31 DECEMBER 2019****DIRECTORS REPORT****Share-Options outstanding**

Unissued ordinary shares of Security Matters Limited as at the date of this report are as follows:

Date granted	Expiry Date	Exercise Price	Number of shares under option
04/04/2017	01/09/2023	A\$0.2	2,490,813
18/06/2017	01/09/2023	A\$0.2	829,507
11/01/2018	01/09/2023	A\$0.2	773,366
15/03/2018	01/09/2023	A\$0.2	975,586
08/10/2018	14/10/2023	A\$0.2	7,573,899
08/10/2018	14/10/2021	A\$0.3	5,515,293
08/10/2018	14/10/2023	A\$0.2	15,000,000
27/05/2019	28/01/2024	A\$0.31	600,000
27/05/2019	28/01/2022	A\$0.31	250,000
27/05/2019	26/05/2022	A\$0.31	250,000
04/06/2019	14/10/2021	A\$0.4	500,000
05/06/2019	04/06/2024	A\$0.31	250,000
14/06/2019	13/06/2022	A\$0.50	200,000
02/10/2019	01/10/2022	A\$0.50	100,000
02/10/2019	01/10/2022	A\$0.31	300,000
			<b>35,608,464</b>

**Events after the reporting period**

Since the reporting date the following significant events have occurred:

- February 2 2020 – Security Matters and The Perth Mint sign MoU to establish an initiative focused on the development of the world's first mine-to-marketplace ethical gold supply chain technology solution.
- February 10 2020 – Joint venture formed to develop tech solution to trace origin and drive brand integrity of wine. Joint venture (named Security Mattes Beverages) will be 50% owned by Security Matters and 50% owned by Global Bevco, an Australian company.
- On March 12 2020 the company completed a raise of A\$5,000,000 from institutional and sophisticated investors. The company issued a total of 14,705,883 shares at a price per share of A\$0.34, as well as attaching 4,926,466 Options with an exercise price of A\$0.6 and expiry of 3 years.
- On March 25 2020 the company completed an additional raise of A\$1,419,080 from institutional and sophisticated investors under the same terms of the raise from March 12. The company issued a total of 4,173,764 shares at a price per share of A\$0.34, as well as attaching 1,391,255 Options with an exercise price of A\$0.6 and expiry of 3 years.
- Covid-19 was declared a pandemic by the World Health Organization in March 2020. The full impact of the virus on the economies we operate in is not yet known. The Company expects to be impacted by a downturn in the economy. The Directors have considered various scenarios and consider the Company will be able to continue operating for the foreseeable future.

Other than the above, no other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Information on directors:**

Name of Director	Period as Director	Qualifications and experience
<b>Everardus (Ed) Hofland</b>	Appointed 24 July 2018	Ed Hofland is a co-founder of Security Matters Israel and a business leader that has brought in multi-million dollar investments to the Arava Desert region of Israel.
<b>Executive Chairman</b>	Director of Security Matters	Ed Hofland is the chairman of leading industry, technology and agriculture companies in Israel, such as:

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

	Israel since 1/1/2015	<ul style="list-style-type: none"> <li>i. Chairman of Arava Power Company, Israel's leading solar power company;</li> <li>ii. Chairman of Algattech, micro-algae producer that markets its products worldwide, including Japan, India, New Zealand and Europe; and</li> <li>iii. Chairman of Ardag Fish Farm that grows fish and caviar.</li> </ul>
<b>Haggai Alon</b> <b>Executive Director</b>	Appointed 24 July 2018.  Director of Security Matters Israel since 1/1/2015	<p>Haggai Alon is a co-founder of Security Matters Israel and has over 17 years of experience in commercializing technology. Haggai Alon has commercialised technology out of the Ministry of Defence in Israel as well as private sector technology.</p> <p>Haggai Alon has a master's degree out of Tel Aviv and Haifa Universities in international relations and political science.</p> <p>Haggai Alon was previously the chief coordinator of the Israeli military industry body at the Ministry of Défense and was the CEO of an economic consulting firm to the Kibbutz industries.</p>
<b>David Rosenblatt</b> <b>Executive Director</b>	Appointed 24 July 2018  Director of Security Matters Israel since 1/1/2015	<p>David Rosenblatt is a co-founder of Security Matters Israel and has developed and scaled businesses in Silicon Valley, Wall Street and Israel. David Rosenblatt's experience spans the healthcare, technology, finance and energy industries.</p> <p>David Rosenblatt has experience both building established businesses and start-ups, including serving as Managing Director at BlackRock and co-founding Quicken Loans at Intuit. Earlier in his career, David Rosenblatt practiced corporate and international law with United States law firm Weil, Goshala &amp; Manges.</p> <p>David Rosenblatt holds a MBA with distinction from Harvard Business School, a Juris Doctor from Northwestern University Law School, and a Bachelor of Science with honours from Pennsylvania State University.</p>
<b>Jovanka Naumoska</b>  <b>Australian based Non-Executive Director and Independent Director</b>	Appointed 24 July 2018	<p>Jovanka Naumoska is a corporate lawyer with ASX board-level experience, currently sitting on one other ASX listed company. Jovanka Naumoska serves as non-executive director and company secretary for Imagination Biosystems Ltd (ASX: IBX), a medical device company that develops detection methods for several types of cancer.</p> <p>Jovanka Naumoska has served as senior corporate lawyer specialising in intellectual property for 15 years, and currently manages a business excellence function and is a policy advisor for an Australian government research agency, and currently holds the position of Manager, Business Excellence at such agency.</p> <p>Jovanka Naumoska holds Bachelor of Science and Bachelor of Law degrees and a Graduate Diploma of Legal Practice from the University of Wollongong. Jovanka Naumoska also holds a Graduate Diploma in Applied Corporate Governance from the Governance Institute of Australia.</p>
<b>Dr Gregory J Clark AC</b>  <b>Australian based Non-Executive and Independent Director</b>	Appointed 24 July 2018	<p>Dr Gregory Clark is a world-renowned scientist, technologist and businessman. Dr Gregory Clark is currently the Chairman of KaComm Communications.</p> <p>Dr Gregory Clark spent 15 years as a Research Staff Member and Group Leader in the IBM Research Division in New York. Subsequently, Dr Gregory Clark became the President and subsequent Director of News Technology Group. Dr Gregory Clark was also the President and Chief Operating Officer of Loral Space and Communications, the world's largest</p>

## DIRECTORS REPORT

		<p>commercial satellite manufacturer and, at that time, the world's second largest satellite operator.</p> <p>Dr Gregory Clark is currently a Director of NextDC (ASX: NXT), the largest Australian data centre company. He is Chairman of the Australian National University Advisory Board on Science and Engineering, Chairman of CUDOS, a research centre of excellence across several universities, a Questacon Board Member and a Royal Institution Australia Board Member. Recently, Dr Gregory Clark retired as a Director of the ANZ Banking Group (ASX: ANZ). In the past he has chaired a number of companies in the Americas and Europe.</p>
<b>Amir Bader</b> <b>Non-Executive Director</b>	<p>Appointed 24 July 2018</p> <p>Director of Security Matters Israel since 26/2/2015</p>	<p>Amir Bader has been a Security Matters board member since 2015 and he brings to the Company extensive experience in the management of agriculture businesses.</p> <p>Amir Bader is currently the manager of one of Israel's largest dairy farms and has more than 20 years of experience at managerial positions in dairy farms and other agricultural projects in Israel and Europe.</p> <p>Amir Bader also served as Kibbutz Dgani A's (a seed shareholder in Security Matters Israel) business manager for five years, during that period he served as the board member of several subsidiaries and companies related to the Kibbutz.</p>

## Information on Company Secretary

*Mark Licciardo, (B Bus(Acc), GradDip CSP, FGIA, FCIS, FAICD)*

Mark is the founder and Managing Director of Merton's Corporate Services which provides company secretarial and corporate governance consulting services to ASX listed and unlisted public and private companies.

As a former company secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, his expertise includes working with boards of directors in the areas of corporate governance, business management, administration, consulting and company secretarial matters. Mark is also the former Chairman of the Governance Institute of Australia Victoria division and Melbourne Fringe Festival. Mark is also a director of a number of public and private companies. Current ASX listed company directorships are Mobilicom Limited, Ensogo Limited and Frontier Digital Ventures Limited.

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

## REMUNERATION REPORT (AUDITED)

This report outlines the remuneration arrangements in place for key management personnel of the consolidated entity for the year ended 31 December 2019. The information contained in this report has been audited as required by section 308(3C) of the Corporations Act 2001.

Key management personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The key management personnel of the consolidated entity, at any time during, or since the end of the reporting period, are:

Name	Role	Appointed	Resigned
Mr. Everardus (Ed) Hofland	Executive Chairman	24 July 2018	
Mr. Haggai Alon	Chief Executive Officer and Executive Director	24 July 2018	
Mr. David Rosenblatt	Executive Director	24 July 2018	
Dr. Gregory Clark	Non-Executive Director	24 July 2018	
Ms. Jovanka Naumouska	Non-Executive Director	24 July 2018	
Mr. Amir Bader	Non-Executive Director	24 July 2018	
Mr. Yonatan Musnikow	Chief Financial Officer	24 July 2018	

**Principles used to determine the nature and amount of remuneration**

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

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

The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of a separate remuneration committee. Accordingly, all matters are considered by the full Board of Directors, in accordance with a remuneration committee charter.

During the financial year, the Company did not engage any remuneration consultants.

The objective of the Company's remuneration policy is to attract and retain high caliber management personnel and directors to run and manage the Group. The policy aligns executive reward with the achievement of strategic objectives.

In accordance with best practice corporate governance, the structure of non-executive director and any executive remuneration is separate and distinct.

**Performance Conditions Linked to Remuneration**

Short-term incentives (i.e. bonuses) are designed to align the targets of the executives with Company performance. Bonus payments are granted to executives based on satisfaction of the Board at pre-determined time.

The Group has established and maintains an Employee Share Option Plan (Plan) to provide an incentive to retain, in the employment or service or directorship of the Company persons of training, experience and provide the ability to attract new employees, directors or consultants whose services are considered valuable. The persons eligible to participate in the Share Option Plan ('Eligible Participants') include any employees, directors and consultants of the Company or any subsidiary of the Company.

The purpose of the Plan is to assist in the reward and motivation of Eligible Participants and link the reward of Eligible Participants to performance and the creation of Shareholder value. It is designed to align the interest of Eligible Participants more closely to the interests of Shareholders by providing an opportunity for Eligible Participants to receive shares. It provides the Eligible Participants with the opportunity to share in any future growth in value of the Company and provides greater incentives for Eligible Participants to focus on the Company's longer-term goals.

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

Due to the Company's current commercial stage, the Company believes that historical financial data is not relevant for setting the goals of future executive remuneration. The Group's financial performance for the current and previous year is summarised below:

	2019 US\$	2018 US\$
Revenue	12,542	40,382
Earnings before interest, tax, depreciation and amortisation and fair value movements (EBITDA)	(4,368,192)	(3,591,345)
Loss after income tax	(4,531,456)	(4,032,794)
Basic loss per share	(0.04)	(0.06)
Share price at year end	0.40	0.29

Three Executive Directors were granted Performance Options during 2018, so that their remuneration will be dependent on the Company satisfying commercial and technological milestones. These milestones are viewed by the Board of Directors as key commercial and technological milestones for the long term success of the company as they include a combination of commercial and technological achievements. The milestones are:

Tranche	No of shares	Revenue milestone	Tech milestones	No of shares allocated to each recipient
1	5,000,000	AU\$1 million (US\$ 0.70M at year end) revenues per half year for 2 consecutive half years	<ul style="list-style-type: none"> <li>Completion of bank of 25,000 markers for plastics industry</li> <li>Completion of PDR (Preliminary Design Review) for Reader development</li> </ul>	Haggai Alon – 1,666,667 Ed Hofland - 1,666,667 David Rosenblatt - 1,666,666
2	5,000,000	AU\$2 million (US\$ 1.40M at year end) revenues per half year for 2 consecutive half years	<ul style="list-style-type: none"> <li>Completion of bank of 25,000 markers for Electronics industry</li> <li>Completion of CDR (Critical Design Review) for Reader development</li> <li>Completion of blockchain software adaptation to the reader software</li> </ul>	Haggai Alon – 1,666,667 Ed Hofland - 1,666,666 David Rosenblatt - 1,666,667
3	5,000,000	AU\$4 million (US\$ 2.80M at year end) revenues per half year for 2 consecutive half years	<ul style="list-style-type: none"> <li>Design and construction of automatic Marker production machine</li> <li>Completion of development of new proprietary Reader at cost per reader of less than US\$7,500</li> </ul>	Haggai Alon – 1,666,666 Ed Hofland - 1,666,667 David Rosenblatt - 1,666,667

Non-Executive Director Remuneration

The Board policy is to remunerate non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability.

The maximum aggregate amount of annual fees that can be paid to Non-Executive Directors is presently limited to an aggregate of AU\$300,000 (US\$ 210,420 as at year end), and is subject to approval by shareholders at the Annual General Meeting.

All Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including remuneration, relevant to the office of director.

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

Executive Remuneration

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Executive remuneration and reward packages has three components:

- Base salary and non-monetary benefits
- Short-term performance incentives
- Share-based payments

Refer to the Performance Conditions Linked to Remuneration section of this report for details on short-term incentives and long-term incentives.

The Company's three founders and executive directors have received performance options that will vest only upon achieving strategic commercial and development milestones that are material for the Company's success. In such way the Company encourages the executive directors to achieve key development and revenue goals. The main terms of the performance options are described at the end of the remuneration report.

**Service Agreements**

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

Executive Name	Services Agreement Summary
Mr. Haggai Alon	<ul style="list-style-type: none"> <li>• Executive salary of ILS 35,000 (approximately US\$9,700) gross per month, plus expenses and entitlements (such as sick leave and holidays);</li> <li>• Pension payments according to Israeli law, including advanced education fund up to the tax-exempt amount;</li> <li>• The contract is governed by Israeli law;</li> <li>• Haggai Alon was issued 5,000,000 Performance Options.</li> <li>• Upon completion of IPO, Haggai Alon was entitled to a cash bonus of US\$41,726 (ILS 150,000). The bonus was granted during 2018.</li> <li>• Upon 12 months of the IPO, Haggai Alon will be intitled to monetary bonus of ILS 120,000 (approximately US\$33,000), subject to the approval of a committee of the Board of Directors. The bonus was granted during 2019.</li> <li>• 90 days' notice period</li> </ul>
Mr. Yonatan Musnikow	<ul style="list-style-type: none"> <li>• Executive salary of ILS 18,000 (approximately US\$5,000) gross per month, plus expenses which are not expressed to include social benefits (such as sick leave and holidays);</li> <li>• Pension payments according to Israeli law;</li> <li>• The contract is governed by Israeli law;</li> <li>• 60 days notice period;</li> </ul>
Mr. Ed Hofland	<ul style="list-style-type: none"> <li>• Ed Holfand does not receive a salary;</li> <li>• Ed Holfand shall be paid for covering expenses to do with his role, which are not expressed to include social benefits (such as sick leave, holidays or pension payments);</li> <li>• The contract is governed by Israeli law; and</li> <li>• Ed Holfand was issued 5,000,000 Performance Options.</li> </ul>
Mr. David Rosenblatt	<ul style="list-style-type: none"> <li>• David Rosenblatt does not receive a salary;</li> <li>• David Rosenblatt shall be paid for covering expenses to do with his role, which are not expressed to include social benefits (such as sick leave, holidays or pension payments);</li> <li>• The contract is governed by Israeli law; and</li> <li>• David Rosenblatt was issued 5,000,000 Performance Options.</li> </ul>



## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

**Details of Remuneration**

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

**2019**

	Short term benefits			Post-Employment Retirement Benefits	Share-based payments	Total
	Short Term Salary	Bonuses	Nonmonetary benefits		Equity settled	
	US\$		US\$	US\$	US\$	US\$
<i>Executive Directors</i>						
Mr. Everardus (Ed) Hofland	--	--	--	--	22,447	22,447
Mr. Haggai Alon	117,829	33,665	10,234	21,441	22,447	205,616
Mr. David Rosenblatt	--	--	--	--	22,447	22,447
<i>Non-Executive Directors</i>						
Dr. Gregory Clark	38,259	--	--	--	45,120	83,379
Ms. Jovanka Naumouska	38,259	--	--	4,543	--	42,802
<i>Executives</i>						
Mr. Yonatan Musnikow	60,598	--	--	8,987	--	69,585
<b>Total</b>	<b>254,945</b>	<b>33,665</b>	<b>10,234</b>	<b>34,971</b>	<b>112,461</b>	<b>446,276</b>

**2018**

	Short term benefits			Post-Employment Retirement Benefits	Share-based payments	Total
	Short Term Salary	Bonuses	Nonmonetary benefits		Equity settled	
	US\$		US\$	US\$	US\$	US\$
<i>Executive Directors</i>						
Mr. Everardus (Ed) Hofland	--	--	--	--	32,970	32,970
Mr. Haggai Alon	89,015	41,726	12,155	3,543	32,970	179,409
Mr. David Rosenblatt	--	--	--	--	32,970	32,970
<i>Non-Executive Directors</i>						
Dr. Gregory Clark	10,283	--	--	--	8,744	19,027
Ms. Jovanka Naumouska	10,283	--	--	--	--	10,283
<i>Executives</i>						
Mr. Yonatan Musnikow	60,085	--	--	8,911	--	68,996
<b>Total</b>	<b>169,666</b>	<b>41,726</b>	<b>12,155</b>	<b>12,454</b>	<b>107,654</b>	<b>343,655</b>

**ANNUAL REPORT 31 DECEMBER 2019****DIRECTORS REPORT**

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

	Fixed Remuneration		At- risk- Short-term incentives		At- risk- Long-term incentives	
	2019	2018	2019	2018	2019	2018
<i>Executive Directors</i>						
Mr. Everardus (Ed) Hofland	--	--	--	--	100%	100%
Mr. Haggai Alon	73%	58%	16%	23%	11%	19%
Mr. David Rosenblatt	--	--	--	--	100%	100%
<i>Non-Executive Directors</i>						
Dr. Gregory Clark	46%	54%	--	--	54%	46%
Ms. Jovanka Naumouska	100%	100%	--	--	--	--
<i>Executives</i>						
Mr. Yonatan Musnikow	100%	100%	--	--	--	--

**Bonuses**

Name	Grant date	Nature of compensation granted	Service and performance criteria used to determine amount of the compensation	% of bonus or grant for financial year that was paid or vested in the financial year	The financial years, after the current financial year, for which the bonus will be payable if the service & performance criteria for the bonus or grant are met
Mr. Haggai Alon	29/8/2019	Cash bonus of ILS 120,000 (USD33,665)	Progress on R&D ahead of plan, strong Capital raise completion and development of the company	100%	N/A



## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

**Share-based compensation**

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

Name	Number of Options	Grant date	Vesting and exercisable date	Expiry date	Nature of compensation granted	Service and performance conditions	Exercise price	Value per Option at grant date	\$ value of SBP expense	% Vested
<i>Executive Directors</i>										
Mr. Everardus (Ed) Hofland	5,000,000	08/10/18	Within 4 years, subject to milestones	14/10/23	Performance Options	Described above	A\$0.2 (US\$ 0.14)	A\$0.1 (US\$ 0.07)	US\$ 355,400	0%
Mr. Haggai Alon	5,000,000	08/10/18	Within 4 years, subject to milestones	14/10/23	Performance Options	Described above	A\$0.2 (US\$ 0.14)	A\$0.1 (US\$ 0.07)	US\$ 355,400	0%
Mr. David Rosenblatt	5,000,000	08/10/18	Within 4 years, subject to milestones	14/10/23	Performance Options	Described above	A\$0.2 (US\$ 0.14)	A\$0.1 (US\$ 0.07)	US\$ 355,400	0%
<i>Non-Executive Directors</i>										
Dr. Gregory Clark	755,035	08/10/18	50% 14/10/19, 50% 14/10/20	14/10/23	Options	Continued service as director	A\$0.2 (US\$ 0.14)	A\$0.1 (US\$ 0.07)	US \$53,668	50%
Dr. Gregory Clark	250,000	05/06/19	50% after 1 year, 50% after 2 years	04/06/24	Options	Continued service as director	A\$0.31 (US\$ 0.22)	A\$0.23 (US\$0.16)	US \$40,601	0%

**Additional disclosures relating to key management personnel**Options holdings of key management personnel

The tables below disclose the number of share options granted, vested or lapsed during the year. Share options do not carry any voting or dividend rights, and can only be exercised once the vesting conditions have been met, until their expiry date.

The number of options over ordinary shares in Security Matters Limited held, directly, indirectly or beneficially, by each specified Director and specified executive, including their personally related entities as at balance date, is as follows:

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS REPORT

	Balance at start of year	Options issued during the year as remuneration	Other Options issued during the year	Exercised during the year	Balance at the end of the year	Vested and exercisable	Unvested and unexercisable
Mr. Everardus (Ed) Hofland	5,000,000	--	--	--	5,000,000	--	5,000,000
Mr. Haggai Alon	5,000,000	--	--	--	5,000,000	--	5,000,000
Mr. David Rosenblatt	5,000,000	--	--	--	5,000,000	--	5,000,000
Dr. Gregory Clark	755,035	250,000	--	--	1,005,035	377,517	627,518
Mr. Amir Bader <sup>i</sup>	1,382,322	--	--	--	1,382,322	1,382,322	--
<b>Total</b>	<b>17,137,357</b>	<b>250,000</b>	<b>--</b>	<b>--</b>	<b>17,387,357</b>	<b>1,759,839</b>	<b>15,627,518</b>

<sup>i</sup> Options granted to Degania A Business ACS Ltd for their services to the company. Amir Bader (Director of the Company) is a member of Kibbutz Degania A which owns Degania A Business Agricultural Cooperative Society Ltd;

Share holdings of key management personnel

The number of ordinary shares of Security Matters Limited held, directly, indirectly or beneficially, by each key management personnel, including their personally-related entities as at balance date:

	Balance at start of year	Shares issued during the year	Other changes during the year	Balance at end of the year
<i>Executive Directors</i>				
Mr. Everardus (Ed) Hofland <sup>i</sup>	11,339,770	--	284,354	11,624,124
Mr. Haggai Alon <sup>ii</sup>	5,135,949	--	--	5,135,949
Mr. David Rosenblatt <sup>iii</sup>	9,675,149	--	--	9,675,149
<i>Non-Executive Directors</i>				
Mr. Amir Bader <sup>iv</sup>	10,544,617	--	123,281	10,667,898
<b>Total</b>	<b>36,695,485</b>	<b>--</b>	<b>407,635</b>	<b>37,103,120</b>

<sup>i</sup> Constitutes shares held by Kibbutz Ketura. Ed Hofland is a member of Kibbutz Ketura. Kibbutz Ketura holds 50% of Energy Ketura Cooperative Agricultural Society Ltd. and holds shares directly as well

<sup>ii</sup> Haggai Alon's (Director/CEO of the Company) securities are held by Benguy Escrow Company Ltd. (as escrow agent)

<sup>iii</sup> David Rosenblatt (Director of the Company) controls Security Matters Investment LLC (a private company incorporated in the United States) and holds 50% of Energy Ketura Cooperative Agricultural Society Ltd;

<sup>iv</sup> Constitutes shares held by Degania A Business ACS. Amir Bader (Director of the Company) is a member of Kibbutz Degania A which owns Degania A Business Agricultural Cooperative Society Ltd;

## ANNUAL REPORT 31 DECEMBER 2019

## DIRECTORS' REPORT

Loans from key management personnel and their related parties

Details of loans provided to the Group by key management personnel and their related parties are as follows:

	Balance at the start of the year US\$	Interest paid and payable for the year US\$	Repayments made during the year US\$	Change in US\$ value of liability due to exchange rate differences US\$	Balance at the end of the year US\$
Kibbutz Ketura (Ed Hofland)	220,117	6,326	36,169	(18,598)	202,546
Kibbutz Degania A (Amir Bader)	220,117	6,326	36,169	(18,598)	202,546
<b>Total</b>	<b>440,234</b>	<b>12,653</b>	<b>72,338</b>	<b>(37,196)</b>	<b>405,092</b>

In 2015, the Company signed an agreement to receive a loan of NIS 2 Million (US\$ 512,558 at 2015) from its major shareholders on back-to-back terms from a third party (the Kamea Fund). The loan bears an interest at an annual rate of 4%. The loan is to be repaid in eight quarterly installments commencing November 1 2018. More details of the loan can be found in the note 16 of the financial statements.

Other transactions and balances with key management personnel and their related parties

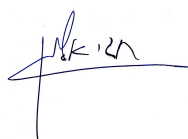
Transactions with related parties are entered into on terms equivalent to those that prevail in arm's length transactions. The Group had the following transactions with key management personnel and/or their related parties during the year.

Entity / Key management personnel	Nature of transaction	Transaction value US\$	Payable balance US\$
Kibbutz Ketura (related party of Ed Hofland)	Payment for services provided by Kibbutz Ketura: bookkeeping, leased cars, finance services, food, lab rent, phone & internet	41,372	2,960
<b>Total</b>		<b>41,372</b>	<b>2,960</b>

**This concludes the remuneration report, which has been audited.**

The directors have been given the declarations required by s295A of the corporations act 2001. This Directors' report is signed in accordance with a resolution of the Board of Directors pursuant to section 298(2)(a) of the Corporations Act 2001.

Director: Haggai Alon  
Date: March 27 2020



**DECLARATION OF INDEPENDENCE BY TIM FAIRCLOUGH TO THE DIRECTORS OF SECURITY MATTERS LIMITED**

As lead auditor of Security Matters Limited for the year ended 31 December 2019, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Security Matters Limited and the entities it controlled during the period.



Tim Fairclough  
Partner

**BDO East Coast Partnership**

Melbourne, 27 March 2020

## ANNUAL REPORT 31 DECEMBER 2019

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME FOR THE YEAR ENDED 31 DECEMBER 2019**

		US\$	US\$
	<u>Note</u>	<u>2019</u>	<u>2018</u>
Revenue		12,542	40,382
Cost of sales		(7,793)	(37,717)
<b>Gross profit</b>		<b>4,749</b>	<b>2,665</b>
Gain on sale of IP		36,043	--
Wages and salaries		(1,886,347)	(1,386,094)
Research and development expenses	4	(255,603)	(137,128)
Share based compensation		(596,768)	(1,060,943)
Selling and marketing expenses		(178,215)	(18,575)
Depreciation and amortization	11,13	(153,917)	(113,137)
General and administrative expenses	5	(931,642)	(527,218)
Legal and consultants expenses	6	(520,916)	(487,222)
Change in fair value of convertible notes	17	--	(328,312)
Finance expenses	7	(63,188)	(30,004)
Finance income	7	14,348	53,174
<b>Loss before income tax</b>		<b>(4,531,456)</b>	<b>(4,032,794)</b>
Income tax	8	--	--
<b>Loss after income tax for the year attributable to the owners of Security Matters Limited</b>		<b>(4,531,456)</b>	<b>(4,032,794)</b>
<b>Other comprehensive income, net of tax</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation reserve	19	(81,818)	(31,925)
<b>Total comprehensive Income for the year attributable to the owners of Security Matters Limited</b>		<b>(4,613,274)</b>	<b>(4,064,719)</b>
<b>Loss per share attributable to owners of the Company</b>			
Loss per share attributable to owners of the Company	10	<b>(0.04)</b>	<b>(0.06)</b>
Diluted loss per share attributable to owners of the Company	10	<b>(0.04)</b>	<b>(0.06)</b>

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

## ANNUAL REPORT

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

		US\$ <u>2019</u>	US\$ <u>2018</u>
	<u>Note</u>		
<u>Current Assets</u>			
Cash at bank		1,707,768	2,350,084
Other receivables	10	282,570	204,668
<b>Total current assets</b>		<b>1,990,338</b>	<b>2,554,752</b>
<u>Non-current assets</u>			
Property and equipment	11	470,853	309,787
Intangible assets	13	1,405,066	1,084,601
Investment in joint venture	12	213,957	--
<b>Total non-current assets</b>		<b>2,089,876</b>	<b>1,394,388</b>
<b>Total assets</b>		<b>4,080,214</b>	<b>3,949,140</b>
<u>Current Liabilities</u>			
Trade payables		192,313	280,120
Lease liability short term	14	37,664	--
Other payables	15,23	369,251	282,141
Borrowings from related parties	16	405,093	266,809
<b>Total current liabilities</b>		<b>1,004,321</b>	<b>829,071</b>
<u>Non-Current Liabilities</u>			
Lease liability long term	14	44,898	--
Provisions	26	6,553	4,550
Other Liabilities	23	103,982	93,110
Long term borrowings	16	--	173,426
<b>Total non-current liabilities</b>		<b>155,433</b>	<b>271,086</b>
<b>Total liabilities</b>		<b>1,159,754</b>	<b>1,100,157</b>
<b>Net Assets</b>		<b>2,920,460</b>	<b>2,848,983</b>
<u>Equity</u>			
Issued capital	18	14,987,577	10,892,560
Share based payment reserve	19	2,370,145	1,780,411
Foreign currency translation reserve	19	(113,743)	(31,925)
Accumulated losses		(14,323,519)	(9,792,063)
<b>Total Equity</b>		<b>2,920,460</b>	<b>2,848,983</b>

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

SECURITY MATTERS LIMITED, ABN 78626192998

ANNUAL REPORT

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019



	US\$	US\$	US\$	US\$	US\$
	<u>Issued Capital</u>	<u>Share based payment reserve</u>	<u>Foreign currency translation reserve</u>	<u>Accumulated losses</u>	<u>Total Equity</u>
<b>Balance at 1 January 2019</b>	<b>10,892,560</b>	<b>1,780,411</b>	<b>(31,925)</b>	<b>(9,792,063)</b>	<b>2,848,983</b>
<b>Comprehensive income</b>					
Loss after income tax for the year	--	--	--	(4,531,456)	(4,531,456)
Other comprehensive loss for the year, net of tax	--	--	(81,818)	--	(81,818)
Total comprehensive income for the year	--	--	(81,818)	(4,531,456)	(4,613,274)
<b>Transactions with owners in their capacity as owners</b>					
Issuance of shares	4,404,885	--	--	--	4,404,885
Capital raising costs	(328,095)	--	--	--	(328,095)
Exercise of Options by employee	18,227	(7,034)	--	--	11,193
Share-based payments	--	596,768	--	--	600,839
Total transactions with owners in their capacity as owners	4,095,017	589,734	--	--	4,684,751
<b>Balance at 31 December 2019</b>	<b>14,987,577</b>	<b>2,370,145</b>	<b>(113,743)</b>	<b>(14,323,519)</b>	<b>2,920,460</b>

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

SECURITY MATTERS LIMITED, ABN 78626192998

ANNUAL REPORT

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019



	US\$	US\$	US\$	US\$	US\$	US\$
	<u>Issued Capital</u>	<u>Share based payment reserve</u>	<u>Prepayments on account of shares</u>	<u>Foreign currency translation reserve</u>	<u>Accumulated deficit</u>	<u>Total</u>
<b>Balance at 1 January 2018</b>	<b>1,250,000</b>	<b>719,468</b>	<b>130,411</b>	--	<b>(5,759,270)</b>	<b>(3,659,390)</b>
<b>Comprehensive income</b>	--	--	--	--	(4,032,794)	(4,032,794)
Loss after income tax for the year	--	--	--	(31,925)	--	(31,925)
Total comprehensive income for the year	--	--	--	(31,925)	(4,032,794)	(4,064,719)
<b>Transactions with owners in their capacity as owners</b>	5,030,871	--	(130,411)	--	--	4,900,460
Issuance of shares	(469,164)	--	--	--	--	(469,164)
Share based compensation	5,080,854	--	--	--	--	5,080,854
Prepayments on account of shares	--	1,060,943	--	--	--	1,060,943
Total transactions with owners in their capacity as owners	9,642,560	1,060,943	(130,411)	--	--	10,573,092
<b>Balance at 31 December 2018</b>	<b>10,892,560</b>	<b>1,780,411</b>	<b>--</b>	<b>(31,925)</b>	<b>(9,792,064)</b>	<b>2,848,983</b>

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



**CONSOLIDATED STATEMENT OF CASHFLOWS FOR THE YEAR ENDED 31 DECEMBER****2019**

	<b>Note</b>	<b>US\$ 2019</b>	<b>US\$ 2018</b>
<b><u>Cash flows from operating activities:</u></b>			
Loss before tax for the year		(4,531,456)	(4,032,794)
Share based compensation		596,768	1,060,943
Change in fair value of convertible notes	20	--	328,312
Depreciation and amortization	17	153,917	112,367
Non-cash gain on transfer of intangible assets to joint venture	12,13	(36,043)	--
Increase in lease liability	11	(22,406)	--
Increase in other receivables		(88,349)	(41,690)
Decrease in trade payables	16,21	(87,807)	(111,369)
Increase/(decrease) in other payables	15	87,111	(69,542)
Increase in provision	26	2,003	1,281
Increase in other liabilities	23	10,872	1,420
<b>Cash used in operating activities</b>		<b>(3,915,390)</b>	<b>(2,751,072)</b>
<b><u>Cash flows from investing activities:</u></b>			
Purchase of property, plant and equipment	11	(174,290)	(37,395)
Purchase of intangible assets	13	(523,656)	(329,809)
<b>Cash used in investing activities</b>		<b>(697,946)</b>	<b>(367,204)</b>
<b><u>Cash flows from financing activities:</u></b>			
Proceeds from issue of convertible notes	17	--	1,191,329
Payments of borrowings to related parties	16	(72,338)	(66,702)
Proceeds from issuance of shares, net	18	4,087,982	4,431,296
<b>Cash provided from financing activities</b>		<b>4,015,644</b>	<b>5,555,923</b>
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(597,692)</b>	<b>2,437,647</b>
Cash and cash equivalents at beginning of year		2,350,084	10,665
Exchange rate differences (including translation)		(44,624)	(98,227)
<b>Cash and cash equivalents at end of year</b>		<b>1,707,768</b>	<b>2,350,084</b>

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

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**NOTE 1 - GENERAL:**

The financial statements cover Security Matters Limited as a Group consisting of Security Matters Limited and the entities it controlled at the end of, or during, the financial year. The financial statements are presented in US Dollars, which is Security Matters Limited's presentation currency.

The functional currency of Security Matters Limited (Australia) is Australian Dollars.

Security Matters Limited is a listed public company limited by shares, incorporated and domiciled in Australia.

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

The Financial Statements were authorized for issue on 27 March 2020 by the directors of the company.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:**

The significant accounting policies followed in the preparation of the financial statements, on a consistent basis, are:

**New or amended Accounting Standards and interpretations adopted**AASB 16 Leases

The Group adopted AASB 16 with a transition date of January 1, 2019. The Group has chosen not to restate comparatives on adoption of the standard, and therefore, the revised requirements are not reflected in the prior year financial statements. Details of the impact of adopting this standard are disclosed below. Other new and amended standards and Interpretations issued by the IASB did not impact the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the Group's current accounting policies, such as the implementation of IFRIC Interpretation 23 disclosed below. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

Effective January 1, 2019, AASB 16 has replaced IAS 17 Leases and IFRIC 4 Determining whether an Arrangement Contains a Lease. AASB 16 provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, together with exemptions to exclude leases where the lease term is 12 months or less, or where the underlying asset is of low-value. AASB 16 substantially carries forward the lessor accounting in IAS 17, with the distinction between operating leases and finance leases being retained. The Group does not have significant leasing acting as a lessor.

AASB 16 provides for certain optional practical expedients, including those related to the initial application of the standard. The Group applied the following practical expedients when applying AASB 16 to leases previously classified as operating leases under IAS 17:

- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term remaining as of the date of initial application and do not contain a purchase option.

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under AASB 16, the Group recognizes right-of-use assets and lease liabilities for all leases.

The Group adopted AASB 16 using the modified retrospective approach, with recognition of transitional adjustments on the date of initial application (January 1, 2019), without restatement of comparative figures.

On initial application of AASB 16, the Group recognized right-of-use assets and lease liabilities in relation to leases of office facilities, motor vehicles, and data centers, which had previously been classified as operating leases. The lease liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as at January 1, 2019. The Group's incremental borrowing rate is the rate at which a similar borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted-average rate applied was 8.3%. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The following table presents the impact of applying AASB 16 as of January 1 2019 on the consolidated statement of financial position:

	Under previous policy	The change	Under AASB 16
<b>Non-current assets:</b>			
Right-of-use assets	-	33,866	33,866
<b>Current liabilities:</b>			
Lease liabilities	-	6,325	6,325
<b>Non-current liabilities:</b>			
Lease liabilities	-	17,093	17,093

**Significant accounting policies subsequent to transition**

All leases are accounted for by recognising a right-of-use asset and a lease liability. Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate implicit in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favor of the Group if it is reasonably certain to exercise that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognized where the Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining useful life of the right of use asset, if this is judged to be shorter than the lease term. In the scenario of a purchase option, the Group amortizes the right of use asset over its useful life. Lease liabilities are remeasured when there is a change in future lease payments arising from a change in an index or rate or when there is a change in the assessment of the term of any lease the remeasurement being recognized in front of the right of use assets.

**Basis of preparation**

These general-purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting standards and interpretations of the Australian Accounting Standard Board and in compliance with International Financial Reporting Standards. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected financial assets and financial liabilities.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**Going concern**

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group has incurred an operating loss after tax for the year ended 31 December 2019 of \$4,531,456 (2018: loss \$4,032,794). The loss for the current year includes non-cash costs in respect of share based expenses (\$596,768). Net cash outflows from operating activities for the current year totaled \$3,915,390 (2018: \$2,751,072). This is expected for a young technology company and is part of its ordinary life-cycle.

As of 31 December 2019, the Group had cash on hand of \$1,707,768, other current receivables of \$282,570, net current assets of \$1,990,338 and net assets of \$2,920,460.

Management have prepared a cash flow forecast, based on which the group has sufficient funds available to meet its commitments for at least twelve months from the date of signing this report, and the directors have confidence in the company's strong track of raising capital.

**Critical Accounting Estimates and Assumptions**

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities and expenses. These estimates and underlying assumptions are reviewed regularly. Changes in accounting estimates are reported in the period of the change in estimate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

**Foreign currency**

The financial statements are prepared in US Dollars which is the presentation currency of the group. Security Matters Limited's functional currency is Australian Dollars, while the functional currency of Security Matters Ltd. (Israel) is US Dollars.

Transactions and balances in foreign currencies are converted into US Dollars in accordance with the principles set forth by Australian Accounting Standard (AASB) 21 ("The Effects of Changes in Foreign Exchange Rates"). Accordingly, transactions and balances have been converted as follows:

- Monetary assets and liabilities – at the rate of exchange applicable at the reporting date;
- Exchange gains and losses from the aforementioned conversion are recognized in the statement of comprehensive income.
- Expense items – at exchange rates applicable as of the date of recognition of those items.
- Non-monetary items are converted at the rate of exchange at the time of the transaction. Exchange gains and losses from the aforementioned conversions are recognized in the statement of comprehensive income.
- Exchange gains and losses of the parent company are recognized in the statement of other comprehensive income and the Foreign Currency Translation Reserve.

**Cash and cash equivalents**

Cash equivalents are considered by the Company to be highly-liquid investments, including, inter alia, short-term deposits with banks and the maturity of which do not exceed three months at the time of deposit and which are not restricted.

**Revenue recognition**

The consolidated entity recognises revenue as follows:

*Revenue from contracts with customers*

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

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as deferred revenue in the form of a separate refund liability.

*Sale of goods- sale of Markers, Readers and software license*

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the Markers or Readers, which is generally at the time of delivery. Revenue from software license is not yet generated but is expected to be recognised on a monthly basis.

*Royalties*

Revenue from royalties from the sale of Markers to a third party is recognised at the point in time when the partner recognizes the sale to the customer, which is generally at the time of delivery of Markers to the customer.

*Rendering of services*

Revenue from a contract to provide services for track and trace development is recognised over time as the services are rendered based on either a fixed price or an hourly/weekly rate. In cases the service agreement is milestones' based the revenue is recognised once milestones are achieved and approved by the customer.

*Interest*

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

**Research and development**

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Company can demonstrate:

- The product is technically and commercially feasible.
- The Company intend to complete the product so that it will be available for use or sale.
- The Company has the ability to use the product or sell it.
- The Company has the technical, financial and other resources to complete the development and to use or sell the product.
- The Company can demonstrate the probability that the product will generate future economic benefits.
- The Company is able to measure reliability the expenditure attributable to the product during the development.

Capitalized development costs are amortized on a straight line basis over their estimated useful lives once the development is completed and the assets are in use. Subsequent expenditure on capitalized intangible assets is capitalized only where it clearly increases the economic benefits to be derived from the asset to which it relates. All other expenditure, including that incurred in order to maintain an intangible assets current level of performance, is expensed as incurred.

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

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

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

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

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

**Earnings per share***Basic earnings per share*

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

*Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

**Governmental liabilities on grants received**

The Company measured the fair value of its governmental liabilities on grants received and deferred to subsequent reporting periods, each period, based on discounted cash flows derived from the Company's future anticipated revenues.

**Fair value measurement**

Fair value is the price that would be received when selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- A. In the principal market for the asset or liability; or
- B. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

**Classification of financial instruments by fair value hierarchy**

The financial instruments presented in the statements of financial position at fair value are grouped into classes with similar characteristics using the following fair value hierarchy which is determined based on the source of input used in measuring fair value:

- 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 either directly or indirectly.
- Level 3 - Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

**Financial assets**

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Other receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services, but also incorporate other types of contractual monetary asset. These assets are carried at amortized cost less any provision for impairment.

The Company has no financial assets classified at Fair value through profit or loss.

**Financial liabilities**

The Company classifies its financial liabilities as follows:

Other financial liabilities: Other financial liabilities include the following items:

- Trade payables, loans from related parties and other accounts payables are initially recognized at fair value less any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortized cost using the effective interest method, which ensures that any interest expense over the period is at a constant interest rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs, as well as any interest or coupon payable while the liability is outstanding.
- Fair value through profit and loss: convertible loan is measured at fair value through profit or loss. Transaction costs are recognized in profit or loss.

**Impairment of financial assets**



## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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

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

**Impairment of non-financial assets**

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

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

**Property, plant and equipment**

Items of property, plant and equipment are initially recognized at cost. Cost includes directly attributable costs and the estimated present value of any future costs of dismantling and removing items. Depreciation is computed by the straight line method, based on the estimated useful lives of the assets, as follows:

	<u>%</u>
Computers	33
Machines and equipment	20
Furniture and office equipment	10
Leasehold improvements	5

Leasehold improvements are depreciated over the term of the expected lease including optional extension, or the estimated useful lives of the improvements, whichever is shorter.

**Employee benefits**

The Company contributes towards the state pension in accordance with local legislation where required. The only obligation of the Company is to make the required contributions. Costs related to such contributions are expensed in the period in which they are incurred.

The Company has several employee benefit plans as to Israeli employees:

1. Short-term employee benefits: Short-term employee benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognized as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognized when the Company has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.
2. Post-employment benefits: The plans are normally financed by contributions to insurance companies and classified as defined contribution plans or as defined benefit plans. The Company has defined for most of its employees contribution plans pursuant to Section 14 to the Severance Pay Law since 2004 under which the Company pays fixed contributions and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient amounts to pay all employee benefits relating to employee service in the current and prior periods.

Contributions to the defined contribution plan in respect of severance or retirement pay are recognized as an expense simultaneously with receiving the employee's services and no additional provision is required in the financial statements except for the unpaid contribution.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**Intangible assets**

Intangible assets include capitalized technology development costs as well as costs paid to legal and tech consultants. Intangible assets with a finite useful life are amortized over their estimated useful lives and reviewed for impairment whenever there is an indication that the asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at each year end.

The carrying amount of these assets is reviewed whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of the asset to the future undiscounted cash flows the asset is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. Expenditure incurred on development activities including the Company's software development is capitalized only where the expenditure will lead to new or substantially improved products, the products are technically and commercially feasible and the Company has sufficient resources to complete the development and reach the Stage for which the product is ready for use.

Capitalized development costs are amortized on a straight line basis over their estimated useful lives once the development is completed and the assets are in use and until such date it is tested for impairment test on a yearly basis. Subsequent expenditure on capitalized intangible assets is capitalized only where it clearly increases the economic benefits to be derived from the asset to which it relates. All other expenditure, including that incurred in order to maintain an intangible assets current level of performance, is expensed as incurred.

The amortization period for the company's intangible assets is as follows:

	<u>Period (years)</u>
Patents	20
Marking and Reading Technology	5
Software and Blockchain	3

**Share-based payments**

Equity-settled share-based compensation benefits are provided to key management personnel and employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

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

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

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

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

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

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



## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Security Matters Limited ('company' or 'parent entity') as at 31 December 2019 and the results of all subsidiaries for the year then ended. Security Matters Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

**Use of estimates and judgements**

There have been no material revisions to the nature and amount of estimates of amounts reported in prior periods except where the implementation of AASB 16 discussed above requires a different approach to the accounting previously applied. Significant estimates and judgements that have been required for the implementation of the new standard are:

- The determination of whether an arrangement contains a lease;
- The determination of lease term for some lease contracts in which the Group is a lessee that include renewal options and termination options, and the determination whether the Group is reasonably certain to exercise such option; and
- The determination of the incremental borrowing rate used to measure lease liabilities;

**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 to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line managers and the level of segment information presented to the Chairman of the board of directors. During the year the Company only operated in one segment, which is to further the development and commercialisation of track and trace technology for a wide variety of industries. All of the Company's non-current assets are located in Israel.

**NOTE 3 - CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS:****Lease term**

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

**Amortisation of capitalized development costs and determination of useful life**

Intangible assets are amortized or depreciated over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. As at December 31 2019 part of the Marking and Reading Technology is amortised, and it is expected that other assets will begin amortization during 2020. Changes to estimates can result in significant variations in the amounts charged to the consolidated statement of comprehensive income in specific periods.

**Share based payments**

The Company has a share based remuneration scheme for employees. The fair value of share options is estimated by using the a Black & Scholes model, which was derived to model the value of the firm's equity over time. The simulation model was designed to take into account the unique terms and conditions of the performance shares and share options, as well as the capital structure of the firm and the volatility of its assets, on the date of grant based on certain assumptions. Those conditions are described in the share based compensation note and include, among others, the dividend growth rate, expected share price volatility and expected life of the options. The fair value of the equity settled options granted is charged to statement of profit or loss over the vesting period of each tranche and the credit is taken to equity, based on the consolidated entity's estimate of shares that will eventually vest.

**Governmental liabilities on grants received**

The Company measured the fair value of its governmental liabilities on grants received based on discounted cash flows derived from the Company's future anticipated revenues. The WACC rate was calculated by an external appraiser according to the CAPM model.

**NOTE 4 - RESEARCH AND DEVELOPMENT EXPENSES:**

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Research expenses, net	233,357	80,033
Subcontractors	126,091	22,518
Rent	23,897	24,638
Travel expenses	80,618	9,939
Reimbursement from paid pilots and proof of concept projects	(208,360)	--
<b>Total</b>	<b>255,603</b>	<b>137,128</b>

**NOTE 5 - GENERAL AND ADMINISTRATIVE EXPENSES:**

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Professional services	638,339	249,580
Travel expenses	123,409	101,858

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

Insurance	39,160	49,365
Fees	35,435	80,138
Others	95,298	46,277
<b>Total</b>	<b>931,642</b>	<b>527,218</b>

## NOTE 6 - LEGAL AND CONSULTANTS EXPENSES:

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Legal	462,179	379,606
Consultants	58,737	107,616
<b>Total</b>	<b>520,916</b>	<b>487,222</b>

## NOTE 7 – FINANCE EXPENSES AND INCOME

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
(a) Finance expenses		
Bank fees	4,263	3,352
Loan interest	12,652	20,850
Financial interest	11,042	2,780
Exchange rate payments	35,231	3,023
<b>Total</b>	<b>63,188</b>	<b>30,005</b>
(b) Finance income		
Exchange rate income	-	51,546
Interest received	14,348	1,629
<b>Total</b>	<b>14,348</b>	<b>53,174</b>

## NOTE 8 - TAXES ON INCOME:

**Taxes on income:**

The legal parent is incorporated and domiciled in Australia where the applicable tax rate is 27.5%. Israeli corporate tax rates are 23% in 2019 and 2018.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

	2019 US\$	2018 US\$
<i>Reconciliation of income tax at the statutory rate</i>		
Loss before income tax	(4,531,456)	(4,032,794)
Tax at the statutory rate of 27.5% for Australia and 23% for Israel	(1,089,155)	(1,109,018)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenditure	286,865	402,362
Deductible expenditure – Capital raising costs	(43,849)	(25,804)
Unrecognised temporary differences and tax losses	846,139	732,460
<b>Income tax / (benefit)</b>	<b>--</b>	<b>--</b>

**Net operating losses carry forwards:**

As at December 31 2019, the Group has estimated carry forward tax losses of approximately US\$8,832,109 (2018: US\$5,318,059) which may be carried forward and offset against taxable income for an indefinite period in the future. The Group did not recognize deferred tax assets relating to carry forward losses in the financial statements because their utilization in the foreseeable future is not probable. The unrecognised temporary differences and tax losses as at December 31 2019 are US\$2,338,429 (2018: \$1,492,290).

**NOTE 9 - EARNINGS PER SHARE**

	2019 US\$	2018 US\$
<i>Earnings per share for profit</i>		
Loss after income tax attributable to the owners of Security Matters Limited	(4,531,456)	(4,032,794)
<b>Basic loss per share</b>	<b>(0.04)</b>	<b>(0.06)</b>
<b>Diluted loss per share</b>	<b>(0.04)</b>	<b>(0.06)</b>
<i>Weighted average number of ordinary shares</i>		
Weighted average number of ordinary shares used in calculating basic earnings per share	106,571,058	63,047,366
Weighted average number of ordinary shares used in calculating diluted earnings per share	106,571,058	63,047,366

**NOTE 10 - OTHER RECEIVABLES:**

	2019 US\$	2018 US\$
Indirect taxes	141,840	147,766
Proof of concept Receivables	109,524	--
Prepaid expenses	7,383	28,251
Other	23,823	28,651
<b>Total</b>	<b>282,570</b>	<b>204,668</b>

**NOTE 11 - PROPERTY AND EQUIPMENT:**

Leasehold improvements US\$	Machines and Equipment US\$	Furniture and Office Equipment US\$	Computers US\$	Right of use US\$	Total US\$
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## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

<b>Cost</b>						
<b>At January 1 2019</b>	38,377	364,274	29,513	30,437	33,866	473,049
Additions	1,293	158,980	2,927	11,090	81,550	279,258
<b>At December 31 2019</b>	39,670	523,254	32,440	41,527	115,416	752,307
<b>Accumulated depreciation</b>						
<b>At January 1 2019</b>	6,303	110,613	10,639	25,257	--	152,814
Depreciation	1,973	90,217	3,068	4,330	29,052	128,640
<b>At December 31 2019</b>	8,276	200,830	13,708	29,588	29,052	281,454
<b>Net book value at December 31 2019</b>	<b>31,394</b>	<b>322,424</b>	<b>18,732</b>	<b>11,939</b>	<b>86,364</b>	<b>470,853</b>

Right of use asset in January 1 2019 relates to assets added due to adoption of AASB 16 standard on January 1 2019.

	<b>Leasehold improvements</b> US\$	<b>Machines and Equipment</b> US\$	<b>Furniture and Office Equipment</b> US\$	<b>Computers</b> US\$	<b>Total</b> US\$
<b>Cost</b>					
<b>At January 1 2018</b>	38,133	331,342	29,513	26,215	425,203
Additions	244	32,931	--	4,223	37,397
<b>At December 31 2018</b>	38,377	364,274	29,513	30,437	462,601
<b>Accumulated depreciation</b>					
<b>At January 1 2018</b>	3,417	38,300	7,503	15,486	64,706
Depreciation	2,886	72,313	3,136	9,772	88,108
<b>At December 31 2018</b>	6,303	110,613	10,639	25,257	152,814
<b>Net book value at December 31 2018</b>	<b>32,073</b>	<b>253,660</b>	<b>18,874</b>	<b>5,180</b>	<b>309,787</b>

## NOTE 12 – INVESTMENT IN JOINT VENTURE

On April 30, 2019, Security Matters Ltd. signed an agreement with Trifecta Industries Inc. ("Trifecta"), a Canadian company (and affiliate of Crossworks) for the commercialization of Security Matters Ltd's trace technology in the diamonds and precious stone industry.

Under the terms of the agreement, Security Matters Limited and Trifecta established a new entity - Yahaloma Technologies Inc. ("Yahaloma"), which is equally held by Security Matters Limited and Trifecta.

Yahaloma will have the exclusive rights and responsibility to commercialize the Security Matters group intellectual property in the area of diamonds or precious stone. As initial working capital for Yahaloma, Trifecta committed to invest US\$500,000 for the completion of development milestones over the next year, out of which US\$250,000 in equity and US\$250,000 in shareholder loan. Security Matters transferred its relevant IP to Yahaloma, at cost of US\$250,000. Both parties committed to additional working capital if required.

The transfer of the relevant Security Matters IP from Security Matters Ltd. to Yahaloma resulted in a gain on sale of IP of US\$36,043.

Management has assessed the transaction and reached the conclusion that the new entity is jointly controlled by Security Matters Limited and Trifecta. Management has further determined that the contractual arrangement provides the parties

**ANNUAL REPORT****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

to the joint arrangement with rights to the net assets of the arrangement. The contractual arrangement establishes each party's share in the profit or loss relating to the activities of the arrangement. The arrangement is a joint venture and the Company's interests in its associate is accounted for using the equity method of accounting. Information relating to Yahaloma is set out below:

Name	Country of incorporation	Ownership interest	
		2019	2018
		%	%
Yahaloma Technologies Inc.	Canada	50%	N/A

**(a) Financial Position of Yahaloma Technologies Inc.**

	2019
	US\$
<u>Assets</u>	
Current Assets	250,000
Non-Current Assets	250,000
<b>Total Assets</b>	<b>500,000</b>
<u>Liabilities</u>	
Current Liabilities	--
Non-Current Liabilities	--
<b>Total Liabilities</b>	<b>--</b>
<b>Net Assets</b>	<b>500,000</b>

**(b) Summarised statement of profit or loss and other comprehensive income**

Not relevant for the period as activities started in FY 2020.

**(c) Reconciliation of the consolidated entity's carrying amount**

	2019
	US\$
Security Matters Limited's share of Net Assets	250,000
Deferred gain from sale of IP	(36,043)
<b>Closing carrying amount</b>	<b>213,957</b>

**NOTE 13 - INTANGIBLE ASSETS:**

	Patents	Marking and Reading Technology	Software and Blockchain	Total

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

	US\$	US\$	US\$	US\$
<b>COST</b>				
<b>At January 1 2019</b>	579,068	371,102	171,163	1,121,333
Additions - development costs	389,703	100,519	33,433	523,655
Sale of intangible assets to joint venture	(62,365)	(115,549)	--	(177,914)
<b>At December 31 2019</b>	<b>906,406</b>	<b>356,072</b>	<b>204,596</b>	<b>1,467,074</b>
<b>Accumulated amortisation</b>				
<b>At January 1 2019</b>	--	36,731	--	36,731
Amortisation	--	25,277	--	25,277
<b>At December 31 2019</b>	--	62,008	--	62,008
<b>Net book value at December 31 2019</b>	<b>906,406</b>	<b>294,064</b>	<b>204,596</b>	<b>1,405,066</b>
	<b>Patents</b>	<b>Marking and Reading Technology</b>	<b>Software and Blockchain</b>	<b>Total</b>
	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
<b>COST</b>				
<b>At January 1 2018</b>	406,346	270,566	114,612	791,524
Additions - development costs	172,722	100,536	56,551	329,809
<b>At December 31 2018</b>	<b>579,068</b>	<b>371,102</b>	<b>171,163</b>	<b>1,121,333</b>
<b>Accumulated amortisation</b>				
<b>At January 1 2018</b>	--	12,473	--	12,473
Amortisation	--	24,259	--	24,259
<b>At December 31 2018</b>	--	36,732	--	36,732
<b>Net book value at December 31 2018</b>	<b>579,068</b>	<b>334,370</b>	<b>171,163</b>	<b>1,084,601</b>

The consolidated entity has not yet begun amortisation for its patents as the patent applications have not yet completed their registration process and are not ready for use. The consolidated entity has not yet begun amortisation for its software and blockchain as the development of these is not completed and they are not ready for use.

The recoverable amount of the consolidated entity's intangible assets that are not yet used has been determined by the relief from royalty method, performed by an external valuator based on management's assumptions.

Key assumptions are those to which the recoverable amount of an asset is most sensitive. The following key assumptions were used in the relief from royalty model for the intangible assets not yet in use:

- 22.1% After tax net cash flow discount rate;
- 7.5% Royalty rate;
- 17 years expected life;
- Revenue projection based on management plans for first 4 years, steady for next 4 years (0% growth rate) and decreasing over last 9 years;

The discount rate of 22.1% pre-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital adjusted for the risk free rate and the volatility of comparable companies' share price relative to market movements.

The royalty rate of 7.5% is based on actual average royalty rates of related technology.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The expected life was determined based on the fact that the technology is revolutionary, and is reasonable based on the Patent life span of 20 years.

**NOTE 14 - LEASES:**

The Group has lease contracts for office facilities (including a lab) and motor vehicles used in its operations. Leases of office and lab facilities generally have lease term of 12 years (8 remaining), motor vehicles generally have lease terms of 3 years.

The Group also has certain leases of office and lab facilities with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemption for these leases.

Set out below are the carrying amounts of right-of-use assets recognized and the movements during the period:

	Office and lab facilities	Motor vehicles	Total
<b>At January 1, 2019</b>	6,249	27,617	33,866
Additions	--	81,550	81,550
Depreciation expense	(729)	(28,323)	(29,052)
<b>As at December 31, 2019</b>	5,520	80,844	86,364

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2019
<b>At January 1, 2019</b>	23,418
Additions	81,550
Accretion of interest	10,064
Payments	(32,470)
<b>As at December 31, 2019</b>	82,562
Current	37,664
Non-current	44,898

The following are the amounts recognized in profit or loss:

	2019
Depreciation expense of right-of-use assets	29,052
Interest expense on lease liabilities	10,064
Expense relating to short-term leases	108,958
<b>Total amount recognized in profit or loss</b>	148,074

The Group had total cash outflows for leases of \$148,074 in 2019. The Group also had non-cash additions to right-of-use assets and lease liabilities of \$81,550 in 2019.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term:



## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

	Within five years	More than five years	Total
Extension options expected not to be exercised	-	15,244	15,244
Termination options expected to be exercised	-	-	-
	-	15,244	15,244

**NOTE 15 - OTHER ACCOUNTS PAYABLE:**

	2019 US\$	2018 US\$
Employees, salaries and related liabilities	254,572	218,254
Accrued expenses	85,310	30,482
Liabilities for grants received (Note 23)	26,408	26,340
Related party (Note 21)	2,960	7,065
<b>Total</b>	<b>369,251</b>	<b>282,141</b>

**NOTE 16 - BORROWINGS FROM RELATED PARTIES:**

In 2015, the Group signed an agreement to receive a loan of NIS 2 Million (US\$ 512,558 at 2015) from its major shareholders on back-to-back terms from a third party (the Kamea Fund). The loan bears an interest at an annual rate of 4% and was expected to be repaid in eight quarterly equal installments commencing December 31, 2016.

In December 2017, the Group reached a binding agreement with its shareholders according to which the loan will be repaid in eight equal quarterly installments commencing November 1, 2018.

	2019 US\$	2018 US\$
<b>Balance at 1 January</b>	<b>440,235</b>	<b>548,024</b>
Payment of borrowings	(72,338)	(66,702)
Exchange rate differences	37,196	(41,087)
<b>Balance at 31 December</b>	<b>405,093</b>	<b>440,235</b>

In consideration for the Kamea Fund providing those loans and taking on the risks associated with providing funding as a seed capitalist (through the back-to-back loans provided by the Lenders), Security Matters Israel agreed to provide, as additional consideration, a bonus payment on the occurrence of an exit or major liquidity event. This bonus payment is customary in early stage funding of start-ups in Israel by the Kamea Fund.

The compensation is capped at ILS 3,000,000 (approximately US\$ 860K) per each Lender (together, the **Bonus Payments**).

The Bonus Payments are intended to operate so that, in the event of:

- (i) dividend distributions paid by the Company; or
- (ii) additional consideration for the sale of shares by a Lender in Security Matters Ltd (either in the event of a takeover or otherwise)

(together, **Liquidity Events**), that Lender would be owed the Bonus Payment, the amounts of which are set out in the following paragraph.

Security Matters Israel is only required to commence paying a Bonus Payment once the Company has made a Cumulative Compensation to a Lender of at least ILS 3,075,000 (approximately US\$ 820K) (**Minimum Threshold**).

**'Cumulative Compensation'** means the total aggregate compensation provided under Liquidity Events.

Once a Lender has received the Minimum Threshold, the Company is required to commence paying the Bonus Payments from any further Cumulative Compensation. The Company must pay, in fulfilment of the Bonus Payment, 50% of any further Cumulative Compensation over and above the Minimum Threshold.

There is no time limit to pay the Bonus Payments. Once the Company has paid each Bonus Payment in its entirety (i.e. the cap of ILS 3,000,000 has been paid to each Lender), then the Company has fulfilled its obligations. Any further distributions thereafter will be distributed pro rata amongst all shareholders of the Company.

These Bonus Payments are governed under the laws of Israel.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The Bonus Payments were examined by an external valuator and based on management's projections and insights it has estimated that the value of the Lender's Bonus is estimated at zero as of 31 December 2018. In 2019, the management re-examined its projections and estimated the value of the Lender's Bonus at zero.

**NOTE 17 - CONVERTIBLE LOAN AT FAIR VALUE:****1. Loan from 2016 and 2017**

In June 2016, Security Matters Ltd. (Israel) signed convertible note agreements with a number of investors, according to which Security Matters Ltd. (Israel) borrowed a total amount up to NIS 6 Million (US\$1,555,396). On January 2, 2017, Security Matters Ltd. (Israel) received an additional amount of NIS 2 Million (US\$576,868) from a third party under the same terms. The Convertible Notes do not bear interest.

The Convertible Notes are financial instruments that were designated as a financial liability and presented at fair value with changes on fair value recognized in the statement of profit or loss.

In February 2018, the Convertible Notes were converted to a total of 17,553 shares of Security Matters Ltd. (Israel).

**2. Loan received in 2018**

In May and June 2018, Security Matters Ltd. (Israel) signed additional convertible note agreements (the "Second Convertible Notes") with a number of different investors, in which Security Matters Ltd. (Israel) borrowed a total amount of AUD 1.68 Million (US\$1,191,329). The Second Convertible Notes do not bear interest.

The Investors must convert the loan amount into capital shares at a PPS, equal to:

- 30% discount of the lowest price per share paid in the IPO.
- In an exit event (as defined in the Convertible Notes agreement), 70% of the price per share based on the Company pre-money valuation, on a fully diluted basis. An exit event means the occurrence of trade sale or the date on which listing approval occurs.

All of the Second Convertible Notes were converted to 11,999,959 shares of the company as part of the completion of the IPO. The Convertible Notes are financial instruments that were presented at fair value with changes on fair value recognized in statement of profit or loss.

	2019 US \$	2018 US \$
<b>As at 1 January</b>	--	3,586,428
Issue of convertible notes	--	1,191,329
Change in fair value of convertible notes	--	328,312
Exchange rate effect on value of convertible notes	--	(25,215)
Conversion of convertible notes to equity	--	(5,080,854)
<b>As at 31 December</b>	--	--

**NOTE 18 – ISSUED CAPITAL:**

Movements in ordinary Capital

	Date	Number of shares	Unit Price US\$	Share Capital US\$
Balance as at 1 January 2019	01/01/2019	97,500,000		10,892,560
Issuance of new shares	08/04/2019	10,800,400	0.35	3,830,902
Issuance of new shares	12/04/2019	1,609,600	0.36	573,983
Capital raising costs	12/04/2019	--		(328,095)
Exercise of Options by employee	13/11/2019	81,347	0.22	18,227
<b>Balance as at 31 December 2019</b>		<b>109,991,347</b>		<b>14,987,577</b>

**ANNUAL REPORT****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

	<b>Date</b>	<b>Number of shares</b>	<b>Unit Price US\$</b>	<b>Share Capital US\$</b>
Balance as at 1 January 2018 <sup>i</sup>	01/01/2018	44,946,400		1,250,000
Issuance of new shares in IL company <sup>i</sup>	01/02/2018	1,967,802	0.38	750,000
Conversion of convertible loan from 2016-17 <sup>i</sup>	25/02/2018	8,585,839	0.42 <sup>ii</sup>	3,567,904
Conversion of convertible loan at IPO from June 2018	14/10/2018	11,999,959	0.13 <sup>ii</sup>	1,512,949
Issuance of shares at IPO	15/10/2018	30,000,000	0.14	4,280,871
Capital raising costs	15/10/2018			(469,164)
<b>Balance as at 31 December 2018</b>		<b>97,500,000</b>		<b>10,892,560</b>

<sup>i</sup> For transactions prior to the IPO, number of shares and unit price are adjusted to the number of shares received in parent entity in consideration for the shares in Security Matters Ltd. (Israel).

<sup>ii</sup> Unit price for the convertible notes is presented with regards to the fair value and not the actual funds received.

*Ordinary shares*

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

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

*Capital risk management*

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

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

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

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

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

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**NOTE 19 – RESERVES:***Share based compensation*

The Company completed the following share-based payment transactions during the year:

Option granted in Security Matters Ltd.

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
<b>a) Share Based Payment Reserve</b>		
35,608,464 (31 December 2018: 33,321,157) options on issue	2,370,146	1,780,411
<b>b) Movement in Share Based Payment Reserve</b>		
	Number of Options	US\$
Opening balance at 1 January 2018	5,796	719,468
Issue of ESOP options (Note 19)	3,337	249,439
Closing balance at Security Matters Ltd. (Israel) at 14/10/18	<b>9,133</b>	<b>968,907</b>
<u>Security Matters Limited Options</u>		
Conversion of Security Matters Ltd. (Israel) Options to Australian parent Options	5,231,965	968,907
Issue of performance options (Note 19)	15,000,000	98,908
Issue of ESOP options (Note 19)	3,573,899	119,947
Issue of Options to lead manager and nominees	5,515,293	239,816
Issue of Options to various shareholders for services rendered	4,000,000	284,320
Cost of ESOP Options from 2017	--	68,513
<b>Closing balance at 31 December 2018</b>	<b>33,321,157</b>	<b>1,780,411</b>
Issue of ESOP options (Note 20)	2,450,000	267,026
Forfeit and exercise of Options	(162,693)	(11,106)
Cost of ESOP Options relating to grants from 2017-2018	--	333,815
<b>Closing balance at 31 December 2019</b>	<b>35,608,464</b>	<b>2,370,146</b>

*Foreign currency reserve*

The reserve is used to recognise exchange differences arising from the translation of the financial statements of operations in Australia to US dollars (the presentation currency).

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Foreign currency translation reserve	(113,743)	(31,925)

**NOTE 20 – SHARE BASED PAYMENTS**

The Option grants from 2019 were issued under the following terms and conditions:

*150,000 Options to Employee of the group granted on 27 May 2019:*

FV per option or right at grant date;	A\$0.18
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	28/01/2024
Date or dates when the options or rights may be exercised;	100% on 1/1/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	Must remain an employee or consultant of the Company
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

*450,000 Options to Employees of the group granted on 27 May 2019:*

FV per option or right at grant date;	A\$0.19
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	28/01/2024
Date or dates when the options or rights may be exercised;	25% on 28/1/2020 and additional 6.25% at the end of each quarter thereafter.
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	Must remain an employee or consultant of the Company
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

*250,000 Options to consultant of the group granted on 27 May 2019:*

FV per option or right at grant date;	A\$0.18
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	28/01/2022
Date or dates when the options or rights may be exercised;	Fully vested. Escrowed until 15/10/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

*250,000 Options to consultant of the group granted on 27 May 2019:*

FV per option or right at grant date;	A\$0.18
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	26/5/2022
Date or dates when the options or rights may be exercised;	Fully vested. Escrowed until 15/10/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

*500,000 Options to Lead Manager and its nominees granted on 4 June 2019:*

FV per option or right at grant date;	A\$0.16
Exercise price per share or unit;	A\$0.4
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	Vested immediately
Date or dates when the options or rights may be exercised;	Fully vested. Escrowed until 15/10/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

*100,000 Options to consultant of the Company, granted on 14 June 2019:*

FV per option or right at grant date;	A\$0.13
Exercise price per share or unit;	A\$0.5
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	13/6/2022
Date or dates when the options or rights may be exercised;	Fully vested. Escrowed until 15/10/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

*100,000 Options to Lead Manager of the Company, granted on 14 June 2019:*

FV per option or right at grant date;	A\$0.18
Exercise price per share or unit;	A\$0.5
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	13/6/2022
Date or dates when the options or rights may be exercised;	Fully vested.
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	15/10/2020
Class and number of equity instruments for which options/rights may be exercised	N/A
	Ordinary Shares

*250,000 Options to Director of the group granted on 5 June 2019:*

FV per option or right at grant date;	A\$0.17
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	4/6/2024
Date or dates when the options or rights may be exercised;	50% on June 4 2020, 50% on June 4 2021.
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	Escrowed until 15/10/2020
Class and number of equity instruments for which options/rights may be exercised	Must remain a Director or consultant of the Company
	Ordinary Shares

*300,000 Options to Consultant of the group granted on 2 October 2019:*

FV per option or right at grant date;	A\$0.16
Exercise price per share or unit;	A\$0.31
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	1/10/2022
Date or dates when the options or rights may be exercised;	Fully vested. Escrowed until 15/10/2020
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

**ANNUAL REPORT****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

*100,000 Options to Consultant of the group granted on 2 October 2019:*

FV per option or right at grant date;	A\$0.17
Exercise price per share or unit;	A\$0.5
Amount, if any, paid or payable by the recipient;	N/A
Expiry date;	1/10/2022
Date or dates when the options or rights may be exercised;	Fully vested
A summary of the service and performance criteria that must be met before the beneficial interest vests in the person.	N/A
Class and number of equity instruments for which options/rights may be exercised	Ordinary Shares

**Fair Value**

The Black Scholes option pricing model was used to determine the fair value of the options issued. The Black Scholes inputs and valuations were as follows:

*Options granted*

<u>Number of options</u>	<u>150,000</u>	<u>450,000</u>	<u>250,000</u>	<u>250,000</u>
Grant date	27/05/2019	27/05/2019	27/05/2019	27/05/2019
Issue date	28/01/2019	28/01/2019	27/05/2019	27/05/2019
Exercise price US\$	0.21	0.21	0.21	0.21
Expected volatility	92.3%	91.6%	88.2%	92.3%
Implied option life	2.64	3.43	3	2.68
Expected dividend yield	0%	0%	0%	0%
Risk free rate	1.14%	1.15%	1.14%	1.14%
Valuation per option A\$	0.18	0.19	0.18	0.18
Exchange rate	0.69	0.69	0.69	0.69
Valuation per option US\$	0.12	0.13	0.12	0.12
Total valuation US\$	18,575	58,822	30,959	30,959

<u>Number of options</u>	<u>500,000</u>	<u>250,000</u>	<u>100,000</u>	<u>100,000</u>
Grant date	04/06/2019	05/06/2019	14/06/2019	14/06/2019
Issue date	04/06/2019	05/06/2019	14/06/2019	14/06/2019
Exercise price US\$	0.28	0.21	0.34	0.34
Expected volatility	94.72%	86%	88.19%	88.19%
Implied option life	2.3	3.25	3	3
Expected dividend yield	0%	0%	0%	0%
Risk free rate	1.13%	1.10%	0.98%	0.98%
Valuation per option A\$	0.16	0.17	0.13	0.18
Exchange rate	0.69	0.69	0.69	0.69
Valuation per option US\$	0.11	0.12	0.09	0.12
Total valuation US\$	55,038	29,239	8,944	12,383

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

<u>Number of options</u>	<u>300,000</u>	<u>100,000</u>
Grant date	02/10/2019	02/10/2019
Issue date	02/10/2019	02/10/2019
Exercise price US\$	0.21	0.34
Expected volatility	94.19%	94.19%
Implied option life	3	3
Expected dividend yield	0%	0%
Risk free rate	0.64%	0.64%
Valuation per option A\$	0.16	0.17
Exchange rate	0.69	0.69
Valuation per option US\$	0.11	0.12
Total valuation US\$	32,955	11,874

## Details of Options outstanding

Grant date	Expiry date	Exercise price	Balance at beginning of year	Granted during the period	Exercised during the period	Forefited/ expired during the period	Balance at end of period	Exercisable at end of year
04/04/2017	01/09/2023	A\$0.2	2,490,813	--	--	--	2,490,813	1,941,431
18/06/2017	01/09/2023	A\$0.2	829,507	--	--	--	829,507	571,719
11/01/2018	01/09/2023	A\$0.2	773,366	--	--	--	773,366	--
15/03/2018	01/09/2023	A\$0.2	1,138,279	--	81,347	81,346	975,586	569,142
08/10/2018	14/10/2023	A\$0.2	7,573,899	--	--	--	7,573,899	6,315,507
08/10/2018	14/10/2021	A\$0.3	5,515,293	--	--	--	5,515,293	5,515,293
08/10/2018	14/10/2023	A\$0.2	15,000,000	--	--	--	15,000,000	--
27/05/2019	28/01/2024	A\$0.31	--	600,000	--	--	600,000	--
27/05/2019	28/01/2022	A\$0.31	--	250,000	--	--	250,000	250,000
27/05/2019	27/05/2022	A\$0.31	--	250,000	--	--	250,000	250,000
04/06/2019	14/10/2021	A\$0.4	--	500,000	--	--	500,000	500,000
05/06/2019	05/06/2024	A\$0.31	--	250,000	--	--	250,000	--
14/06/2019	14/06/2022	A\$0.5	--	200,000	--	--	200,000	200,000
02/10/2019	01/10/2022	A\$0.5	--	100,000	--	--	100,000	100,000
02/10/2019	01/10/2022	A\$0.31	--	300,000	--	--	300,000	300,000



## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**NOTE 21 - RELATED PARTIES:****Liabilities to related parties at December 31 (excluding remuneration)**

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Kibbutz Ketura	(2,960)	(6,962)
Kibbutz Degania A	--	(104)
	<b>(2,960)</b>	<b>(7,065)</b>

**Key Management Personnel Compensation**

The totals of remuneration paid to KMP during the year are as follows:

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Short-term salary and fees	254,945	169,666
Bonus payment	33,665	41,726
Non-monetary benefits	10,234	12,155
Post-Employment Retirement Benefits	34,971	12,454
Share based payments	112,461	107,654
	<b>446,276</b>	<b>343,655</b>

**Other related party transactions**

Entity / Key management personnel	Nature of transactions	Transaction value		Payable balance	
		<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
		<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
Kibbutz Ketura	Interest for shareholder borrowings (note 16)	6,326	10,425	--	387
Kibbutz Degania A	Interest for shareholder borrowings (note 16)	6,326	10,425	--	387
Kibbutz Ketura (related party of Ed Hofland)	Payment for services: bookkeeping, leased cars, finance services, food, lab rent, phone & internet	41,372	45,609	2,960	6,961
Kibbutz Degania A (related party of Amir Bader)	1,382,322 Options	--	98,255	--	N/A

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

## NOTE 22 – PARENT ENTITY FINANCIAL INFORMATION

The following information of the legal parent Security Matters Limited has been prepared in accordance with Australian Accounting Standards and the accounting policies as outlined in Note 2.

## (a) Financial Position of Security Matters Limited

	2019 US\$
<u>Assets</u>	
Current Assets	1,327,429
Non-Current Assets	250,685
<b>Total Assets</b>	<b>1,578,114</b>
<u>Liabilities</u>	
Current Liabilities	51,279
Non-Current Liabilities	-
<b>Total Liabilities</b>	<b>51,279</b>
<b>Net Assets</b>	<b>1,526,835</b>
<u>Shareholders' Equity</u>	
Issued Capital	14,987,577
Share based payment reserve	2,370,145
Foreign currency translation reserve	(113,743)
Accumulated losses	(15,717,144)
<b>Shareholders' Equity</b>	<b>1,526,835</b>

## (b) Statement of profit or loss and other comprehensive income

Loss for the year	3,349,093
Other comprehensive loss	81,818
<b>Total comprehensive loss</b>	<b>3,430,911</b>

Included within non-current assets is a net intercompany receivable of \$13,500,280 that the directors have impaired in the previous and current year.

## (c) Guarantees entered into by Security Matters Limited for the debts of its subsidiary

There are no guarantees entered into by Security Matters Limited.

## (d) Commitments for the acquisition of property, plant and equipment by Security Matters Limited

There were no commitments for the acquisition of property, plant and equipment as at 31 December 2019

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**NOTE 23 – GOVERNMENT GRANTS**

The Government of Israel encourages research and development projects oriented towards products for export or projects which will otherwise benefit the Israeli economy. This is conducted via the Office of the Chief Scientist (OCS).

The Company has one approved project with the OCS (project number 55715 approved 23 November, 2015) of a 40% grant out of a project of up to ILS 1,551,825 (~US\$ 400,000 at the time) under which it received ILS 547,596 (~US\$ 142,000 at the time) in 2016 and ILS 62,269 (~US\$ 17,000 at the time) in 2017. The Company passed a final review by the OCS and no additional funding is expected to be received under the project.

The Company is subject to paying 3% of its relevant revenues for the first three years, and 3.5% of the relevant revenues for further years, until repayment of the entire grant, being ILS 609,865 (equivalent to approximately US\$175,000).

The Company measured the fair value of its governmental liabilities on grants received, each period, based on discounted cash flows derived from Company's future anticipated revenues.

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Short term Liability at year end	26,408	26,340
Long Term Liability at year end	103,982	93,110
<b>Total</b>	<b>130,390</b>	<b>119,450</b>

**NOTE 24 – AUDITOR REMUNERATION**

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

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
<u>Audit Remuneration</u>		
Auditing and reviewing the financial reports (BDO East Coast Partnership) – Australia	37,563	24,277
Auditing and reviewing the financial reports (BDO Ziv Haft) – Israel	58,000	58,000
<b>Total</b>	<b>95,563</b>	<b>82,277</b>
<u>Other non-audit remuneration</u>		
Investigating Accountant's Report (BDO East Coast Partnership) – Australia	--	28,988
International and local tax support (BDO Ziv Haft) – Israel	--	24,000
<b>Total</b>	<b>--</b>	<b>52,988</b>

**NOTE 25 – CONTROLLED ENTITIES**

The ultimate legal parent entity of the Group is Security Matters Limited, incorporated and domiciled in Australia. The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policies described in Note 2.

<b>Controlled entity</b>	<b>Country of Incorporation</b>	<b>Percentage Owned 2019</b>	<b>Percentage Owned 2018</b>
Security Matters Ltd	Israel	100%	100%

**ANNUAL REPORT****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019****NOTE 26 – PROVISIONS**

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
Opening net carrying amount	4,550	3,269
Increase in provision	2,003	1,281
Closing net carrying amount	<b>6,553</b>	<b>4,550</b>

Provisions relate to long-term employee benefits.

**NOTE 27 - COMMITMENTS AND CONTINGENT LIABILITIES:**

As part of the Board's ongoing regulatory compliance process, the Board continues to monitor legal and regulatory developments and their potential impact on the Company. Management is not aware of any contingencies that may have a significant impact on the financial position of the Company.

The Company leases its offices and Laboratory under an operating lease agreement, as well as 4 company cars.

	<b>2019</b>	<b>2018</b>
	<b>US\$</b>	<b>US\$</b>
<i>Lease commitments - operating</i>		
<i>Committed at the reporting date but not recognised as</i>		
<i>liabilities, payable:</i>		
Within one year	--	33,163
One to five years	--	14,030
More than five years	--	--
	<b>--</b>	<b>47,193</b>

As Described in note 16 borrowings from related parties, the Company is committed to pay a bonus payment upon achieving certain goals. The Bonus Payments were examined by an external valuator as at December 31 2018 and based on management's projections and insights it has estimated that the value of the Lender's Bonus is estimated at nil as of 31 December 2019. The Maximum future bonus payment payable by the company is ILS 6,000,000 (US\$1,736,111 as at 31 December 2019 and US\$ 1,600,854 as at 31 December 2018).

**NOTE 28 - FINANCIAL INSTRUMENTS AND RISK MANAGEMENT:****Financial risk management objectives**

The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity'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 consolidated entity. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**Market risk***Foreign currency risk*

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

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

The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the New Israeli Shekel ("ILS"). The Company's policy is not to enter into any currency hedging transactions.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2019 US\$	2018 US\$	2019 US\$	2018 US\$
ILS	497,404	2,120,863	802,409	777,357
Euro	153,541	34,511	--	--
	<b>650,945</b>	<b>2,155,374</b>	<b>802,409</b>	<b>777,357</b>

*Sensitivity analysis*

A 10% strengthening of the United States Dollar against the following currencies would have increased (decreased) equity and the income statement by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. For a 10% weakening of the United States Dollar against the relevant currency, there would be an equal and opposite impact on the profit and other equity. 10% is chosen due to the USD-ILS stability over the last 24 months.

	2019 US\$	2018 US\$
Assets less liabilities held in ILS	(305,005)	1,343,506
	10%	10%
	<b>(30,500)</b>	<b>134,351</b>

*Price risk*

The consolidated entity is not exposed to any significant price risk.

*Interest rate risk*

The consolidated entity is not exposed to any significant interest rate risk.

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral. To mitigate the risk of default the consolidated entity deposits its cash with leading banks in Israel and Australia.

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

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2019 US\$	2018 US\$
Cash and cash equivalents	1,707,768	2,350,084
Other receivables	282,569	204,669
<b>Total</b>	<b>1,990,337</b>	<b>2,554,752</b>

## ANNUAL REPORT

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

**Liquidity risk**

Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable. The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

**2019:**

	Interest rate %	Less than 6 months US\$	6-12 months US\$	12-18 months US\$	18-24 months US\$	2-5 years US\$	Over 5 years US\$
<i>Financial liabilities at amortised cost</i>							
Trade and other payables	--	535,156	26,408	--	--	--	--
Lease liability		18,832	18,832	19,501	19,501	3,931	1,965
Borrowings	4%	202,546	202,546	--	--	--	--
<b>Total</b>		<b>756,534</b>	<b>247,787</b>	<b>19,501</b>	<b>19,501</b>	<b>3,931</b>	<b>1,965</b>

**2018:**

	Interest rate %	Less than 6 months US\$	6-12 months US\$	12-18 months US\$	18-24 months US\$	2-5 years US\$	Over 5 years US\$
<i>Financial liabilities at amortised cost</i>							
Trade and other payables	--	535,922	26,340	--	--	--	--
Borrowings	4%	133,404	133,404	133,404	40,021	--	--
<b>Total</b>		<b>669,326</b>	<b>159,744</b>	<b>133,404</b>	<b>40,021</b>	<b>--</b>	<b>--</b>

**NOTE 29 – SUBSEQUENT EVENTS:**

Since the reporting date the following significant events have occurred:

- February 2 2020 – Security Matters and The Perth Mint sign MoU to establish an initiative focused on the development of the world's first mine-to-marketplace ethical gold supply chain technology solution.
- February 10 2020 – Joint venture formed to develop tech solution to trace origin and drive brand integrity of wine. Joint venture (named Security Mattes Beverages) will be 50% owned by Security Matters and 50% owned by Global Bevco, an Australian company.
- On March 12 2020 the company completed a raise of A\$5,000,000 from institutional and sophisticated investors. The company issued a total of 14,705,883 shares at a price per share of A\$0.34, as well as attaching 4,926,466 Options with an exercise price of A\$0.6 and expiry of 3 years.
- On March 25 2020 the company completed an additional raise of A\$1,419,080 from institutional and sophisticated investors under the same terms of the raise from March 12. The company issued a total of 4,173,764 shares at a price per share of A\$0.34, as well as attaching 1,391,255 Options with an exercise price of A\$0.6 and expiry of 3 years.
- Covid-19 was declared a pandemic by the World Health Organization in March 2020. The full impact of the virus on the economies we operate in is not yet known. The Company expects to be impacted by a downturn in the economy. The Directors have considered various scenarios and consider the Company will be able to continue operating for the foreseeable future.

Other than the above, no other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**SECURITY MATTERS LIMITED, ABN 78626192998**  
**ANNUAL REPORT**  
**DIRECTORS' DECLARATION**



**DIRECTORS' DECLARATION**

In accordance with a resolution of the directors of Security Matters Limited, the directors of the company declare that:

1. the financial statements and notes, as set out on pages 19 to 53, are in accordance with the *Corporations Act 2001* and:
  - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 2 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
  - b. give a true and fair view of the financial position as at 31 December 2019 and of the performance for the period ended on that date of the company;
2. The directors have been given the declarations required by s295A of the corporations act 2001.
3. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the corporations Act 2001

Director .....

Dated this 27 day of March 2020

A handwritten signature in blue ink, appearing to read "J. K. 123", written over a horizontal line.

## INDEPENDENT AUDITOR'S REPORT

To the members of Security Matters Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Security Matters Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial performance for the year ended on that date; 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 *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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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.

### Audit Strategy for Overseas Operations

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>The Group's corporate structure comprises significant overseas operations. The existence of such operations increases the importance of engagement with component auditors to mitigate the risk associated with delivering an audit in a location and regulatory environment other than Australia.</p> <p>Given the material impact of the overseas operations, the audit risks associated with balances in the overseas subsidiary and level of interaction between ourselves and the component auditors, we determined that this was a key audit matter.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Gained an understanding of the Group, its components and the environment it operates in to identify the risks of material misstatement to the Group's financial report.</li> <li>• Engaged the use of BDO component auditors in Israel.</li> <li>• Confirmed the component auditors' understanding of ethical requirements, their professional competence and independence.</li> <li>• Maintained regular communication with the component auditors to identify issues that were significant to the Group throughout the audit process.</li> <li>• Assessed the susceptibility of the component's financial information to material misstatement from fraud and error.</li> <li>• Reviewed a sample of component auditor working papers and deliverables, in particular the areas that were key to the Group audit.</li> </ul>

### Accounting for Joint Venture

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p><i>Refer to Note 12 of the accompanying financial report.</i></p> <p>On 30 April 2019, Security Matters Limited entered into an agreement with Trifecta and established a new entity, Yahaloma Technologies Inc. Under the terms of the agreement, the Directors concluded that the new entity is jointly controlled and constitutes a joint venture. The assessment of joint control involves significant judgement.</p> <p>The terms of the joint venture agreement specified that Security Matters Limited contribute to the joint venture through transfer of the contractual rights to the portion of their IP that relate to the diamond sector.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Obtained and reviewed the executed agreements for the joint venture to understand the structure and terms.</li> <li>• Assessed management's position paper in relation to the accounting for the joint arrangement with reference to the applicable Accounting Standards.</li> <li>• Reviewed the accounting treatment and entries relating to the transfer of intellectual property to the joint venture with reference to the</li> </ul>

Given the significance of the transaction and the level of judgment involved we determined that this was a key audit matter.

applicable Accounting Standards and through consultation with our IFRS Technical Specialists.

- Our component auditors vouched a sample of the IP costs associated with the diamond sector.
- Assessed the adequacy of the disclosure in the financial statements in relation to this transaction.

#### **Emphasis of matter - subsequent event**

We draw attention to Note 29 of the financial report, which describes the non-adjusting subsequent event relating to the impact of the COVID-19 pandemic outbreak on the entity. Our opinion is not modified with respect to this matter.

#### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2019, but does not include the financial report and the auditor's report thereon.

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

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

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

#### **Responsibilities of the directors for the Financial Report**

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

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 has no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the Financial Report**

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

[http://www.auasb.gov.au/auditors\\_responsibilities/ar1.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf)

This description forms part of our auditor's report.

### **Report on the Remuneration Report**

#### **Opinion on the Remuneration Report**

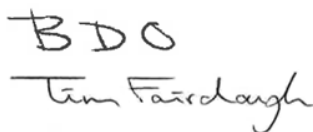
We have audited the Remuneration Report included in pages 10 to 17 of the directors' report for the year ended 31 December 2019.

In our opinion, the Remuneration Report of Security Matters Limited, for the year ended 31 December 2019, 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.

#### **BDO East Coast Partnership**



Tim Fairclough  
Partner

Melbourne, 27 March 2020

## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

**Corporate Governance Statement**

The Board of Directors of Security Matters Limited (SMX or **the Company**) is responsible for the corporate governance of the Company and its subsidiaries. The Board guides and monitors the business and affairs of SMX on behalf of the Shareholders by whom they are elected and to whom they are accountable.

The table below summarises the Company's compliance with the ASX Corporate Governance Council's Principles and Recommendations.

**PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT**

	<b>Corporate Governance Council Recommendation</b>	<b>Compliance</b>	<b>Disclosure</b>
1.1	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	Complies	<p>The Board is responsible for the overall corporate governance of the Company's business.</p> <p>The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy including, approving the strategic goals of the Company and considering and approving an annual business plan, including a budget.</p> <p>The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company, its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes, are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.</p> <p>The Board has adopted a Board Charter to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged.</p> <p>The CEO is responsible for running the day to day affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out these responsibilities, the CEO must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.</p>

ANNUAL REPORT

CORPORATE GOVERNANCE STATEMENT

			The role of management is to support the CEO and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complies	<p>(a) The Board is responsible for ensuring it is comprised of individuals who are best able to discharge the responsibilities of Directors having regard to the law and the best standards of governance.</p> <p>(b) This will necessarily include undertaking background and other checks before appointing a person or putting them forward to security holders as a candidate for election as a Director, as well as providing all material information relevant to a decision for election as a Director. The qualifications, experience and special responsibilities of the Board Members are set out in the Directors' Report of the Financial Statements for the year ended 31 December 2019.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	On appointment of a Director or senior executive, the Company issues a letter of appointment setting out the terms and conditions of their appointment to the Board and Company. The Directors and senior executives have received a letter setting out the terms of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	The Company Secretary is appointed by the Board and is responsible for developing and maintaining the appropriate governance systems and processes for the Board to fulfil its role and is responsible to the Board for ensuring compliance with Board procedures and governance matters. The Company Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. The Company Secretary is Mark Licciardo.
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p>	Does not comply	The Company does not have a separate Board approved policy on diversity, until such time as the size of SMX's operations and the Board justifies the establishment of such a policy. The Company recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity and equal opportunity. Diversity drives the Company's ability to attract, retain and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business. The Company promotes diversity through inclusive practices and behaviours for the

ANNUAL REPORT

CORPORATE GOVERNANCE STATEMENT

	<p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		<p>benefit of all staff, improved employment and career development opportunities for women, and a work environment that values and utilises the contributions of all employees.</p> <p>As a measurement of gender diversity, the proportion of women employees in the entity as at 31 December 2019 are as follows:</p> <p>Women on the Board: 17%</p> <p>Women in senior executive roles: 0%</p> <p>Women in management position: 50%</p> <p>Women in the organisation: 67%</p> <p>The Company is not a relevant employer under the Workplace Gender Equality Act.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation</p>	Does not comply	<p>(a) SMX has considered adopting a performance evaluation process in relation to the Board and its Committees. The performance of the Board, its Committees and the individual Directors is subject to regular review.</p> <p>(b) As a relative newly constituted Board, a performance evaluation was not undertaken during this reporting period. A performance evaluation will be carried out in due course.</p>

## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

	was undertaken in the reporting period in accordance with that process.		
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Complies	<p>(a) The Company's senior executives, including the CEO, are evaluated on their performance on a yearly basis in line with the Company's performance evaluation plan and risk management process. Agreed upon strategic objectives must be met by senior executives as part of their key performance targets. The Chief Executive Officer (CEO) then reviews the performance of the senior executives against those objectives. These reviews occur annually.</p>

**PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE**

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>has at least three members, a majority of whom are independent directors; and</li> <li>is chaired by an independent director, and disclose the charter of the committee, the members of the committee; and</li> <li>as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ol>	Does not comply	<p>A Remuneration and Nomination Committee has not been established and the function of the Remuneration and Nomination Committee will be fulfilled by the Board having regard to the policies set in the Remuneration and Nomination Committee Charter until such time as the size of SMX's operations and the Board justifies the establishment of such a Committee. The Company shall review this position periodically.</p> <p>Remuneration levels are competitively set to attract the best qualified and experienced Directors, Key Management Personnel and senior executives appropriate to the size and stage of development of the Company.</p>
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ANNUAL REPORT

CORPORATE GOVERNANCE STATEMENT

	<p>attendances of the members at those meetings: <b>OR</b></p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>Details of the amount of remuneration, and all monetary and non-monetary components, for each of the Key Management Personnel during the period is included in the Directors' Report.</p> <p>The Board will, as a group, give due and regular consideration to all relevant remuneration and nomination matters and will address succession issues having regard to the Company's corporate governance policies and charters.</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	Complies in part	<p>The Company supports the appointment of Directors who bring a wide range of business and professional skills and experience. While the Company does not have or disclose a formal skills matrix it does consider Directors' attributes prior to any appointment. The qualifications, skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report and their attendance at Board meetings is included in the Directors' Report. The Board has an extensive range of knowledge and skills with relevant experience as detailed in the Annual Report.</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p>	Complies	<p>The Directors considered by the Board to be independent are set out in the Directors' Report of the Annual Report. The Board has adopted a definition of independence based on that set out in Principle 2 of the ASX Corporate Governance Council Principles and Recommendations.</p> <p>The Board considers Non-Executive Directors, Jovanka Naumoska and Dr Gregory Clark, free from any business or any other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement and so each is considered an independent Director.</p> <p>The length of service for each Director is detailed in the Director's Report of the Annual Report.</p>



**ANNUAL REPORT****CORPORATE GOVERNANCE STATEMENT**

	(c) the length of service of each director.		
2.4	A majority of the board of a listed entity should be independent directors.	Does not comply	Currently only Jovanka Naumoska and Dr Gregory Clark are considered by SMX to be independent Directors. Accordingly, the majority of the Board will not be independent. The Board believes that the composition of its Board is appropriate for SMX having regard to the size and operations and skill set of the Company's Directors both individually and collectively. However the Board will periodically review the size and composition of its Board with a view to making further appointments (which may include further independent Directors) at appropriate times. The Board believes that independent judgment is achieved and maintained in respect of its decision-making processes. Furthermore, all Directors are entitled to seek independent professional advice as and when required. The Directors believe that they are able to objectively analyse the issues before them in the best interests of all shareholders and in accordance with their duties as Directors.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Does not comply	The Chair of SMX is Everardus (Ed) Hofland who is an Executive Director. Given the Company's current size and its operations, SMX is of the view that Ed Hofland is the most appropriate person to lead the Company as Executive Director and Chairman, and will bring appropriate judgement to matters falling both within his scope as Chairman and as an Executive with the benefit of his long standing knowledge of, and experience in, the SMX business.
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Complies	The Company's induction program provides incoming Directors with information that will enable them to carry out their duties in the best interests of the Company. New Directors are encouraged to spend time with the Management team and receive information packages and documentation pertinent to the role. This includes supporting ongoing education of Directors for the benefit of the Company. SMX is committed to procuring appropriate professional development opportunities for Directors so that they may develop and maintain the skill and knowledge needed to perform their roles effectively, whether this be by informal program or otherwise. Members of the Board are able to take independent professional advice at the expense of the Company.

**PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY**

3.1	A listed entity should:  (a) have a code of conduct for its directors, senior executives and employees; and	Complies	The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct to be followed by all employees, contractors and officers. The Code of Conduct outlines the Company's policies on various matters including protection of
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## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

	(b) disclose that code or a summary of it.		<p>confidential information, avoiding conflicts of interest, ethical conduct, business and personal conduct, privacy and financial integrity.</p> <p>A copy of the code is available on the Company's website <a href="https://www.securitymattersltd.com">https://www.securitymattersltd.com</a>.</p>
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**PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING**

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>is chaired by an independent director, who is not the chair of the board; and disclose:</li> <li>the charter of the committee;</li> <li>the relevant qualifications and experience of the members of the committee; and</li> </ol> <p>(b) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <b><u>OR</u></b></p> <p>(c) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external</p>	Does not comply	<p>An Audit and Risk Committee has not been established and the function of the Committee will be fulfilled by the Board having regard to the policies set in the Audit and Risk Committee Charter until such time as the size of SMX's operations and the Board justifies the establishment of such a Committee. The Company shall review this position periodically.</p> <p>The Board will, as a group, give due and regular consideration to all relevant audit and risk matters and will address any issues having regard to the Company's corporate governance policies and charters.</p>
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## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

	auditor and the rotation of the audit engagement partner.		
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	The Chief Executive Officer and Chief Financial Officer state in writing to the Board that the Company's Financial Reports present a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and that the statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Complies	The external auditors are requested to attend the Annual General Meeting and are available to answer shareholders' questions about the conduct of the audit and preparation of the Auditor's Report.

## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

**PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE**

5.1	A listed entity should:	Complies	The Company has adopted a Disclosure and Communication Policy to ensure it complies with the continuous disclosure regime under the ASX Listing Rules and the Corporations Act 2001. The Company's Communication and Disclosure Policy is available on the Company's website <a href="https://www.securitymattersltd.com">https://www.securitymattersltd.com</a> .
	(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and		
	(b) disclose that policy or a summary of it.		

**PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS**

6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company's Disclosure and Communication Policy outlines the shareholder communications protocols which the Company has adopted. The Company uses its website ( <a href="https://www.securitymattersltd.com">https://www.securitymattersltd.com</a> ), annual report, market disclosures and media announcements to communicate with its shareholders, as well as encourages participation at general meetings.
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complies	<p>The Company is committed to:</p> <ul style="list-style-type: none"> <li>ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way through the annual and half yearly reports, ASX releases, general meetings and the Company's website <a href="https://www.securitymattersltd.com">https://www.securitymattersltd.com</a>;</li> <li>actively responding to shareholder's direct enquiries;</li> <li>complying with continuous disclosure obligations contained in the applicable ASX Listing Rules and the Corporations Act in Australia; and</li> <li>encouraging shareholder participation at general meetings.</li> </ul>
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Complies	The Board encourages full participation of shareholders at the Company's annual general meetings and any general meetings to ensure a high level of accountability and identification with the Company's strategy. The external auditor will also be invited to attend the annual general meeting of shareholders and will be available to answer any questions concerning the conduct, preparation and content of the auditor's report.

## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies	The Company's registrar, Boardroom, provides the option for shareholders to receive and send communications electronically.
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**PRINCIPLE 7 – RECOGNISE AND MANAGE RISK**

7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose the charter of the committee; the members of the committee; and</p> <p>(3) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <b><u>OR</u></b></p> <p>(4) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Does not comply	<p>An Audit and Risk Committee has not been established and the function of the Committee will be fulfilled by the Board having regard to the policies set in the Audit and Risk Committee Charter until such time as the size of SMX's operations and the Board justifies the establishment of such a Committee. The Company shall review this position periodically.</p> <p>Ultimate responsibility for risk oversight and risk management rests with the Board. The identification and proper management of the Company's risks are an important priority of the Board. The Board has adopted a Risk Management Policy appropriate for its business, which will ensure appropriate systems are implemented to identify material risks that may impact on the Company's business and delegate appropriate responsibilities to control any identified risk. The Policy will also ensure that any material changes to the Company's risk profile will be disclosed in accordance with the Company's Disclosure and Communication Policy.</p> <p>The Board will be responsible for overseeing and approving the Company's risk management strategy and policies, monitoring risk management, and establishing procedures, which seek to provide assurance that major risks to the business are identified, assessed and appropriately addressed, recognising however that no cost effective internal control system will preclude all errors and irregularities.</p>
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## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

			<p>The Board has also received written assurances from the Chief Executive Officer and Chief Financial Officer that to the best of their knowledge and belief:</p> <ul style="list-style-type: none"> <li>• The Company's financial statements present a true and fair view of the Company's financial condition and operational results, and comply with relevant accounting standards; and</li> <li>• The risk management and internal compliance and control systems are sound, appropriate and operate effectively, and implement the policies adopted by the Board.</li> </ul>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complies	<p>(a) The Board reviews and oversees the operation of systems of risk management to ensure that the significant risks facing the Company are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with.</p> <p>(b) During the period under review individual components of the risk management framework were reviewed by the Board, which recommended further development by management was required for reassessment during the forthcoming financial year.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; <b>OR</b></p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluation and continually improving the effectiveness of its risk management and internal control processes.</p>	Complies in part	<p>The Company does not have an internal audit function. The Board works closely with the Management Team to identify and manage operational, financial and compliance risks which could prevent the Company from achieving its objectives. The Board actively encourages the External Auditor to raise internal control issues, and oversees management's timely remediation thereof.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Complies	<p>The Company has identified key risks within the business. In the ordinary course of business, management monitor and manage these risks.</p> <p>Key operational and financial risks are presented to and reviewed by the Board.</p>

## ANNUAL REPORT

## CORPORATE GOVERNANCE STATEMENT

**PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY**

8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; <b><u>OR</u></b></p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Does not comply	<p>A Remuneration and Nomination Committee has not been established and the function of the Remuneration and Nomination Committee will be fulfilled by the Board having regard to the policies set in the Remuneration and Nomination Committee Charter until such time as the size of SMX's operations and the Board justifies the establishment of such a Committee. The Company shall review this position periodically.</p> <p>Remuneration levels are competitively set to attract the best qualified and experienced Directors and Key Management Personnel appropriate to the size and stage of development of the Company.</p> <p>Details of the amount of remuneration, and all monetary and non-monetary components, for each of the Key Management Personnel during the period is included in the Directors' Report.</p> <p>The Board will, as a group, give due and regular consideration to all relevant remuneration and nomination matters and will address succession issues having regard to the Company's corporate governance policies and charters.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	The details of the remuneration paid to Directors and Officers is included in the Remuneration Report section of the Annual Report.

ANNUAL REPORT

CORPORATE GOVERNANCE STATEMENT

8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Complies	<p>In accordance with SMX's share trading policy, participants in any equity based incentive scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in SMX's securities to any other person. A copy of the Policy for dealing in securities is available on the Company's website <a href="https://www.securitymattersltd.com">https://www.securitymattersltd.com</a>.</p>
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Unless otherwise indicated, SMX's corporate governance practices were in place for the financial year ended 31 December 2019 and to the date of signing the Directors' Report.

Various corporate governance practices are discussed within this statement. For further information on corporate governance policies adopted by the Company, refer to our website <https://www.securitymattersltd.com>.



**ANNUAL REPORT****ADDITIONAL ASX INFORMATION**

Additional information required by the ASX Limited Listing Rules not disclosed elsewhere in this Annual Report is set out below. The shareholder information set out below was applicable as at March 25 2020.

**Number of holders of Equity Securities**Ordinary shares

128,870,995 Ordinary shares are held by 624 individual shareholders.

All ordinary shares carry one vote per share and the right to dividend.

Options to shares

42,231,185 Options to shares are held by 66 individual Option-holders.

Option holders do not have the right to vote.

**Distribution schedule**

<b>Holdings Ranges</b>	<b>Fully Paid Ordinary Shares</b>	<b>Fully Paid Ordinary Shares ASX ESC 24 Months from Quotation</b>	<b>Fully Paid Ordinary Shares Vol Escrow 24 Mths from Quotation</b>	<b>Options over Ordinary Shares</b>	<b>Unlisted Options over Ordinary Shares</b>
1-1,000	28	0	0	0	0
1,001-5,000	173	0	0	0	1
5,001-10,000	129	0	0	0	1
10,001-100,000	188	1	1	2	22
100,001-9,999,999,999	90	8	7	29	16
<b>Totals</b>	<b>608</b>	<b>9</b>	<b>8</b>	<b>31</b>	<b>40</b>
<b>Holdings less than a marketable parcel</b>	15				

**Twenty largest shareholders**

Fully paid ordinary shares & Fully paid ordinary shares voluntarily escrowed and ASX escrowed

IBI TRUST MANAGEMENT <ENERGY KETURA COOPERATIVE AC>	17,804,623	13.816%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	12,547,176	9.736%
IBI TRUST MANAGEMENT <DEGANIA A BUSINESS A/C>	10,374,617	8.050%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,446,181	4.226%
IBI TRUST MANAGEMENT <BENGUY ESCROW COMP LTD A/C>	5,135,949	3.985%
IBI TRUST MANAGEMENT <MENACHEM ELIYAHU HARAM A/C>	3,766,362	2.923%
IBI TRUST MANAGEMENT <PINNI MEIDAN A/C>	3,766,362	2.923%
CAPE BOUVARD EQUITIES PTY LTD	3,700,000	2.871%
IBI TRUST MANAGEMENT <AARON LEV A/C>	3,423,966	2.657%
DAVFT PTY LTD <DAVENPORT FAMILY A/C>	2,757,984	2.140%
IBI TRUST MANAGEMENT <KIBBUTZ KEFAR GLIKSON A/C>	2,655,530	2.061%
INVIA CUSTODIAN PTY LIMITED <HAROLD CHARLES MITCHELL A/C>	2,476,472	1.922%

## ANNUAL REPORT

## ADDITIONAL ASX INFORMATION

IBI TRUST MANAGEMENT <KIBBUTZ MAGEN ACS A/CS>	2,124,815	1.649%
IBI TRUST MANAGEMENT <KIBBUTZ YIZRAEL 2004 A/C>	2,124,815	1.649%
MARQUETTE HOLDINGS PTY LIMITED	2,000,000	1.552%
IBI TRUST MANAGEMENT <KIBBUTZ KETURA ACS A/C>	1,765,788	1.370%
FRALARA PTY LTD <FRAID ALARA FAMILY A/C>	1,750,000	1.358%
J P MORGAN NOMINEES AUSTRALIA	1,651,235	1.281%
MEPTAGON LTD	1,410,000	1.094%
M.TECH PRODUCTS AUST PTY LIMITED	1,376,471	1.068%
Total Securities of Top 20 Holdings	88,058,346	68.331%
<b>Total of Securities</b>	<b>128,870,995</b>	

## Substantial holders

Substantial Shareholders Balance as at 25-03-2020 %

IBI TRUST MANAGEMENT <ENERGY KETURA COOPERATIVE AC>	17,804,623	13.816%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	12,547,176	9.736%
IBI TRUST MANAGEMENT <DEGANIA A BUSINESS A/C>	10,374,617	8.050%

## Restricted Securities

As at March 25 2020 the following securities are subject to escrow:

Options \$0.20 Exp 5 Years ASX Escrowed 24 Mths from IPO	<b>19,755,035</b>
Options \$0.20 Expiring 1 Sept 2023 Vol Esc 2 Years from IPO	<b>6,378,066</b>
Fully Paid Ordinary Shares ASX ESC 24 Months from Quotation	<b>40,107,753</b>
Fully Paid Ordinary Shares Vol Escrow 24 Mths from Quotation	<b>15,808,020</b>
Options \$0.20 Exp 5 Years from IPO Date Vol Esc 24 Months	<b>1,510,070</b>
Options \$0.30 Exp. 3 Years from IPO ASX Esc 2 Years from IPO	<b>5,515,293</b>

## Unquoted equity securities

The following holders hold 20% or more of unquoted equity securities

<i>Fully Paid Ordinary Shares ASX Escrowed 24 Months from Quotation</i>	17,804,623
IBI TRUST MANAGEMENT <ENERGY KETURA COOPERATIVE AGRICULTURAL SOCIETY LTD>	17,804,623
<i>Options Expiring 5 Years ASX Escrowed 24 Months from IPO</i>	
SECURITY MATTERS INVESTMENT LLC	5,000,000
BENGUY ESCROW COMPANY LTD	5,000,000
KIBBUTZ KETURA ACS	5,000,000
<i>Options Expiring 5 Years from IPO Date Voluntary Escrow 24 Months</i>	
LEON KEMPLER	755,035

## ANNUAL REPORT

## ADDITIONAL ASX INFORMATION

MR JOHN POYNTON	755,035
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*Options Expiring 1 Sept 2023 Voluntary Escrow 2 Years from IPO*

IBI TRUST MANAGEMENT <DR YAIR GROF A/C>	1,545,587
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*Options Expiring 3 Years from IPO ASX Escrow 2 Years from IPO*

GNAT PTY LTD <G & N INVESTMENT A/C>	3,350,000
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*Unlisted Options \$0.31 Exp 28/01/2022*

DORON AFIK	250,000
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*Unlisted Options \$0.31 Exp 28/01/2024*

IBI TRUST MANAGEMENT <DR NATALY TAL A/C>	150,000
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IBI TRUST MANAGEMENT <GAL SHMUELI A/C>	150,000
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IBI TRUST MANAGEMENT <HAGIT SADE A/C>	150,000
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IBI TRUST MANAGEMENT <TEHILA NAHUM A/C>	150,000
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*Unlisted Options \$0.31 Vol escrow 15 Oct 2020 Exp 2 Oct 2022*

LEON KEMPLER	300,000
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MR GREGORY CLARK	250,000
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KING5 PTY LTD <THE LEABURN ACCOUNT>	250,000
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*Unlisted Options \$0.357 Exp 31 Dec 2024*

DR MICHAL FIRSTENBERG	25,000
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MOR KAPLINSKY	25,000
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*Unlisted Options \$0.357 Exp 31 Dec 2025*

DR YIFAT BAREKET	105,000
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*Unlisted Options \$0.40 Vol Escrow 15/10/2020*

GNAT PTY LTD <G & N INVESTMENT A/C>	400,000
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SABRE POWER SYSTEMS PTY LTD	100,000
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*Unlisted Options \$0.50 Exp 2.10.2022*

LEON KEMPLER	100,000
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KING5 PTY LTD <THE LEABURN ACCOUNT>	100,000
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*Unlisted Options \$0.60 Exp 12/02/2023*

MORGAN STANLEY & CO INTERNATIONAL PLC	1,960,784
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**On market buy back**

There is currently no on-market buy-back.

**Voting rights**

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

**ANNUAL REPORT**

**ADDITIONAL ASX INFORMATION**

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

**Consistency with business objectives - ASX Listing Rule 4.10.19**

In accordance with Listing Rule 4.10.19, the Group states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives. The business objectives are to develop the business of Security Matters Limited in line with its business model.

The consolidated entity believes it has used its cash in a consistent manner to which was disclosed under the Prospectus dated 7 August 2018.